**Notice of Bylaw Amendment**

 Pursuant to Article X of the Bylaws of Momentum Academy, the Chairman of the Board of Directors hereby gives notice that a meeting of the Board of Directors will be held on **May 27, 2025 at 7 p.m.** at Momentum Academy’s Offices located at 2000 S. 8th Street, St. Louis, Missouri 64104 and at that meeting, the Board of Directors will consider approving the attached amendment to Momentum Academy’s Bylaws. A copy of Momentum Academy’s Bylaws, as amended, shall be open to inspection by any board member or member of the public at all reasonable times during office hours.

**Momentum Academy’s Bylaws shall be amended as follows:**

**Article III DIRECTORS and**

**Article III Section 3.2:** Powers.  All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed under the direction of, the board of directors of this corporation.  The board of directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the articles of incorporation or these bylaws, to supervise, control, direct and manage the property, affairs and activities of this corporation, to determine the policies of this corporation, to do or cause to be done any and all lawful things for and on behalf of this corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (a) the board of directors shall not authorize or permit this corporation to engage in any activity not permitted to be transacted by the articles of incorporation or by a corporation organized under the Missouri Nonprofit Corporation Act, (b) none of the powers of this corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this corporation, and (c) all income and property of this corporation shall be applied exclusively for its nonprofit purposes.

This corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.  This corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of this corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of this corporation, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Section 3.7 and Section 5.4.

Momentum Academy’s Board of Directors shall be the governing body charged with the responsibility for the operation of the public charter school.  The most notable responsibilities shall be as follows:

• Create and support a clear mission, vision, and performance objectives;

• Review and maintain bylaws;

• Establish, interpret and enforce policies and practices consistent with the mission, including an annual review of the Operational Manual;

• Ensure fiscal health of the school including capital assets, operating budgets, fundraising, and endowments;

• Adopt the annual financial budget;

• Approve monthly General Fund and other reports and approve expenditures as required by Board policy;

• Hire, support, manage, and assess the Executive Director;

• Require reports of the Executive Director concerning the school’s progress;

• Evaluate itself annually and develop itself through orientation, ongoing education, and leadership succession planning;

• Establish strategic plans;

• Comply with Missouri’s Sunshine Law by adopting a Sunshine Law policy as required by law and otherwise ensuring the board and school comply with the provisions of the Sunshine Law, Ch. 610, RSMo;

• Assure compliance with federal and state laws, regulations and rules;

• Assist in development of plans and specifications and provide financing for school facilities;

• Act as a final appeals board for personnel, parent/guardian, and student grievances;

• Hear communications, either written or oral, from stakeholders related to matters of policy;

• Act as charter school advocates and liaisons between the community and school;

• Meeting the terms of the charter and attaining established goals and objectives set forth in the charter document; and

• Meeting the legislative intent of raising student achievement and ensuring the school operates in a fiscally responsible manner evidenced by an unqualified audit annually.

**Article III Section 3.3:** Number and Qualifications. The directors of this corporation shall not be less than three or more than thirteen and the number of directors shall be determined by the Board from time to time. All directors must be natural persons and residents of the State of Missouri. As specified by state law (§160.400.15 RSMo), no member of the board shall hold any other office or employment from the board while serving as a member of the board; no member of the board shall have any substantial interest (see §105.450 RSMo for a definition) in any entity employed by or contracting with the board; no member of the board shall be an employee of a company that provides substantial services to the charter school. Any person who does not meet the requirements of state law may not serve as a director.

**Article III Section 3.4:** Nomination, Election and Terms of Office.  Each director shall hold office for  a term of three years, unless removed by the board of directors in accordance with Section 3.10 below. The term of the directors shall be staggered so that, as near as possible, an equal number of directors will be appointed in each year. Notwithstanding the foregoing, if a director holds an officer position and the term of office for such officer position extends beyond the director’s term as a director, the director term may be extended, with the Board’s support, as necessary, to match the term of office for such officer position.

Any member of the board of directors can nominate someone to join the board of directors.

Any director may be elected for successive terms.  Notwithstanding the foregoing, no director shall be elected as such director for more than three consecutive full terms.  A full term for a director shall consist of three full years.  The election in respect of three consecutive full terms shall not be deemed to include any term of less than one full year; provided, however, (a) that in the case of replacements to fill vacancies in the tenure of directors a period of nine months or more shall be computed as a full term of one year, and (b) that the term of a director elected at an annual meeting of the board of directors for a period expiring with the next following annual meeting of the members shall be treated as a full term of one year, notwithstanding any change or changes in the dates of the annual meeting in the years involved.

**Article IV Section 4.1**. Annual Meetings of the Board-Notice. An annual meeting of the board of directors shall be held during May of each year, on the day determined by the board of directors. Notice of an annual meeting shall be given and effective to each director not less than five days before the date of the annual meeting.

**Article IV Section 4.2**: Regular Meetings

**Article IV Section 4.3**: Special Meetings

**Article IV Section 4.4**: Notice of Meetings

**Article IV Section 4.5**: Quorum

**Article IV Section 4.6**: Adjournment

**Article IV Section 4.7**: Voting

**Article IV Section 4.8** Meetings by Conference Telephone or Similar Communications Equipment.  Members of the board of directors of this corporation may participate in a meeting of the board by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at the meeting. The board recognizes that there are benefits to in-person meetings and that board members and Momentum Academy staff members are more likely to build positive relationships through in-person interaction through in-person meetings and other in-person activities.  The board strongly encourages that at least one board meeting per year be conducted in-person with as many board members as possible present in-person for the meeting.

Any meeting conducted under this section shall comply with Missouri’s Sunshine Law.

**Article IV Section 4.9**: Action Without a Meeting

**Article V Section 5.9 subsections c, d, e and f:**

*(c) act as custodian of the seal of this corporation, if any and when authorized to do so shall affix it to any instrument requiring the seal, and when so affixed, shall attest the seal;*

*(d) give or cause to be given notice of the meetings of the board of directors, but this shall not lessen the authority of others to give such notice as provided in these bylaws;*

*(e) exercise and discharge the general duties, powers and responsibilities of a secretary of a corporation; and*

*(f) exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the chairperson or the board of directors.*

**Article VII Section 7.2**: Bonds.  The Chief Operating Officer of this corporation shall be bonded at this corporation’s expense. Any other officer or employee handling money of this corporation shall be bonded at this corporation’s expense if the board of directors so requires.