

**AMENDED AND RESTATED
BYLAWS
OF
INSPIRED TEACHING DEMONSTRATION PUBLIC CHARTER SCHOOL**

**ARTICLE I
NAME**

The corporation shall be known as the “Inspired Teaching Demonstration Public Charter School” and is referred to in these Bylaws as the “Demonstration School.”

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Demonstration School shall be at Center for Inspired Teaching, 1436 U Street, NW, Suite 400, Washington, DC 20009.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. Powers and Duties. The business and affairs of the Demonstration School shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided by law. The primary functions of the Board of Directors shall be the establishment of policy and the sound management of the resources of the Demonstration School. The Board of Directors shall have all the powers to carry out any other functions which are permitted by these Bylaws or by the Articles of Incorporation, except as limited by law. Notwithstanding the foregoing, the powers of the Board of Directors shall include, but shall not be limited to, the power to engage qualified public accountants to carry out annual audits of the books of the Demonstration School and its systems of financial controls and report to the Board of Directors as a result of such audits. The Board of Directors may delegate certain of their duties to one or more committees in accordance with these Bylaws and as permitted by law, but such delegation shall not relieve the Board of Directors of their responsibility for any action taken for and on behalf of the Demonstration School.

Section 2. Number of Directors. The Board of Directors shall consist of such number of Directors (which in no case shall be less than three or more than 15) as the Board of Directors may designate from time to time. The number of Directors comprising the Board may be increased or decreased (but not more than 15 or less than three) from time to time by the Board of Directors, provided, however, that no decrease in the number of Directors shall have the effect of shortening the term of an incumbent Director. Once the Demonstration School receives its charter and begins operating, the Board of Directors shall consist of the following:

- (a) A majority of Directors shall be residents of the District of Columbia;
- (b) At least two Directors shall be parents of students attending the Demonstration School;

- (c) At least three Directors shall be employees of Center for Inspired Teaching, and shall be selected by the Board of Directors after consultation and agreement with Center for Inspired Teaching.

Section 3. Appointment and Term of Office. The Governance Committee shall review and recommend to the Board of Directors nominees for the Board of Directors. The Directors shall be elected by the affirmative vote of a majority of the Directors then in office. Initially, the Directors shall be elected to one, two or three year terms as designated by the Board of Directors at the time of election of each Director. Thereafter, each Director shall be elected to a three-year term, except that the Board may, in its discretion, appoint Directors who are parents of students attending the Demonstration School to a shorter term. As nearly as may be possible, the terms of each Director shall be staggered so that an equal number of terms shall begin and end at each annual meeting. Each Director shall serve for the term to which he or she is elected and until his or her successor is duly elected and qualified or until his or her earlier resignation, removal from office or death.

Section 4. Officer of the Board of Directors. The Chairperson of the Board shall be elected by the Board to a one-year term at its annual meeting and may serve successive terms, but shall not serve for more than six consecutive terms. The Chairperson shall preside at all meetings of the Board of Directors and shall have the power on behalf of the Demonstration School to perform all acts and execute all documents to make effective the actions of the Board of Directors. The Chairperson shall be the primary representative of the Board of Directors in cooperating with the Executive Director of the Demonstration School, and shall see that orders and resolutions of the Board of Directors are carried into effect. The Chairperson shall, upon the advice and recommendation of the Board of Directors, also appoint the members of all committees except the Executive Committee, shall be an ex-officio member of each committee, and shall perform such other duties as may be assigned from time to time by the Board of Directors. The Chairperson shall report to the full Board of Directors at each of its meetings on all matters that require Board consideration and advice.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such times as the Board of Directors may designate. At each regular meeting of the Board of Directors, the Board of Directors may transact such business as may be properly brought before the meeting. Written notice of each regular meeting of the Board of Directors shall be given either by hand, facsimile or electronic mail ("e-mail") to each Director at least five days before such meeting. Such notice need not specify the business to be transacted at the meeting.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by any Director upon written demand of not less than 25% of the Board of Directors, by the Executive Director or by the Chairperson. Written notice of each special meeting of the Board of Directors shall be given either by hand, facsimile or e-mail to each Director at least 24 hours before such meeting. Such notice shall state the purpose or purposes for which the meeting is called, provided, however, that the Board of Directors may transact any other business properly brought before the meeting.

Section 7. Waiver of Notice. Whenever any notice of a meeting of the Board of Directors is required to be given to the Directors under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of such meeting, whether before or after the time stated therein, shall be deemed equivalent to notice. Neither the business transacted or to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in any written waiver of notice. Attendance of a Director at a meeting shall constitute a waiver of notice

of such meeting, except when such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting or promptly upon arrival at the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Place and Conduct of Meetings. All meetings of the Board of Directors shall be held at the principal office of the Demonstration School or at such other places, within or without District of Columbia, as may be specified in the notice of such meetings. At all meetings of the Board of Directors, any Director present there at and appointed by a majority of the Directors present shall preside.

Section 9. Quorum and Adjournment. At any meeting of the Board of Directors, a majority of the total number of Directors shall constitute a quorum for the transaction of business. Directors participating in a meeting by means of telephonic conference communication, videoconferencing, or equivalent means, may be counted as present for the purpose of constituting a quorum, so long as all other notice and meeting requirements are either met or duly waived. If a meeting cannot be constituted because a quorum is not present, the Directors present may adjourn the meeting from time to time until a quorum is present, whereupon the meeting may be held without further notice. Any business which might have been transacted at the meeting as originally called may be transacted at any adjourned meeting at which a quorum is present.

Section 10. Voting. The affirmative vote of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number of Directors is required by law, the Articles of Incorporation or these Bylaws.

Section 11. Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board of Directors. Each such consent may be signed in counterparts and may contain facsimile signatures, and shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 12. Action by Conference Call. Any and all Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting, except as provided in these Bylaws. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting and shall be filed with the minutes of proceedings of the Board of Directors.

Section 13. Vacancies. Any vacancy created on the Board of Directors may be filled by the affirmative vote of a majority of the Directors then in office at a meeting which has been duly called for that purpose and at which a quorum is present. All persons chosen to fill any such vacancies shall serve for the unexpired term of his or her predecessor and until his or her successor is duly elected and qualified or until his or her earlier resignation, removal from office or death.

Section 14. Resignation of Directors. Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its transmittal to the Board of Directors. The acceptance of a resignation shall not be necessary to make it effective.

Section 15. Removal of Directors. Any Director or the entire Board of Directors may be removed, at any meeting of the Board of Directors duly called at which a quorum is present, by the affirmative vote of a majority of the Directors entitled to vote.

Section 16. Nondiscrimination. The Board of Directors shall ensure that the Demonstration School complies with all nondiscrimination and civil rights statutes of the District of Columbia and the federal government.

Section 17. Compensation and Reimbursement. Each Director shall be entitled to reimbursement for any reasonable expenses incurred in attending meetings of the Board of Directors, but shall not otherwise be compensated for his Board service.

Section 18. Ethics and Conflicts of Interest. The Board of Directors expects each Director to act ethically at all times. The Board of Directors expects all Directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising Demonstration School's Conflict of Interest Policy. If an actual or potential conflict of interest arises for a Director, the Director shall promptly inform the Chairman. The Governance Committee shall resolve any such conflicts in accordance with the requirements of the Demonstration School's Conflict of Interests Policy. All Directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. Any discussion by Board of Directors involving an agreement with or the performance of services by Center for Inspired Teaching, shall not take place until all Directors that are employees of, or otherwise nominated for appointment by, Center for Inspired Teaching, excuse themselves from the meeting.

ARTICLE IV OFFICERS

Section 1. Designation, Appointment, and Term of Office. The executive officers of the Demonstration School shall be an Executive Director, a Vice President (if elected by the Board of Directors), a Secretary, and a Treasurer. Such officers of the Demonstration School shall be elected by the Board of Directors at its annual meeting, to hold office for two years and until successors have been duly elected and qualify or until earlier death, resignation or removal. Any person may hold two or more offices, except that the Executive Director shall not also be the Secretary.

Section 2. Executive Director. The Executive Director shall have the power on behalf of the Demonstration School to perform all acts and execute all documents to make effective the actions of the Board of Directors. The Executive Director shall also perform such other duties as may be assigned from time to time by the Board of Directors. The Executive Director shall be the President for purposes of the District of Columbia Corporations Code.

Section 3. Vice President. If elected by the Board of Directors, the Vice President, or if there be more than one, the Vice President designated by the Board of Directors as the Executive Vice President, shall exercise, during the absence or disability of the Executive Director all of the functions of the Executive Director and, when so acting, shall have all of the powers and duties of the Executive Director. Each Vice President shall have such other or additional powers, and shall perform such other or additional duties, as may be conferred or delegated from time to time by the Board of Directors.

Section 4. Secretary. The Secretary of the Demonstration School shall send appropriate notices for all meetings of the Board of Directors and shall make and keep accurate minutes of all such meetings and records and of other proceedings of the Demonstration School, regularly distributing such information to the Directors of the Demonstration School, and shall execute such other documents as may be required. In general, the Secretary shall perform all the duties incident to the office of Secretary of a corporation and such other duties as may be assigned by the Executive Director, the Chairperson, or the Board of Directors.

Section 5. Treasurer. The Treasurer shall be responsible for, and have general supervision over, all the financial records and finances of the Demonstration School. The Treasurer shall render to the Board of Directors of the Demonstration School, whenever requested, an account of the financial condition of the Demonstration School and, in general, shall perform all duties incident to the office of Treasurer of a corporation and such other duties as may be assigned by the Executive Director, the Chairperson, or the Board of Directors.

Section 6. Other Officers. The Board of Directors may elect or appoint such other officers and assistant officers as they may deem necessary, who shall have authority to perform such duties as from time to time may be prescribed by the Board of Directors or the Executive Director.

Section 7. Removal of Officers. Any officer may be removed by the Board of Directors whenever, in their judgment, the best interests of the Demonstration School will be served by such removal.

Section 8. Vacancies. In case any office of the Demonstration School becomes vacant by death, resignation, retirement, removal or any other cause, the Board of Directors may fill such vacancy and the person so selected shall serve for the unexpired portion of the term, provided that the filling of any vacancy in the office of the Executive Director shall be subject to the approval of the Board of Directors.

ARTICLE V COMMITTEES

Section 1. General. The Board of Directors may designate one or more committees, each consisting of two or more Directors, and may designate one or more Directors as alternate members of any such committee to act at any meeting of such committee in the stead of any absent or disqualified member of such committee. Such designation shall be made by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors duly called at which a quorum is present. Notwithstanding the foregoing, the standing committees of the Board of Directors shall include, but not be limited to, the committees specified in this Article.

Section 2. Governance Committee. The primary responsibility of the Governance Committee is to develop and review on an ongoing basis the adequacy of governance principles applicable to the Demonstration School. Such principles shall include, at a minimum, Director qualification standards, Director responsibilities, and annual performance evaluation of the Board. The Governance Committee shall meet as often as it deems necessary to fulfill its responsibilities, and may meet with management or individual Directors at any time it deems appropriate to discuss any matters before it.

Section 3. Finance and Business Oversight Committee. The Finance and Business Oversight Committee shall, in cooperation with the Executive Director, review annual operating and capital budgets, and periodically appraise the financial control and accounting systems of the Demonstration School. The Finance and Business Oversight Committee shall engage firms of appropriately qualified public accountants to carry out annual audits of the books of the Demonstration School and the adequacy of its systems of financial controls. The Finance and Business Oversight Committee shall have oversight of the internal audit system of the Demonstration School. No less than annually, the Finance and Business Oversight Committee shall report to the full Board of Directors on the results of the annual audit and the accountant's review of the Demonstration School's management of its fiscal affairs. The Finance and Business Oversight Committee shall meet regularly with the Treasurer to review the systems of financial controls in place within the Demonstration School and shall report to the Board of Directors on the effectiveness of those systems.

Section 4. Procedures. All committees designated by the Board of Directors shall serve at the pleasure of the Board of Directors. Each such committee may make its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Board of Directors. A majority of the members of any committee shall constitute a quorum at all meetings of such committee. When a quorum is present at a meeting of a committee, the affirmative vote of a majority of the members of such committee shall be the act of the committee.

ARTICLE VI PERSONAL LIABILITY; INDEMNIFICATION

Section 1. No Personal Liability. Except as required by law, the Directors and officers of the Demonstration School shall not be personally liable for any debt, liability, or obligation of the Demonstration School. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Demonstration School may look only to the funds and property of the Demonstration School for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Demonstration School.

Section 2. Indemnification. The Demonstration School shall, to the extent legally permissible, indemnify each of its present and former Directors, officers, employees, and agents and any persons who serve or have served at the Demonstration School's request as a Director, officer, employee or agent of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors, and administrators of the foregoing) (the "Agent") against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any actual or threatened action, suit, or proceeding in which he or she may be involved by reason of his or her being or having been an Agent, such expenses and liability to include, but not be limited to, judgments, court costs, attorney fees, the cost of reasonable settlements, and penalties imposed under the Internal Revenue Code of 1986, as amended (the "Code").

The Demonstration School may purchase directors' and officers' liability insurance policies for the benefit of any Agent.

ARTICLE VII DISSOLUTION – PROHIBITION ON INUREMENT

Section 1. Dissolution. Upon dissolution of the Demonstration School, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Demonstration School, dispose of all of the assets of the Demonstration School exclusively for the purposes of the Demonstration School (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes.

Section 2. Prohibition on Inurement. No part of the net earnings of the Demonstration School shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the Demonstration School shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third of the Articles of Incorporation. No substantial part of the activities of the Demonstration School shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Demonstration School shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Demonstration School shall not have any purposes nor carry on any other activities (otherwise than as an insubstantial part of its activities) not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

ARTICLE VIII MISCELLANEOUS

Section 1. Amendments. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by an affirmative vote of the majority of the votes cast at any meeting of the Board of Directors of the Demonstration School called for such purpose.

Section 2. Fiscal Year. The fiscal year of the Demonstration School shall begin on the first day of July of each year and end on the last day of June.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Demonstration School shall be signed by such officer or officers, agent or agents of the Demonstration School as shall be designated by the Board of Directors from time to time by resolution.

Section 4. Books and Records. The corporate officers agents and employees of the Demonstration School shall maintain such books, records and accounts of the Demonstration School's business and affairs as defined and deemed necessary by the Board of Directors or as required by the laws of the laws of the District of Columbia.