BYLAWS OF

LOUISIANA ACADEMY OF PRODUCTION

(the "Corporation" or "LAAP")

Adopted August 26, 2025

REDLINE — changes shown against the original draft

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ARTICLE 1. OFFICES & COMPLIANCE

1.01 Principal Office

The principal office of the Corporation in the State of Louisiana shall be 100 Lafayette Street, Baton Rouge, LA 70801, or such other location as the Board of Directors (the "Board") may designate from time to time. The Corporation may maintain such other offices within or outside Louisiana as the Board determines.

1.02 Governing Compliance

Board members must abide by these Bylaws, the Articles of Incorporation, any Charter Contract, and applicable Louisiana and federal laws, including, without limitation, the Louisiana Open Meetings Law (La. R.S. 42:11 et seq.), Public Records Law (La. R.S. 44:1 et seq.), the Code of Governmental Ethics (La. R.S. 42:1101 et seq.), and Louisiana Public Bid Laws (Title 38, Part II, Ch. 10) where applicable.

1.03 Registered Office and Registered Agent

The Corporation shall continuously maintain a registered office and registered agent in Louisiana as set forth in the Articles of Incorporation or as subsequently changed by proper filing with the Louisiana Secretary of State and by resolution of the Board.

ARTICLE 2. BOARD OF DIRECTORS

2.01 Authority & Duties

The affairs of the Corporation shall be managed under the direction of the Board. The Board may exercise all powers of the Corporation not prohibited by law, the Articles of Incorporation, or these Bylaws. Directors shall exercise fiduciary duties of care, loyalty, and obedience, acting in good faith and in the best interests of the Corporation and its public mission.

2.01(A) Employment Restriction

No Director shall be employed, whether directly or indirectly, by the Corporation or any school it operates, consistent with La. R.S. 17:3991(C)(2)(a).

2.02 Number; Residency

The Board shall consist of not fewer than seven (7) Directors, or such greater number as the Board may set by resolution. Directors need not be Louisiana residents; however, no fewer than sixty percent (60%) of Directors shall reside in East Baton Rouge Parish or a neighboring parish.

2.02(A) Parent/Alumni Representation

Consistent with La. R.S. 17:3991(C)(2)(b), at least one (1) Director shall be a parent, legal guardian, or grandparent of a current student enrolled in the school, or an alumnus of the school. The Board shall adopt and publish a process for the appointment or election of such Director, and this process shall be communicated to families and posted on the Corporation's website.

2.02(B) Family Limitation

In accordance with La. R.S. 17:3991(C)(3), no more than twenty percent (20%) of the Board's members shall be immediate family members, as defined by La. R.S. 42:1102(13).

2.03 Terms; Limits

Directors shall serve three-year terms and may serve no more than two (2) consecutive terms. A Director who has served two consecutive terms becomes eligible for re-election after a one-year absence from the Board.

2.04 Initial Staggering; Board Classes; Partial Term Rule

To ensure continuity, the initial Board shall be divided by Board resolution into three classes with staggered terms as nearly equal in number as practicable:

- Class A: initial term of one (1) year;
- Class B: initial term of two (2) years; and
- Class C: initial term of three (3) years.

Thereafter, each class is elected to three-year terms so that approximately one-third of the Board is elected each year. For term-limit calculations, any partial term under eighteen (18) months shall not count as a full term; eighteen (18) months or more shall count as a full term.

2.05 Nominations

Nominations may be made by any Director with a second from any other Director. The Board may also establish a Nominating & Governance Committee to solicit, vet, and recommend nominees. Names recommended by such committee, together with any report of the committee, shall accompany the notice for the meeting at which elections occur. The Board shall maintain a recruitment plan to ensure a diversity of skills, perspectives, and community representation. All Directors shall complete state-required charter school board training annually.

2.06 Election of Directors

Directors shall be elected by majority vote of the Directors then in office at the Annual Meeting (see § 2.09). Each Director serves until a successor is elected and qualified. Directors may be elected to succeed themselves, subject to term limits.

2.07 Vacancies & Increases

Any vacancy on the Board, including a vacancy created by an increase in the number of Directors, may be filled by majority vote of the remaining Directors. A Director elected to fill a vacancy serves the remainder of the unexpired term and until a successor is elected and qualified.

2.08 Resignation

A Director may resign at any time by written notice to the Board Chair (or Secretary), effective upon receipt or at a later date stated in the notice.

2.09 Regular & Annual Meetings

(a) The Board shall adopt an annual meeting calendar beginning in August of each year.

(b) The regularly scheduled August meeting shall constitute the "Annual Meeting." At the Annual Meeting, the Board shall: (i) elect Directors for expiring class seats; (ii) elect Officers for the ensuing year; and (iii) transact any other proper business.

2.10 Special Meetings

Special meetings may be called by the Board Chair, the President, or any two (2) Directors. The notice shall state the date, time, place (or platform), and purpose(s) of the meeting.

2.11 Notice to Directors; Public Notice & Agenda Compliance

(a) Director notice. Except in emergencies, written notice to Directors of a regular meeting shall be provided not less than five (5) nor more than thirty (30) days before the meeting; special meeting notice shall be provided at least one (1) day in advance unless waived under Article 9.

(b) Open Meetings posting. Consistent with the Open Meetings Law, the Corporation shall post a written notice and agenda readily accessible to the public at least twenty-four (24) hours before the scheduled meeting (exclusive of Saturdays, Sundays, and legal holidays when the office is closed), in plain, concise English and stating the date, time, place, and agenda items. Posting shall occur at the principal office and, when practicable, on the Corporation's website or customary public notice platform.

2.12 Quorum

A majority of the Directors then in office constitutes a quorum. If a quorum is present when a meeting is convened, the Directors present may continue to transact business notwithstanding the subsequent withdrawal of one or more Directors, provided that no action is approved without the affirmative vote of at least a majority of the number of Directors required to constitute a quorum.

2.13 Board Action; Voting; Consensus

(a) **Action at Meetings.** The Board strives to act by consensus. Unless a greater vote is required by law, the Articles, or these Bylaws, actions of the Board require the affirmative vote of a majority of Directors present at a meeting at which a quorum is present.

(b) **Action by Written Consent.** The Board may take action by unanimous written consent pursuant to La. R.S. 12:233, except for the election of Board officers and approval of the operational budget. Such written consent may be given, signed, and approved electronically, including by electronic mail (email), and a consent transmitted by a Director via email shall be deemed a signed writing for purposes of this Section. Each consent shall identify the action approved and shall be filed with the minutes of the Board.

2.14 No Proxies

Directors shall vote in person or by permitted remote participation (see Article 10). Proxies are not allowed.

2.15 Compensation & Reimbursement

Directors shall serve without compensation, stipend, or salary, but may be reimbursed for actual and reasonable expenses incurred in service to the Corporation, consistent with La. R.S. 17:3991(C)(2)(a) and a Board-adopted reimbursement policy.

2.16 Removal

A Director may be removed for cause by the affirmative vote of two-thirds (2/3) of the Directors then in office after notice stating the grounds for removal. "Cause" includes, without limitation, unexcused absence from four (4) consecutive Board meetings, material breach of fiduciary duty, violation of law or policy (including the Code of Governmental Ethics), or conduct materially adverse to the Corporation's mission. Prior to any vote, the Board shall afford the Director an opportunity to be heard (with counsel if desired).

2.17 Evaluation

The Board shall annually evaluate its own governance effectiveness and the performance of the School Leader/CEO, using metrics aligned with the charter contract and school performance goals.

ARTICLE 3. OFFICERS

3.01 Officers

The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The Board may establish additional officer positions and define their authorities and duties. The offices of President and Secretary may not be held by the same person.

3.02 Election; Term

Officers are elected annually at the Annual Meeting (or as soon thereafter as practicable) by majority vote of the Board and serve until their successors are elected and qualified. The Board may impose officer term limits by policy.

3.03 Removal; Resignation; Vacancies

Any officer may be removed by the Board with or without cause. An officer may resign by written notice to the Board Chair or Secretary. The Board may fill a vacancy for the unexpired term.

3.04 President

The President is the chief executive officer of the Corporation, presides at Board meetings, and executes documents authorized by the Board unless such authority is delegated to another officer or agent. The President performs all duties incident to the office and as assigned by the Board.

3.05 Vice President

The Vice President acts in the President's stead when the President is absent, unable, or unwilling to act, and performs duties assigned by the Board or President.

3.06 Treasurer

The Treasurer shall:

(a) have custody of all funds and securities;

(b) receive and provide receipts for monies due;

(c) deposit funds in Board-approved depositories;

(d) disburse funds and sign checks consistent with Board policy;

(e) maintain accurate books and records;

(f) present financial reports at least quarterly and annually;

(g) perform other duties assigned by the Board or President; and

(h) furnish a bond if required by the Board.

3.07 Secretary

The Secretary shall:

(a) give notices required by law and these Bylaws;

(b) keep minutes of Board and committee meetings;

(c) maintain corporate records and the corporate seal;

(d) maintain current contact information for Directors and officers; and

(e) perform duties assigned by the Board or President.

ARTICLE 4. COMMITTEES

4.01 Establishment; Membership; Limits

The Board may establish standing or special committees by resolution, delegate limited authority to them, and appoint or remove committee members. A committee shall have two or more members, a majority of whom must be Directors if Board authority is delegated. No committee may:

(a) amend the Articles;

(b) adopt a plan of merger or consolidation;

(c) authorize the sale, lease, exchange, or mortgage of all or substantially all assets;

(d) authorize or revoke dissolution;

(e) adopt a plan for asset distribution;

(f) amend, alter, or repeal these Bylaws;

(g) appoint or remove Directors or officers;

(h) approve any transaction presenting a conflict of interest except as expressly authorized by the Board; or

(i) act outside the scope of authority delegated by the Board.

4.02 Standing Committees

Unless otherwise provided by resolution, the Corporation shall maintain the following standing committees, with charters approved by the Board: Executive/Governance, Audit & Finance, Academics & Operations, and Fundraising/Development. The Board may revise the committee structure from time to time.

4.03 Terms; Vacancies

Committee members serve until successors are appointed, subject to earlier termination of the committee, death, resignation, or removal. Vacancies are filled in the same manner as original appointments for the remainder of the unexpired term.

4.04 Chairs; Meetings

The Board (or the President if so delegated) shall designate a committee chair (and vice-chair if desired). The chair calls and presides over meetings. Written or electronic meeting notice shall be delivered to committee members at least one (1) day and not more than three (3) days before the meeting.

4.05 Quorum; Voting; No Proxies; Rules

A majority of committee members constitutes a quorum. Committee action requires a majority vote of members present at a meeting with a quorum. Proxies are not permitted. Committees may adopt rules for their operations consistent with these Bylaws and Board policies.

4.06 Compensation

Committee members serve without compensation but may be reimbursed for reasonable expenses in accordance with policy and law.

ARTICLE 5. CORPORATE TRANSACTIONS & ETHICS

5.01 Contracts; Signature Authority

The Board of Directors may authorize one or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. This authority shall be granted through a vote of the Board members at a duly called meeting, through a resolution considered and approved unanimously by members, or through unanimous written consent in lieu of meeting approved unanimously by all members. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

5.02 Depositories; Fiscal Controls

All funds shall be deposited to the credit of the Corporation in depositories selected by the Board. The Board shall adopt internal controls, including dual-signature or threshold controls, budget approval, and financial reporting cadence.

5.03 Gifts; Contributions

The Board may accept contributions, gifts, bequests, or devises for the Corporation's general or specific purposes and may make charitable contributions not inconsistent with the Corporation's exempt status and applicable law.

5.04 Conflicts of Interest; Ethics Compliance

The Corporation shall maintain a Conflict of Interest Policy consistent with Louisiana law and IRS guidance. The Corporation shall not make loans to Directors or officers. Any transaction with an interested person must be fully disclosed in writing, approved in good faith by disinterested Directors after determining the transaction is fair and in the Corporation's best interests, and reflected in the minutes, with the interested Director recused from deliberation and vote.

5.05 Prohibited Acts

Without prior Board approval, no Director, officer, or committee member shall:

(a) violate these Bylaws or any binding obligation of the Corporation;

(b) act with intent to harm the Corporation;

(c) unreasonably hinder the Corporation's operations;

(d) derive an improper personal benefit from the Corporation;

(e) misuse Corporation assets;

(f) wrongfully transfer or dispose of Corporation property;

(g) use the Corporation's name or marks except in the ordinary course of Corporation business; or

(h) disclose confidential or proprietary information to unauthorized persons.

5.06 Whistleblower Protection

The Corporation shall maintain a Whistleblower Policy that protects any Director, officer, employee, contractor, or volunteer who, in good faith, reports suspected financial impropriety, misuse of funds, violations of law, or other misconduct. Such individuals shall not suffer harassment, retaliation, or adverse employment/volunteer consequences. Reports shall be directed to the Board Chair, Audit & Finance Committee Chair, or other designated officer, and shall be investigated promptly and appropriately.

ARTICLE 6. BOOKS, RECORDS & PUBLIC ACCESS

6.01 Required Records

The Corporation shall keep complete and accurate books and records, including:

(a) file-stamped organizational filings and amendments;

(b) current Bylaws and amendments;

(c) minutes of Board and authorized committee meetings;

(d) a roster of Directors and officers with contact information;

(e) annual and periodic financial statements; and

(f) rulings, letters, and other documents relating to tax-exempt status.

6.02 Public Records & Open Meetings Compliance

The Corporation shall comply with the Louisiana Public Records Law and Open Meetings Law. Policies and procedures shall ensure timely responses to public records requests and proper posting of meeting notices and agendas. The Corporation shall post approved Board minutes, adopted budgets, and required financial reports on its website to promote public transparency.

ARTICLE 7. FISCAL YEAR

7.01 Fiscal Year

The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year, unless changed by the Board.

ARTICLE 8. INDEMNIFICATION & INSURANCE

8.01 Indemnification

To the fullest extent permitted by Louisiana law, the Corporation shall indemnify any Director, officer, committee member, employee, or agent who is or may be made a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that such person is or was acting in an official capacity for the Corporation, against reasonable expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement actually and reasonably incurred, if such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation and, in the case of a criminal matter, had no reasonable cause to believe the conduct was unlawful. Indemnification is not available where the person is adjudged liable to the Corporation or is found to have received an improper personal benefit.

8.02 Procedure; Advancement

Indemnification determinations and authorizations shall be made by:

(a) a majority vote of a quorum of disinterested Directors;

(b) if such a quorum cannot be obtained, a committee of two or more disinterested Directors; or

(c) independent legal counsel selected by the Board.

The Corporation may advance expenses upon receipt of a written affirmation of good-faith belief that the standard of conduct has been met and a written undertaking to repay advances if it is ultimately determined that the standard was not met.

8.03 Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation against any liability asserted against and incurred by such person in any such capacity, whether or not the Corporation would have the power to indemnify such person under this Article.

ARTICLE 9. NOTICES & WAIVERS

9.01 Method; Delivery

Any notice required or permitted to be given under these Bylaws may be given by U.S. mail, courier, hand delivery, or electronic transmission to the address or email address on record with the Secretary. Mailed notices are deemed delivered when deposited, postage prepaid, in the U.S. mail.

9.02 Waiver in Writing

A written waiver signed by the person entitled to notice, whether before or after the time stated, is the equivalent of notice.

9.03 Waiver by Attendance

Attendance at a meeting constitutes waiver of notice unless the attendee appears solely to object that the meeting is not lawfully called or convened.

ARTICLE 10. SPECIAL PROCEDURES FOR MEETINGS

10.01 Remote Participation; Public Access

Subject to the Open Meetings Law and any technology requirements therein, Directors or committee members may participate in meetings by conference telephone or other interactive electronic means (including videoconference or internet-based platforms) that enable all participants to communicate concurrently. Participation by such means constitutes presence in person for quorum and voting, except for participants who attend solely to object to the meeting's lawfulness. When required by law, the Corporation shall provide public access to such electronic meetings and comply with roll-call voting and other statutory procedures.

ARTICLE 11. AMENDMENTS

11.01 Amendments by the Board

These Bylaws may be amended, altered, or repealed, and new Bylaws adopted, by majority vote of the Directors then in office, unless a greater vote is required by law. The meeting notice shall include the text or a fair summary of the proposed changes.

ARTICLE 12. MISCELLANEOUS

12.01 Governing Law

These Bylaws shall be construed in accordance with the laws of the State of Louisiana. References to statutes include successors as amended from time to time.

12.02 Severability

If any provision of these Bylaws is held invalid, illegal, or unenforceable, the remaining provisions shall remain in full force and effect.

12.03 Headings

Headings are for convenience only and do not affect interpretation.

12.04 Gender; Number

Words of one gender include all genders; words in the singular include the plural and vice versa, as the context requires.

12.05 Seal

The Board may adopt a corporate seal.

12.06 Parties Bound

These Bylaws bind and inure to the benefit of the Corporation and its Directors, officers, committee members, employees, and agents, and their respective successors and permitted assigns.

12.07 Liquidation; Dissolution Mechanics

Upon expiration of any charter or dissolution of the Corporation, the Board shall appoint one or more liquidators to wind up the Corporation's affairs. Vacancies among liquidators shall be filled by the Board.

12.08 Savings Clause

No informality shall render these Bylaws or the existence of the Corporation null.

12.09 No Individual Interest in Corporate Property

No individual shall have any right, title, or interest in any earnings or property of the Corporation; all property shall be used exclusively for charitable and educational purposes.

12.10 Distribution of Assets Upon Dissolution

Upon dissolution, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding future provisions), or to the federal, state, or local government for a public purpose. Any assets not so disposed of shall be distributed by a court of competent jurisdiction in the parish of the principal office, exclusively for such purposes.

ARTICLE 13. NON-DISCRIMINATION

13.01 Policy

It is the policy of LAAP not to discriminate on the basis of age, color, disability, ancestry, national origin, marital status, race, religion, sex, sexual orientation, gender identity or expression, veteran status, or political affiliation in its programs, activities, or employment.

ARTICLE 14. NON-PROFIT CORPORATION

14.01 Non-Stock; Charitable Status

The Corporation is a non-profit, non-stock corporation. No stock shall be issued, and no portion of net earnings shall inure to the benefit of any private individual, except that the Corporation may pay reasonable compensation for services rendered and make payments in furtherance of its charitable and educational purposes.

ARTICLE 15. LIMITATIONS: TAX COMPLIANCE

15.01 Exempt Purposes; Restrictions

The Corporation shall not carry on activities inconsistent with its status as a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code and, if applicable, as a supporting organization under Section 509(a)(3). The Corporation's primary activities shall further its charitable and educational purposes and shall avoid unrelated trade or business activities that would jeopardize its exempt status.

15.02 Prohibited Activities

Notwithstanding any other provision, the Corporation shall not carry on any activities not permitted to an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Louisiana Academy of Production and that the foregoing Bylaws constitute the Bylaws of the Corporation as adopted on August 26, 2025.

Adrianne Bennett, Secretary

Date: 08 / 26 / 2025