BYLAWS OF

WASHINGTON GLOBAL PUBLIC CHARTER SCHOOL

a District of Columbia nonprofit corporation

Article I
Purposes

Section 1.1 Structure. The Washington Global Public Charter School (hereinafter referred to as the "Corporation") is a nonprofit corporation incorporated under the laws of the District of Columbia Nonprofit Corporation Act, D.C. Code 29-501 *et seq*. The Corporation's Articles of Incorporation were filed and the Certificate of Incorporation was issued by the Department of Consumer Regulatory Affairs of the District of Columbia on February 25, 2014 (hereinafter referred to as the "Articles of Incorporation"). These bylaws of the Corporation shall be hereinafter referred to as the "Bylaws".

Section 1.2 Purposes. The Corporation is organized exclusively for educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1985, as now enacted or hereinafter amended. The Corporation shall establish, administer, operate and maintain a public charter school in the District of Columbia of the United States of America.

Section 1.3 Mission. The Corporation is a community school open to all middle school students in Washington, DC that utilizes a rigorous, internationally-based academic and cultural curriculum that integrates project-based learning, service-learning, technology, and language acquisition to develop, educate and train enterprising and competitive global citizens.

Article II
Registered Agent and Offices

The Corporation has and shall maintain a registered agent and offices in the District of Columbia as required by applicable law. In accordance with applicable law, the Board of Trustees may change the Corporation's registered agent and offices. The Corporation may maintain additional offices at such other places as the Board of Trustees may designate.

Article III
Board of Trustees

Section 3.1 Powers. The Board of Trustees (hereinafter referred to as the "Board") are fiduciaries of the Corporation and set the policies for the Corporation. The Board shall have the ultimate decision-making authority on all matters related to the administration, operation and maintenance of the Corporation but may delegate to one or more committees its decision-making authority consistent with Section 3.19 below. The Board is responsible

for ensuring that the Corporation abides by and meets the mission stated in its charter and applicable law.

Section 3.2 Number. The composition of the Board shall include at least seven (7) and no more than fifteen (15) members (hereinafter referred to as the "Trustees"), provided that the exact number of Trustees shall be determined by resolution of the Board (subject to Section 3.4 below), and the Board shall always consist of an odd number of Trustees.

Section 3.3 Qualifications. The Board shall be composed of Trustees who meet the qualifications set forth in Section 38-1802.05 of the School Reform Act of 1995. A majority of the Trustees shall reside in the District of Columbia and two (2) of the Trustees shall be parents or guardians of students enrolled in the school.

Section 3.4 Election. At the first Board meeting which shall take place after the authorization of the Corporation's charter, at least seven (7) members of the Corporation's founding group shall become Trustees, provided that such Trustees meet the qualifications set forth in Section 3.3 above. A second round of elections of Trustees shall occur by November 30, 2014, and a final round of elections shall occur by December 31, 2015. Thereafter, the Governance Committee shall present a slate of potential trustees and officers for election to the Board. Trustees and Officers shall be elected by majority vote of the Trustees composing the Board and shall be elected each year at the Board's annual meeting.

Section 3.5 Term of Service. Trustees shall serve staggered terms of office. The Trustees who served on the Corporation's founding group and joined the initial Board shall serve a three-year term, Trustees who were selected during the second round shall serve a two-year term, and those Trustees selected during the final round and for each election thereafter shall serve a one-year term. No Trustee shall serve more than two (2) consecutive three-year terms unless it is otherwise approved by a majority of the Board. After election, the term of a Trustee may not be reduced except as stated in these Bylaws.

Section 3.6 Officers. As set forth in more detail in Section 4.1 below, the Board shall also include four (4) officers (hereinafter referred to as the "Officers"), namely the Chairperson, the Vice-Chairperson, the Secretary and the Treasurer.

Section 3.7 Rights and Responsibilities. All Trustees shall have the rights and responsibilities set forth in the Policies and Procedures Manual of the Corporation and otherwise required by applicable law. No Trustee shall endeavor to profit personally from his or her membership on the Board. All Trustees shall be bound by the Policies and Procedures Manual of the Corporation.

Section 3.8 Vacancies. Any vacancy on the Board may be filled by an affirmative vote of a majority of the Trustees then in office, though less than a quorum of the Board, at any regular or special meeting of the Board. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until his or her successor is elected.

Section 3.9 Removal. Any Trustee may be removed with our without cause by a majority vote of the Board at any regular or special meeting of the Board where a quorum is present. For the vote to occur, it must be included as an item agenda and circulated to all Trustees prior to the meeting.

Section 3.10 Resignation. Except as otherwise required by law, any Trustee may resign at any time by giving written notice to the Board's Chairperson no later than thirty (30) days prior to the proposed effective date of such resignation. The resignation shall become effective on the date proposed by such resigning Trustee and unless otherwise stated in the resignation, no acceptance of the resignation shall be necessary to make it effective.

Section 3.11 Meetings. Regular meetings of the Board shall occur six (6) times per year and may be held at such place within or without the District of Columbia and upon such notice as may be prescribed by resolution of the Board. There shall also be one (1) annual meeting of the Board which shall occur on or about May 15 of each year. In addition, special meetings of the Board may be convened at any time by the Chairperson or by any three (3) other Trustees.

Section 3.12 Actions without Meetings. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all Trustees of the Board or committee consent thereto in writing, or by electronic transmission, and the writing(s) or electronic transmission(s) are filed with the minutes of proceedings of the Board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 3.13 Telephonic Meetings. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all of the Trustees of the Board or any committee of the Board may participate in a meeting of the Board or any committee, by means of conference telephone or means of communication by which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 3.14 Rules of Order. Robert's Rules of Order shall govern the protocol and conduct of all Board meetings unless a particular rule is in conflict with these Bylaws.

Section 3.15 Notice of Meetings. Notice of the time and place of each Board meeting shall be delivered to each Trustee at least seventy-two (72) hours before the meeting. Such notice can be delivered by electronic mail, private courier, facsimile or first-class mail. A Trustee's attendance at any meeting of the Board or committee shall constitute waiver of notice of such meeting, except where attendance at a meeting by the Trustee is for the purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

Section 3.16 Quorum. A majority of the Trustees shall constitute a quorum for the transaction of business of the Board except as otherwise provided by applicable law, by the Articles of Incorporation, or by these Bylaws. A quorum, once established, shall not be broken by the withdrawal of enough Trustees to leave less than a quorum and the Trustees present may continue to transact business until adjournment. If, however, such quorum shall not be present at any meeting of the Board, a majority of the Trustees then present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Trustee.

Section 3.17 Proxy. A Trustee may vote on a matter or an election by proxy vote. The proxy vote must be submitted to the Chair prior to each meeting by email or facsimile.

Section 3.18 Compensation. Trustees of the Corporation shall not be compensated for their service on the Board. Trustees may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

Section 3.19 Committees. The Board of Trustees, by a vote of a majority of the Trustees then in office, may establish one or more standing committees of the Board comprised of two or more Trustees. The Board of Trustees may delegate to a committee any of the powers of the Board, except the power to (1) elect or remove Trustees; (2) increase or decrease the size of the Board of Trustees; (3) approve the dissolution, merger, or reorganization of the Corporation or the distribution of its; (4) adopt, amend, or repeal the Articles of Incorporation or these Bylaws; or (5) decide such other matters as the Board may determine by vote of the Trustees.

Section 3.20 Standing Committees. The Board shall have five (5) standing committees: Executive Committee, Governance Committee, Finance Committee, Academic Accountability and Student Well-being Committee, and Outreach and Development Committee:

a) Executive Committee: The Executive Committee shall oversee all business and operational aspects of the Board. This Committee shall also develop and disseminate agendas prior to Board meetings and engage in and work with the Board Secretary to ensure that all required information is provided to the outside oversight groups.

b) Governance Committee: This committee shall ensure that the Board meets its duties and responsibilities and remains a high-quality oversight body. Its tasks shall consist of providing an orientation to new Trustees, ensuring that these Bylaws are adhered to, recommending any changes to the Bylaws for vote by the Board in

accordance with Section 8.3 hereof, and recruiting and nominating potential Trustees.

c) Finance Committee: The Finance Committee shall oversee financial practices and policies. Such duties shall consist of reviewing budgets and financial statements, leading the financial audit process, and providing recommendation for approval of the school budget.

d) Academic Accountability and Student Well-being Committee: The Academic Accountability and Student Well-being Committee shall oversee all academic aspects of the school, such as its accountability plan, successful student achievement and adherence to laws and policies set forth by District of Columbia and U.S. federal entities. Additionally, this Committee shall work with school leaders to develop initiatives that accomplish the academic mission of the school.

e) Outreach and Development Committee: The Outreach and Development Committee shall lead and oversee all community outreach and fundraising efforts of the school. It shall ensure that current and future fundraising activities are identified and successfully implemented.

The initial Trustees referred to in Section 3.4 above shall assume a position on at least one of the Board's five (5) standing committees set forth in this Section 3.20. The Board may designate one or more Trustees as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member.

Section 3.21 Minutes of Committee Meetings. Each committee shall keep regular minutes of its meetings and report the same to the Board when required.

Articles IV
Officers of the Board

Section 4.1 Officers. The Board of Trustees shall elect or appoint a Chairperson, Vice Chairperson, Secretary and Treasurer to serve as Officers of the Board, and it may, if it so determines, elect or appoint one or more other officers or assistant officers as may be deemed necessary. Any two or more offices may be held by the same person except the offices of Chairperson, Vice Chairperson, Secretary and Treasurer.

Section 4.2 Chairperson. The Chairperson (hereinafter referred to as the "Chair") shall sit on the Executive Committee and oversee the structure and agenda of Board meetings. The Board Chair shall also lead the Board in preparing strategic plans and supporting the development of individual Trustees. Pursuant to the terms of these Bylaws, he or she shall have the power to sign on behalf of the Corporation all contracts authorized either generally

or specifically by the Board of Trustees and to execute and deliver other documents and instruments.

Section 4.3 Vice Chairperson. The Vice Chairperson (hereinafter referred to as the "Vice-Chair") assists the Chair in all aspects of his or her duties and performs all of the duties of the Chair in the Chair's absence. He or she shall sit on the Executive Committee.

Section 4.4 Secretary. The Secretary (hereinafter referred to as the "Secretary") shall provide organizational support to the Board by posting Board agendas on the school's website, taking all Board minutes at meetings, and possessing a strong familiarity of legal documents. The Secretary also ensures that requested Board information is signed by the required Board leadership for submission to the DC Public Charter School Board. Additionally, the Secretary shall have a working knowledge of key legal documents, such as these Bylaws and the Articles of Incorporation, and keep copies of those documents.

Section 4.5 Treasurer. The Treasurer (hereinafter referred to as the "Treasurer") shall sit on the Finance Committee and shall oversee the work of the Finance Committee. The Treasurer shall provide monthly updates to the Board Chair on budget planning and implementation, financial performance year-to-date, and any other key financial matters, including the audit process.

Section 4.6 Election and Term. After the approval of the Corporation's charter, Trustees shall vote to elect the four (4) Officers by a majority vote. In all elections thereafter, the Governance Committee shall present a slate of nominees for the four (4) Officer positions to the Board. At each annual meeting, Officers shall be elected by the Trustees for a term of two (2) years. An Officer may not serve more than two (2) consecutive terms in the same office unless it is otherwise approved by a majority of the Board. Each Officer shall continue in office until the completion of his or her term and subsequent replacement by a newly elected officer, his or her resignation, removal, or if he or she is deemed unfit to serve by a majority of the Board due to health or other reasons.

Section 4.7 Resignation and Removal. An Officer may resign by providing written notice to the Chair. If the Chair resigns, he or she shall give notice to the Vice-Chair. Any Officer may be removed with or without consent by a majority vote of the Board.

Section 4.8 Vacancy and Succession. If the Chair position becomes vacant, the Vice Chair shall assume the duties of the Chair for the remainder of the term with the Secretary assuming key Vice Chair duties and responsibilities, while continuing to function as the Secretary. If the positions of Secretary or Treasurer become vacant, the Chair shall appoint a Trustee on an interim basis to fill the respective leadership position until a special election is held.

Article V
Management

The day-to-day business of the Corporation shall be managed and conducted by a chief executive officer (hereinafter referred to as the "CEO"). The CEO shall be selected by the Board, shall be an employee of the Corporation, and shall be responsible for carrying out the work of the Corporation in accordance with the policies established by the Board. The Board shall be responsible for evaluating the performance of the CEO's functions from time to time as the Board deems fit. The Board may dismiss the CEO by a super-majority vote, which shall consist of 80% of the total votes of the Board.

Article VI
Conflicts of Interest

Section 6.1. Conflict of Interest Policy. The Corporation shall maintain and adhere to a conflict-of-interest policy in compliance with Section 38-1802.04(c)(1)(A) of the School Reform Act of 1996 and Section 29-406.70 of the District of Columbia Nonprofit Corporation Act.

Section 6.2. Purpose. The purpose of the conflict-of-interest policy is to protect the Corporation's interest when a transaction or arrangement arises that might personally benefit a Trustee. This policy is intended to supplement but not to replace any applicable District of Columbia or U.S. federal laws governing conflicts of interest that apply.

Section 6.2 Procedures. The procedures shall be followed in connection with any actual or potential conflict of interest:

a) Duty to Disclose. A Trustee must disclose any potential or actual conflict of interest related to financial and/or other matters of the Corporation and must disclose all material facts related to the potential conflict of interest to the Corporation's Board of Trustees.

b) Determining Whether a Conflict of Interest Exists. After the Trustee discloses any potential or actual conflict of interest to the Board, the Board shall decide, during a meeting of the Board, if a conflict of interest exists. The interested Trustee shall leave the Board meeting while a decision is discussed and rendered.

c) Addressing the Conflict of Interest.
   1. The Chair may refer the matter to a sub-committee of Trustees to investigate the actual or potential conflict of interest and determine the actions that shall be taken in connection therewith.
   2. After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

3. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not produce a conflict of interest, the Board shall determine whether the transaction or arrangement that is under consideration for posing a conflict of interest is in the best interest of the Corporation and whether it is fair and reasonable. The Board shall then vote according to the voting guidelines set forth in these Bylaws whether to enter into the transaction or arrangement.

d) Violations of Conflict-of-Interest Policy
   1. If the Board has reasonable cause to believe that a Trustee has failed to disclose actual or potential conflicts of interest, the Board shall inform that Trustee of the basis for such belief and afford him or her the opportunity to explain the alleged failure to disclose.
   2. After hearing the explanation and reasonably investigating the matter as warranted by the circumstances, the Board shall determine whether that Trustee has failed to disclose an actual or potential conflict of interest. The Board shall then take appropriate corrective action.

6.3 Annual Statements. Each Trustee of the Board shall annually sign a statement that affirms that such person:

a) has received a copy of the Conflict-of-Interest policy;
b) has read and understands the policy;
c) has agreed to comply with the policy; and
d) understands that the Corporation is a nonprofit, charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

6.4 Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its nonprofit, charitable purposes, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following:

a) a review of compensation arrangements and benefits to ensure that they are reasonable, based on competent survey information and the result of arm's length bargaining; and
b) a review of whether partnerships, joint ventures, and other arrangements with management organizations conform to the written policies of the Corporation, are properly recorded, reflect reasonable investment or payments for goods and services, further the stated charitable purposes of the Corporation, and do not result in impermissible private benefit or an excess benefit transaction.

Article VII
Personal Liability and Indemnification

Section 7.1 Indemnification. The Corporation shall indemnify, or upon written request to the Corporation in advance, to any person acting as a Trustee, Officer, employee or agent of the Corporation all reasonable expenses actually incurred or paid (including attorney fees, judgments, fines, and other amounts paid in settlements) in the defense of any civil or criminal action in which such person may become involved by reason of such person's serving or having served in such capacity at the request of the Corporation. There shall be no indemnification in matters where the Board finds that the Trustee, Officer, employee, or agent of the Corporation acted in bad faith or engaged in criminal conduct, gross negligence or willful misconduct. The right to indemnification under this Section 7.1 shall be a contract right inuring to the benefit of the Trustees, Officers, employees, and agents of the Corporation and no amendment or repeal of this Section 7.1 shall adversely affect any right of such individuals existing at the time of such amendment or repeal.

Section 7.2 Personal Liability. Except as required by applicable law, the Trustees, Officers, employees and agents of this Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation.

Section 7.3 Insurance. The Corporation shall obtain and maintain adequate liability insurance for its Trustees, Officers, employees and agents with a financially sound and reputable insurance company.

Article VIII
Miscellaneous

Section 8.1 Mandatory Dissolution. In the event the Corporation's charter to operate a public charter school in the District of Columbia is revoked, is not renewed, or is voluntarily relinquished, the Corporation shall adhere to the mandatory dissolution requirements established in Sections 38-1802.13a of the School Reform Act of 1995. The Board and the management of the Corporation shall undertake all actions reasonably necessary in connection with the implementation of this Section 8.1.

Section 8.2 Checks, Notes, and Contracts. As agents of the Corporation, the CEO, or his or her designee, shall have the authority to sign all bills, notes, receipts, acceptances, endorsements and checks of Corporation in an amount up to, and including $10,000.00. Two signatories, which shall consist of the CEO, and his or her designee, shall be required to cosign all bills, notes, receipts, acceptances, endorsements and checks of the Corporation over $10,000.00.

Section 8.3 Policies and Procedures Manual. The Board shall draft and implement a Policies and Procedures Manual. The manual shall follow the guidelines of the National Council of Nonprofits and the Center for Nonprofit Advancement.

Section 8.4 Amendments. These Bylaws may be amended at any meeting of the Board, provided that any such amendments shall be approved by vote of no less than two-thirds (2/3) of the Trustees then in office. These Bylaws should be reviewed once every two (2) years and shall be documented as to the date of said review.

Section 8.5 Policy of Nondiscrimination. The Corporation shall maintain a nondiscriminatory policy with regard to students, teachers, and employees. The Corporation shall not discriminate on the basis of race, color, national origin, ethnic origin, religion, sexual orientation, disability, or gender in the administration of its educational policies, admission policies, or any other school administered policies or programs.

Section 8.6 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end the following June 30 of each year.

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