

**BYLAWS
OF
MOT CHARTER SCHOOL, INC.**

A not-for-profit corporation
Amended and adopted as of April 7, 2002

ARTICLE I – POWERS AND FUNCTIONS OF DIRECTORS

Subject to limitation imposed by law, the Certificate of Incorporation, or these bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors (the "Board"). The Board has the power to manage the property and business of this corporation (the "Corporation"). The members of the Corporation (the "Members") shall have no voting rights, other than as provided by the General Corporation Law of the State of Delaware and the provisions of these bylaws.

Without limiting the foregoing, the Board shall conduct the business of the Corporation, including:

- i. Adopting the bylaws of the Corporation;
- ii. Determining the general policies and strategic planning of the Corporation;
- iii. Establishing the annual budget and approving major expenditures;
- iv. Selecting projects and approving the overall budget of said projects;
- v. Approving the administrative budget of the Corporation;
- vi. Approving the annual financial statement of the Corporation; and
- vii. Electing officers and filling vacancies in said offices as may occur from time to time during the year.

ARTICLE II – MEETING OF THE BOARD

Section 1. Compliance with Delaware Code.

The Board shall conduct its meeting within the State of Delaware as if it were a "public body" as defined in 29 Del. Code § 10002(a) and according to the requirements of Chapter 100 of said Title 29 (the "Act"), including provisions relating to the open meetings requirements of the Act. In addition to the published notices required by the Act, notices of each meeting of the Board shall be forwarded to its member by any method, which preserves proof of such notice.

Section 2. Quorum.

A quorum for the transaction of business at any meeting of the Board shall consist of one-third of the voting directors then serving, except as may otherwise be required by law. An act of the majority of directors present and voting at a duly called meeting shall be the act of the Board, except as may otherwise be provided elsewhere by these bylaws.

Section 3. Reliance.

A member of the Board, or of any committee thereof shall, in the performance of his or her duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers, or employees, or committees of the Board, or by any other person as to matters the member reasonable believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

ARTICLE III – MEMEBERSHIP OF THE BOARD

Section 1. Number.

The Board shall consist of at least 7, but no more than 12 members. The initial Board shall consist of four members. However, the number of directors constituting the Board may be reduced as a result of vacancy or increased upon the election of additional members as provided in Sections 7 and 5, respectively, of this Article III.

Section 1a. Classes of Directors.

The Board of Directors shall be divided into four classes.

Class I shall be the members of the founding board and their replacements.

Class II shall be members of the community-at-large elected to the Board pursuant to Sections 5 and 7 of this Article III.

Class III. Once the Charter School has opened, at least one member of the Board shall be a -certified Delaware teacher employed at the school elected to the Board pursuant to Sections 5 and 7 of this Article III.

Class IV. Once the Charter School has opened, at least one member of the Board shall be a parent of a student enrolled at the school and elected to the Board pursuant to Sections 5 and 7 of this Article III.

Section 3. Voting Rights.

Each director shall have one vote. All directors shall be deemed to constitute a single class for voting purposes.

Section 4. Liability.

No director shall be personally liable for the debts, liabilities or obligations of the Corporation.

Section 5. Election and Term.

The initial directors of the Corporation shall be selected by the Incorporator pursuant to written action. Directors shall, in their discretion, elect additional eligible directors to Classes I, II, III, and IV pursuant to an affirmative vote of a majority of all the directors of the Corporation, provided that the limit on the number of directors set forth above in Section I of this Article III shall not be exceeded.

Directors in Class I shall have initial terms of four years. Directors in Class II shall have initial terms of 3 years. After the initial term of a director in Class I or Class II shall have expired, a successor to such director shall be elected by the affirmative vote of a majority of the remaining directors whose terms have not then expired. Each successor director in Classes I and II shall be elected to serve a term of three years.

Class III Directors shall serve terms of one year. After the initial term of a director in Class I or Class II shall have expired, a successor to such director shall be elected by the affirmative vote of a majority of the remaining directors whose terms have not then expired.

Class IV Directors shall serve terms of two years. After the initial term of a director in Class I or Class II shall have expired, a successor to such director shall be elected by the affirmative vote of a majority of the remaining directors whose terms have not then expired.

Each successor director shall be elected to serve in the same class of directors as his/her predecessor.

Section 6. Chair of the Board.

The Board shall elect, at its original meeting and each annual meeting, a Chair of the Board (the "Chair") who shall be a director and who shall hold office until the next annual meeting of the Board and until elected and qualified or until his or her earlier resignation or removal by act of the board. The Chair shall preside at meetings of the Members of the Corporation and of the Board. In the absence of the Chair, a Vice-Chair shall preside at meetings of the members of the Board.

Section 7. Vacancies.

Any vacancy on the board shall reduce the number of directors constituting the whole Board and the number of duly elected and acting directors until such time, if any, as an additional eligible director is elected pursuant to Section 5 of this Article III.

Section 8. Removal.

A director may be removed from the Board with or without cause by an affirmative vote of at least a majority of directors.

Section 9. Compensation.

Directors shall serve without compensation.

Section 10. Resignations.

Any director may resign from a committee of the Board, an office of the Board, or the board itself by giving written notice to the Chair or the Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV – COMMITTEES OF THE BOARD

Section 1. Establishment by Chair.

The Chair of the Board may appoint, or may provide for the appointment of, committees consisting of directors with such duties and powers as the Chair may, from time to time, designate and prescribe, except as indicated in Sections 2 and 3 below. In the absence or disqualification of any member of any committee and any alternate member in his or her place, the Chair may appoint another member of the Board to act at the meeting in place of any such absent or disqualified member. The Chair may, from time to time, suspend, alter, continue or terminate any of such committees or the powers and functions thereof.

Without limiting the foregoing, the Chair shall initially provide for the following committees: Executive Committee and Finance Committee.

Section 2. Executive Committee.

The Executive Committee shall consist of the Chair, Vice Chairs, the Secretary, and the Treasurer. The Executive Committee shall have and may exercise all the powers and authority of the Board, except as otherwise provided by law. Without limiting the foregoing, the Executive Committee shall approve of the Corporation's administrative budget, including the compensation of any employees.

Section 3. Finance Committee.

The Finance Committee shall consist of the Chair, the Secretary, the Treasurer and two other directors to be appointed by the Chair. The Finance Committee shall be responsible for establishing an annual budget, and an administrative budget, including the compensation of any employees.

Section 4. Action.

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the members of the whole committee shall constitute a quorum unless the

committee shall consist of one or two members, in which case one member shall constitute a quorum. All matters properly brought before the committee shall be determined by a majority vote of the committee.

Section 5. Procedures.

Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided by law. Adequate provision shall be made for notice to all members of any committee of all meetings of that committee.

ARTICLE V – MEMBERS

Section 1. Annual Meeting.

An annual meeting of the Members of the Corporation shall be held immediately preceding the annual meeting of directors at such place, on such date, and at such time as shall have been established by the Board.

Section 2. Special Meetings.

Special meetings of the members of the Corporation may be held at the call of the Chair for any purpose or purposes. Such request shall state the purpose or purposes of the proposed meeting.

Section 3. Compliance with Act Notice.

A notice of any annual or special meeting, setting forth the time, date and place of the meeting, shall be given by the Secretary in person, by mail, by telephone, by telecopier or by telegram not less than ten (10) days in advance of the meeting to each Member at the address last shown on the records of the Corporation. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any annual or special meeting. In addition to the provisions of the §3, all meeting of Members shall be conducted pursuant to and in compliance with the Act.

Section 4. Quorum.

At any meeting of the Members, a quorum for the transaction of business shall consist of one-third of all of the Members of the Corporation, except to the extent that a greater number of Members may otherwise be required by law. And act of the majority of Member present and voting shall be the act of the members, except as may otherwise be required by these bylaws.

Section 5. Waiver or Consent.

The transaction of business at any meeting of the members of the Corporation, however called and notices and wherever held, shall be as valid as though held at a meeting after

regular call and notice, if a quorum is present and it, either before or after the meeting, each of the Members not present sign a written waiver of notice or consent to the holding of the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be expressed in writing and filed with the corporate records or make a part of the minutes of the meeting; provided, however, that no such action shall be valid if taken in such a way as would not comply with the Act.

ARTICLE VI – OFFICERS

Section 1. Officers.

The officers of the Corporation shall consist of the Chair, Vice Chair, a Secretary, a Treasurer, and such assistants to the Secretary or Treasurer, as the Board may deem necessary. The officers shall perform such duties as described in this Article and shall receive no compensation for these services, except as otherwise expressly noted. Only members of the Board may serve as the Chair, Vice Chair, Treasurer, and Secretary. Any person may hold more than one office.

Section 2. Election and Term.

The officers of the Corporation shall be elected by, and serve at the pleasure of, the Board. The initial officers shall be elected for one-year terms provided that an officer appointed to fill a vacancy shall serve for the remainder of the term of his or her predecessor, and provided further that an officer shall serve until his or her successor is elected and qualified in accordance with these bylaws.

Section 3. Vacancies.

A vacancy in any of the offices of the Corporation may be filled for the unexpired term by appointment by the Chair.

Section 4. Chair.

The Chair shall preside at all meeting of the Board and all meeting of the members of the Corporation. The Chair shall serve as the principal executive officer of the corporation. The Chair shall see that all orders and resolutions of the Board and the Executive Committee or other committees of the Board are carried into effect. The Chair shall also have general supervision and direction of the officers and shall see that their duties and those assigned to other directors are properly performed.

Section 5. Vice Chair.

Each Vice Chair shall have such powers and duties as may be prescribed from time to time by the Chair or by the Board. In the absence or disability of the Chair, the Vice Chairs shall perform all the duties of the Chair.

Section 6. Secretary.

The Secretary shall keep or cause to be kept a record of the proceedings of the Board, shall make service of all such notices as may be required under the provisions of these bylaws or by law, shall be custodian of the corporate records and of the corporate seal, and shall have such other powers and duties as may be prescribed from time to time by the Chair or the Board.

Section 7. Treasurer.

The Treasurer shall be responsible for the oversight of the custody of all funds of the Corporation, shall generally supervise the accounting and bookkeeping of the Corporation, shall regularly report to the Board as to the financial condition and results of the operation of the Corporation, and shall have such other powers and duties as may be prescribed from time to time by the Chair or the Board.

ARTICLE VII – EXECUTION OF INSTRUMENTS

Section 1. Checks, Drafts and Orders for Payment of Money.

All checks, drafts and orders for payment of money shall be signed in the name of the Corporation and shall be signed by one of the following officers: The Treasurer, the Secretary or any Assistant Treasurer or Assistant Secretary.

Section 2. Contracts.

All contracts, conveyances or other instruments which have been authorized by the Board shall be executed in the name and on behalf of the Corporation, and have affixed thereto the corporate seal, by the Secretary of the Corporation or his or her delegate.

ARTICLE VIII – INDEMNIFICATION

Section 1. Right to Indemnification.

The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any motion, suit, or proceeding, whether civil, criminal, administrative or investigative (a "proceeding") by reason of the fact that he, or a person for whom he is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust or enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonable incurred by such person. The Corporation shall be required to indemnify a person in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board of the Corporation.

Section 2. Prepayment of Expenses.

The Corporation shall pay the expense (including attorneys' fees) incurred in defending any proceeding in advance of its final disposition, provided, however, that the payment or of expenses incurred by a director or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should be ultimately determined that the director or officer is not entitled to be indemnified under this Article or otherwise.

Section 3. Claims.

If a claim for indemnification or payment of expenses under this Article is not paid in full within sixty days after a written claim therefore has been received by the Corporation, the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.

Section 4. Nonexclusively of Rights.

The rights conferred on any person by this Article VIII shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these bylaws, an agreement, vote of Member or disinterested directors or otherwise.

Section 5. Other Indemnifications.

The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, or employee or agent of another corporation, partnership, joint venture, trust, or other enterprise or nonprofit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise or nonprofit enterprise.

Section 6. Liability 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, or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity; or arising out of his status as such, whether or not the Corporation would have the power or the obligation to indemnify him against such liability under the provisions of this Article VIII.

Section 7. Amendment or Repeal.

Any repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE IX – CORPORATE SEAL

The Board shall provide a corporate seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary.

ARTICLE X – AMENDMENT OF BYLAWS

These bylaws may be amended, suspended or repealed by the affirmative vote of two-thirds of all Members of the Corporation at any meeting of the Members or by unanimous written consent of all Members.

ARTICLE XI – GIFTS

The Board may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purpose, or any special purpose, of the Corporation.

ARTICLE XII – FISCAL YEAR

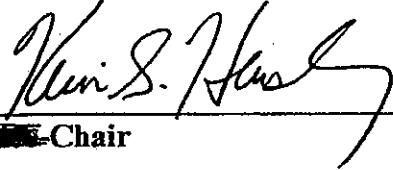
The fiscal year of the Corporation shall commence on the first day of July of each year.

MOT Charter School
BOARD RESOLUTION
April 7, 2002

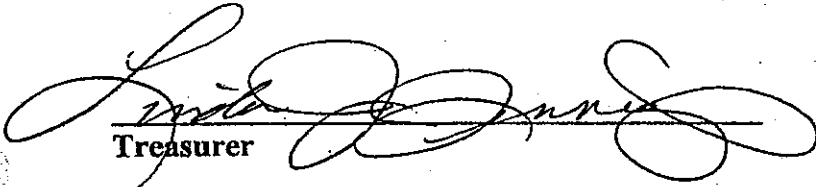
Upon proper motion and in accordance with the By-Laws of the MOT Charter School Board, the Board unanimously adopted the following resolution.

Resolved, that the Board hereby approves and adopts the By-Laws attached hereto, dated April 7, 2002 as amended therein, by this written consent.

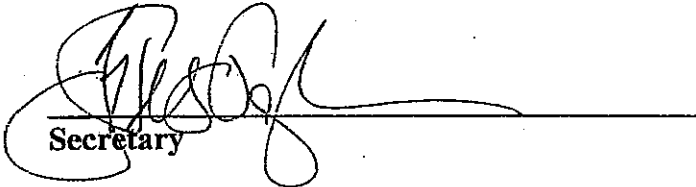
Chair


~~Chair~~

Treasurer



Secretary



Board Member

