

Amended and Restated Bylaws of the Katherine Anne Porter School

These Amended and Restated Bylaws (hereinafter the "Bylaws") of the Katherine Anne Porter School (hereafter the "Corporation") are adopted by the Board of Trustees pursuant to Section 22.102 of the Texas Business Organizations Code, as amended (hereafter the "BOC") and supersede all bylaws previously adopted. The Corporation shall be governed by these Bylaws, the BOC, and the Restated Certificate of Formation (hereafter the "Certificate of Formation"). In the event the provisions of these Bylaws are in conflict with, or inconsistent with, the provisions of the Certificate of Formation, or with the BOC, the provisions of the Certificate of Formation or the BOC shall control, as appropriate.

Article 1

General Provisions.

Section 1.1. Offices. The Corporation's offices shall be located in the State of Texas, in the City of Wimberley, County of Hays.

Section 1.2. Agent for Service. The Superintendent or the person acting in that capacity shall be the designated agent for service of process for the Corporation, whose offices shall be at the same location as the Corporation's offices.

Section 1.3. Purpose. The Corporation is organized exclusively for charitable and educational purposes as defined in Internal Revenue Code Section 501(c)(3).

Section 1.4. Fiscal Year. The fiscal year shall be from September 1 to August 31.

Section 1.5. Admissions Eligibility. We are an "Open Enrollment Charter School." All students who reside in Hays, Blanco, Travis, Guadalupe, Caldwell, Gonzales, and Comal counties are eligible for enrollment in the grades served by the Corporation. Admission will not be based on gender, national origin, ethnicity, religion, disability, academic ability, gender identity, artistic ability, or athletic ability, or the traditional school district the child would otherwise attend.

Article 2

Members

Section 2.1. Members. The Members of the Corporation shall be as set forth in the Certificate of Formation, as amended from time to time.

Section 2.2. Membership Fees. The Corporation will not collect or charge membership fees.

Section 2.3. Meetings of Members. The Members of the Corporation shall only have the right to vote for the election of Trustees and no other rights, voting or otherwise. An annual meeting of the Members will be held during the Corporation's Open House in September at which Members shall elect, by a plurality vote, those candidates for the

position(s) of Trustee of the Corporation from the slate of candidates put forth and approved by the Board of Trustees.

Section 2.4. Notice. Notices of meetings shall be in writing and signed by the President or a Vice President, or the Secretary, or an Assistant Secretary, or by such other person or persons, as the Board of Trustees shall designate. Such notice shall state the place, day and hour of the meeting. Such notice shall be posted on the Corporation's website not less than seventy-two (72) hours prior to the meeting date and time.

Section 2.5. Quorum for Membership Meetings; Withdrawal of Quorum. Members constituting one tenth (1/10) of the total number of Members, present in person, shall constitute a quorum at all meetings of the Members for the election of Trustees. If, however, such quorum shall not be present at any meeting of the Members, the Members entitled to vote thereat, present in person, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 2.6. Majority Vote. When a quorum is present at any meeting, the vote of a majority of the Members having voting power present in person shall decide any question brought before such meeting, unless the question is one upon which by express provisions of the BOC or of the Certificate of Formation require a different vote, in which case such express provision shall govern and control the decision of such question.

Section 2.7. Number of Votes. Each Member shall be entitled to one vote for each position on the Board of Trustees to be filled. Cumulative voting is expressly denied.

Section 2.8. Voting Tally. The Election Task Force (as defined in Section 3.5. of these Bylaws), as soon as practical following the annual gathering of the student body, parents and legal guardians of students, employees of the Corporation and alumni occurring each September (the "Student Assembly and Open House"), will tally ballots in the manner described in the next two (2) sentences. The candidate with the highest number of votes shall be deemed to be elected to the first open Board seat, the candidate with the second highest number of votes shall be deemed to be elected to the second open Board seat, continuing likewise until all open Board seats are filled. In the event of a tie in the number of votes for an open Board seat, the President shall determine the successful candidate. The results will be announced the following day by email, press release and social media.

Article 3

Board of Trustees

Section 3.1. Powers and Duties. The powers and duties of the Board of Trustees shall be as set forth in these Bylaws, the BOC, the Certificate of Formation, the laws of the State of Texas governing open-enrollment charter holder boards, and the Contract for Charter, dated September 30, 1998, (the "Charter"), which includes the powers required to govern the organization, to ensure that the policies, programs, academics, and operations are faithful to the terms of the Charter, with specific attention to the vision,

mission, values and commitments expressed in the Charter, and also that the school is an economically viable and sustainable organization. In addition, the Board of Trustees shall evaluate the Superintendent annually. In addition, each year, the Board of Trustees shall cause to be prepared an Annual Report for the prior school year to be presented at the next Annual Meeting immediately following such school year. The Board of Trustees shall cause the Annual Report to be made available to the students, and Members. The Annual Report shall include information regarding the Corporation's achievement of its mission, goals and objectives.

Section 3.2. Number. The Board of Trustees shall consist of no fewer than three (3) and no more than fifteen (15) members. The Superintendent shall be invited to attend all regular, special and emergency meetings of the Board of Trustees. There shall be a currently enrolled student member of the Board to be elected by the student body at large by a plurality vote, from a slate of at least two (2) currently enrolled students in accordance with the procedure set forth below. The student so elected, if any, shall serve on the Board of Trustees as an *ex officio*, non-voting, member of the Board of Trustees (the "Student Member"). The Student Member shall be elected from a slate of currently enrolled students in good standing who are over the age of 13. The slate shall be prepared by the Principal and approved by the Board of Trustees, provided the Principal is able to identify two (2) eligible students who desire to serve. The election of the Student Member shall take place in conjunction with the Student Assembly and Open House in each September and such election shall be conducted in accordance with Section 3.5. of these Bylaws, except that the first such election shall take place as soon as practical after the adoption of these Bylaws.

Section 3.3. Term of Office. Except as provided below, each Trustee, after being elected and qualified shall serve a two (2) year term, with no Trustee being allowed to serve more than three (3) consecutive terms, after which they must take a minimum of one (1) year off before being considered for nomination as a Trustee. Terms shall be staggered so that no more than three positions (not including newly created positions) are up for election at the same time. In order to accomplish the staggered election process it is permissible, if approved by the Board of Trustees, for a Trustee to be elected for a term longer than the stated two (2) year term and for a Trustee to serve more three (3) consecutive terms. Trustees shall hold office until their successors are elected and qualified or until their earlier death, resignation, or removal. The Student Member shall serve a one (1) year term, with no Student Member serving more than one (1) term.

Section 3.4. Qualifications. Board of Trustee nominees must meet the following minimum criteria:

- (a) be at least 21 years of age;
- (b) not be currently enrolled or employed at the school;
- (c) not be related to any employee of the school within the third degree of affinity or consanguinity.

Additional qualifications shall be determined from time to time by the Governance Committee or by the Board of Trustees; however, in any event the Board of Trustees must approve each nominee.

Section 3.5. Election. Elections will be held annually in conjunction with the Student Assembly and Open House. All Members may vote in the elections. Subject to Sections 3.3. and 3.4, the Board of Trustees annually will identify the types of candidates desired

for election to the Board of Trustees. The Governance Committee will establish a task force, from time to time, to facilitate and manage the nomination and election processes (the "Election Task Force"), with a goal of ensuring at least as many candidates as there are vacating seats to fill. The Election Task Force will then obtain the consent of each of the desired candidates for inclusion on the slate of Trustees to be voted upon by the Members. Votes shall be cast by use of a paper ballot prepared by the Election Task Force. Votes shall be tallies as set forth in Section 2.8. of these Bylaws

Section 3.6. Resignation. A Trustee, including the Student Member, may resign his or her position at any time by providing written notification to the President of the Board of Trustees and Superintendent. Such resignation will be effective upon receipt unless it is specified to be effective at a later time. When one or more Trustees shall give notice of his or their resignation to the Board the Board shall have power to fill such vacancy or vacancies to take effect as soon as practical after such resignation or resignations become effective.

Section 3.7. Removal. Trustees are expected to fulfill their responsibilities as set forth in the Board of Trustees Job Description and Expectations and these Bylaws. If it is determined that a Board Member or the Student Member is unable, incapable or unwilling to fulfill his or her responsibilities they will be asked by a member of the Board of Trustees (the "Requesting Member") to submit a notice of immediate resignation. If such a resignation is not submitted, the other members of the Board of Trustees may be asked by the Requesting Member to vote for the removal of the Trustee in question or Student Member, as the case may be, at the next regular meeting of the Board of Trustees or at a special meeting of the Board of Trustees. Any Trustee, including the Student Member, may be removed from office, with or without cause, by an affirmative vote of a two-thirds majority of the Trustees, excluding the Trustee in question.

Section 3.8. Vacancies. A vacancy on the Board of Trustees, including a vacancy caused by an increase in the number of Trustees, may be temporarily filled by a majority vote of the remaining Trustees to appoint a person(s) to fill the vacancy(ies) until the end of the original term of the vacated seat. If the vacancy is caused by an increase in the number of trustees, the Trustee(s) so appointed must stand for election at the next Annual Meeting as specified in these Bylaws or resign from the Board as soon as his or her successor is duly elected and qualified.

3.9. Non-voting, Ex Officio, Student Member. There shall be a non-voting, *ex officio*, student member of the Board of Trustees (the "Student Member"), whose qualifications, appointment, authority, powers and duties shall be as set forth therein. The Student Member, shall have no right to vote on any matter before the Board and shall not make or second any motion before the Board. However, the Student Member shall have the right to attend and participate in all meetings of the Board of Trustees and shall have the same right as any member of the Board to speak and provide input. The Student Member is not counted in determining whether a quorum exists for a Board meeting or in determining the outcome of any vote before the Board. The Student Member will be excluded from all closed or executive sessions of the Board.

Article 4

Meetings

Section 4.1. Open Meetings Act and Notice of Meetings. Notice for all meetings of the Board of Trustees shall be as required by the Open Meetings Act. All meetings of the

Board, regular and special, shall be open to the public except as provided by Texas Government Code. The Board may go into closed session: (i) to consult with the Corporation's attorney regarding pending or contemplated litigation, settlement offers, or matters that are confidential under the Texas Disciplinary Rules of Professional Conduct; (ii) to discuss matters related to the purchase or sale of real estate; (iii) to discuss matters related to employment and evaluation of personnel; or (iv) for other reasons permitted under applicable law.

Section 4.2 Notice of Meetings.

(a) Non-emergency meetings. Written notice of non-emergency meetings of the Board of Trustees shall be given to each Trustee at least seventy-two (72) hours before the meeting.

Notice shall be conclusively presumed to have been given if: (i) a written notice is delivered personally to a trustee at his/her address as shown in the records of the Corporation; (ii) sent by facsimile to the facsimile number shown on the records of the Corporation; (iii) sent by email to the email address for the Trustee maintained by the Corporation; or (iv) posted in a conspicuous place at the campus of the Corporation and posted on the Corporation's website. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Trustee at his/her address as shown in the records of the Corporation. Written notice of the time, date, place, and subject of non-emergency meetings must be posted at least seventy-two (72) hours before the date and time of the meeting. The posting shall be made in a location visible to the public for the entire seventy-two (72) hour period at the Corporation's campus and shall be made on the Corporation's website.

(b) Emergency meetings. Notice of emergency meetings of the Board of Trustees shall be given in writing to each Trustee at least two (2) hours before the meeting. Notice shall be effective if: (i) it is delivered in person; (ii) sent via facsimile to the facsimile number shown on the Corporation's records; or, (iii) sent by email to the email address for the Trustee maintained by the Corporation. Notice of emergency meetings shall also be given two (2) hours before the meeting to any media outlets who previously requested such notice.

Section 4.3. Annual Meeting of the Board of Trustees. An Annual Meeting of the Board of Trustees for the presentation of the Annual Report, and such other business as may come before the meeting shall be held in September of each year during the Open House, or as otherwise scheduled by the Board of Trustees.

Section 4.4. Regular Meetings. Regular meetings of the Board of Trustees shall be held monthly during September through, and including, August. Written notice of the business to be transacted at any regular meeting of the Board of Trustees shall be provided to each trustee prior to the meeting. Meetings shall be held at the Corporation offices in Wimberley, Texas, unless the notice designates otherwise. Any meeting site other than the Corporation offices must be in the State of Texas and fully accessible to the public. Videoconference meetings may be held, and shall be in compliance with the Open Meetings Act.

Section 4.5. Special Meetings. Special meetings of the Board of Trustees may be called by written notice issued to all of the members of the Board of Trustees at the direction of the President of the Board of Trustees or the person acting as the President or by any two (2) Trustees. Such written notice shall state the purpose or purposes of the meeting, and shall fix the time, date and place at which such special meeting is to be held. The person(s) calling such meeting shall provide for the posting of the proper notice of the

meeting. Meetings shall be held at the Corporation offices in Wimberley, Texas, unless the notice of said meeting designates otherwise. Any meeting site other than the Corporation offices must be in the State of Texas and fully accessible to the public. Videoconference meetings may be held, and shall be in compliance with the Open Meetings Act.

Section 4.6. Conduct of Closed or Executive Sessions. Upon motion duly made and seconded by a member of the Board of Trustees, with the start time and finish time duly noted by the Secretary of the meeting in the minutes of the meeting, the Board of Trustees has the right to conduct a closed or executive session in accordance and compliance with the Texas Open Meetings Act, as amended from time to time.

Section 4.7. Quorum and Voting. The presence of a majority of the Trustees holding such office on the date of a meeting of the Board of Trustees shall constitute a quorum for the transaction of business at such meeting, unless a larger number is required to constitute a quorum as required by the Certificate of Formation, the BOC, any other applicable state law, the Charter or by these Bylaws. Voting by written consent or proxy is prohibited. All votes must be made in person (which shall include attendance by videoconference, as permitted by the Open Meetings Act).

Section 4.8 Conduct of Meetings. All meeting of the Board of Trustee shall be conducted in accordance with the then current version of Robert's Rules of Order and the Texas Open Meetings Act, as amended.

Section 4.9. Conflicts of Interest. Trustees owe special duties of care and loyalty to the Corporation and must avoid conflicts of interest in the conduct of Corporation business. Trustees must comply with provisions of the BOC applicable to non-profit corporations, the provisions of the Internal Revenue Code of 1986, as amended, together with the regulations promulgated thereunder, with respect to 501(c)(3) organizations and those laws governing open-enrollment charter schools. A Trustee shall be considered to have a conflict of interest if such Trustee has any existing or potential financial or other interest as defined in the Texas Local Government Code Chapter 171, and/or Texas Local Government Code Chapter 176, as those laws currently exist or are hereinafter amended in application to open-enrollment charter schools. Each Trustee shall disclose to the Board any possible conflicts of interest at the earliest practicable time. Such Trustee's disclosure shall be made in writing on the requisite forms and/or affidavits required by law, shall be presented to the Board Secretary for the Corporation's records, and, when required by law, additionally shall be posted on the Corporation's website for public review and shall provide such documentation to the conflicts of interest subcommittee described below. No Trustee shall deliberate or vote on any matter under consideration at a Board or committee meeting in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that the Trustee having a conflict of interest abstained from voting. Any Trustee, who is uncertain whether he or she has a conflict of interest in any matter may request the Board to determine whether a conflict of interest exists, and the Board shall refer the question to the conflict of interest subcommittee as described below for review and its recommendations back to the Board. Resolution of the question shall be accomplished by majority vote of the Board, excluding the Trustee raising the question. The Board shall make its determination in consultation with legal counsel if the conflict of interest subcommittee has not consulted with legal counsel. The Board shall establish a conflict of interest subcommittee of the Governance Committee to review all existing and proposed arrangements between the Corporation, on the one hand, and any Trustee, an affiliate of a Trustee, or a family member of a Trustee, on the other hand and any conflict of interest questions raised by a Trustee to the Board. Such committee shall consist of at least two (2) current Trustees and shall operate in

conjunction with legal counsel to evaluate each arrangement and at the conclusion of each such evaluation shall report their recommendation to the Board for consideration and majority vote as set forth above.

Section 4.10. Presumption of Assent. A Trustee who is present at a meeting of the Board of Trustees or at the meeting of a committee of the Board of Trustees at the time when action on any Corporation matter is taken shall be conclusively presumed to have assented to the action taken unless such Trustee's negative vote or abstention, as the case may be, shall be entered in the minutes of the meeting or unless such Trustee shall file his/her written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof. Such right to dissent or abstain shall not apply to a Trustee who voted in favor of such action.

Section 4.11. Trustee Compensation. Trustees shall receive no compensation for their services on the Board or on any committee. Trustees may be reimbursed for reasonable expenses incurred in connection with executing their obligations as Board and/or committee members, provided the expenditure received prior approval by the Board.

Section 4.12. Gifts. All gifts to the Corporation are subject to Board of Trustee approval. No Trustee may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise, whether cash, check, money order, or personal property for general purposes or for any special purpose of the Corporation.

Article 5

Communications with the Board

Section 5.1. Board Members' Right to Information. Trustees have the right and duty to be fully informed on all matters that influence their obligations as Board members. They shall have the right to request and receive information regarding any aspect of the Corporation and its operation, except that Board members may not receive personally identifiable student information unless it is necessary for the Board's adjudication of a particular matter.

Section 5.2. Open Presentation Time. At the beginning of each regular Board meeting convened pursuant to Section 4.4. of these Bylaws, the Board shall provide "open presentation" time for public comment, subject to the following procedures.

(a) Any person may register in advance to speak during "open presentation" time. A registration sheet will be maintained in the office of the Superintendent, and any person may register at that location during normal business hours. The registration sheet will be moved to the location for the Board meeting no later than 30 minutes before the scheduled time of such meeting, and will be available there for additional registrations throughout the Board meeting. However, only those who have registered prior to the time that the meeting is convened shall be permitted to speak at that meeting unless the presiding officer decides to relax this requirement.

(b) Each person registering to speak during "open presentation" time must provide her/his name and the topic on which she/he wishes to speak. The presiding officer will give priority to those who wish to speak on agenda items before the Board at that meeting, but in all other respects registrants shall be provided opportunity to speak on a "first to register" basis. If a registrant is called to speak and does not respond, the registration shall be carried forward until after the following speaker; if a registrant is then called a

second time and does not respond that registration shall be deleted.

(c) Each person called to speak shall be limited to 5 minutes of presentation time, and "open presentation" time at each Board meeting shall be limited to a total of 30 minutes; provided, however, that the presiding officer shall have the discretion to extend both the individual and total limits as he or she deems appropriate. Those who have registered but are not called upon to speak at the first Board meeting after their registration shall have their registrations carried forward from meeting to meeting until such time as they are called.

Section 5.3. Proposals for Board Consideration. All requests and proposals for Board consideration (other than requests from Trustees) shall be submitted to the Superintendent in writing. The Superintendent or his or her designee shall maintain a schedule for submission of such requests and proposals, and shall communicate all timely requests and proposals to the Board President, who shall assign all such requests and proposals to the appropriate committees for consideration and disposition. In urgent circumstances the Superintendent and the Board President may decide to assign untimely requests or proposals for consideration.

Section 5.4. Disruption. Disruption of any meeting of the Board of Trustees or any committee or Subcommittee thereof, or any other meeting, procession or gathering sponsored by the Corporation is prohibited. Disruption includes use of obscene language or defamatory statements as well as physical violence or interference with peaceful and orderly conduct of the meeting; and includes any such language or behavior by those making presentations during "open presentation" time under Section 5.2. of these Bylaws. The person presiding over the meeting or another authorized official or member of law enforcement should, to the extent practicable, clearly identify the disruptive language or behavior and request the person(s) responsible to desist. If that is not practicable, or if the person(s) responsible for the disruption do not desist after such a request, then the person presiding over the meeting or another authorized official may request law enforcement officers to remove the person(s) responsible for the disruption from the meeting.

Article 6

Board Committees

Section 6.1. Committees. The Board shall have the following Standing Committees:

- (a) Governance Committee;
- (b) Finance Committee;
- (c) Academic Excellence Committee; and
- (d) Development Committee;

The Board may also, at any time and from time to time, by resolution, create *ad hoc* committees and subcommittees of the standing committees for any purpose the Board deems appropriate; and such subcommittees and *ad hoc* committees shall continue to function until discharged by the Board.

Section 6.2. Members of Committees.

(a) Standing committees shall consist of either two or three voting members of the Board of Trustees. The Board President shall appoint standing committee members and Chairpersons after consultation with, and subject to ratification by, the Board. The Student Member shall be a non-voting *ex officio* member of all Standing Committees. Standing committee members shall be appointed by the President promptly after her/his election, and shall remain as constituted after ratification (unless a vacancy is caused by death, resignation, disqualification, or inability to act) until reconstituted by the succeeding President.

(b) *Ad hoc* committees shall consist of the number of members specified by the Board, or by the President if the Board does not specify a number. *Ad hoc* committees will normally include at least one Trustee, and may also include non-Trustees. The Board President shall appoint *ad hoc* committee members and Chairpersons after consultation with, and subject to ratification by, the Board. The Student Member shall be a non-voting, *ex officio* member of all *ad hoc* committees.

(c) Subcommittees shall consist of the number of members specified by the Board, or by the President if the Board does not specify a number. The Board President shall appoint the Chairperson and members of any subcommittee after consultation with, and subject to ratification by, the Board. Non-Trustees may be appointed to such subcommittees, but only Trustees shall be voting members. The Student Member shall be a non-voting *ex officio* member of all subcommittees.

Section 6.3. Vacancies. In case a vacancy shall occur on any committee, subcommittee, or *ad hoc* committee, the Board President shall promptly appoint another member to serve, subject to ratification by the Board.

Section 6.4 Committee and Subcommittee Meetings. Each Committee and Subcommittee shall meet at such times and places as the Chairperson shall designate, subject to compliance with applicable law and these Bylaws.

Section 6.5. Authority of Committees. The function of each committee, whether an *ad hoc*, a subcommittee or a standing committee, shall be fact-finding, and advisory to the Board of Trustees. Committees shall not have authority to take legislative or administrative actions, to adopt policies for the Corporation or to bind the Corporation. Each committee shall present its recommendations to the Board of Trustees for approval prior to action or implementation.

Section 6.6. Duties of the Governance Committee. This Committee shall assume the primary responsibility for matters pertaining to recruitment, nomination, orientation, training, and evaluation of potential, appointed and elected Trustees in accordance with these Bylaws as well as the established policies and practices approved by the Board of Trustees from time to time. In addition, the Board may proscribe additional areas of responsibility, from time to time, which shall be in writing.

Section 6.7. Duties of the Finance Committee. This committee shall work with the Superintendent to create the upcoming fiscal year budget; present budget recommendations to the Board; monitor implementation of the approved budget on a regular basis and recommend proposed budget revisions; and recommend appropriate policies for the management of the Corporation's assets. In addition, the Board may proscribe additional areas of responsibility, from time to time, which shall be in writing.

Section 6.8. Duties of the Academic Excellence Committee. This Committee shall advise and make recommendations to the Board on matters relating to the achievement of academic excellence with emphasis on meeting the Charter promises made to the authorizer of the Charter and the community at large; devise clear and consistent measures to monitor the progress made in meeting the promises in the Charter and keep the Board apprised of the progress made in meeting the promises made in the Charter. In addition, the Board may proscribe additional areas of responsibility, from time to time, which shall be in writing.

Section 6.9. Duties of the Development Committee. This committee shall make recommendations to the Board on matters relating to raising funds by way of donations, grants, federal and state programs, gifts, and fund raising programs to support the Corporation's mission. In addition, the Board may proscribe additional areas of responsibility, from time to time, which shall be in writing.

Article 7

Board Officers

Section 7.1. Officers. The Board of Trustees shall elect from its membership the following Board officers: a President, a Vice-President, a Secretary and a Treasurer. The Board of Trustees may also employ operational officers, including a Superintendent and General Counsel, to have the authority and perform the duties prescribed by the Board of Trustees. Each position so filled will have a Job Description, Qualifications and Indicators of Effectiveness clearly outlining responsibilities and in the case of the Superintendent, shall include the duties and responsibilities set forth in Article 8.

Section 7.2. Election and Term of Office. At the each regular meeting immediately following the annual meeting of the Board of Trustees, the Trustees shall elect the officers to the Board. Operational officers may be employed at any meeting of the Board of Trustees.

Section 7.3. Removal. The Board of Trustees may remove any officer whenever in their judgment the best interests of the Corporation would be served by his/her removal. Any operational officer may be removed by the Board of Trustees whenever in their judgment the best interest of the Corporation would be served by his or her removal, but such removal shall be without prejudice to the contract rights, if any, of the operational officer so removed.

Section 7.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees at any meeting for the unexpired portion of the term. Upon a vacancy in the Presidents office, the Vice-President shall act as the President until the next meeting of the Board of Trustees. Upon vacancies in the President and Vice-President offices, the Secretary shall act as the President until the next meeting of the Board of Trustees. The Board of Trustees shall elect new officers at its next meeting.

Section 7.5. President. The President is the senior volunteer leader of the Corporation who presides at all meetings of the Board of Trustees and other meetings as required. The President oversees implementation of Board and organizational policies and ensures that appropriate administrative practices are established and maintained. In addition, the President shall fulfill the responsibilities and expectations as outlined in the President Job Description, Qualifications and Indicators of Effectiveness.

Section 7.6. Vice President. The Vice President is the secondary volunteer leader of the organization and as such, discharges duties of the President as required in the President's absence. The Vice President supports the activities of the President including sharing responsibilities as appropriate. In addition, the Vice President shall fulfill the responsibilities and expectations as outlined in the Vice President Job Description, Qualifications and Indicators of Effectiveness.

Section 7.7. Secretary. The Secretary provides direction for the keeping of legal documents including minutes of all meetings of the Board of Trustees. In addition, the Secretary shall fulfill the responsibilities and expectations as outlined in the Secretary Job Description, Qualifications and Indicators of Effectiveness.

Section 7.8. Treasurer. The Treasurer provides direction for the financial management of the Corporation and facilitates the Board in meeting its financial oversight responsibilities. In addition, the Treasurer shall fulfill the responsibilities and expectations as outlined in the Treasurer Job Description, Qualifications and Indicators of Effectiveness.

Article 8

Superintendent

Section 8.1. Superintendent. The Superintendent shall serve as the chief executive of the Corporation and, in partnership with the Board of Trustees, is responsible for the success of the Corporation. Together with the Board of Trustees, the Superintendent is to assure the Corporation's relevance to the community, the accomplishment of its mission and vision, retaining its values and adhering to its commitments all as outlined in the Charter, while providing accountability of to its diverse constituents and stakeholders.

Section 8.2. Authority. The Superintendent shall have authority to perform management functions and day-to-day operations in accordance with the directions and policies established by the Board of Trustees, from time to time.

Article 9

Miscellaneous Provisions

Section 9.1. Books and Records. There shall be kept at the office of the Corporation and posted online correct books (logs) of accounts of the activities and transactions of the Corporation, including a minute (log) book, which shall contain a copy of the Certificate of Formation, these Bylaws, and all minutes of the meetings of the Board of Trustees.

Section 9.2. Annual Audit. At the close of each fiscal year, the Superintendent will cause the account books of the Corporation be audited by an independent auditor with expertise in accounting for tax-exempt organizations and open-enrollment charter schools.

Section 9.3. Bylaw Amendments. The affirmative vote of a majority of the Board members at a duly convened meeting shall be required to amend, add to, repeal or revise these Bylaws, provided however that any proposal to amend, add to, repeal or revise any portion of these Bylaws must be filed with the Board President in writing and made available to each member of the Board of Trustees no less than seventy-two (72) hours prior to such meeting.

Section 9.4. Gender and Number. In these Bylaws, reference to the masculine shall also include the feminine as appropriate to the circumstances, and vice versa. Reference to the singular shall also include the plural as appropriate to the circumstances, and vice versa.

BOARD OF TRUSTEES BYLAWS.....Adopted
March 10, 2018