



Georgetown, Texas

BOARD OF DIRECTOR BYLAWS

ARTICLE I: NAME AND LOCATION

Name. The name of the corporation is Orenda Education (hereafter referred to as the “Corporation”). The corporation also does business under the name Orenda Charter Schools (hereafter referred to as the “School”).

Location. The principal and registered office of the Corporation is located at 2951 Williams Drive, Georgetown, Texas, 78628. The offices may be relocated in Williamson County, Texas if needed by action of the Board of Directors of the Corporation. The Corporation shall have and continuously maintain in the State of Texas a registered office and registered agent as required by the Texas Non-Profit Corporation Act.

ARTICLE II: PURPOSES

The purposes for which the Corporation is formed are charitable and not-for profit as defined under Section 501 (c) (3) of the Internal Revenue Code, and are:

A. The Corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes; the education of students in grades K through 12, with complimentary extracurricular programming, prevention and health promotion services to at risk youth, and making the distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. No part of net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article Four hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in-, or intervene in: (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation shall have the authority to receive gifts and borrow money in order to carry out these purposes.

ARTICLE III: MEMBERSHIP

The Corporation has no members.

ARTICLE IV: BOARD OF DIRECTORS

Section I

General Powers and Composition. The affairs of the Corporation shall be managed by its Board of Directors.

Section II

Number, Term and Qualifications of Directorship. *The number of Directors shall not be less than four (4) and not greater than twenty (20). Each Director shall be nominated for a two-year term. Each Director nominated shall serve until a successor is determined by a majority vote of the Board. The Board Nominating Committee, consisting of the Board President, Vice-President and Corporation Chief Executive Officer, shall present nominations for new and renewing board members and officers at the annual meeting preceding the beginning of the new fiscal year. New member nominations shall be made known to the Board in writing at least ten (10) days before they are voted on. Board members shall be committed to the purposes of the organization, leaders in the community and willing and able to give their time, talent and treasure in support of the organization mission.*

Section III

Removal. Directors may be removed by a majority vote of the remaining Directors for any conduct prejudicial to or deemed to not be in the best interest and policies of the Corporation. The removal may be carried out at any regular or special meeting of the Board of Directors. Any Director failing to attend three consecutive quarterly Board meetings may be subject to removal by a majority vote of the remaining Directors.

Section IV

Vacancies. Vacancies shall be filled by a majority vote of the remaining Directors at the first regular meeting following notification of the vacancy. Directors so elected shall serve the unexpired term of the Board Member replaced.

Section V

Powers. The business, affairs and property of the Corporation shall be managed and controlled by the Board of Directors. It shall also have the duties, authorities, privileges and responsibilities contemplated by the Texas Non-Profit Corporation Act. The Board of Directors shall have the power to establish policy which shall guide the Corporation's operational

procedure. The Board shall appoint a Chief Executive Officer to manage the day to day management affairs of the Corporation, and a Superintendent to manage the day to day affairs of the School granted to the Corporation by the State of Texas. The CEO of the Corporation, and the School Superintendent may, or may not, be the same person. The CEO of the corporation shall serve as an ex-officio non-voting board member, and shall serve on the executive and nominating committees of the board. The Board shall have the right to examine records of the Corporation that may reasonably be considered to relate to the operations of the Corporation. Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Directors of the Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interest of the Corporation and that are not unlawful. In all other instances, The Board of Directors shall not take any action that they should reasonably believe would be opposed to the Corporation's best interest or be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on the advice of advisors. Each Director shall have the power to cast one vote on all issues or matters coming to the Board for a decision and only Directors shall have voting rights, there being no voting members of the Corporation.

Section VI

Meetings. The Board of Directors shall meet at least quarterly. The annual meeting for the election of Directors and Officers shall be in June, July or August. Notice of all meetings shall be mailed to each Director one (1) week in advance of the meeting. Special meetings may be held on call of the President, or at the request of the majority of the Directors. The School board is bound by the provisions of the Texas Open Meetings Act as set forth in Texas Government Code Chapter 551. All meetings of the School board will be open to the public, except for the expressly authorized exception for "closed meetings." Official actions of the Board will only be taken at a meeting of a quorum (majority) of the board members.

Section VII

Quorum. A majority of Directors will constitute a quorum at any regular or special meeting of the Board for any conduct of business in the exercise of their powers. Business may be transacted by the vote of a simple majority of those present.

ARTICLE V: OFFICERS

Section I

Officers. The officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer. The Secretary may also serve as Treasurer. *The officers shall be elected by the Board of Directors.* The term of office is two (2) years. A vacancy in any office may be filled by and from the Board of Directors for the unexpired portion of the term. Directors may be reappointed for successive one-year term without limitations.

Section II

Duties of the President. The President shall:

- (a) preside at all meetings;
- (b) execute all conveyances, contracts, or agreements authorized by the Board of Directors;
- (c) appoint all committees;
- (d) serve as ex-officio member of all committees;
- (e) co-sign checks as needed.

Section III

Duties of the Vice-President. The Vice-President shall:

- (a) assist the President as requested;
- (b) preside over meetings in the absence of the President;
- (c) serve as ex-officio member on all committees;
- (d) co-sign checks as needed.

Section IV

Duties of the Secretary. The Secretary shall:

- (a) keep full minutes of all regular and special meetings of the Board of Directors;
- (b) determine if quorum is present for authoritative actions at Board meetings;
- (c) maintain a correct list of names, addresses and terms of office of all Directors;
- (d) send notification to the Directors of meeting;
- (e) preside at meetings in the absence of the President and the Vice-President;
- (f) co-sign checks as needed.

Section V

Duties of the Treasurer: The Treasurer shall:

- (a) keep full and accurate accounts of the Corporation funds;
- (b) prepare and present financial reports at regular meetings of the Board;
- (c) serve as Chairman of the Finance Committee;
- (d) preside at meetings in the absence of the President, Vice-President, and Secretary;
- (e) co-sign checks as needed.

The offices of Secretary and Treasurer may be filled by the same person.

ARTICLE VI: ADVISORY BOARDS & COMMITTEES

Section I

Appointment. _____ The President and the concurrence of the Board of Directors shall appoint all standing advisory boards and special committees. Committees shall have such authority as defined by the Board of Directors. The actions of all advisory boards and committees will be subject to approval and ratification by the Board of Directors.

Section II

Standing Committees. _____ The Board of Directors shall designate advisory boards and standing committees as necessary. The Board of Directors shall define the activities and scope of authority of each advisory board and committee by resolution.

ARTICLE VII: FINANCIAL AND RECORDS

Section I

Fiscal Year. _____ The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August in each calendar year.

Section II

Checks and Money. _____ All funds received shall be deposited in a federally insured banking or savings and loan institution designated by the Board of Directors. Checks, drafts, or orders for payment from operating, savings, or investment accounts shall be signed *by President* or designee or by two (2) Directors. No checks shall be signed in blank.

Section III

Retention of Records. _____ All books, accounts, and records of the Corporation shall be maintained by the Treasurer and if desire may be kept at the principal offices of the Corporation. These shall be open to inspection by any officer or Director. All financial, personnel and patient records will be retained for five (5) years or as prescribed by law or regulation.

Section IV

Potential Conflicts of Interest. _____ The Corporation shall not make any loan to a Director or officer of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director, officer or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having personal interest in the transaction.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

Governing Rules. Robert's Rules of Order, Revised, shall govern all procedural matters at any meeting of the Board of Directors. Different procedural rules may be invoked by a majority vote as long as not inconsistent with these By-laws.

ARTICLE IX: AMENDMENTS

Amendment. These By-laws may be amended, altered or repealed at any regular or special meeting of the Corporate Board of Directors. The substance of any proposed amendment shall be furnished to each Director prior to the meeting at which the amendment is to be considered. This requirement is not subject to waiver. To be adopted, a proposed amendment must receive a two-thirds (2/3rds) vote of all Directors.

ARTICLE X: WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the Texas Non-Profit Corporation Act, or the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person entitled to such, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice where such waiver is permitted by state law. All such waivers shall be filed with the facility records, or be made a part of the minutes of the relevant meeting.

ARTICLE XI: INDEMNITY

The Corporation shall indemnify its Directors, and other persons on its behalf to the fullest extent possible provided by the Texas Non-Profit Corporation Act, and the Corporation may purchase such insurance as its Board of Directors deems appropriate to protect such Directors or its officer, employees, or agents from liability for act or omissions arising from their service to the Corporation.

ARTICLE XII: NOTICES

Notice by Mail, or Overnight Carrier. Any notice required or permitted by the Bylaws to be given to a Director, officer or member of a committee of the Corporation may be given by mail, fax, personal delivery or overnight carrier. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail, addressed to the person at his or her address as it appears on the records of the Corporation, with the postage prepaid. If given by overnight carrier, a notice shall be deemed delivered when accepted by receipt of carrier, acknowledged by carrier's official stamp or signature and addressed to the person at his or her address as it appears on the records of the Corporation. A person may change his or her address by giving written notice to the Secretary of the Corporation.

ARTICLE XIII: SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone. The Board of Directors, and any committee of the Corporation, may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting. Any School board meeting by telephone will adhere to all provisions of the Texas Open Meetings Act.

ARTICLE XIV: DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities under the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court with proper jurisdiction, of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purpose. Any endowment funds shall be returned to the donor if such funds were given to the Corporation upon the condition that if they Corporation shall cease to exist, such funds shall be returned to the donor.

ARTICLE XV: CONFLICT OF INTEREST

No Director of the Corporation shall at any time receive, or be entitled to receive, any compensation or any pecuniary profit from the operation of the Corporation.