

# Texas Center for Arts + Academics

## AMENDED AND RESTATED BYLAWS

Thursday, January 19, 2017

### DEFINITIONS

When used in these Bylaws the terms set forth in this Article shall have the following meaning:

1. "Corporation" shall mean Texas Center for Arts + Academics, a Texas not-for-profit corporation with 501(c)(3) status from the Internal Revenue Service.
2. "Board" shall mean the Board of Directors of the Corporation.
3. "System" shall consist of the public charter schools governed by the Board of Directors of Texas Center for Arts + Academics.
4. "Chairman" shall mean the Chairman of the Board of Directors.
5. "Charters" shall mean the two school charters agreed to between the "whoever the agreement is with" and the Board of Directors on behalf of each of the schools within the System.

### ARTICLE I

#### NAME - PURPOSE - PLACE OF BUSINESS

Section 1. The name of the corporation is Texas Center for Arts + Academics (the "Corporation").

Section 2. The purposes for which it is formed are:

- a. To operate exclusively for charitable, scientific, religious and/or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, its regulations, or the corresponding provision of any applicable future United States Internal Revenue Law or regulations (the "Code"); and
- b. To support an educational undertaking, as authorized by the laws of the State of Texas; the true and actual objective of the Corporation being to establish, create, organize and manage charter school(s) ("Charters") and The Texas Boys Choir along with related educational activities, and to provide for the education and training of boys and girls in the art of music and other fine arts and in ensuring their scholastic achievement; and to receive and acquire gifts, donations, funds, monies and other property, to be used for the purpose for which the Corporation is organized and to do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes consistent with Section 501(c)(3) of the Code. In addition, the Corporation recognizes and endeavors to fully support the rich history and continued activities of the world famous Texas Boys Choir consistent with Section 501(c)(3) of the Code.

Section 3. The places where the business of the Corporation is to be transacted are the City of Fort Worth in Tarrant County, Texas, and elsewhere within or without the State of Texas, in accordance with the laws of the State of Texas. The Corporation's principal place of business is to be in Fort Worth, Tarrant County, Texas.

### ARTICLE II

#### NO MEMBERS

The Corporation shall be managed by its Board of Directors (the "Board"). The Corporation shall have no members.

## ARTICLE III

### DIRECTORS

Section 1. **Management.** Management of all affairs, property, and business of the Corporation shall be vested in the Board, consisting of no less than three (3) and no more than thirty (30) Directors, plus the President and Chief Executive Officer ("President") of the Corporation who shall serve as an ex-officio, non-voting Director of the Board.

Section 2. **Board Size, Election and Vacancies.** The optimum size for the Board shall be eighteen (18) to twenty four (24). Should the Board membership drop below fifteen (15), every effort will be made to bring the number to eighteen (18) or above as soon as possible.

A Nominating Committee consisting of existing Directors shall review all applications and nominations from a slate in candidacy for Directorship and shall present to the Board its recommendations for new Directors. Thereafter the Board shall vote on the recommendations of the Nominating Committee. Additional nominations may be received from the floor prior to such vote. A majority vote of a quorum of Directors at any regular or special meeting is necessary to be seated as a Director. Votes on Director nominations may also be taken by mail, telephonic or electronic consents.

Any vacancy occurring in the Board (by death, resignation, removal or otherwise) may be filled by an affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board. A Director elected to fill a partial-term shall be elected for the unexpired term of his predecessor in office.

Section 3. **Term of Board Service.** A Director's term shall be for a three (3) year period. Every Director may serve for up to two (2) consecutive three (3) year periods. After two (2) consecutive terms, a Director must leave the Board for at least one (1) year before being nominated again for a seat on the Board. Any person may be elected to serve as an Officer of the Board or re-elected to an Officer position, and if so, shall automatically serve as a Director for each term elected, or re-elected.

#### Section 4. **Meetings.**

- a. **Regular Meetings.** Regular meetings of the Board shall normally be held in the months of September, November, January, March, June and August. The date and place of such meetings shall be designated by the Executive Committee upon approval of the Board. Due to unforeseen circumstances, changes to the regular meeting schedule may be made with the authorization of the Executive Committee and/or the Board. The June meeting is designated as the meeting at which the Board will consider the budget. The August meeting is designated as the Annual Meeting of the Board at which time the Directors shall elect Officers of the Board and transact such other business as may properly be brought before the Directors at such meeting.
- b. **Special Meetings.** Special meetings may be called as required by the President or upon written request for such special meeting by any three (3) Directors provided the request identifies the reason for which the special meeting is to be called.
- c. **Meetings by Telephone.** Meetings of the Board may be conducted by conference telephone or similar form of communications equipment by which all persons participating in the meeting can hear each other.
- d. **Action Without a Meeting.** Any decision required or permitted to be made at a meeting of the Board, or any committee of the Corporation may be made without a meeting when there are signed written consents by the number of Directors or committee members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. A telegram, telex, cablegram, electronic transmission, or similar transmission by a member, Director, or committee member, or a photographic, facsimile, or similar reproduction of a signed writing, will be treated as an original being signed by the Director or committee member. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

Consents must be delivered to the Corporation. A consent signed by fewer than all Directors or committee members is not effective to take the intended action unless the required number of consents are delivered to the Corporation within 60 days after the date that the earliest-dated consent was delivered to the Corporation. Delivery must be made by hand, electronically, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the Chairman or President.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that these written consent procedures were followed to authorize the action and filing.

**Section 5. Notice of Meetings.** Written or printed notice stating the place, day and hour of a regular or special meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each Director either personally, telephonically, electronically or by mail, by or at the direction of the Chairman of the Board or its Secretary, or the Officers or persons calling the meeting. Notice shall be given at least seventy two (72) hours prior to any called meeting. If mailed, such notice shall be deemed to be delivered when deposited, pre-paid, in any depository receptacle of the United States Postal Service and addressed to the Director at the address appearing in the records of the Corporation or the minutes of the Board. If electronically, such notice shall be deemed to be delivered when sent to the Director at the electronic address appearing in the records of the Corporation or the minutes of the Board. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**Section 6. Quorum and Voting.** No transaction of the Corporation's business affairs by the Board may take place at any meeting without the presence of a quorum of its membership. A quorum shall consist of a simple majority of the number of Directors serving in such capacity at such time of the meeting, as long as the number of Board members making up a simple majority does not exceed ten (10). If a simple majority exceeds ten (10) then a quorum will be defined as ten (10) members of the Board. The act of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board. If a vote is done by use of consents, there must be at least a number of consents received equal to a quorum for the vote to be considered an act of the Board.

**Section 7. Audit.** The Directors shall have a qualified certified public accountant examine the financial books of the Corporation at least once each year before each annual statement, for the purpose of certifying to the correctness of the financial information, which accountant shall not be a member of the Board. At a regular or special called meeting of the Board of Directors, such designated accountant shall report on the examination of its books and the financial condition of the Corporation and must submit a report to the Board that conforms to accounting standards as promulgated by the American Institute of Certified Public Accountants. At said called meeting of the Board, the accountant shall make available copies of the report and submit such detailing the examination of the Corporation's books and the financial condition of the Corporation.

**Section 8. Removal of Directors.** Any Director may be removed from office for just cause by majority vote of the Directors at any regular or special meeting or by written, telephonic, or electronic consent. Just cause can include, but is not exclusive, of such reasons as failure to attend meetings of the Board.

**Section 9. Resignation of Directors.** Any Director of the Corporation may resign at any time by giving written or electronic notice to any Officer of the Board, or to the President of the Corporation. The resignation shall take effect at the time of receipt of the notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of that resignation shall not be necessary to make it effective.

**Section 10. Fiduciary Responsibility.** It shall be the policy of this Corporation that the Board of Directors shall assume and discharge fiduciary responsibility with respect to all funds and other assets held or administered by this Corporation.

#### ARTICLE IV

POLICIES WITH RESPECT TO DISTRIBUTION OF  
PRINCIPAL, INCOME AND RELATED MATTERS

Section 1. **Distribution Policy.** Distributions shall fund programs and projects that are aligned with the mission, Strategic Plan and educational philosophy of the Corporation.

Section 2. **No Self-Dealing.** It shall be the policy of this Corporation not to engage in any act which would constitute "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended.

Section 3. **Reasonable Return.** The Board of Directors shall take steps to assure that each Director, agent, or custodian of the unrestricted trusts or funds that are a component part of this Corporation, will administer them in accordance with accepted standards of fiduciary conduct to produce a reasonable (as determined by the Board of Directors) return of net income.

ARTICLE V

TRANSACTIONS OF THE CORPORATION

Section 1. **Contracts.** The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 2. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for a specific purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state or federal law, and any requirements for maintaining the Corporation's federal and state tax status.

Section 3. **Conflicts of Interest.** The Corporation's affirmative policy shall be to require that all actual or potential conflicts be discussed promptly and disclosed fully to the Board of Directors and all other necessary parties. Any Director having a conflict on any matter shall neither participate in the deliberation nor vote on any such matter. The Board of Directors may from time to time, establish such rules and regulations in furtherance of this policy, as deemed appropriate.

Section 4. **Nonprofit Operation.** The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Directors or officers without full consideration. No Director or officer of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation.

ARTICLE VI

OFFICERS AND THEIR DUTIES

Section 1. **General.** The Officers of the Board shall consist of a Chairman, a Chairman Elect and a Secretary and may also consist of a Past Chairman (recent past-Chairman) and such other officers and assistant officers as may be deemed necessary by the Board, each of which shall be elected or appointed for such time and in such manner and for such term as defined herein. Any two (2) or more offices may be held by the same person, except the office of Chairman. Officers shall exercise such powers and perform such duties as set forth in this Article IV and as otherwise determined from time to time by the Board.

Section 2. **Election.** Officers shall be elected from a slate presented in candidacy for office at the Annual Meeting of the Board. Officers duly elected shall take office the first day of September. Incumbent officials shall have the responsibility of cooperating with Officers-elect in familiarization and coordination during the period following such election in August until assumption of office in September. Officers shall serve a two (2) year term and may not succeed him/herself in that office, except as determined by the Board. Vacancies shall be filled by the Board at any regular or special meeting of the Board or by consent; any such Officer elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor.

Section 3. **Past Chairman** . The Past Chairman, defined as the most recent past Chairman, shall advise and counsel the other officers of the Corporation and shall perform all duties incident to the office or as may be prescribed from time to time by the Board or the Executive Committee.

Section 4. **Chairman**. It shall be the duty of the Chairman to call all meetings of the Board, and to preside at such meetings. The Chairman shall further preside at all meetings of the Executive Committee. The Chairman shall supervise all expenditures and sign all notes and contracts and other instruments as directed by the Board, and shall perform such other duties as may be required by law, these bylaws, or those customarily performed by such officers in corporations of this character.

Section 5. **Chairman Elect**. It shall be the duty of the Chairman Elect to act in the absence or disability of the Chairman. If the Chairman is unable to act in the capacity as Chairman, then the Chairman Elect shall so act until the Chairman can act or until such time as the Board names a new Chairman.

In consideration of effective Board succession planning, the Chairman Elect shall succeed the current Chairman at the conclusion of the current Chairman's term of office or upon the resignation of the current Chairman. The Chairman Elect shall annually attend a minimum of one meeting of each Committee, and will become knowledgeable about the goals and action plans of each Committee. The Chairman Elect shall, in the absence of the Chairman, have and exercise the powers of the Chairman, and shall have such other powers and duties as may be assigned by the Board of Directors or the Executive Committee.

Section 6. **Secretary**. It shall be the duty of the Secretary to authorize the making of accurate minutes of the meetings of the Board and Executive Committee, to review them for accuracy, and to maintain records of such minutes in the official minute book of the Corporation at the Corporation's designated place of business. Additionally the Secretary shall handle all correspondence connected with the activities of the Board.

Section 7. **President and Chief Executive Officer**. The President and Chief Executive Officer ("President") shall be employed by the Board and shall serve as the Board's Chief Executive Officer and as the Chief Operating Officer of the Corporation. The President shall have such other powers and duties as may be assigned by the Board of Directors or the Executive Committee and serve as an ex-officio member of the Board, all Committees of the Board, and of the Corporation. The President is entrusted and empowered to conduct the daily operations of the Corporation. Duties of the President in performing these tasks may include, but is not exclusive of, such responsibilities such as personnel including the hiring and supervision of all staff, in accordance with the policies of the Board; compensation and benefits for such personnel; any and all requirements to attain and maintain various credentialing and certification; maintaining governmental regulations and standards; maintaining the financial integrity of the Corporation; and other duties as defined by the Board or required to maintain and to further the purposes of the Corporation.

Section 8. **Removal of Officer**. Any officer may be removed by the Board whenever the Board, in its judgment, believes that removing said officer is in the best interests of the Corporation.

## ARTICLE VII

### EXECUTIVE COMMITTEE; OTHER COMMITTEES; ADVISORY DIRECTORS

#### Section 1. **Executive Committee**.

- a. **Establishment of Executive Committee**. There shall be an Executive Committee for the Board consisting of the Officers of the Board, President, and Chairpersons of standing Committees of the Board.
- b. **Meetings**. The Executive Committee shall meet upon call of the Chairman. No meeting may be had without a quorum present.
- c. **Authority**. The Executive Committee shall be empowered to conduct all business of the Corporation between regular meetings of the Board and shall have the full authority of the Board, subject to Section 3 of this Article V. Any action taken by the Executive Committee must be reported to the

Board at its next regularly scheduled meeting.

General duties of the Executive Committee are:

- Act when full board is not convened
  - Review/vet plans for full board consideration
  - Chairpersons of all standing committees will be invited to attend Executive Committee meetings and give reports on a rotating basis
  - President evaluation, compensation, and succession
- d. **Quorum.** A quorum of the Executive Committee shall be majority of its membership (described herein) and any action taken may be done so upon a majority vote of its members present at any meeting at which a quorum is present.

**Section 2. Committees of the Board.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more Committees, each of which shall consist of two or more Directors, which Committee to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation.

**Section 3. Establishing Special Committees and Task Forces.** Other Committees not having and exercising the authority of the Board of Directors in the management of the corporation may be adopted by a resolution establishing one or more Committees delegating specified authority to a Committee, and appointing or removing members of a Committee. A Committee will include two or more Directors and may include persons who are not Directors. If the Board delegates any of its management authority to a Committee, the majority of the Committee will consist of Directors. The Board may also delegate to the Chairman its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a Committee. Establishing a Committee or delegating authority to it will not relieve the Board, or any individual Director, of any responsibility imposed by these Bylaws or otherwise imposed by law.

**Section 4. Limitations on Committee Authority.** No committee has the authority of the Board of Directors to:

- a. Amend the articles of incorporation;
- b. Adopt a plan of merger or of consolidation with another corporation;
- c. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets;
- d. Authorize voluntary dissolution of the Corporation;
- e. Revoke proceedings for voluntary dissolution of the Corporation;
- f. Adopt a plan for distributing the Corporation's assets;
- g. Amend, alter, or repeal these Bylaws;
- h. Elect, appoint, or remove a member of a committee or a Director or officer of the Corporation;
- i. Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest; or
- j. Take any action outside the scope of authority delegated to it by the Board.

**Section 5. Authorization of Specific Committees.** The Board will define the activities and scope of authority of each committee by resolution.

Section 6. **Term of Office.** The Chairman will annually review Committee membership and Directors' areas of interest and expertise to formulate balanced Committees for the fiscal year. Executive Committee members will serve terms based on meeting the qualifications as stated in Article IV Section 1.a. However, a Committee member's term may terminate earlier if the Committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a Committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee will serve for the unexpired portion of the terminated Committee member's term.

Section 7. **Chair and Vice-Chair.** One member of each Committee will be appointed by the Chairman as the Chair, and another member of each committee may be designated as the Vice-chair. The Chair will call and preside at all meetings of the Committee. When the Chair is absent, cannot act, or refuses to act, the Vice-chair will perform the Chair's duties. When a Vice-chair acts for the Chair, the Vice-chair has all the powers of, and is subject to all the restrictions on, the Chair.

Section 8. **Notice of Meetings.** Electronic, written or printed notice of a committee meeting will be delivered to each member of a committee not less than two days before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

Section 9. **Quorum.** The majority of committee members constitutes a quorum for transacting business at any meeting of the committee. Being connected to the meeting telephonically is considered being in attendance. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

Section 10. **Actions of Committees.** Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the act of the committee.

Section 11. **Proxies.** A committee member may not vote by proxy.

Section 12. **Compensation.** Committee members may not receive salaries for their services in their capacity as committee members. The Board may adopt a resolution providing for paying committee members a fixed sum and expenses of attendance, if any, for attending each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member will be reasonable and commensurate with the services performed.

Section 13. **Rules.** Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

Section 14. **Advisory Council.** The Board may, from time to time, establish an Advisory Council with such duties and qualifications as the Board shall establish.

## ARTICLE VIII

### INDEMNITY FOR OFFICERS AND DIRECTORS

The Corporation shall indemnify to the fullest extent permitted by law any person who is made a named defendant or respondent in any action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, or in any appeal in such an action, suit or proceeding, by reason of the fact that he or she is or was a Director, advisory Director or officer of the Corporation, against all expenses (including attorneys' fees), reasonably incurred by such Director, advisory Director or officer in connection with any such action, suite or proceeding. The Corporation, upon vote of the Board, may indemnify other persons, as permitted by law. The Corporation shall pay or reimburse expenses to Directors, advisory Directors and officers and may pay or reimburse expenses to other persons,

as permitted by law. The Corporation will purchase and maintain Director's and officers' liability insurance and may create a trust fund, establish any form of self-insurance, secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation, establish a letter of credit, guaranty or surety arrangement, or other arrangement on behalf of Directors, advisory Directors, officers or other persons, against any liability asserted against such persons in their capacities as Directors, advisory Directors, officers or otherwise, of the Corporation, whether or not the Corporation would have the power to indemnify such Directors, advisory Directors, officers or other persons against such liability, as permitted by law. It is the purpose of the Paragraph to follow the guidelines as found in Article 1396-2.22A of the Texas Non Profit Corporation Act, or any successor statute.

## ARTICLE IX

### AMENDMENT TO BYLAWS

The Bylaws of the Corporation may be amended by a majority vote of the Directors entitled to vote at any regular or special meeting at which a quorum is present, if the notice of such meeting contains a statement of the proposed amendment or amendments.

## ARTICLE X

### DISCONTINUANCE OF THE CORPORATION

Section 1. The assets of the Corporation shall be used exclusively in performing the Corporation's purpose.

Section 2. Upon the discontinuance of the Corporation by dissolution or otherwise, and after adequate provisions are made for the payment of its debts, liabilities and obligations, the Corporation's remaining assets shall be distributed and transferred exclusively to one or more charitable, religious, scientific, educational, or literary organizations, or organizations engaged in testing for public safety, each of which are then qualified for exemption under Internal Revenue Code Section 501 (c)(3), or under any successor section to Section 501(c)(3).

## ARTICLE XI

### MISCELLANEOUS PROVISIONS

Section 1. **Governing Law.** The Bylaws of the Corporation shall be governed by and construed in accordance with the laws of the State of Texas.

Section 2. **Severability.** If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provisions and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Section 3. **Gender.** Whenever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural nouns shall include the singular.

Revised September 26, 1989

Revised February 21, 2000

Revised August 21, 2001

Revised February 22, 2005

Revised July 9, 2009

Revised August 19, 2014

Revised April 2, 2015

Revised January 19, 2017



CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Corporation, and I certify that these Bylaws constitute the Corporation's Bylaws, which were duly adopted January 17, 2017 by the Board of Directors of the Corporation.

  
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Kathryn Copeland, Secretary