

TEXAS CENTER FOR ARTS + ACADEMICS
AMENDED AND RESTATED BYLAWS

August 27, 2024

DEFINITIONS

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

1. "Bylaws" shall mean Amended and Restated Bylaws of Texas Center for Arts + Academics.
2. "Corporation" or "TCA+A" shall mean the Texas Center for Arts + Academics, a Texas nonprofit corporation, with 501(c)(3) status from the Internal Revenue Service.
3. "Board" shall mean the Board of Directors of the Corporation.
4. "System" shall consist of the public charter schools governed by the Board of Directors of Texas Center for Arts + Academics.
5. "Chairman" shall mean the Chairman of the Board of Directors.
6. "Charter(s)" shall mean the charter(s) received from the Texas Education Agency for school(s) agreed to between the "whoever the agreement is with" and the Board of Directors on behalf of each of the schools, within the System.
7. The "Code" shall, unless otherwise specifically stated, refer to the Internal Revenue Code.

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 educational, charitable, scientific, and /or religious 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 govern and support educational undertakings, 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"), The Texas Boys Choir, The Singing Girls of Texas, and

various arts conservatories, along with related educational activities; to provide for the education and training of boys and girls in the fine arts; 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, together with performing 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 histories and continued activities of the world-famous Texas Boys Choir and Singing Girls of Texas, 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

Section 1. The Corporation shall be managed by its Board of Directors (the "Board"). The Corporation shall have no members or shareholders.

ARTICLE III DIRECTORS

Section 1. **Management.** Management of all affairs, property, and business of the Corporation shall be vested in a Board of Directors, consisting of duly elected Directors, plus the President and Chief Executive Officer ("President") of the Corporation, who shall serve as an ex-officio and non-voting member of the Board of Directors.

Section 2. **Board Size, Election and Vacancies.** The optimum size for the Board of Directors shall be seven (7). Should the Board membership drop below seven (7), every effort will be made to bring the number of Directors to seven (7) as soon as practicable.

A Nominating Committee consisting of three (3) existing Directors, approved by the Board of Directors, shall review all applications and nominations for Directorship and shall present to the Board of Directors its recommendations for new Directors. Thereafter, the Board of Directors shall vote on the recommendations of the Nominating Committee. A majority vote of a quorum of Directors at any regular or special meeting of the Board of Directors is required to approve a new Director. If no Nominating Committee is approved by the Board of Directors, the Executive Committee of the Board of Directors shall serve as the Nominating Committee.

Any vacancy occurring in the Board (by death, resignation, removal or otherwise) may be filled by an affirmative vote of a majority of a quorum of the Board of Directors, remaining. If vacancy results in the number of remaining Directors being less than a quorum, a majority of remaining Directors, albeit less than a quorum, may elect Directors, in number sufficient to bring the number of Directors to a quorum. A Director elected to fill a partial term shall be elected for the unexpired term of that Director's predecessor in office.

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

Section 4. Meetings.

- a. **Regular Meetings.** Regular meetings of the Board of Directors shall normally be held on the last Tuesday of the months of September, October, November, January, February, March, April, May, June and August. The date and place of such meetings shall be designated by the Executive Committee. Due to unforeseen circumstances, changes to the regular meeting schedule may be made with the authorization of the Executive Committee and/or the Board of Directors. The June meeting is designated as the meeting at which the Board will consider the Corporation's budget. The August meeting is designated as the Annual Meeting of the Board of Directors at which time the Directors shall elect Officers, new Directors, and transact such other business as may properly be brought before the Board of Directors at such meeting.
- b. **Special Meetings.** Special meetings of the Board of Directors may be called as required by the Chairman of the Board of Directors or upon written request for such special meeting by any three (3) Directors provided the reason(s) for which the special meeting is called are disclosed.
- c. **Attending Meetings In-Person or by Video Conference.** All meetings of the Board of Directors shall be in-person by a quorum of Directors attending in-person. If a quorum of Directors is present in-person, one or more other Directors may attend a meeting of the Board of Directors by video

conference. To be eligible to vote on matters for which a vote is taken, all Directors attending by video conference must be seen and heard by the Directors and by the public attending the meeting in-person.

Section 5. **Notice of Meetings.** Written or printed notice stating the place, day and hour of a regular or special meeting along with the agenda or other notice of the matters to be presented to the Board of Directors at such meeting shall be given. Such Notice, together with an agenda for such meeting, shall be posted at least seventy-two (72) hours prior to any called meeting at a place readily available for public inspection.

Section 6. **Quorum and Voting.** No transaction of the Corporation's business affairs by the Board of Directors may take place at any meeting without the presence of a quorum of its membership. Generally, a quorum shall consist of a simple majority of the number of Directors serving on the Board of Directors at the time of the meeting, and that are attending the meeting in-person. If there is a vacancy of one or more Director positions on the Board of Directors, the minimum number of Directors attending a meeting in-person to constitute a quorum is three. Each Director eligible to vote may cast one vote. No voting by proxy is permitted. Unless, according to these Bylaws, a super majority is required, an act approved by a vote of the majority of the Directors present in-person, and attending by video conference and eligible to vote, at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

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 of Directors. At a regular or special 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 of Directors that conforms to accounting standards as promulgated by the American Institute of Certified Public Accountants. At said meeting of the Board of Directors, 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 or Officers.** Any Director, including a Director serving as an Officer, may be removed from the Board of Directors for just cause by a majority vote of the Board of Directors at any regular or special meeting. Just cause may include, without limitation, failure to recuse upon a conflict of interest, failing to attend meetings of the Board of Directors, and failing to properly carry out the duties and responsibilities of a Director.

Section 9. **Resignation of Directors.** Any Director of the Corporation may resign at any time by giving written or electronic notice to the Chairman of the Board of Directors, 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, formal 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 Directors of 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, budget and educational philosophy of the Corporation.

Section 2. **No Self-Dealing.** It shall be the policy of this Corporation that no Director, Officer, or employee shall 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 of interest be disclosed and discussed promptly and disclosed fully to the Board of Directors, together with 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 of Directors shall consist of a Chairman, a Chairman Elect, a Secretary and a Past Chairman. Other officers and assistant officers may be deemed necessary and approved by the Board of Directors. Each officer 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 the Chairman. Officers shall exercise such powers and perform such duties as set forth in this Article VI and as otherwise determined, from time to time, by the Board of Directors.

Section 2. **Election.** Officers shall be elected at the Annual Meeting of the Board of Directors. Officers duly elected shall take office on the first day of September of the year in which the Officer was elected. Incumbent Officers 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 term of two (2) consecutive years and may not succeed him/her in that office, except as determined by the Board of Directors. Vacancies of officers shall be filled by the Board of Directors at any regular or special meeting of the Board of Directors. 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 serves for the two consecutive years immediately after service as Chairman has ended. The Past Chairman shall advise and counsel the other officers of the Corporation, together with performing 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 to order, 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, together with performing such other duties as may be required by law, these Bylaws, or those customarily performed by such officers in corporations of this character.

Immediately after the two-year term of service as Chairman ends, the Chairman shall become and serve as Past Chairman.

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 unwilling or 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 of Directors elects a new Chairman. Upon the completion of the two-year term of the Chairman, the Chairman Elect shall become and serve as Chairman. The Chairman Elect shall annually attend a minimum of one meeting of each standing Committee, and will become knowledgeable about the goals and action plans of each such 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 of Directors.

Section 7. President and Chief Executive Officer. The President and Chief Executive Officer ("President") shall be employed by the Board of Directors 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.

ARTICLE VII EXECUTIVE COMMITTEE; OTHER COMMITTEES; ADVISORY DIRECTORS

Section 1. Executive Committee.

- a. **Establishment of Executive Committee.** There shall be an Executive Committee of the Board of Directors, consisting of the Officers of the

Board, President, and Chairpersons of standing Committees of the Board.

- b. **Meetings.** The Executive Committee shall meet on the second Tuesday of every month or upon call of the Chairman. No Executive Committee meeting may be held without a quorum of at least two Director members present.
- c. **Authority.** The Executive Committee shall be empowered to consider all business of the Corporation between regular meetings of the Board of Directors and shall make recommendations for actions and policies for approval or adoption by the full Board of Directors. The Executive Committee is also authorized to take such action in which adoption and approval of the full Board of Directors is not required.

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 one or more Directors, not constituting a quorum or in violation of the Texas Open Meetings Act, which Committee to the extent provided in said resolution, shall have and exercise the authority granted by the Board of Directors in consideration of the business 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, not constituting a quorum or in violation of the Texas Open Meetings Act, and may include persons who are not Directors. The Board of Directors may also delegate to the Chairman its power to appoint and remove members of a committee that have not been delegated any management authority of the Board. The Board of Directors may establish qualifications for membership on a Committee. Establishing a Committee or delegating authority to it will not relieve the Board of Directors, 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 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;
- j. Adopt, amend or revoke a charter of or for any school; or
- k. 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. 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. **Committee Chairman and Vice-Chairman.** One member of each Committee will be appointed by the Chairman as the Committee Chairman. The Committee Chairman may appoint another member of such committee as the Committee Vice-chairman. If the Committee Chairman fails or refuses to appoint a Vice-chairman, the Chairman may appoint a Committee Vice-chairman. The Committee Chairman will call and preside at all meetings of the Committee. When the Committee Chairman is absent, cannot act, or refuses to act, the Committee Vice-Chairman will perform the Committee Chairman's duties. When a Committee Vice-Chairman acts for the Committee Chairman, the Committee Vice-Chairman has all the powers of, and is subject to, all the restrictions on the Committee Chairman.

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 that includes Director members. 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, including the required attendance of Director members, 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 of Directors 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 of Directors.

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

ARTICLE VIII INDEMNITY FOR OFFICERS AND DIRECTORS

Section 1. 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, arbitratative 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, suit or proceeding. Upon a vote of the Board of Directors, the Corporation 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 Chapter 22 of the of the Texas Business Organizations Code, or any successor statute.

ARTICLE IX AMENDMENT TO BYLAWS

Section 1. 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 PPROVISIONS

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. The exclusive forum and venue for resolution of all disputes arising from or concerning these Bylaws shall be in a state district court in Tarrant County.


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
Revised August 27, 2024

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Corporation, and I certify that these Amended and Restated Bylaws constitute the Corporation's Bylaws, which were duly adopted on August 27, 2024 by the Board of Directors of the Corporation.

DocuSigned by:

0DD62F48D1BC4E8
Secretary of Texas Center for Arts + Academics