

SECOND AMENDED BYLAWS

John W. Rex Charter Elementary School, Inc.

ARTICLE I

Name and Purpose

Section 1.1 Name. The name of this corporation is John W. Rex Charter Elementary School, Inc., an Oklahoma not-for-profit corporation (the “Corporation”).

Section 1.2 Purposes. The Corporation was created to operate, manage, and control the John W. Rex Charter Elementary School (the “School”) through its Board of Directors (the “Board” or “Directors”). The School is an Oklahoma charter school established pursuant to the Oklahoma Charter School Act, 70 O.S. §3-130 *et. seq.*

Section 1.3 Offices. The principal office of the School will be located at 500 West Sheridan Ave., Oklahoma City, OK, 73102. The School may also have offices at such other places as the School’s Board may determine.

Section 1.4 Governing Law. The business of the School shall be conducted under and be compliant with applicable Federal and Oklahoma laws.

ARTICLE II

Board of Directors

Section 2.1 Directors. The oversight, management, and control of the property and affairs of the School shall be vested in the Board, who shall have the powers and authority vested to it by Federal and Oklahoma law. The Board may delegate authority to the Head of School as it may deem necessary, including the power to conduct, manage, and control the routine affairs and activities of the School; provided, however, that the affairs of the School are carried out under the Board’s ultimate jurisdiction.

Section 2.2 No Members. The Corporation shall have no members apart from the Directors.

Section 2.3 Qualifications. Any natural person who supports the enumerated goals and policy of the School shall be eligible to serve as a Director so long as in compliance with applicable law and Board policies. Board members should reside in the State of Oklahoma, and agree to comply with any applicable laws, rules, and policies. Only one member of any one family related by blood or marriage or only one member residing within a household may be a Director at any given point in time. An employee of the School may not serve as a voting or non-voting Director or have representation on the Board.

Section 2.4 Number of Directors. The Board will consist of 7-11 voting directors, referred to individually as “Director.” It is the intent of the Board to have less than a majority of Board members that have a student(s) attending the School. Oklahoma City Public Schools, as sponsor of the School, shall not have a currently seated board member serve as a Director.

Section 2.5 Term. The terms for a Director shall be three (3) years. The Board shall provide for staggered terms of its members, by designation of approximately one-third (1/3) of the members to serve in a seat with a term that ends each year. A Director may, without limitation, be elected to succeed himself or herself upon the expiration of his or her term.

Section 2.6 Quorum. A majority of the total number of seated Directors, which excludes any vacant board seats, shall consist of a quorum for the transaction of business at any lawfully called meeting of the Board. If at any meeting a quorum is present, a majority of the Directors present may conduct the business of the School on behalf of the Board.

Section 2.7 Vacancies and Removal. A Director may be removed, either with or without cause, at any time by a vote of a majority of the Directors. Due to quorum requirements, any Director who misses three (3) consecutive regular meetings or five (5) out of ten (10) consecutive meetings shall be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the identified number of absences. The Board’s Governance Committee shall present candidates for vacancies to the Board resulting from term limits, resignations, or removal. A majority vote of a quorum of the Directors may elect Directors for such vacancies at any lawfully called meeting of the Board. Directors so elected shall serve for the remainder of the term of the vacant seat. If additional Board members are added, then additional Board seats and the term of such seats will be established at that time.

Section 2.8 Resignation. Any Director may resign at any time by giving written notice of resignation to the Board. Any such resignation shall take effect at the time specified therein, or, if the time at which it shall become effective shall not be specified therein, then it shall take effect immediately.

Section 2.9 Voting. Except as may otherwise be provided herein, each Director shall be entitled to one (1) vote on all matters coming before the Board, unless the Director must recuse himself/herself. There shall not be voting by proxy by any Director and a Director must be present at a lawful open meeting to vote.

Section 2.10 Compensation. Directors shall serve on the Board without compensation. However, the Board may approve reimbursement of a Directors actual and necessary expenses while conducting school business.

Section 2.11 Duties. The oversight, management, and control of the property and affairs of the School shall be vested in the Board, who shall have the powers and authority vested to it by Federal and Oklahoma law. The Board may delegate authority to the Superintendent as it may deem necessary, including the power to conduct, manage, and control the routine affairs and activities of the School; provided, however, that the affairs of the School are carried out under the Board's ultimate oversight.

Section 2.12 Officers. The officers of the Board shall be annually elected at the last meeting of the current fiscal year in order to serve in the next following fiscal year, and shall consist of a President (the "President"), Vice-President ("Vice-President"), a Secretary/Clerk, and Finance Director.

- A. President. The President shall be the principal officer of the Corporation, subject to the control of the Board, and shall exercise general supervision over the affairs of the Corporation, including its officers. The President shall aid the Superintendent in setting the meeting agendas. The President shall sign the minutes of the meetings over which they preside. The President shall report to the Board concerning both internal and external issues concerning the operations of the School on an ongoing basis. The President shall preside at all meetings of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the officer or agent of the Corporation; and in general, shall perform all duties incident of the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President may be authorized to approve expenditures and take such other steps as the President shall deem necessary to advance the purposes of the School, provided such steps do not exceed the scope of authority determined by the Board or applicable law..
- B. Vice-President. The Vice-President shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the president. The Vice-President shall have such other powers and duties as may be prescribed by the Board or the Bylaws. .
- C. Finance Director. The Finance Director, or designee, may chair the finance committee, and be responsible for reviewing budgets, helping with development of fundraising plans and reporting to the Board on the financial affairs of the Corporation. The Finance Director shall also perform such duties as the Board may assign. The Finance Director, or designee, may make a report at each Board meeting.
- D. Secretary/Clerk. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records, the execution of which on behalf of the School is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may

be assigned by the President or by the Board of Directors. The Secretary shall be authorized to sign contracts and other documents on behalf of the School.

Section 2.13 Committees. The Board may establish one or more committees consisting of Directors and/or such other persons as may from time to time be appointed. The authority of a committee shall be to make recommendations for action to the Board within the scope of the committee's assigned task(s). Each committee should be less than a quorum of Board Members, or the committee meeting shall be coordinated in accordance with the Oklahoma Open Meetings Act. The Board's committees are:

- A. Executive Committee. The Officers of the Board may serve as members of the Executive Committee, which has the same authority and limits as any other Committee of the Board.

- B. Finance Committee. The Finance Director should serve as the chair of the Finance Committee along with the Board's contracted Treasurer. If there is a Finance Committee, it is responsible for developing and reviewing fiscal policies and procedures, a fundraising plan if applicable, and reviewing the annual budget with staff and other Directors. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. The fiscal year shall be from July 1 to June 30. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Corporation are public information and shall be made available to the Directors and the public.

- C. Governance Committee. The Board shall form a Governance Committee that will consist of less than a quorum of board members and other stakeholders selected by board member(s) to serve on the Governance Committee. The purpose of this committee shall be to recruit, identify, and nominate prospective board members to serve on the Board. The Governance Committee shall publish a board member application and questionnaire, which shall be available to the members of the public that are interested in serving on the Board. The Governance Committee shall also be responsible for ensuring that there is no conflict of interest with other prospective board members, any current board member, and any employee of the School. The primary purpose of the Governance Committee shall be to ensure an independent process is implemented for the identification, recruitment, selection, vetting, and nomination of Board members.

Section 2.14 Indemnification. Except as otherwise may be provided by law, the School shall indemnify any Director or officer, whether past or present, and any committee member, to the extent he/she has been successful on the merits or otherwise in the defense or proceeding, for all reasonable expenses incurred in the proceeding if the person was a party because he or she is or was a Director, officer, or committee member.

ARTICLE III

Board Meetings

Section 3.1 Regular Meetings. Regular meetings will be held as determined by the majority vote of the Board and in compliance with the Oklahoma Open Meetings Act.

Section 3.2 Special and Emergency Meetings. The Board may have special or emergency meetings as authorized by applicable law.

Section 3.3. Location. Board meetings will be held at such places as the Board may designate.

Section 3.4 Notice. Notice of Board Meetings shall be in accordance with the Oklahoma Open Meetings Act.

Section 3.5 Quorum. A quorum consists of a majority of the then seated Directors of the Board.

Section 3.6 Action by the Board. The actions taken and decisions made by a majority of the Board present at a meeting are the actions and decisions of the Board.

ARTICLE IV

Finance

Section 4.1 Fiscal Year. The fiscal year of the School shall commence on July 1 of each year and end on June 30 of the following year.

Section 4.2 Contracts. All contracts must have Board approval; provided, however, the Board may authorize the Head of School with certain contractual authority, to include the negotiation and/or execution of contracts that do not exceed \$10,000 or as directed by the Board through its purchasing / contracting policies.

Section 4.3 Funds Deposit. All funds of the School shall be deposited to the credit of the School under such conditions and in such banks or depositories as shall be designated by the Board.

Section 4.4 Financial Reporting. A summary report of the financial operations of the School shall be conducted monthly and presented to the Board at each regularly scheduled board meeting.

Section 4.5 Books and Records. The School shall keep correct and complete books and records of accounts and minutes of meetings of the Board. Said records shall be maintained and available for inspection as may be required by law.

ARTICLE V

Members

The Corporation shall have no members. The Board shall have the power to take any and all actions that would otherwise be vested in members under the Oklahoma General Corporation Act (18 Okla. Stat. § 1001, et seq.) and any other applicable laws and regulations.

ARTICLE VI

Exempt Tax Status

The Corporation is tax exempt pursuant to the Internal Revenue Code Section 501(c)(3) as described in Section 509(a)(1) and Section 170(b)(1)(A)(ii). The Corporation shall operate exclusively for charitable, scientific, and educational purposes described pursuant to Internal Revenue Code Section 501(c)(3) and may do all things and perform all acts permitted of a not-for-profit corporation under the laws of Oklahoma.

ARTICLE VII

Amendment of Bylaws

Section 7.1 Bylaws. These Bylaws may be reviewed as necessary, and any proposed amendment(s) shall be presented in writing to the Board, who may at its next regularly scheduled meeting take action to amend these Bylaws.

Section 7.2 Certificate. The undersigned does hereby certify that the foregoing Bylaws were duly and regularly adopted as such by the Board and that the above and foregoing Bylaws are in full force and effect.

THESE SECOND AMENDED BYLAWS ARE ACCEPTED AND APPROVED BY A MAJORITY VOTE OF THE BOARD ON _____, 2024 WITH AN EFFECTIVE DATE OF July 1, 2024.

Board Chair

Board Secretary