

# **BYLAWS OF THE PINEYWOODS COMMUNITY ACADEMY**

## **Article I Name**

The name of the organization shall be Pineywoods Community Academy (The Academy).

## **Article II Purposes**

The purposes of the Academy are to advance public education in the East Texas area by managing a charter school in Lufkin which will provide public school choice, challenge students academically and prepare students to be successful in college and life.

## **Article III Membership**

The membership of this organization shall be composed of natural parents or legal guardians of the students of the Academy, board members and advisory board members. Termination of membership shall be effective once the student dis-enrolls or graduates from the Academy. The Board of directors termination policy is outlined in Article IV.

## **Article IV Board of Directors**

A. General Authority. There shall be a Board of Directors of the Academy, which shall manage, supervise and control the business, property, and affairs of the Academy. The Board of Directors shall be vested with the powers to appoint and remunerate agents and employees, to disburse the funds of the Academy, and to adopt such rules and regulations for the conduct of its business, responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation of the Academy in their present form or as they may be amended or to the school charter with the State of Texas or to any applicable law.

B. Membership. The Board of directors of the Academy shall consist of five to

nine individuals. A parent of a student in the academy may hold a position on the board. Board members shall receive no salary or recompense for their time spent in service to the Academy and its students. Selection of Board members and term of office shall follow that which is outlined in the Charter School application and shall be changed only upon amendment of the charter with the State of Texas. The length of a term of service to the Board shall be three years. There shall be no limit to the number of consecutive terms a board member may serve. Advisory Board members shall consist of members of the community who consent to dedicating their time to further the success of the Academy by serving on a committee of the Academy or by performing duties as shall be prescribed from time to time by the Board of Directors. The length of term for advisory board members is three years. There shall be no limit to the number of consecutive terms an advisory board member may serve. Any board member or advisory board member may resign at any time by giving written notice to the Principal of the Academy, who shall bring such resignation to the attention of the board members of the Academy in a timely manner and, in any case before the next meeting of the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance by the Board at the next regular meeting. Any board member may be removed from such office by a two-thirds vote of the board members at any regular or special meeting of the Board of directors at which a quorum is present, for (1) violation of these Bylaws; (2) engaging in any conduct prejudicial to the best interest of the Academy or its students. Such removal may occur only if the board member involved is first provided: (1) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the Board of Directors scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such board member; (2) an opportunity to appear before the Board of Directors or forward a written statement thereto in presentation of any defense of such charges no sooner than thirty (30) days after the sending of such notice; and (3) a written explanation as to (if such is the case) why such director is being removed from such office. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the students of the Academy. The removal from the Board of Directors of the officers of the Academy shall not constitute their automatic termination from said positions of the Academy.

C. Officers. The officers shall be President, Vice-President, Secretary, Treasurer, and members-at-large. The members-at-large will comprise the search committee when a vacancy occurs on the Board of Directors. Officers shall be elected from

among the membership of the Board of Directors, annually. There shall be no restriction on the number of years an officer may serve a particular position on the Board of Directors as long as that officer sits out a term after serving two terms.

1) The duties of the President of the Board shall include but not be restricted to the convening and management of all meetings of the Board of directors. In addition, the President shall retain a general knowledge of the on-going business of the Adacemy.

2) The duties of the Vice-President of the Board shall include but not be restricted to the assumption of the duties of the President when the President is unable to fulfill his or her duties.

3) The duties of the Treasurer to the Board shall include but not be restricted to the duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities: He or she shall be responsible for developing and reviewing the fiscal policies of the Academy. He or she shall ensure that an account is maintained of all monies received and expended for the use of the Academy. He or she shall ensure that all monies of the Institute are deposited in a bank or banks or trust company or trust companies approved by the board of Directors, and that authorized disbursements are made therefrom. He or she shall render a report of the finances of the Academy at the regular meetings of the Board or whenever requested by the Board President or Principal of the Academy. In the foregoing endeavors, the Treasurer shall be assisted and informed by the Chief Financial Officer of the Academy. No individual may hold the positions of Treasurer to the Board and Chief Financial Officer of the Academy simultaneously.

4) The duties of the Secretary to the Board shall include but not be restricted to the duties commonly incident to and vested in the office of secretary of a corporation, including the following duties and responsibilities: He or she shall attend all meetings of the Board of Directors and of such committees as may be appointed pursuant to Article IV paragraph D, and be responsible for keeping, preserving in the books of the Academy, and distributing true minutes of the proceedings of all such meetings. He or she shall ensure that all notices are given in accordance with these Bylaws and the Open Meetings act. In the foregoing endeavors, the Secretary shall be assisted and informed by the Principal of the Academy. No individual may hold the positions of Secretary to the Board and Executive Director of the Academy simultaneously.

D. Committees. If it deems it necessary, the Board of Directors shall select from among the members of the Academy a committee or committees which may meet with such frequency as the members of said committee decide is appropriate. The

committees shall be created for temporary and specific policy or management assignments, and shall make recommendations in regard to said assignments to the full Board of Directors. All recommendations of the committees shall be subject to a majority vote of the directors at the next meeting of the Board of Directors following said recommendations of the committees. The Executive Director of the Academy and members of the Board of Directors may be selected to serve upon said committees.

E. Meetings. A regular meeting of the Board of Directors of the Academy shall be held at least once a quarter at such time, day and place as shall be designated by the President of the Board of Directors in the notice of the meeting, for the purpose of transacting such business as may come before the meeting. Special meetings of the Board of Directors may be called at the direction of any one of the Board Members, to be held at such time, day and place as shall be designated in the notice of the meeting.

F. Quorum. Fifty-one (51) percent of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except if otherwise stated in the Bylaws that a full vote of the Directors is required.

#### **Article V Fiscal Year**

The fiscal year of the Academy shall commence on September 1 and terminate on August 31.

#### **Article VI Indemnification**

The Academy shall indemnify each member of the Board of Directors, as described in Article IV hereof, for the defense of civilian or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws in a manner and to the extent permitted by applicable law. The Academy shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and active within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonable believed to be in the best interest of

the Academy or its students and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Academy shall be advised by its Board of Directors acting: (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that; or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel. Every reference herein to a member of the Board of Directors or officer of the Academy shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of the indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Academy might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

## **Article VII Limitation on Activities**

A. The Academy is organized and operated exclusively for charitable and educational purposes within the meaning of sections 501(c)(3) of the Internal Revenue Code of 1954. No substantial part of the activities of the Academy shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Academy shall be empowered to make election authorized under section 501(h) of the Internal Revenue Code of 1954. The Academy shall not participate in or intervene in, including the publishing or distribution of statements relating to any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Academy shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1954, as an organization described in section 501(c)(3) of such Code.

B: The Academy shall use its funds only to accomplish the objective and purposes specified in these Bylaws and the Charter School Application, and no part of the net earnings of the Academy shall inure to the benefit of or be distributable to its directors, officers or other private individuals, or other organized and operating for profit, except that the Academy is authorized in the Charter School application and empowered to pay reasonable compensation for services rendered.

## **Article VIII Dissolution**

On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Academy, distribute all the assets of the Consortium to one or more of the following categories of recipients as the board of Directors of the Academy shall determine:

- 1) a non-profit organization or organizations which may have been created to succeed the Academy, as long as such organizations or each of such organizations shall then qualify as a governmental units under section 170(c) of the Internal Revenue Code of 1954 or as an organization described in sections 170(c)(2) and 501(c)(3) of such Code; and/or
- 2) a non-profit organization or organizations having similar aims and objects as the Academy and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as governmental unit under section 170(c) of the Internal Revenue code of 1954 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such code.

## **Article IX Amendments to Bylaws**

These bylaws may be amended by a majority vote at any meeting of the Board of Directors of the Academy. An amendment to be proposed at a meeting shall be mailed to each member of the board of Directors at least twenty (20) days prior to the date of the meeting. An amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is enacted.

Adopted 7/14/99  
Amended 4/19/00  
Amended 10/7/03  
Amended 10/4/04  
Amended 08/13/07