BYLAWS
OF
Frank Liu Jr. Academy for Music & Arts

WHEREAS, the initial Board of Directors of Frank Liu Jr. Academy for Music & Arts (the "Corporation") caused to be filed with the Texas Secretary of State a Certificate of Formation for the formation and organization of the Corporation. NOW, THEREFORE:

BE IT RESOLVED by the Board of Directors of the Corporation, that these Bylaws will govern its affairs in pursuit of its authorized and declared purposes.

PREAMBLE

CORPORATE PURPOSE, OBJECTIVES AND DEDICATION OF ASSETS

The Corporation shall enrich, strengthen, enhance, and support the advancement of education and school choice in Texas by engaging in fundraising as it deems appropriate in furtherance of the purposes as provided in the Certificate of Formation. The Corporation shall also seek to own and operate an Open-Enrollment Charter School (the "School") as provided under the Texas Education Code for the benefit of students in Texas, providing educational opportunities, programs and such other functions as it deems appropriate in furtherance of the purposes as provided in the Certificate of Formation. This Corporation is formed for charitable and educational purposes, and it will be nonprofit and nonpartisan. No substantial part of the activities of the Corporation will consist of the publication or dissemination of materials or statements with the purpose of attempting to influence legislation, and the Corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate of public office. The Corporation will not engage in any activities or exercise any powers that are not in furtherance of the charitable purposes described in the Certificate of Formation.

The properties and assets of the Corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise shall inure to the benefit of any private person, or any Director or officer of this Corporation. On liquidation or dissolution, all properties, assets and obligations will be distributed or paid over to an organization dedicated to charitable and educational purposes that is tax-exempt pursuant to Internal Revenue Code Section 501(c)(3) as amended or as otherwise required by state and federal law.

The Corporation, in all its activities and programs, shall not discriminate on the basis of sex, national origin, ethnicity, religion, disability or any other prohibited manner.

ARTICLE ONE

NAME, OFFICE AND SEAL

1.01 NAME: The name of the Corporation is "Frank Liu Jr. Academy for Music & Arts".

1.02 OFFICE: The initial principal office of the Corporation will be located at

Frank Liu Jr. Academy for Music & Arts
C/O Schulman, Lopez, Hoffer & Adelstein, LLP.
1017 Heights Blvd.
Houston, Texas 77008

1.03 SEAL: The corporate seal of the Corporation, if any, will be inscribed with the Corporation name and year and place of its incorporation.

ARTICLE TWO
MEETINGS & RECORDS

2.01 REGULAR MEETINGS, FREQUENCY AND PLACE: Regular meetings of the Board of Directors shall be held on at least a quarterly basis at such places and at such times as the Board may determine.

2.02 ANNUAL MEETING: The Annual Meeting of the Board of Directors shall be held on the occasion of its first (1st) quarterly meeting each and every fiscal year, or as otherwise determined by the Board to discuss the purpose of the organization, the election of Directors and officers, and the transaction of other business.

2.03 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the Chairman, Secretary, or by any one or more Board members with the consent of the Chairman or Secretary, which consent will not be unreasonably withheld, for any purpose not otherwise proscribed by law, grant or loan condition, or the Certificate of Formation, to transact any business described in the call for the special meeting(s).

MEETINGS RELATING TO TEXAS CHARTER SCHOOLS

2.04 TEXAS CHARTER SCHOOL MEETINGS: When conducting business relating in any way to the operations or affairs of any of the Corporation's open-enrollment charter schools, meetings of the Board or any Board Committee shall be conducted in accordance with provisions of the Texas Education Code and Chapter 551 of the Texas Government Code, and the Board of Directors shall be subject to the requirements of the Texas Open Meetings Act, including the following provisions: At no time shall a quorum of the full Board meet to deliberate any issue or business of the Corporation without posting notice of a meeting as set forth below. Directors shall normally attend all meetings in person but may attend by alternate means only if circumstances warrant and are expressly in accordance with the Texas Open Meetings Act.

(a) Closed Meetings: The Board may meet in a meeting closed to the public

to deliberate on those matters specified in the Texas Open Meetings Act as proper for closed meetings, including but not limited to consultation with an attorney, real estate, prospective gifts or donations, personnel matters, security personnel or devices, discipline of a student and complaints against an employee, unless the student or employee respectively requests an open meeting.

(b) Emergency Meetings by Telephone Conference: In the event of an emergency (defined in the Texas Open Meetings Act as an emergency or an urgent public necessity requiring immediate action because of imminent threat to public health and safety or reasonably unforeseeable situation) and where a quorum of the Board is difficult or impossible to assemble at one location, a meeting may be conducted by telephone conference call. If a meeting involves telephonic participation, the emergency notice must specify the primary place of the meeting and that a conference call will be conducted. The telephonic participation during an emergency meeting must be by conference call in which all persons participating can be heard by all other participants and the public. Two-way communications shall be provided during the entire conference call and each party participating shall be clearly identified prior to speaking.

(c) Video Conferencing: Meetings may also be conducted by videoconference call if the board member presiding over the meeting is physically present at one specified location open to the public during the open portions of the meeting and the notice of the meeting states the location where the presiding officer will be physically present and the intent to have the presiding officer physically present at that location. Audio and video must be simultaneously available to the participants and the public who are physically present and the meeting shall be audio recorded. Each participant shall be clearly visible and audible to other participants and to members of the public in attendance. The meeting must meet all other prerequisites and requirements of the Texas Open Meetings Act.

(d) All regular and special meetings of the Board of Directors shall be recorded as required by Section 11.0621(c) and Section 12.1051(b) of the Education Code and the recordings shall be accessible to the public as required by law and policy. Approved minutes and adopted resolutions shall be posted on the School's website not later than seven days following the meeting in which the minutes or the resolution(s) was adopted.

2.05 NOTICE FOR CHARTER SCHOOL MEETINGS: When conducting business related to the operations or affairs of the Corporation's open-enrollment charter schools, the following shall apply: Notice of all meetings of the Board of Directors, except as otherwise provided by state law, regulation, will be delivered by mail postmarked, electronic facsimile or e-mail transmission to each Director at least three (3) business days prior to the date of the meeting.

(a) Posting of Notice: In addition, notice to the public of any meeting shall be posted at the administrative offices of the Corporation in a location convenient to the public at least three (3) business days prior to the date of such meeting. Where the law requires additional notice for a meeting or specific agenda topics or hearing requirements, the Board of Directors shall ensure timely notice is made.

(b) Emergency Notice: Emergency meetings as allowed under the Texas Open Meetings Act may be posted up to one hour before such meeting. At such an emergency meeting, the Board may only address the matter requiring the emergency action. The notice must identify the nature of the emergency and the urgent public necessity requiring emergency action.

(c) Internet Posting: Notice and the agenda of all meetings of the Board of Directors shall also be posted on the Corporation's Internet website for the charter schools, if any, concurrently with the notice posted at the administrative offices, or as otherwise required and authorized by the Texas Open Meetings Act or Texas Education Code.

(d) Closed Meetings: The agenda shall clearly state whether the Board intends to convene in a closed meeting and shall identify separately each specific matter to be deliberated by the Board in the closed meeting and whether the Board may take action on any such matter upon returning to the open meeting. The Secretary shall note the times in the open meeting that the Board convenes to and adjourns from the closed meeting.

2.06 CHARTER SCHOOL MEETING ORDER OF BUSINESS: When conducting business related to the operations or affairs of the Corporation's open-enrollment charter schools, the following shall apply: At regular meetings of the Board, the order of business shall be established in an Agenda approved by the Chairman and as presented in the notice of the meeting. However, the Chairman may modify the order of business but shall prioritize any public comment at the beginning of the meeting, in compliance with applicable provisions in the Texas Open Meetings Act and Texas Education Code. The agenda shall identify all matters to be presented to and considered by the Board. Matters not disclosed in the agenda and meeting notice available to the public shall not be deliberated or be considered by the Board, except as permitted by the Texas Open Meetings Act.

2.07 RECORD OF CHARTER SCHOOL BOARD MEETING AND ACTION: Each regular or special meeting of the Board shall be recorded and be made publicly available following the meeting. Additionally, not later than seven days following adoption by the Board, meeting minutes reflective of Board member attendance and their vote on any item, as well as any resolution(s) adopted by the Board, shall be posted on the School's website.

CORPORATE BOARD MEETINGS NOT RELATING TO CHARTER SCHOOLS

2.08 NON-CHARTER MEETINGS: When conducting any other Corporate business not related, in any way, to the operations or affairs of the Corporation's open-enrollment charter schools, Board meetings shall be conducted in accordance with provisions of Chapter 22 of the Texas Business Organizations Code, the Certificate of Formation and these Bylaws. The Secretary shall cause to be mailed at least forty-eight hours in advance or sent by electronic means at least twenty-four (24) hours in advance to every Director at his or her address (email address) of record with the Corporation, a notice stating the time and place of every meeting. Notice of such meetings shall state the reasons that such meeting has been called and the business to be transacted at such meeting.

2.09 BOARD ACTION BY UNANIMOUS WRITTEN CONSENT: When conducting any Corporate business not related, ***in any way***, to the operations or affairs of the Corporation's open-enrollment charter schools the Board may take any action required or permitted to be taken at a meeting of the Board of Directors or committee of the Corporation, without an actual meeting if a consent, in writing, setting forth the action to be taken, is signed by a majority of Directors or committee members entitled to vote (unanimous written consent) subject to all requirements of applicable law. The unanimous written consent for any such action by the Board or committee must state the date of each Director's or committee member's signature and memorialize the action to be taken. The written consent of each of the Directors or committee members must be delivered to the Corporation no later than the tenth (10th) day after the earliest date of consent and must be delivered to the Chairman or Secretary of the Board. Delivery must be by hand delivery or by certified or registered mail, return receipt requested. Where required by law, including fundamental transactions as applicable, such action shall be by unanimous written consent.

MEETINGS & RECORDS GENERALLY

2.10 CORPORATE RECORDS: The Corporation will maintain at its principal office all financial books and records of account, all minutes of the Board meetings and committee meetings, the list of Directors, and copies of all other material corporate records, books, documents and contracts as required by Texas law. All such records will be made available for inspection at any reasonable time during usual business hours for any lawful purpose to any officer, Director, or person authorized by law or the Board to inspect such records, and the Corporation's records will also be available to the extent required by the Texas Public Information Act where applicable for public inspection and copying as promptly as possible as required by such act. Upon leaving office, each Director, officer or agent of the Corporation will turn over to the Chairman in good order any Corporation monies, books, records, minutes, lists, documents, contracts or other property of the Corporation in his or her custody or control.

2.11 QUORUM: The presence of a majority of the members shall constitute a quorum and shall be necessary to conduct the business of the Corporation except as otherwise provided in Article 2.15 herein. Any Board vacancies shall not be counted in determining a majority called for by these Bylaws.

2.12 ORDER OF BUSINESS: Board meetings shall generally proceed with the following order of business:

- Roll Call and Establishment of a Quorum
- Public Comments
- Reading and Approval of Minutes of Preceding Meeting(s)
- Reports of Committees
- Reports of Officers
- Old and Unfinished Business
- New Business
- Adjournments

The Board of Directors may, by majority vote, adopt a different agenda order.

2.13 RECORD OF BOARD ACTION: All motions and resolutions of the Board will be written or recorded in the minutes of the Board and certified copies will be placed in a journal of proceedings of the Board. Such records shall be maintained in accordance with state law and Article 2.10 herein.

2.14 VOTING: All matters at any meeting of the Board of Directors or any of its designated committees, except as otherwise provided in these Bylaws, the Certificate of Formation, or as permitted by law, will be decided by a vote of a majority of the Directors physically present or lawfully participating in the meeting as permitted by the Texas Open Meetings Act. If a quorum of the Board is physically present or lawfully participating in the meeting, the affirmative vote of a majority of the Board of Directors will be the act of the body corporate, unless the vote of a greater number is required by statute, regulation, the Certificate of Formation, or these Bylaws. Any Director may request a roll call vote on any motion or resolution. Directors may not vote by proxy or secret ballot.

2.15 FUNDAMENTAL ACTIONS: In accordance with Section 22.164 of the Texas Business Organization Code, the following actions of the Board of Directors are fundamental actions that shall require the affirmative vote of the majority of Directors then serving on the Board:

(a) Amendment of a certificate of formation [or articles of incorporation];
(b) Voluntary winding up under Chapter 11;
(c) A revocation of a voluntary decision to wind up under Chapter 11;
(d) A cancellation of an event requiring winding up under Chapter 11;
(e) A reinstatement under Section 11.202;
(f) A distribution plan under Section 22.305;
(g) A plan of merger under Subchapter F;
(h) A sale of all or substantially all of the assets of the Corporation;
(i) A plan of conversion under Subchapter F; or
(j) A plan of exchange under Subchapter F

2.16 PARLIAMENTARY PROCEDURE: For all matters of parliamentary procedures, the Board and any Committees established by the Board, shall be guided by *Robert's Rules of Order Newly Revised*, 12th ed. (Cambridge, Mass.: Perseus Publishing,

2020).

ARTICLE THREE
DIRECTORS

3.01 MANAGEMENT: The activities, affairs, property and powers of the Corporation will be managed, directed, controlled or exercised by and vested in the Board of Directors.

3.02 NUMBER AND QUALIFICATIONS: The Board of Directors will consist of no fewer than three (3) persons.

3.03 REMOVAL: Any Director who fails to attend three (3) consecutive meetings may be asked to resign from office by resolution of the Board of Directors. The Secretary will notify Directors when they have missed three (3) regular consecutive meetings. Absences may be formally excused by vote of the Board. The Secretary will certify a Director's excessive absence to the Chairman. Any Director may also be removed with or without cause upon a two-thirds (2/3) majority vote of all the remaining Directors for removal.

3.04 TERM: The Directors shall serve for three-year terms, which may be renewed indefinitely by each respective Director, subject to Articles 3.03 and 3.06 herein.

3.05 VACANCY: A vacancy of the office of any Director shall be filled by a vote of a majority of the Directors present at a Board meeting, and the officer so elected shall hold office until the next annual meeting of the Board of Directors or until a successor is elected and qualified. Each Director appointed or designated to fill a vacancy on the Board of Directors will hold office for the remainder of the term of the Board of Directors. A vacancy occurring on any committee may be filled by the Board of Directors for the remainder of the term of the position.

3.06 RESIGNATION: Any Director or officer may resign at any time by giving written notice, by letter, text or e-mail, of such resignation to the Chair. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified. The acceptance of such resignation shall be necessary to make it effective.

3.07 COMPENSATION: Except as provided in this section, no Director will receive, directly or indirectly, any salary, compensation or gift from the Corporation, except as authorized by state law. The Directors of the Corporation will serve as such without salary. No Director will be entitled to any dividend or any part of the income or principal of the Corporation or to share in the distribution of the assets upon dissolution of the Corporation. The Board of Directors may authorize the payment by the Corporation of the reasonable, documented and allowable expenses incurred by a Director in performance of his or her duties in accordance with state and federal law.

3.08 CONFLICT OF INTEREST AND INTERESTED DIRECTORS AND OFFICERS: The Board shall adopt (and periodically review) an Ethics and Conflicts of

Interest Policy satisfying the requirements of federal and state law governing conflicts of interest, related party, interested party transactions, and vendor restrictions among charter school and charter holder Board members and officers, as described in Texas Education Code Chapter 12, § 11.067, and 19 T.A.C. §§ 100.1143, 100.1145, 100.1147, 100.1148, 100.1069 and as required by Local Government Code Chapter 171 and 176 and Local Government Code Chapter 573 and federal law applicable to public charities.

3.09 POWERS: All corporate powers, except, such as are otherwise provided for in these Bylaws, the approved and executed charter contract and in the laws of the State of Texas, are hereby vested in and shall be exercised by the Board of Directors. Without limiting the Board's authority and in accordance with 19 T.A.C. § 100.1113, the following powers and duties must generally be exercised by the Board, acting as a body corporate in meetings posted in compliance with Texas Government Code, Chapter 551:

(a) Final authority to hear or decide employee grievances, citizen complaints, or parental concerns;
(b) Final authority to adopt or amend the budget of the charter holder or the charter school or to authorize the expenditure or obligation of state funds or the use of public property;
(c) Final authority to direct the disposition or safekeeping of public records;
(d) Final authority to adopt policies governing charter school operations;
(e) Final authority to approve audit reports; and
(f) Final authority to select, employ, direct, evaluate, renew, nonrenew, terminate, or set compensation for the superintendent or, as applicable, the administrator serving as the educational leader and chief executive officer.

3.10 REQUIRED TRAINING: All Board members of a charter school Board must maintain compliance with all training requirements, unless otherwise exempted, in accordance with 19 T.A.C. §§ 100.1117, 100.1119, and 100.1121.

ARTICLE FOUR
OFFICERS

4.01 OFFICERS: The officers of the Corporation will consist of the Chairman of the Board, a Vice-Chairman of the Board, and a Secretary/Treasurer and any other officers that the Board may establish and designate by resolution adopted by a majority of vote of the whole Board.

4.02 ELECTION OF OFFICERS: The officers of the Corporation will be elected by a majority vote each year by the Board at its annual meeting, in addition to any other board meeting as needed.

4.03 CHAIRMAN: The Chairman of the Board will preside at all meetings of the Board of Directors. The Chairman will have other powers and duties not inconsistent with these Bylaws as may be assigned by the Board. The Vice-Chairman will have the powers and

duties of the Chairman in their absence.

4.04 Immediate Past Chairman. Upon election of a new Chairman, the preceding Chair shall become the Immediate Past Chairman. The Immediate Past Chairman shall advise the Chairman, Vice-Chair (if applicable) and other officers of the Corporation, serve on committees as may be established, support the Corporation in governance and leadership succession and other duties as assigned by the Chair. The Immediate Past Chair who remains on the Board of Directors shall have all other rights and duties as other Directors; however, an Immediate Past Chairman may also serve in an ex-officio capacity if they do not remain an active Director on the Board in which case they shall act as an advisor but not vote.

4.05 VICE-CHAIR: The Vice-Chair, unless otherwise determined by the Board of Directors shall, in the absence of the Chairman or in the event or the Chairman's inability or refusal to act, perform the duties and possess and exercise the powers of the Chairman.

4.06 SECRETARY: A Secretary will act under the direction of the Chairman and, in the absence of the Chairman and Vice-Chairman, have the duties and powers of the Chairman. A Secretary will have other duties and powers as the Chairman of the Board of Directors may assign. The Secretary will have the general powers and duties usually vested in such office of a Corporation, including keeping all records, documents and the corporate seal at the principal office of the Corporation; affixing the corporate seal to any instrument requiring it and to attest the same by his or her signature when authorized by the Board of Directors or after the instrument has been signed by the Chairman, Vice-Chairman or other authorized officer or agent; keeping the minutes of the meetings of the Board of Directors, the Executive and other committees of the Board of Directors, the Executive and other committees of the Corporation to recorded in one or more books provided for that purpose, with the time and place, how they were called or authorized, the notice given, the names of those present, and the proceedings therein; and issuing proper notices in accordance with these Bylaws. The Secretary will have such other powers and duties not inconsistent with these Bylaws as may be assigned by the Board of Directors or the Chairman.

4.07 TREASURER: The Treasurer will be responsible for all funds and securities of the Corporation and will have the general powers and duties usually vested in such office of a Corporation, including receiving and documenting all monies due and payable to the Corporation; depositing all monies received in the name of the Corporation in a depository designed by the Board, disbursing monies of the Corporation under the direction or orders of the Board; entering regularly in the books kept by the Treasurer a complete and accurate account of all monies received and disbursed by the Corporation; rendering a statement of the financial accounts of the Corporation to the Board as requested; exhibiting the books of the financial accounts of the Corporation to the Board as requested; exhibiting the books of account in his custody to any Director upon request; and submitting a full financial report to the Board of Directors at the annual meetings. The Treasurer will have such other powers and duties not inconsistent with the Bylaws as may be assigned by the Board of Directors or the Chairman.

4.08 OTHER OFFICERS: The Board of Directors may create by resolution other offices as it deems necessary to serve the Corporation, who need not be Directors, to serve as

officers or agents of the Corporation or School.

4.09 REQUIRED TRAINING: All officers of the School must maintain compliance with all training requirements, unless otherwise exempted, in accordance with 19 T.A.C. §§ 100.1117, 100.1119, and 100.1121.

ARTICLE FIVE
COMMITTEES

5.01 COMMITTEES: Designated committees may be established by the Chairman of the Board or the Board to perform the duties and functions assigned in furtherance of Board objectives. Any committee may include one or more Directors from the Board. The Chairman of the Board or its designee will appoint the members, officers, or others to committee positions. The rules of procedure of any committee may be set by the Board. Any committee may be abolished, or any committee member removed for any reason and at any time by the Board of Directors.

5.02 OTHER ADVISORY COMMITTEES: The Board of Directors may establish such other committees as it deems appropriate. The Chairman of the Board may appoint committee members and membership on such committees may, but need not be, limited to Directors.

5.03 TERM OF COMMITTEE MEMBERSHIP: Each member of a committee described in 3.03 and 3.04 above, shall continue as such until the next annual meeting of the Board of Directors of the Corporation or until his or her successor in appointed, unless the committee shall be sooner terminated, or unless such committee member be removed from such committee at the discretion of the Board, or unless such member shall cease to qualify as a member thereof.

5.04 CHAIRMAN OF COMMITTEES: One member of each committee shall be designated as Chairman of the committee by the person or persons authorized to appoint the members thereof or as otherwise defined within the Committee's charter language.

5.05 VACANIES: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.06 NOTICE: Any committee meeting at which a quorum of the Board of Directors attends, or at which a deliberation as defined by the Texas Open Meetings Act takes place, shall give written notice of the meeting and shall keep and deliver a copy of minutes of its proceedings to the Secretary of the Board, in accordance with the Texas Open Meetings Act. Committees that are advisory only without delegated authority or power may not fall under the Texas Open Meetings Act. If, however, a committee has delegated authority or it has power to make final decisions, to adopt rules regarding school business, or if the Board of Directors usually approves its recommendations in full, then it must meet in accordance with the Texas Open Meetings Act.

ARTICLE SIX
DEPOSITS, CHECKS, LOANS AND CONTRACTS

6.01 DEPOSITORIES: All funds of the Corporation not otherwise employed will be deposited in banks or other depositories designated by the Board of Directors and in accordance with state law.

6.02 TRANSACTIONS: All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation will be signed by such officers or agents and all endorsements for deposits to the credit of the Corporation will be made as authorized by the Board of Directors.

6.03 LOAN OR GRANT AUTHORITY: No loans or advances will be contracted on behalf of the Corporation, and no note or other evidence of indebtedness will be issued in its name, except as authorized by the Board.

ARTICLE SEVEN
CONTRACTS WITH DIRECTORS AND OFFICERS

7.01 INSIDER DEALING: Subject to any law, regulation, or contractual agreement of the Texas Business Organizations Code, no Director, officer or committee member will be interested directly or indirectly in any contract or program involving Corporation assets, relating to the operation conducted by it or in any contract for furnishing services or supplies to it, unless (a) the contract is authorized by a majority of Directors present at a meeting in which there is a quorum and vote without the interested Director's presence, (b) the facts and nature of the Director's interest is fully disclosed to the whole Board of Directors before the meeting in which the contract will be considered and (c) the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Furthermore, in accordance with Texas law and Commissioner rule, a transaction with a current or former Board member or officer of the charter school, who served within five (5) years of the transaction, may require an independent appraisal, audit and prior notice to the Texas Education Agency ("TEA") for TEA's review and approval prior to entering into such transaction.

7.02 INSIDER LOANS: No loans or grants will be made by the Corporation to its Directors, officers or committee members during their term of office. The Directors who vote for or assent to, and any officer who participates in, the making of a loan to a Director or officer will jointly and severally be liable to the Corporation for the amount of the loan until it is repaid.

7.03 REAL ESTATE. No Director, officer, administrator, employee or person related to same, as defined by Section 12.106 of the Texas Education Code or commissioner rule, may derive any financial benefit from any real estate transaction of the Corporation.

ARTICLE EIGHT
INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.01 LIABILITY: A Director or committee member will not be required to furnish any bond or surety for his services as a Director or committee member and will not be liable for the act or omission of any other Director.

8.02 INDEMNIFICATION: Any person made or threatened to be made a party to any action in court or other proceeding because they are or were a Director or committee member will be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees, incurred in connection with the defense or settlement of the action, except where it is adjudged that the Director or committee member is liable for gross negligence, bad faith or willful misconduct in performing their duties. The right of indemnification will not exclude any other right of the Director or committee member. INDEMNIFICATION UNDER THIS SECTION IS SUBJECT TO ANY AND ALL PROHIBITIONS, RESTRICTIONS AND LIMITATIONS IMPOSED BY LAW.

8.03 INSURANCE: The Board of Directors will have the power to purchase and maintain at the Corporation's expense insurance on behalf of the Corporation, the Board of Directors, and others.

ARTICLE NINE
AMENDMENT OF BYLAWS

9.01 AMENDMENT: Except as otherwise provided in the Certificate of Formation, and subject to the power of the Board to amend or repeal these Bylaws, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote, provided that written notice setting forth in detail the proposed Bylaws revisions with explanations for the change is given at least three (3) days previously. In the case of an emergency, which must be explained in the notice, two (2) hours notice of a proposed amendment may be given to all Directors, and the Bylaws may be amended upon the unanimous vote of all Directors.

9.02 NON-EXPANSION AMENDMENT: Any amendment, modification, revision or restatement to these Board Bylaws are deemed a material change as established by commissioner rule at 19 T.A.C. §§ 100.1035(d)(2)(A) and the Board and charter school must submit a non-expansion charter amendment consistent with TEA requirements for approval of the commissioner of education before the Bylaws as amended may be given effect.

ARTICLE TEN
MISCELLANOUS

10.01 FISCAL YEAR. The fiscal year of the Corporation will begin on July 1 of each year and will end on June 30 of the next year.

10.02 NOTICE AND WAIVER OF NOTICE: Whenever any notice is required to be given under the provisions of the Bylaws, such notice may be given personally, by mail, e-

mail or by facsimile transmission. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If transmitted by facsimile or e-mail, notice is deemed to be delivered on successful transmission of the facsimile or e-mail.

10.03 ANNUAL REPORT: The Treasurer shall obtain and will provide to the Board no later than 90 days after the close of the fiscal year a report containing the following information in appropriate detail:

(a) The assets and liabilities of the Corporation as of the end of the fiscal year;
(b) The principal changes in assets and liabilities during the fiscal year;
(c) The revenues and receipts, both restricted and unrestricted to particular purposes, for the fiscal year;
(d) The expenses or disbursements, for both general and restricted purposes, during the fiscal year;
(e) The substantial activities and projects begun, in progress, and completed during the Fiscal year; and
(f) Such other information as may be requested by the Board.

The report will be accompanied by a report of an independent accountant, or in lieu of such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The Board shall ensure that the charter school(s) of the Corporation, annually prepare the required financial statements, have the statements audited by a licensed Texas independent certified public accounting firm, and timely submit the resulting audited annual financial and compliance report (AFR) to TEA for review in accordance with Texas Education Code §44.008 and as required by commissioner rules, including Charter Financial Integrity Rating System of Texas (Charter FIRST).

10.04 NONDISCRIMINATION: The Corporation shall maintain a nondiscriminatory policy as to participation in its programs and in employment practices as required by Title VI and Title VII of the Civil Rights Act of 1964 and state law.

10.05 EXEMPT ACTIVITIES: Notwithstanding any other provision of these Bylaws, no Director, officer, employee or Representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations and they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended. Except as otherwise permitted by law, no part of the net earnings of the Corporation shall inure to the benefit of any maker, founder, contributor or individual.

10.06 FEDERAL TAX FILING: The officers of the Corporation will be responsible for ensuring timely annual filing of IRS Form 990 within the timeframes of IRS rules.

10.07 CONSTRUCTION: Whenever the context requires, the masculine will include the feminine and neuter, and the singular will include the plural, and vice versa. If any portion of these Bylaws is declared invalid or inoperative, then so far as is reasonable the remainder of these Bylaws will be considered valid and operative, and effect will be given to the intent manifested by the portion held invalid or inoperative.

10.08 STATUTORY AND OTHER AUTHORITY: These Bylaws are subject to and governed by any applicable federal or state laws and regulations, including pertinent local ordinances and the Certificate of Formation.

Adopted and approved by the Board of Directors of the Corporation on May 4, 2026 at a lawfully held meeting, and effective upon approval of the Commissioner of Education of the charter amendment as submitted.

Anthony Blanco (May 11, 2026 15:49:42 CDT)

Name: Anthony Blanco
Title: Treasurer

Andrew Davis (May 7, 2026 16:21:41 CDT)

Name: Andrew Davis
Title: Vice Chair

Jorge Garza
Jorge Garza (May 7, 2026 15:36:15 MDT)

Name: Jorge Garza
Title: Secretary

Andrea Hauge
Andrea Hauge (May 7, 2026 11:48:35 EDT)

Name: Andrea Hauge
Title: Chair

Andrew Koehler
Andrew Koehler (May 8, 2026 07:29:08 CDT)

Name: Andrew Koehler
Title: Board Member

James McSwain
James McSwain (May 11, 2026 21:41:28 CDT)

Name: James McSwain
Title: Board Member

CERTIFICATION

The undersigned, being the Secretary of Corporation, hereby certifies that the foregoing represents a true copy of the Amended/Restated Bylaws of the Corporation, duly adopted and approved at the Board's meeting held on May 4, 2026, held in compliance with the Texas Open Meetings Act and Education Code.

Jorge Garza
Jorge Garza (May 7, 2026 15:36:15 MDT)

Jorge Garza, Secretary