

# Bylaws of NYOS Charter School, Inc.

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# **Bylaws of NYOS Charter School, Inc.**

## **ARTICLE I NAME, ADDRESS AND PLACE OF BUSINESS**

- 1.01 **Name.** This non-profit corporation shall be known as NYOS Charter School, Inc. (hereinafter sometimes referred to as the “School”).
- 1.02 **Mailing address.** The mailing address of the School shall be 12301 N. Lamar Blvd., Austin, Texas 78753
- 1.03 **Site.** The School sites shall be 12301 N. Lamar Blvd., Austin, Texas 78753 and 1605 Kramer Lane, Austin, Texas 78758.

## **ARTICLE II PURPOSES**

- 2.01 **Purposes.** The purposes shall be to:
1. create an exceptional educational center for children in grades Pre-K-12
  2. operate the educational center solely in the *interest of children*
  3. create a premiere multi-cultural educational center for children
  4. develop and conduct a fine arts/science program at the School
  5. support projects and activities directly or indirectly related to the School
  6. conduct or oversee any fund raising activities aimed at providing funds for any of the above-listed endeavors

## **ARTICLE III MEMBERSHIP**

- 3.01 **Members.** The School’s members shall consist of the entire faculty, all staff, and the parents or legal guardians of any student enrolled at the School.

## **ARTICLE IV GOVERNANCE**

- 4.01 **Governing Body.** The School shall be governed by a School Board (hereinafter known as the “School Board”). If applicable law permits service on the School Board by employees of the School, the School Board shall consist of four (4) Teachers, four (4) Parents, and a maximum of five (5) Community members. If applicable law forbids service on the School Board by employees of the School, the School Board shall consist of four (4) Parents and five (5) Community members. Additionally, there will be one student member to the School Board.

- 4.01(a) **Teacher members.** The teacher members of the School Board shall be elected by a vote of the School Board. The teacher representation will be proportioned between the Elementary and Secondary Schools according to the ratio of students enrolled in each School to the entire student population of NYOS. The student population will be based on the enrollment on the first day of the school year in which the election is held. A NYOS teacher may only serve as a Teacher member.
- 4.01(b) **Parent members.** The School Board shall elect the Parent members of the School Board. The parent representation will be proportioned between the Elementary and Secondary Schools according to the ratio of students enrolled in each School to the entire student population of NYOS. The student population will be based on the enrollment on the first day of the school year in which the election is held
- 4.01(c) **Community members.** The Community members shall be representatives of the business, academic, and/or broader community, and may not be a parent or legal guardian of any child attending the School nor a member of the faculty or staff. Community members shall be elected by a vote of the School Board.
- 4.01(d) **Student Representative.** The Student member of the School Board shall be nominated and elected by students in the School. There will be one student member who must be a sophomore or a junior when elected to serve as a junior or a senior. Student candidates must have parental consent and be approved by school administration to serve. Students in the School in grades six through twelve may vote. The Student member shall be a non-voting member to the School Board, and shall not participate in any Executive Session discussions of the School Board.
- 4.02 **Role of the School Board Members.** School Board members shall represent the students, parents, staff, and community/cultural segments of the community as a whole. Each member shall bring their own expertise, their own experience, and their collective wisdom to benefit the School Board and School as a whole.
- 4.03 **Purpose of School Board.** The School Board shall define the School's direction in accordance with these by-laws. Activities of the School Board shall include, but not limited to the following:
1. hiring, supervision, evaluation, and removal of the Executive Director
  2. development of strategic goals and objectives
  3. establishment of the School policy
  4. review and approve the budget
  5. negotiations with and accountability to the Texas Education Agency
  6. attending to the needs of the School community
- 4.04 **Training.** The School Board officers will ensure that each newly elected School Board member is provided with an orientation to the history, principles, goals,

programs, and operations of the School within sixty (60) days of their election. Additional training will be held in accordance with applicable law.

4.05 **Employment of School Board Members.** A Parent member of the School Board shall not become an employee of the School within 180 days following the end of their service on the School Board.

4.06 **Role of the Executive Director.** The Executive Director serves as chief operating officer of the School and reports directly to the School Board. The Executive Director:

1. advises the School Board and executes School Board policies and directives
2. selects and terminates charter school employees or officers
3. maintains custody of the NYOS Charter and assures that all academic, disciplinary and school structures adhere to the prescriptions of the Charter and its Bylaws
4. coordinates legal compliance and accountability
5. prepares and submits an overall budget for the School to the School Board for approval
6. oversees the administration of the School's education, business and facilities operations and directly oversees personnel who do not report to one of the Principals
7. pursues and implements fundraising and grant opportunities, including grant proposals

4.07 **Role of the Secondary Principal.** The Secondary Principal is the primary instructional leader of grades 6-12, and reports to the Executive Director. The Secondary Principal:

1. enacts the charter under the supervision of the Executive Director and consistent with School Board directives in the educational program for the Secondary School
2. provides leadership for the ongoing assessment and improvement of the School's curriculum, pedagogy, multicultural program, and students' responsibilities and expectations to the school including discipline, behavior, and service to meet the needs of students as defined by the goals of the School's charter
3. collaboratively works with and under the supervision of the Executive Director to set short- and long-term academic and campus goals consistent with the School's charter,
4. collaboratively works with the Elementary Principal and school stakeholders to set short- and long-term academic and campus goals consistent with the School's charter
5. supervises teachers, counselors, and support staff serving the Secondary School
6. implements the budget designated for the Secondary School

7. resolves discipline and personnel issues with students, parents, and staff to create a safe, respectful, and positive learning climate in the Secondary School
  8. supports fundraising and grant writing by the Executive Director within the Secondary School structure
- 4.08 **Role of the Elementary Principal.** The Elementary Principal is the primary instructional leader of grades pre-K through 5, and reports to the Executive Director. The Elementary Principal:
1. enacts the charter under the supervision of the Executive Director and consistent with School Board directives in the educational program for the Elementary School
  2. provides leadership for the ongoing assessment and improvement of the School's curriculum, pedagogy, multicultural program, and students' responsibilities and expectations to the school including discipline, behavior, and service to meet the needs of students as defined by the goals of the School's charter
  3. collaboratively works with and under the supervision of the Executive Director to set short- and long-term academic and campus goals consistent with the School's charter
  4. collaboratively works with the Secondary Principal and school stakeholders to set short- and long-term academic and campus goals consistent with the School's charter;
  5. supervises teachers, counselors, and support staff serving the Elementary School
  6. implements the budget designated for the Elementary School
  7. resolves discipline and personnel issues with students, parents, and staff to create a safe, respectful, and positive learning climate in the Elementary School
  8. supports fundraising and grant writing by the Executive Director within the Elementary School structure

## **ARTICLE V OPERATION OF THE COUNCIL**

- 5.01 **Scope.** The scope of the School Board is to provide oversight and vision for the School, including the hiring the School's Executive Director.
- 5.02 **Accountability to the Texas Education Agency.** The School Board shall be accountable to the Texas Education Agency in accordance with the charter license. The School Board shall adopt bylaws consistent with the charter policies and laws of the State of Texas, except where waivers have been granted. In the event a discrepancy exists and no waiver has been granted, these bylaws shall be reviewed and the policies of the Texas Education Agency shall prevail.

- 5.03 **Meetings.** The School Board shall meet regularly, at least eight (8) times per year, at such place and time as determined by the School Board. Additional meetings may be scheduled as needed. A meeting notice shall be posted at all campuses at least three (3) days and in accordance with the law prior to any regularly scheduled meeting. All meetings shall be open meetings, except that executive sessions may be held as noted below.
- 5.04 **Emergency meetings.** If, in the opinion of at least three (3) members of the School Board, a situation that requires an immediate meeting of the School Board (i.e., a matter that can not wait for the next regularly scheduled meeting and that meets the exceptions contained in Chapter 551 of the Texas Government Code to the general rules for notice of meetings), the members may call for an emergency meeting of the School Board as long as a notice is posted at all campuses at least 24 hours in advance and the members make a reasonable attempt to notify all School Board members and other parties known to have interest in the agenda items. To convene an emergency meeting, a quorum must be present.
- 5.05 **Executive sessions.** All School business must be transacted in public meetings, except that the School Board may meet in executive session, limiting attendance to its members and those persons invited to participate, to consider any of the matters permitted under the Open Meetings Act. Those matters to be discussed in executive session include:
1. personnel matters, including matters related to employment and compensation
  2. personnel matters will be heard without the presence of the teacher members unless specifically invited by the Chair as a participant of the issue
  3. legal claims against the School, whether in litigation or otherwise
  4. discussion of any individual student where public disclosure would adversely affect the person or persons involved
  5. legal consultations and advice
  6. negotiations concerning the purchase, sale, lease or other acquisition of real or personal property, or interests therein, or concerning any contracts
  7. other matters as permitted by law
- 5.06 **Public attendance at meetings.** All meetings of the School Board, except executive sessions, shall be open to the public provided that no member of the public shall be allowed to interfere with the orderly conduct of the meeting. A decision of the Chair, not subject to discussion, is sufficient to require that such disorderly person be removed from the place of meeting.
- 5.07 **Employees at meetings.** The Executive Director, or in his or her absence, a designee, shall attend all regular session meetings of the School Board. The Executive Director shall make reports as required by the School Board and recommend to the School Board such measures as are necessary to operate the School.

The Principals, or in their absence, their designees, shall attend all regular sessions of the School Board. The Principals shall make reports as required by the School Board and recommend to the School Board such measures as are necessary to ensure the educational goals of the School are being met.

The Teacher members of the School Board are expected to perform all required duties of an elected member of the School Board, but shall refrain from voting on any personnel issue that directly affects their individual employment terms and conditions. Any Teacher member shall participate in discussion and voting on issues affecting the staff at large, including, but not limited to, general salary and benefits issues, general employment conditions, and personnel policies.

- 5.08 **Quorum.** A quorum shall consist of a simple majority of the members of the School Board.
- 5.09 **Compensation.** Members of the School Board, other than by virtue of School employment, shall not receive any compensation for their services as School Board members. Members of the School Board may receive direct reimbursement for actual expenditures on behalf of the School Board if the School Board approves such expenditures.
- 5.10 **Vacancies, unexpired terms.** Vacancies on the School Board occurs when a Teacher member resigns or is removed because these positions are contingent on employment. The Parent member positions are contingent on the member having an enrolled child at NYOS Charter School. A vacancy on the School Board of a Teacher member or a Parent member may be filled by appointment of the School Board for a period of up to ninety (90) days to allow time to hold an orderly election to fill the remainder of the term. If the remaining term of the vacant position is less than one hundred twenty (120) days, the School Board may choose to wait until the regularly scheduled election is held rather than holding a special election. In this case only the appointee may be re-appointed to serve out the remaining period of the term after the expiration of the first ninety (90) days. The appointee shall be eligible to stand for election to the vacant seat.
- 5.11 **Decisions of the School Board.** The School Board may approve any action or decision by a majority vote of the members present at such meeting, provided that every decision shall fully comply with Article IX of these bylaws, applicable provisions of the Texas Education Code, or successor provisions, and applicable provisions of the Texas Non-Profit Corporation Act. All votes shall be recorded in the minutes of the meetings. Any member of the School may request a roll call on any vote.

## **ARTICLE VI DUTIES OF OFFICER AND COMMITTEES**

- 6.01 **Officers.** The School Board shall elect from among its members a Chair, Secretary and Parliamentarian. The Chair, Secretary and Parliamentarian will be



elected at the first School Board meeting following the seating of the new members after a regularly scheduled election.

**6.02 Duties of Officers.**

1. The Chair shall set the agenda and facilitate meetings of the School Board, maintain order during School Board meetings, and sign documents on behalf of the School Board. Executive Session minutes of the School Board shall be maintained by the Chair.
2. The Secretary shall ensure that minutes are taken of all School Board meetings, ensure that notices of meetings and elections are posted and distributed as required, and co-sign documents on behalf of the School Board.
3. The Parliamentarian shall ensure that school business is conducted in accordance with these by-laws and the rules contained in the current edition of Robert's Rules of Order, Newly Revised.

**6.03 Committees.** The School Board shall appoint the following committees.

1. *Nomination Committee.* The Nomination Committee shall be appointed no less than 60 days before a regularly scheduled election, and shall have the responsibility of identifying a slate of eligible persons for the available positions for Parent and Community members for the next School Board.
2. *Compensation Committee.* The School Board shall appoint a committee to recommend salaries. This committee shall not consist of any paid employees of the school. The Executive Director will provide relevant financial information to the committee.
3. Other committees as necessary.

**6.04 Attendance.** If any member misses more than two (2) consecutive, regularly scheduled School Board meetings without a valid excuse as determined by the remaining members, the School Board may vote to terminate that member's School Board membership for non-attendance.

**ARTICLE VII  
NOMINATIONS AND ELECTIONS**

**7.01 Nominees.** Parents eligible for an elected position may be nominated by any parent, staff, or community member, including themselves. Teacher members can only be nominated by teachers, including themselves. Students eligible for the Student member position may be nominated only by students in the school in grades six through twelve, including themselves. Persons nominated by others shall be required to state their willingness to stand for election, and to serve if elected.

**7.06 Term of office.** Each elected Parent and Teacher member of the School Board shall serve for a period of two (2) years. The Community members and the

Student member of the School Board shall serve for a period of one (1) year. A Parent or Teacher School Board member may not serve more than three (3) consecutive elected terms in the same capacity. A Community member may not serve more than six (6) consecutive terms in the same capacity. Terms of office shall be staggered so that approximately half of the Parent and Teacher School Board positions are up for election each year. If NYOS teachers are serving on the School Board, then two (2) parent members and two (2) teacher members will be elected each year. If NYOS teachers are not serving on the School Board, then two (2) parent members will be elected each year. At the first regularly scheduled meeting in June after the election, the terms of the incoming Student members shall commence and terms of the outgoing Student members shall expire. Terms of all other members shall commence at the first regularly scheduled meeting after the School Board's vote of approval.

7.07 **Resignation or Removal.** Any member of the School Board may resign at any time by delivering a written resignation to the School Board. The acceptance of this resignation is not necessary to make it effective.

A School Board member may be removed from his or her position as Chair at any time for cause, including but not limited to conduct injurious to the best interests of the school, by an affirmative vote of two thirds (2/3) of all the School Board members, provided that the notice of the meeting where such action is taken specifies that one of the items of the agenda for said meeting shall be the proposed removal of the Chair. At this same meeting a vote for a new Chair shall be held.

A petition for recall shall have valid signatures representing at least twenty five percent (25%) of community members within the School. Petitions for recall must be submitted in their completed form to a School Board member with a copy to the Executive Director, who will validate the petition. The School Board must accept or reject the petition within two (2) weeks from the date of submission and must accept it if it meets the terms and requirements of this section. The School Board must hold a vote within sixty (60) days of the petition submission date to determine if the subject of the recall shall be removed from the School Board. A successful recall requires a simple majority of the voting School Board members.

## **ARTICLE VIII FINANCIAL AFFAIRS**

8.01 **Fiscal Year.** The School shall adopt a fiscal year consistent with a fiscal year start date approved by the Texas Education Agency. Currently the fiscal year of the

School begins on the first day of July and ends on the thirtieth day of June of each year.

8.02 **Budget Input.** The Executive Director shall notify all members of the School of the upcoming budget preparation. The two Principals will be responsible for compiling budget requests from their grade levels and assembling a proposal for their portion of the overall budget. Any teacher, parent, community member, or student may make a budget request by April 1<sup>st</sup> for the following fiscal year to Principals or to the Executive Director.

8.03 **Budget.** The final proposed budget shall be prepared by the Executive Director in consultation with the Principals and submitted to the School Board no later than one month prior to the start of the fiscal year. School Board meetings will allow for opportunity for any member of the school to voice support or concern for the budget. The School Board shall work with the Executive Director to make any modifications necessary for the following:

1. to include suggestions agreed to by the School Board, including recommendations from the Compensation Committee,
2. to align the budget with the Texas Education Agency,
3. to take into consideration expected funding from changes in student body size and facility costs, and
4. other items as determined by the School Board.

The School Board shall approve the budget prior to the school year covered by the budget or as otherwise required by the Texas Education Agency.

The Executive Director or his or her designee shall present a record of expenditures to date against the current budget to the School Board at least once a month.

8.04 **Financial audit.** An audit of the financial records will be conducted annually by an independent accounting firm selected by the School Board.

## **ARTICLE IX CONFLICT OF INTEREST**

9.01 **No undisclosed interests.** No member of the School Board shall be interested, directly or indirectly, in any contract relating to the operations conducted by the School, nor any contract for furnishing services or supplies to the School, unless such contract is authorized by a majority of the School Board members at a meeting in which the presence of such interested School Board member is not necessary for the purposes of a quorum or for the purposes of such majority, and the fact and nature of such interest is fully disclosed or known to the School Board members present at the meeting at which such contract shall be authorized.

9.02 **Disclosed interests.** Every vote of the School Board shall comply with applicable provisions of the Texas Education Code or successor provision, including parts of

Chapter 171 of the Texas Local Government Code as made applicable to Texas charter schools, and applicable provisions of the Texas Non-Profit Corporation Act. In the event that these by-laws conflict with such statutory provisions, the statutory provisions shall govern. No member of the School Board shall vote on any questions in which they have a financial interest, other than the common public interest, or on any question concerning their conduct, but on all other questions each member who is present shall vote. In instances where the School Board member has interests other than the common public interest, the member shall disclose this interest to the School Board as detailed in section 9.01. Any member refusing to vote, except when prohibited by this paragraph, shall be deemed delinquent in their duties. Application to abstain from voting must be made before the votes are cast. Upon approval to abstain from voting by the School Board Chair, the abstaining School Board member shall not be counted in determining either a quorum or a majority of the School Board.

## **ARTICLE X BOOKS AND RECORDS**

- 10.01 **Maintenance of books and records.** The School shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its School Board and any committees having any of the authority of the School Board. These documents shall reside in the executive offices of the School. All books and records, (including signature authority), shall be turned over to the School within ten (10) days of the end of the term of office. The Executive Director or his or her designee shall keep and make available upon request a record listing the names and addresses of the School Board members.
- 10.02 **Examination of books and records.** All books and records of the School may be inspected by any School Board member, his agent or attorney, for any proper purpose at any reasonable time during customary hours of operation of the principle office of the School. The records may also be examined by others in accordance with applicable law.

## **ARTICLE XI AMENDMENTS OF BYLAWS**

- 11.01 **Amendments.** Proposals for amendments to these bylaws may be brought by any member of the School community. Proposals approved by the School Board will be voted upon at the next regular meeting of the School Board. Proposals not accepted by the School Board may be forced to election by submission to the School Board of a petition containing signatures equal in number to at least twenty-five (25) percent of qualified community members within the School. Qualified community members will include faculty, staff, and parents. The proposed changes will be enacted upon a simple majority of those voting.

## **ARTICLE XII DISSOLUTION**

12.1 **Dissolution.** The NYOS Charter School, Inc. may be dissolved at a meeting of the School Board called for that purpose. On dissolution of the Corporation or closure of the open-enrollment charter school operated by the Corporation, the assets of the Corporation shall to the extent owed to the State of Texas be distributed to such entities and in the manner required by Chapter 12, Subchapter D, Texas Education Code, or successor provisions, and rules adopted thereunder. If upon dissolution of the Corporation or the winding up of its affairs, the Corporation has retained assets not owed the state, such assets shall be distributed exclusively to literary or educational organizations which would then qualify under the provisions of Section 501( c) (3) of the Internal Revenue Code of its regulations as they now exist or as they may hereafter be amended; to a non-profit corporation, association or organization duly formed for the express purpose of education facilities, which corporation shall also qualify under the above-referenced provisions of the Internal Revenue Code; or to the State of Texas, City of Austin, or a similar governmental entity.