

**BOARD RESOLUTION OF  
INTERNATIONAL AMERICAN EDUCATION FEDERATION, INC.  
CHARTER HOLDER OF INTERNATIONAL LEADERSHIP OF TEXAS**

**WHEREAS**, the Board of Directors of International America Education Federation, Inc., desires to modify, by non-expansion amendment, the Open Enrollment Charter of International Leadership of Texas (CDN 057-848); and

**WHEREAS**, the Board desires to amend its bylaws in conformity with the Amended and Restated Bylaws attached hereto as **Exhibit A**; and

**WHEREAS**, 19 Texas Administrative Code § 100.1033(a) states that a Charter “may be revised with the consent of the charter holder by written amendment approved by the commissioner of education...”;

**NOW, THEREFORE**, the Board of Directors of International American Education Federation, Inc., charter holder of International Leadership of Texas at a lawfully called meeting of the Board, held in compliance with the Texas Open Meetings Act, do hereby adopt the following Resolutions:

**BE IT HEREBY RESOLVED THAT:**


- The Amended and Restated Bylaws, attached hereto as **Exhibit A**, are hereby approved.
- That a non-expansion charter amendment request be submitted to the Texas Education Agency, per the charter amendment form attached hereto as **Exhibit B**.

SIGNATURE PAGE FOLLOWS

PASSED AND APPROVED BY THE MAJORITY OF MEMBERS OF THE BOARD OF DIRECTORS OF INTERNATIONAL AMERICAN EDUCATION FEDERATION, INC., ON THE 20th DAY OF February, 2019.

Members Voting in Favor:

Maj. Gen. James Williams  20 Feb 2019  
signature Date


Lynne Beach, M.D.  20 Feb 2019  
signature Date

Tracy Cox \_\_\_\_\_  
signature Date

Dr. Edwin Flores  2/20/19  
signature Date

Dr. Soner Tarim \_\_\_\_\_  
signature Date

*The undersigned, being the Secretary of the Corporation, hereby certifies that the foregoing represents a true copy of a Resolution of the Directors of the Corporation, duly held on February 20, 2019, which Resolution is in full force and effect and has not been revoked or amended.*

  
Secretary VP

Date: 2/20/2019

Restated and Amended  
**BYLAWS**  
of  
**INTERNATIONAL AMERICAN EDUCATION FEDERATION, INC.**

**PREAMBLE**

**CORPORATE PURPOSE, OBJECTIVES AND DEDICATION OF ASSETS**

The Corporation shall 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 and educational 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 with respect to students on the basis of artistic, academic, athletic ability or as to the school district the student would otherwise attend, or any other prohibited manner.

## ARTICLE ONE

### NAME, OFFICE AND SEAL

- 1.01 NAME: The name of the Corporation is “INTERNATIONAL AMERICAN EDUCATION FEDERATION, INC.”
- 1.02 OFFICE: The principal office of the Corporation will be located at 1820 N. Glenville Dr. #100, Richardson, Texas 75081.
- 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.
- 1.04 ASSUMED NAMES & MARKS: The Corporation may by action of the Board of Directors, change its name or adopt such assumed names and trade or service marks as it deems appropriate.

## ARTICLE TWO

### MEETINGS

- 2.01 REGULAR MEETINGS: Regular meetings of the Board of Directors will be held as needed to conduct business and in accordance with Article 2.04 herein. Meetings shall be held at a time and location selected by the Board and in accordance with state law. The primary purpose of the meetings will be to review the performance of the Corporation for the current fiscal year, to plan the program and activities of the Corporation for the next fiscal year, and to transact any other business as may properly come before the Board of Directors.
- 2.02 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called for any purpose not otherwise prescribed by statute, regulation, grant or loan condition or the Certificate of Formation, by the President, or by any two Directors, to transact any business described in the call for the special meetings. The notice for a special meeting must be provided in accordance with Article 2.04 herein.
- 2.03 ANNUAL MEETINGS: Annual meetings of the Board will be held in the month of August or as soon thereafter as practical, at a time and location selected by the Board. The primary purpose of the annual meeting will be to review the performance of the Corporation for the current fiscal year, to plan the operations and activities of the Corporation for the next fiscal year, to elect officers of the Corporation, and to transact any other business as may properly come before the Board of Directors.
- 2.04 MEETINGS: Meetings shall be conducted in accordance with provisions of the Texas Education 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 if circumstances warrant and in accordance with the Texas Open Meetings Act.
- 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 attorney, real estate, prospective gifts or donations, personnel matters, security personnel or devices, discipline of a student and complaint against an employee

unless the student or employee respectively requests an open meeting.

- **Emergency Meetings:** In the event of an emergency as defined in the Texas Open Meetings Act, a meeting may be conducted by telephone conference call. If a meeting involves telephonic participation, the telephonic participation must be by conference call in which all persons participating can be heard by all other participants and the public.
- **Video Conferencing:** Meetings may also be conducted by videoconference call, provided a quorum of the full board is present at one location, audio and video is simultaneously available to the participants and the public, and other prerequisites and requirements of the Texas Open Meetings Act are met.

2.05 **MEETINGS NOTICE:** Notice of all meetings of the Board of Directors, except as otherwise provided by state law, regulation, the Certificate of Formation or these Bylaws, will be delivered by mail postmarked, electronic facsimile or e-mail transmission to each Director at least 72 hours before the time of the meeting.

- **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 72 hours before the time of such meeting.
- **Emergency Notice:** Emergency meetings as allowed under the Texas Open Meetings Act may be posted up to two hours before such meeting.
- **Internet Posting:** Notice and the agenda of all meetings of the Board of Directors shall also be posted on the Corporation's internet website, if any, concurrently with the notice posted at the administrative offices, or as otherwise required and authorized by the Texas Open Meetings Act.
- **Closed Meetings:** The agenda shall clearly state whether the Board intends to convene in a closed meeting and shall identify separately each 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 **AGENDA:** At regular meetings of the Board, the order of business shall be established in an Agenda approved by the President and as presented in the notice of the meetings. However, the President may modify the order of business. 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 **RESOLUTIONS:** 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.

2.08 **QUORUM:** At any meeting of the Board of Directors or at any designated committee of the Board, the appearance of a majority of the Directors or committee members duly appointed, serving, and qualified to vote, will be necessary to constitute a quorum to transact any business of the respective body.

2.09 **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 law, will be decided by a vote of a majority of the Directors or committee members present at the meeting. If a quorum of the Board is present the affirmative vote of a majority of the

Board of Directors present at a meeting 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. Voting on all questions may be by voice vote. A roll call vote on any motion or resolution may be requested by any Director.

- 2.10 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:
- Amendment of a certificate of formation [or articles of incorporation];
  - Voluntary winding up under Chapter 11;
  - A revocation of a voluntary decision to wind up under Chapter 11;
  - A cancellation of an event requiring winding up under Chapter 11;
  - A reinstatement under Section 11.202;
  - A distribution plan under Section 22.305;
  - A plan of merger under Subchapter F;
  - A sale of all or substantially all of the assets of the Corporation;
  - A plan of conversion under Subchapter F; or
  - A plan of exchange under Subchapter F.
- 2.11 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 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. Upon designation as an open enrollment charter holder, the Corporation shall additionally comply with the Texas Public Information Act. Upon leaving office, each Director, officer or agent of the Corporation will turn over to the President 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.
- 2.12 PROCEDURES: For all matters of parliamentary procedures, the Board of Directors shall be guided by *Robert's Rules of Order Newly Revised*, 11th ed. (Cambridge, Mass.: Perseus Publishing, 2011).

## ARTICLE THREE

### DIRECTORS

- 3.01 GOVERNING BODY: The Board of Directors of the Corporation shall constitute its governing body and shall, acting as a body corporate, have such powers and authority conferred upon the Directors by Corporation's Certificate of Formation, these bylaws, and the general laws of the State of Texas. More specifically, the Board of Directors of the Corporation (the "Board") will be responsible for adoption and implementation of policy for the Corporation and for the management, operation and accountability of its charter schools and other nonprofit activities. Without limiting the Board's authority, upon award and execution of a contract for charter from the Texas Education Agency, 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:

- Final authority to hear or decide employee grievances, citizen complaints, or parental concerns;
- Final authority to adopt or amend the budget of the charter holder or the charter school;
- Final authority to authorize the expenditure or obligation of state funds or the use of public property;
- Final authority to direct the disposition or safekeeping of public records;
- Final authority to adopt policies governing charter school operations;
- Final authority to approve audit reports; and
- Initial or final authority to select, employ, direct, evaluate, renew, non-renew, terminate, or set compensation for any chief executive officer(s).

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 President. 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. However, the President of the Board may only be removed upon a two-thirds (2/3) majority vote of all the remaining directors for good cause.

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 and with state law governing qualifications and restrictions on service as a member of a governing body of a charter holder or charter school.

3.05 VACANCY: The President of the Board will appoint Directors to fill vacancies in accordance with the Texas Business Organizations Act. 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 vacancy. 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 from the Corporation by delivering a written letter of resignation to the President of the Board.

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.

## ARTICLE FOUR

### OFFICERS

- 4.01 OFFICERS: The officers of the Corporation will consist of the President of the Board, a Secretary and a 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 APPOINTMENT: The officers of the Corporation will be appointed each year by the President of the Board at its annual meeting.
- 4.03 PRESIDENT: The President (President) of the Board will preside at all meetings of the Board of Directors. The President will have other powers and duties not inconsistent with these Bylaws as may be assigned by the Board.
- 4.04 SECRETARY: The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal 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 each 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 to him or her by the President or by the Board.
- 4.05 CHIEF EXECUTNE OFFICER/EXECUTIVE DIRECTOR OF THE CHARTER SCHOOL AND SCHOOL OPERATION: The Board of Directors shall hire a Chief Executive Officer for and to be employed by the Charter School. The Chief Executive Officer selected may be a member of the Board of Directors as may be permitted by state law, but if he/she is a member of the Board of Directors, he/she shall resign such position on the Board immediately upon hiring if required by state law. The Chief Executive Officer shall report to the Board of Directors of the Corporation. The Board may choose to assign to the Chief Executive Officer the duties as School Superintendent.
- The Chief Executive Officer shall serve under such terms and conditions as the Board determines to be in the best interest of the Corporation and the Charter School, The Chief Executive Officer shall perform such duties as delegated and assigned by the Corporation's Board, or as required by state law.
- 4.06 OTHER OFFICERS: The Board of Directors may create by resolution other offices as it deems necessary to serve the Corporation and to operate the Charter School and may appoint other individuals, who need not be directors, to serve as officers or agents of the Corporation.

## ARTICLE FIVE

### COMMITTEES

- 5.01 COMMITTEES: Designated committees may be established by the Board of Directors to perform the duties and functions assigned in furtherance of Board objectives. Any committee may include one or more Directors from the Board. The President or his 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 NOTICE: Written notice of the time, place and agenda of all committee meetings will be given by the committee chair in the same manner as notices given for regular Board meetings. Each committee will keep and deliver a copy of minutes of its proceedings to the Secretary of the Board and will report briefly on its activities at each Board meeting.

## 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.
- 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.

## 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 of 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 he is or was 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 his 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 days previously. In the case of an emergency, which must be explained in the notice, two hour's notice of a proposed amendment may be given to all Directors, and the Bylaws may be amended upon the unanimous vote of all Directors.

## ARTICLE TEN MISCELLANEOUS

- 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 ANNUAL REPORT: The Chief Executive Officer of the school 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.
- The assets and liabilities of the Corporation as of the end of the fiscal year.
  - The principal changes in assets and liabilities during the fiscal year;
  - The revenues and receipts, both restricted and unrestricted, to particular purposes, for the fiscal year.
  - The expenses or disbursements, for both general and restricted purposes, during the fiscal year;
  - The substantial activities and projects begun, in progress, and completed during the fiscal year.
  - Such other information as may be required by the Texas Education Code and interpretive regulations or 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.

- 10.03 FEDERAL TAX FILING: The officers of the Corporation will be responsible for ensuring timely annual filing of IRA Form 990 within the timeframes of IRS rules.
- 10.04 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.
- 10.05 STATUTORY AND OTHER AUTHORITY: These Bylaws are subject to and governed by any applicable federal or state laws and regulations, including the Texas Education Code and interpretive regulations, pertinent local ordinances and the Certificate of Formation.

ADOPTED this 20<sup>th</sup> day of February 2019.

INTERNATIONAL AMERICAN EDUCATION FEDERATION, INC.

By: \_\_\_\_\_

PRESIDENT OF THE BOARD

By: \_\_\_\_\_

SECRETARY OF THE BOARD

Restated and Amended  
**BYLAWS**  
of  
**INTERNATIONAL AMERICAN EDUCATION FEDERATION, INC.**

**PREAMBLE**  
**CORPORATE PURPOSE, OBJECTIVES AND DEDICATION OF ASSETS**

The Corporation shall 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 and educational 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 with respect to students on the basis of artistic, academic, athletic ability or as to the school district the student would otherwise attend, or any other prohibited manner.

## ARTICLE ONE

### NAME, OFFICE AND SEAL

- 1.01 **NAME:** The name of the Corporation is "INTERNATIONAL AMERICAN EDUCATION FEDERATION, INC."
- 1.02 **OFFICE:** The principal office of the Corporation will be located at 1820 N. Glenville Dr. #100, Richardson, Texas 75081.
- 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.
- 1.04 **ASSUMED NAMES & MARKS:** The Corporation may by action of the Board of Directors, change its name or adopt such assumed names and trade or service marks as it deems appropriate.

## ARTICLE TWO

### MEETINGS

- 2.01 **REGULAR MEETINGS:** Regular meetings of the Board of Directors will be held as needed to conduct business and in accordance with Article 2.04 herein. Meetings shall be held at a time and location selected by the Board and in accordance with state law. The primary purpose of the meetings will be to review the performance of the Corporation for the current fiscal year, to plan the program and activities of the Corporation for the next fiscal year, and to transact any other business as may properly come before the Board of Directors.
- 2.02 **SPECIAL MEETINGS:** Special meetings of the Board of Directors may be called for any purpose not otherwise prescribed by statute, regulation, grant or loan condition or the Certificate of Formation, by the President, or by any two Directors, to transact any business described in the call for the special meetings. The notice for a special meeting must be provided in accordance with Article 2.04 herein.
- 2.03 **ANNUAL MEETINGS:** Annual meetings of the Board will be held in the month of August or as soon thereafter as practical, at a time and location selected by the Board. The primary purpose of the annual meeting will be to review the performance of the Corporation for the current fiscal year, to plan the operations and activities of the Corporation for the next fiscal year, to elect officers of the Corporation, and to transact any other business as may properly come before the Board of Directors.
- 2.04 **MEETINGS:** Meetings shall be conducted in accordance with provisions of the Texas Education 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 if circumstances warrant and in accordance with the Texas Open Meetings Act.
- **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 attorney, real estate, prospective gifts or donations, personnel matters, security personnel or devices, discipline of a student and complaint against an employee

unless the student or employee respectively requests an open meeting.

- **Emergency Meetings:** In the event of an emergency as defined in the Texas Open Meetings Act, a meeting may be conducted by telephone conference call. If a meeting involves telephonic participation, the telephonic participation must be by conference call in which all persons participating can be heard by all other participants and the public.
- **Video Conferencing:** Meetings may also be conducted by videoconference call, provided a quorum of the full board is present at one location, audio and video is simultaneously available to the participants and the public, and other prerequisites and requirements of the Texas Open Meetings Act are met.

2.05 **MEETINGS NOTICE:** Notice of all meetings of the Board of Directors, except as otherwise provided by state law, regulation, the Certificate of Formation or these Bylaws, will be delivered by mail postmarked, electronic facsimile or e-mail transmission to each Director at least 72 hours before the time of the meeting.

- **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 72 hours before the time of such meeting.
- **Emergency Notice:** Emergency meetings as allowed under the Texas Open Meetings Act may be posted up to two hours before such meeting.
- **Internet Posting:** Notice and the agenda of all meetings of the Board of Directors shall also be posted on the Corporation's internet website, if any, concurrently with the notice posted at the administrative offices, or as otherwise required and authorized by the Texas Open Meetings Act.
- **Closed Meetings:** The agenda shall clearly state whether the Board intends to convene in a closed meeting and shall identify separately each 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 **AGENDA:** At regular meetings of the Board, the order of business shall be established in an Agenda approved by the President and as presented in the notice of the meetings. However, the President may modify the order of business. 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 **RESOLUTIONS:** 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.

2.08 **QUORUM:** At any meeting of the Board of Directors or at any designated committee of the Board, the appearance of a majority of the Directors or committee members duly appointed, serving, and qualified to vote, will be necessary to constitute a quorum to transact any business of the respective body.

2.09 **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 law, will be decided by a vote of a majority of the Directors or committee members present at the meeting. If a quorum of the Board is present the affirmative vote of a majority of the

Board of Directors present at a meeting 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. Voting on all questions may be by voice vote. A roll call vote on any motion or resolution may be requested by any Director.

2.10 **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:

- Amendment of a certificate of formation [or articles of incorporation];
- Voluntary winding up under Chapter 11;
- A revocation of a voluntary decision to wind up under Chapter 11;
- A cancellation of an event requiring winding up under Chapter 11;
- A reinstatement under Section 11.202;
- A distribution plan under Section 22.305;
- A plan of merger under Subchapter F;
- A sale of all or substantially all of the assets of the Corporation;
- A plan of conversion under Subchapter F; or
- A plan of exchange under Subchapter F.

2.11 **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 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. Upon designation as an open enrollment charter holder, the Corporation shall additionally comply with the Texas Public Information Act. Upon leaving office, each Director, officer or agent of the Corporation will turn over to the President 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.

2.12 **PROCEDURES:** For all matters of parliamentary procedures, the Board of Directors shall be guided by *Robert's Rules of Order Newly Revised*, 11th ed. (Cambridge, Mass.: Perseus Publishing, 2011).

### **ARTICLE THREE**

#### **DIRECTORS**

3.01 **GOVERNING BODY:** The Board of Directors of the Corporation shall constitute its governing body and shall, acting as a body corporate, have such powers and authority conferred upon the Directors by Corporation's Certificate of Formation, these bylaws, and the general laws of the State of Texas. More specifically, the Board of Directors of the Corporation (the "Board") will be responsible for adoption and implementation of policy for the Corporation and for the management, operation and accountability of its charter schools and other nonprofit activities. Without limiting the Board's authority, upon award and execution of a contract for charter from the Texas Education Agency, 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:

- Final authority to hear or decide employee grievances, citizen complaints, or parental concerns;
- Final authority to adopt or amend the budget of the charter holder or the charter school;
- Final authority to authorize the expenditure or obligation of state funds or the use of public property;
- Final authority to direct the disposition or safekeeping of public records;
- Final authority to adopt policies governing charter school operations;
- Final authority to approve audit reports; and
- Initial or final authority to select, employ, direct, evaluate, renew, non-renew, terminate, or set compensation for any chief executive officer(s).

- 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 President. 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. However, the President of the Board may only be removed upon a two-thirds (2/3) majority vote of all the remaining directors for good cause.
- 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 and with state law governing qualifications and restrictions on service as a member of a governing body of a charter holder or charter school.
- 3.05 **VACANCY:** The President of the Board will appoint Directors to fill vacancies in accordance with the Texas Business Organizations Act. 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 vacancy. 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 from the Corporation by delivering a written letter of resignation to the President of the Board.
- 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.

## ARTICLE FOUR OFFICERS

- 4.01 **OFFICERS:** The officers of the Corporation will consist of the President of the Board, a Secretary and a 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 **APPOINTMENT:** The officers of the Corporation will be appointed each year by the President of the Board at its annual meeting.
- 4.03 **PRESIDENT:** The President (President) of the Board will preside at all meetings of the Board of Directors. The President will have other powers and duties not inconsistent with these Bylaws as may be assigned by the Board.
- 4.04 **SECRETARY:** The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal 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 each 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 to him or her by the President or by the Board.
- 4.05 **CHIEF EXECUTIVE OFFICER/EXECUTIVE DIRECTOR OF THE CHARTER SCHOOL AND SCHOOL OPERATION:** The Board of Directors shall hire a Chief Executive Officer for and to be employed by the Charter School. The Chief Executive Officer selected may be a member of the Board of Directors as may be permitted by state law, but if he/she is a member of the Board of Directors, he/she shall resign such position on the Board immediately upon hiring if required by state law. The Chief Executive Officer shall report to the Board of Directors of the Corporation. The Board may choose to assign to the Chief Executive Officer the duties as School Superintendent.
- The Chief Executive Officer shall serve under such terms and conditions as the Board determines to be in the best interest of the Corporation and the Charter School, ~~including employment "at will."~~ The Chief Executive Officer shall perform such duties as delegated and assigned by the Corporation's Board, or as required by state law.
- 4.06 **OTHER OFFICERS:** The Board of Directors may create by resolution other offices as it deems necessary to serve the Corporation and to operate the Charter School and may appoint other individuals, who need not be directors, to serve as officers or agents of the Corporation.

## ARTICLE FIVE COMMITTEES

- 5.01 **COMMITTEES:** Designated committees may be established by the Board of Directors to perform the duties and functions assigned in furtherance of Board objectives. Any committee may include one or more Directors from the Board. The President or his 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

Formatted: Highlight

Commented [AS1]: Recommend deletion of this phrase from By Laws.

member removed for any reason and at any time by the Board of Directors.

- 5.02 **NOTICE:** Written notice of the time, place and agenda of all committee meetings will be given by the committee chair in the same manner as notices given for regular Board meetings. Each committee will keep and deliver a copy of minutes of its proceedings to the Secretary of the Board and will report briefly on its activities at each Board meeting.

## 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.
- 6.04 **CONTRACT AUTHORITY:** The Chief Executive Officer is expressly authorized by the Board of Directors to enter into contracts or execute and deliver instruments on behalf of the Charter School.

**Commented [AS2]:** Board's attorney recommends deletion of this section. The Board can actually accomplish the same thing through Board policy and a delegation amendment.

## 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.
- 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.

## 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 of 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 he is or was 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 his 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 days previously. In the case of an emergency, which must be explained in the notice, two hour's notice of a proposed amendment may be given to all Directors, and the Bylaws may be amended upon the unanimous vote of all Directors.

## **ARTICLE TEN**

### **MISCELLANEOUS**

- 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 **ANNUAL REPORT:** The Chief Executive Officer of the school 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.
- The assets and liabilities of the Corporation as of the end of the fiscal year.
  - The principal changes in assets and liabilities during the fiscal year;
  - The revenues and receipts, both restricted and unrestricted, to particular purposes, for the fiscal year.
  - The expenses or disbursements, for both general and restricted purposes, during the fiscal year;
  - The substantial activities and projects begun, in progress, and completed during the fiscal year.
  - Such other information as may be required by the Texas Education Code and interpretive regulations or 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.

- 10.03 **FEDERAL TAX FILING:** The officers of the Corporation will be responsible for ensuring timely annual filing of IRA Form 990 within the timeframes of IRS rules.
- 10.04 **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.
- 10.05 **STATUTORY AND OTHER AUTHORITY:** These Bylaws are subject to and governed by any applicable federal or state laws and regulations, including the Texas Education Code and interpretive regulations, pertinent local ordinances and the Certificate of Formation.

ADOPTED this 20<sup>th</sup> day of February 2019.

INTERNATIONAL AMERICAN EDUCATION FEDERATION, INC.

By: \_\_\_\_\_  
PRESIDENT OF THE BOARD

By: \_\_\_\_\_  
SECRETARY OF THE BOARD

Non-Expansion Amendment Request Form

Texas Education Agency  
Division of Charter School Administration

Phone: (512) 463-9575  
Email: [charteramendments@tea.texas.gov](mailto:charteramendments@tea.texas.gov)

Name of Charter:  County-District Number:   
Name of Charter Holder:  Requested Effective Date:

**Section I: Check the appropriate box for the Non-Expansion Amendment requested.**

More than one box may be checked. (Attach additional documents as required.) (Submit all program changes for review.)

**1. Charter District Address Change**  
Current:   
New:

**2. Relocation-Campus: Campus #**   
Current:   
New:

**3. Charter Name Change:**  
Current:   
New:

**4. Campus Name Change : Campus #**   
Current:   
New:

**5. Charter Holder Name Change**  
Current:   
New:

**6. Management Company Addition/Change\*\***  
Current:   
Change:

**7. Educational Services Addition/Change**  
Current:   
Change:

**8. Curricular Addition/Change**  
Current:   
Change:

**9. Close Campus**  
Reason:   
Campus Number:

**10. Return of Charter**  
Reason:

**11. Admissions Policy Revision\***  
Attach separate sheet with current and requested language changes.

**12. Enrollment Policy Revision\***  
Attach separate sheet with current and requested language changes.

**13. Articles of Incorporation Revision\***  
Attach separate sheet with current and requested language changes.

**14. By-Laws Revision\***  
Attach separate sheet with current and requested language changes.

**15. Fiscal Revision\***  
Current:   
Change:

**16 Other:**

Continued on next page

For Internal Use Only

Amendment Numbers

Received Date

Due Date

Page 1

Non-Expansion Amendment Request Form

Texas Education Agency  
Division of Charter School Administration

Phone: (512) 463-9575  
Email: [charteramendments@tea.texas.gov](mailto:charteramendments@tea.texas.gov)

**Section II: Justification for Non-Expansion Amendment Request:**

In the space below, please state justification for the non-expansion amendment requested.

The Board of Directors find it to be in the best interest of International Leadership of Texas and its students to update its bylaws through amendment and restatement.

**Section III: Non-Expansion Amendment Request Form Checklist:**

- 1. **Charter Holder Board Resolution**—A written resolution adopted by the governing body of the charter holder, with printed names and signatures, demonstrating that a **quorum** of the members voted in favor of amending the charter. The names should match information on the most recent Annual Governance Reporting Forms submitted to TEA. Otherwise, documentation explaining any differences must be included.  
*(If multiple amendment requests are being made, include all board resolutions together.)*
- 2. **Charter language changes**—The text and page numbers, or photocopies of the charter language to be changed, and the text proposed as the new charter language must be submitted with changes clearly marked, if applicable.\*
- 3. **Management company**—A copy of the contract must be submitted if the request is to enter into or change a management company contract, if applicable.\*\*

**Section IV: CEO/Superintendent acknowledgement, signature, and current contact information:**

As the CEO/Superintendent of the charter school, I understand that incomplete submissions may cause a delay in processing until all required documentation has been received by the Division of Charter School Administration.

*(Contact the Division of Charter School Administration at [charteramendments@tea.texas.gov](mailto:charteramendments@tea.texas.gov) to confirm the submission of proper documentation. Include the charter name and CDN in the subject line.)*

Dr. Alan Seay	(972) 479-9078	dseay1@ILTexas.org
<b>Name of CEO/Superintendent</b>	<b>Phone Number</b>	<b>Email Address</b>
<b>Signature of CEO/Superintendent</b>		<b>Date</b>