



Harding Charter Preparatory School District

Work Session of Governance Board

Published on February 18, 2025 at 1:21 PM CST

Date and Time

Tuesday February 25, 2025 at 6:00 PM CST

Location

District Office Building (Pavilion)
12600 N. Kelley Avenue
Oklahoma City, OK, 73131

Agenda

	Purpose	Presenter	Time
I. Opening Items			6:00 PM
A. Call the Meeting to Order			
B. Record Attendance			1 m
II. Working Session			6:01 PM
A. Presentation and discussion on Board Assessment results.	Discuss	Ryan Coleman	60 m
III. Closing Items			7:01 PM

	Purpose	Presenter	Time
A. Adjourn Meeting	Vote		

Coversheet

Presentation and discussion on Board Assessment results.

Section:	II. Working Session
Item:	A. Presentation and discussion on Board Assessment results.
Purpose:	Discuss
Submitted by:	
Related Material:	HCP Bylaws (1).pdf

BYLAWS OF HARDING CHARTER PREPARATORY SCHOOL DISTRICT, INC.

ARTICLE I. ORGANIZATION

SECTION 1.1 NAME. The name of the Organization shall be Harding Charter Preparatory School District, Inc., (hereinafter HCP).

SECTION 1.2 LOCATION. The location of HCP shall be 1301 NE 101st Street, Oklahoma City, OK 73131.

SECTION 1.3 SCHOOLS. The current schools operating under HCP are Harding Charter Preparatory High School and Harding Charter Middle School at Independence and Harding Preparatory Charter Elementary School at Kelley. These bylaws do not prevent HCP from forming other charter schools, as allowed by law.

ARTICLE II. PURPOSES AND POWERS

SECTION 2.1 PURPOSE. As set forth in the Articles of Incorporation, HCP is organized for educational, scientific and literary purpose. These purposes include providing for the establishment, funding and operation of charter schools in Oklahoma. The vision of the district is to adequately prepare all students for a post-secondary education of their choice after graduation.

SECTION 2.2 POWERS. HCP shall have the power to sue and be sued, to hold, receive, lease and purchase such real estate and personal property as may be requisite and expedient for its purposes and to sell, lease, encumber and dispose of such property on its own behalf or on behalf of any school under its control or noted in Article 1, Section 1.3, herein. It shall have the power to negotiate any and all contracts involving any school under its control and/or noted in Article 1, Section 1.3, herein. It shall have all other powers granted to non-stock, nonprofits by the general laws of this state. Provided, however, HCP shall not carry on any activities or shall it have any powers prohibited to an Organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal revenue law. In particular, but without limitation of the foregoing, HCP shall not have or issue shares of stock or pay dividends, and no part of its earnings or assets shall inure to the benefit of or be distributable to its directors, officers, or other private person, except that it shall be authorized to make payments and distributions in furtherance of its authorized purpose as noted in Section 5.12. HCP shall be the entity in control of negotiating and signing all contracts and/or agreements with any governmental agency or vendor or any entity providing services with regard to each of the respective schools, including, but not limited to, charter school contracts and leases with any sponsoring authority permitted by law. HCP may delegate the authority to negotiate and sign contracts with vendors or entities providing services to the superintendent, providing all contracts are approved by the governance board before such will take effect.

SECTION 2.3 RECEIPT OF FUNDS. HCP shall be the sole receiver of any and all donations, grants, and bequeaths, not barred by law, for and on behalf of each of the charter schools under its control. HCP may delegate this authority to the respective schools or to the superintendent.

ARTICLE III. OFFICE

HCP shall have and continually maintain a registered office and agent in the State of Oklahoma.

ARTICLE IV. MEMBERSHIP

SECTION 4.1 MEMBERS. HCP shall have no members other than those persons elected or appointed as members of the board of directors, who shall be considered to be the members of HCP for purposes of any statutory provisions or rule of law relating to members of non-stock or non-profit corporations. Said members shall be those individuals who serve as voting members of the HCP Governance Board and shall serve for the same terms as they serve on said board. The words director and member are synonymous for purposes of these bylaws.

SECTION 4.2 MEMBERSHIP PROHIBITION. No member of the governance board shall be employed by either charter school or be related within the second degree of affinity or consanguinity to any other member of the governance board or to any employee of either charter school.

SECTION 4.3 FINANCIAL DISCLOSURES AND BACKGROUND CHECKS. All members of HCP shall provide Oklahoma City Public Schools with financial disclosures utilizing the form provided by the Oklahoma Ethics Commission and complete a criminal background check at the expense of HCP.

SECTION 4.4 CONFLICT OF INTEREST. All members of HCP shall acknowledge and sign the Conflict-of-Interest Policy, a copy of which is attached hereto as Exhibit A.

SECTION 4.5 CODE OF CONDUCT. All members of HCP shall acknowledge and sign the Code of Conduct for HCP Governance Board members, a copy of which is attached hereto as Exhibit B.

ARTICLE V. BOARD OF DIRECTORS

SECTION 5.1 DIRECTORS. HCP shall be governed by a governance board consisting of a board of directors for purposes of any statutory provisions or rule of law relating to directors of non-stock or nonprofit corporations. Directorship in HCP is not transferable or assignable. The directors shall be the only members of HCP.

SECTION 5.2 NUMBER AND COMPOSITION. The HCP governance board will consist of no fewer than four (4) and no more than seven (7) parents/guardians of current HCP students, and no fewer than four (4) and no more than seven (7) community members. The board will strive to represent all school levels (elementary, middle, and high school).

SECTION 5.3 NOMINATION PROCEDURE

- Parent board members: parents/guardians interested in serving on the board can nominate themselves for consideration; parents, board members, and staff members can encourage parents to nominate themselves. The board will ensure that information about board service is shared widely with all parents using multiple forms of communication, and will ensure that the process for self-nomination is easily accessible to all parents. These nominations will go to the executive committee. The executive committee, together with the Superintendent, will review and discuss all nominations, based on a strategic board composition plan. The executive committee will recommend parent board candidates to the board for a vote according to the provisions of these bylaws.
- Community board members: The executive committee will seek to identify community members who fit recruiting needs based on a strategic board composition plan by conducting outreach to find interested and qualified candidates. The executive committee, together with the Superintendent, will review and discuss all nominations, based on a strategic board composition plan. The executive committee will recommend community board candidates to the board for a vote according to the provisions of these bylaws.

The number of directors may be increased or decreased from time to time by amendment to these bylaws.

SECTION 5.4 ELECTION OF BOARD MEMBERS. All new and re-elected directors shall be approved for their seats by a majority vote of the board-at a regularly scheduled or special board meeting. New members shall take their seats at the governance board's next meeting following their election provided they meet all of the qualification requirements.

SECTION 5.5 TERMS. Each board member shall serve for a term of 3 years. Terms are renewable once; a board vote is required each time a term is renewed. Current board members shall be grandfathered in on the board until their terms expire. They may seek to be elected to the relevant position on the board as any other nominee.

SECTION 5.6 GOVERNANCE BOARD TRAINING. All members of the board shall be required, within fifteen (15) months of appointment, to complete at least twelve (12) hours of instruction on education issues in the following areas: school finance; legal issues, which include but are not limited to employment, due process, new laws, the Oklahoma Open Records Act and the Oklahoma Open Meeting Act; and duties and responsibilities, which include but are not limited to special education and ethics. In addition, for every year after the first fifteen (15) months of appointment, the members shall be required to obtain at least three (3) hours of instruction in the areas of school finance, the Oklahoma Open Records Act, and the Oklahoma Open Meeting Act. Failure to comply with this requirement will result in removal from the board.

SECTION 5.7 VACANCIES. Should a community member resign or otherwise be removed, the board may vote on a community member as soon as practicable. Should a parent board member resign or otherwise be removed, the board may vote on a parent board member as soon as practicable. The board must ensure that the board always has the minimum number of parents/guardian and community members. The nomination process shall be the same as set out in section 5.2. A board member who joins the board midyear due to a

vacancy will be considered to be filling the vacated board member's term for the remainder of that board year and will start a full 3-year term the following July. The new board members are eligible to renew their term one time. If a parent board member's child/ward leaves HCP for any reason, that board member's term will end immediately upon the child's departure from the school.

SECTION 5.8 VOTING. Each director shall be entitled to one vote on each matter submitted to a vote of the board. No director shall be entitled to vote by proxy or otherwise if not present at such meeting. Voting may take place by videoconferencing and/or teleconferencing if allowed by law and in the manner prescribed by law, at the discretion of the executive committee.

SECTION 5.9 TERMINATION OR RESIGNATION. Except as otherwise required by law a director may resign from the board at any time by giving notice in writing to the board president. Such resignations shall be effective as of the date on the notice and if the notice is not dated the resignation shall be effective upon its receipt by the board. If a director loses his/her membership for any reason whatsoever (i.e. their child is no longer enrolled at their school-site or moves out of the required area), his/her directorship on the board shall automatically and immediately terminate upon written notification and proof of such, without the need for a vote of the board.

SECTION 5.10 GENERAL POWERS. The board shall be charged with the responsibilities and have the authority usually entrusted to a local school board, including but not limited to setting policy, approving the school budget and administering the expense of grant monies, reviewing the outcomes of educational testing, and reviewing new educational programs in the schools to assure they are in alignment with the mission of the schools and the oversight of HCP including those powers enumerated in Section 2.2, herein. The board is not involved in the day-to-day administration of the schools, but instead relies on the educational leadership skills of its school leaders.

SECTION 5.11 QUALIFICATIONS. To be eligible to serve on the governance board directors must comply with the following: reside in the State of Oklahoma and in the areas in which the students of their respective school-site reside, OKCPS' Charter School Policy I-22, and with the requirements set forth in Article IV of these bylaws.

SECTION 5.12 REMOVAL OF DIRECTORS. A director may be removed by a two-thirds vote of the board at any regularly scheduled meeting or special meeting of the board, whenever in its judgment the best interests of HCP would be served by removing that person from the board.

SECTION 5.13 COMPENSATION. Directors shall not receive any compensation for their service as directors, except that directors may be reimbursed for expenses incurred for the performance of their duties to HCP in reasonable amounts based upon policies approved by the board. This section shall supersede anything to the contrary in Section 2.2.

SECTION 5.14 BINDING EFFECT OF BOARD ACTION. Except as otherwise provided by law or by the Articles of Incorporation or these bylaws, the act of a majority of the directors present at a meeting, at which a quorum exists, shall be an act of the board and binding upon HCP.

SECTION 5.15 ABSENCE. Any director who is absent from four consecutive regular scheduled board meetings shall be considered to have resigned due to non-participation, and his/her position shall be declared vacant, unless the board affirmatively votes to retain that director as a director of the board or the executive committee deems the person to not have resigned their position, in the case of extenuating circumstances.

ARTICLE VI. MEETINGS

SECTION 6.1 REGULAR MEETINGS. The board of directors shall meet per the published schedule for the purpose of transacting such business as may properly come before it, per the published schedule.

SECTION 6.2 SPECIAL MEETINGS. Special meetings may be called by the president, superintendent, or a majority of the board of directors.

SECTION 6.3 EMERGENCY MEETINGS. Emergency meetings may be called by the president or superintendent.

SECTION 6.4 NOTICE OF MEETINGS. The secretary shall make written or printed notice stating the place, day, and time of all meetings of the governance board. This requirement may be delegated to the administration or board clerk. Notice of meetings shall be posted outside the location of the meeting and the district office location accessible to the public at all times. Notice shall be provided to the County Clerk as required by law. The purpose for which the meeting is called shall be stated in the notice, except for emergency meetings. Notice of emergency meetings shall be given at the first opportunity that such can be provided pursuant to the Oklahoma Open Meeting Act. All meeting notices shall comply with the Oklahoma Open Meeting Act.

SECTION 6.5 QUORUM. A majority of the directors, unless a greater proportion is required by law, shall constitute a quorum at any meeting.

SECTION 6.6 EXECUTIVE SESSIONS. All meetings of HCP shall be open to the public, except that, upon a vote of the majority of the directors present, an executive session may be held to discuss any matter, item or issue which is permitted to be discussed in an executive session pursuant to the Oklahoma Open Meetings Act. The meeting agenda shall comply with the Oklahoma Open Meetings Act requirements regarding providing notice of the purpose for the executive session. The motion requesting the executive session shall state the general nature of the matter(s) to be discussed, including the statutory authority for each such item. Those persons invited by the board and deemed necessary to the matters to be discussed in the executive session, as allowed under the Oklahoma Open Meetings Act, may be present during the executive session. The board's attorney will be invited to all executive sessions unless stated otherwise by the president of the board. The board shall not take any votes on any matters during an executive session. Matters discussed during executive sessions shall remain confidential among those attending. Any matter conducted in executive session shall be voted on in open session pursuant to the Oklahoma Open Meetings Act. Minutes shall be taken during the executive session by the minutes clerk or any person authorized to be present during the session if the minutes clerk is excused from the session for any reason or otherwise absent.

SECTION 6.7 ATTENDANCE OF DIRECTORS. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, excepting where such attendance is for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

SECTION 6.8 AGENDA ITEMS. Items may be placed on the agenda by either the superintendent or the president. Items may also be placed on the agenda if supported by a majority of board members.

ARTICLE VII. OFFICERS

SECTION 7.1 NOMINATIONS AND ELECTIONS. Nominations for board officers for the ensuing school year shall be taken at the board's April meeting, with elections taking place at the May meeting. The officers of HCP shall be as follows: president, vice president, secretary and treasurer. Each shall serve for one school year (July 1 - June 30) and until his/her successor shall have been duly elected and qualified. Officers may be reelected by the board.

SECTION 7.2 VOTING. Each board member shall have one vote for the election of each office. If there is more than one nominee for the same office, then voting shall be by secret ballot. The nominee who attains the majority vote of the members present and voting shall be elected to that office. If there are more than two (2) nominees for the same office, then there shall be a runoff election between the two nominees who attain the highest number of votes of the members present and voting. The runoff will likewise be by secret ballot. The nominee who attains the majority vote of the members present and voting, in the runoff, shall be elected.

SECTION 7.3 DUTIES. The duties of the officers are:

- (A) President. The president shall preside at all meetings of HCP and at all meetings of the board. The president shall have the power to appoint such committees as may be necessary, with the approval of the board, which shall act under the direction of the board. The president shall sign all warrants ordered by the board.
- (B) Vice President. In the absence of the president, the vice president shall preside at all meetings of HCP and at all meetings of the board and exercise all duties of the president during their absence. The vice president shall perform any other duties which may be assigned by the president or the board.
- (C) Treasurer. The treasurer shall receive all funds paid to HCP and shall deposit the same in the official depositories and shall make distributions by order of the board. The treasurer's accounts and books shall at all times be open to the inspection of the president, board of directors, and any authorized auditors. The treasurer shall make a report to the annual meeting and at such other times as the president or board of directors may require. The duties of the treasurer may be delegated to another person at the discretion of the board, provided that person complies with Oklahoma law.
- (D) Secretary. The secretary shall oversee the keeping of records of all meetings of HCP and the board. The duties of the secretary may be delegated to the board's clerk.

SECTION 7.4 BOARD, MINUTES, AND ENCUMBRANCE CLERK(S). The board shall appoint board, encumbrance and minutes clerk(s), and, at its discretion, deputy clerk(s), each of whom shall hold office at the pleasure of the board. The board clerk shall perform the duties normally assigned to the board secretary as delegated to them by the secretary. The board clerk shall countersign all warrants ordered by the board. If the board appoints a board clerk who is not one of the members of the board, the board clerk may also be employed as the encumbrance clerk and minutes clerk. If the board appoints a member of the board as board clerk, then it must appoint another person(s) as encumbrance and/or minutes clerk. Provided, no superintendent, principal, treasurer or assistant treasurer, instructor, or teacher employed by such board shall be elected or appointed to or serve as clerk or deputy clerk of the board nor as encumbrance clerk or minutes clerk, except that a treasurer or assistant treasurer may serve as minutes clerk. No board member shall serve as encumbrance clerk or minutes clerk. In the absence of the clerk(s), the deputy clerk(s) may perform any of the duties and exercise any of the powers of the clerk(s) with the same force and effect as if the same were done or performed by the clerk(s).

SECTION 7.5 BONDS & INSURANCE. The board shall give a bond in a sum of not less than one hundred thousand dollars (\$100,000) for the superintendent, one hundred thousand dollars (\$100,000) for the treasurer, and one thousand dollars (\$1,000) for the board clerk with good and sufficient sureties to be approved by the board conditioned for the faithful performance of such duties. The school district shall purchase and provide Directors and Officers insurance on behalf of the board.

SECTION 7.6 TRAINING. The appointed minute clerk and encumbrance clerk shall receive a minimum of three (3) hours annual training as to their job duties and responsibilities. In addition, the school treasurer shall receive training of at least twelve (12) hours over three (3) years from the date of their appointment.

ARTICLE VIII. CHECKS, DEPOSITS AND FUNDS

SECTION 8.1 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payments of money, notes or other evidence of indebtedness issued in the name of HCP shall be signed by the president and the clerk.

SECTION 8.2 DEPOSITS. All funds given to HCP shall be deposited in such banks, trust companies or other depositories as the governance board may select.

SECTION 8.3 GIFTS. The board may accept on behalf of HCP any contribution, gift, bequest or devise on behalf of either school which shall be turned over or credited to the school for which it was intended.

ARTICLE IX. COMMITTEES

SECTION 9.1 COMMITTEES. The board shall have the power to dissolve or add any committee, for any reason by majority (or a quorum thereof) vote and shall reserve the right to exercise this power at any time during the life of any committee. The purpose of any committee or subcommittee established herein is purely fact-finding, informational, recommendatory and/or advisory and the committee does not exercise any actual or de facto decision-making authority on the board's behalf.

All committees shall serve at the pleasure of the board. Committees shall be established by motion or resolution approved by the board (or a quorum thereof). The purpose, jurisdiction and duration of the committee, including standing committees shall be stated in the motion or resolution creating it. The board shall have the power to dissolve any committee, for any reason, and shall reserve the right to exercise this power at any time during the life of any committee. A Committee may be re-established upon the expiration of its stated duration. Members shall serve from July 1st through June 30th of each school year. Members shall be appointed by the board president, in consultation with the executive committee, and announced at or before the May board meeting; at the board president's discretion, committee members may be appointed at other times as well. There shall not be any limitation on the consecutive number of years a member may serve on a committee. Committees shall operate under the same policies as the board, as it relates to filling director vacancies due to resignations, deaths or removal.

SECTION 9.2 STANDING COMMITTEES. The board will have the following standing committees: (1) executive, (2) finance, (3) academics, (4) communications, and (5) superintendent support and evaluation. The committees may meet as often as they deem necessary to transact their business. A standing committee may only be dissolved by amendment of these bylaws.

SECTION 9.3 COMMITTEE MEMBERS. The composition of committees shall be determined by the board president in consultation with the executive committee and shall take into consideration the specific tasks assigned to the committee. Each committee will have a chairperson, selected by the board president in consultation with the executive committee. No board member shall serve on more than two (2) committees. Committees should be limited to no more than four (4) board members. It is recommended that each committee have at least one person who has professional expertise in the area of the committee's jurisdiction. Each committee may have members who are not voting board members, at the discretion of the board president and the executive committee; the chair of each committee will be a board member. Committee members shall serve at the discretion of the board. The members of the executive committee shall consist of the superintendent, board president, vice-chair, secretary, financial chair, and legal counsel. The executive committee may, in its discretion, appoint one additional member to the committee, whenever such a need arises, provide such does not result in the committee being compromised of a majority of board members.

All members shall abide by the Code of Conduct and their refusal to do so will subject the member to not only removal from the committee but removal from the Board. Any removal vote shall require a 2/3 vote.

All members shall abide by the Code of Conduct and their refusal to do so will subject the member to not only removal from the committee but removal from the Board. Any removal vote shall require a 2/3rds vote. The committee shall follow the recommendations of the majority of its members, which shall be reflected in the report provided to the board. The report shall indicate the individual votes of its members. Committees shall only handle matters within its jurisdiction and shall not invade the jurisdiction of another committee.

SECTION 9.4 AUTHORITY AND RESPONSIBILITY. No committee or subcommittee, regardless of type, title or name, shall exercise actual or de facto decision-making authority on behalf of or for the board, HCP, or its schools in the performance of its duties and responsibilities. No committee has any authority to bind HCP or its schools, as only the full board, possesses that right.

The standing committees shall have the following general areas of responsibility, which may be revised, at any time, by a majority vote of the board:

1. Executive Committee: Responsibility shall concern all areas and issues relating to the governance of the schools, oversight of all committees, planning of board meeting agendas, and facilitating governance board meetings. The committee is responsible for maintaining optimal board composition, setting and upholding board expectations and norms, and ensuring that the board governs effectively. This committee is responsible for conducting an annual board self-assessment process, handles board training and onboarding, manages board member recruitment, interviewing, and election, and nominates candidates for officer positions. This committee shall also handle legal responsibilities, will review current and proposed policies, and will be the point of contact for board counsel.
2. Finance Committee: Responsibility shall concern all issues involving or relating to financial oversight, including but not limited to budgetary, auditing, accounting and fundraising matters. The finance committee oversees the school's budget and asset management. This committee approves short- and long-term financial goals for the district, recommends and monitors a budget aligned with the school's strategic priorities, ensures compliance with strong financial policies, and discusses financial concerns and solutions with the superintendent to safeguard the school's resources.
3. Academics Committee: Responsibility includes oversight over student performance and academic outcomes, measuring progress towards rigorous academic goals, and discussing strategic issues related to improving student outcomes with the superintendent.
4. Communications Committee: Responsibility shall concern oversight of all issues involving or related to promotion and communication of HCP-related information, via physical or electronic methods.
5. Superintendent Support and Evaluation Committee: Responsibility shall include conducting an annual evaluation of the Superintendent, ensuring the Superintendent receives contracts and compensation decisions in a timely manner each year, and ensuring that the Superintendent is provided with the support needed to meet the board's goals and directives.

SECTION 9.5 MEETINGS. Committees may meet as often as the committee deems necessary to perform its functions and responsibilities unless directed otherwise by the board. The board, at its discretion, may require a committee to meet as often as necessary to complete assigned tasks. Committee chairpersons have the primary responsibility to schedule meetings, but a meeting may be called by a majority of its members when they deem such is necessary.

SECTION 9.6 TERM. Each committee member shall hold office for one school year and until his/her term expires, their removal, resignation, or death. Members, with the exception of the executive committee members, may be reappointed for as many one-year terms as the board may determine. All committee appointments will be reviewed annually. Executive committee members shall serve for as long as they are an officer of the governing board, the finance chairperson, superintendent and legal counsel.

SECTION 9.7 LEADERSHIP. Committee chairs and vice chairs shall be appointed by the board president, in consultation with the executive committee. The vice chairperson ~~who~~ shall serve as chairperson whenever the chairperson is unable to attend any meeting or perform his/her duties.

ARTICLE X. CONTRACTS AND GRANTS

SECTION 10.1 CONTRACTS. All contracts must be evaluated by the board, and the intent to proceed on the contract must be secured through a majority vote of the board. Only the president and the clerk of the board, in consultation with each other and with joint agreement, shall be authorized to enter into any contract and to execute and to deliver any instrument in the name of and on behalf of the board after its approval of such. This authority may be delegated to the superintendent at the direction of the board.

SECTION 10.2 GRANTS. The president and/or treasurer of the board may contingently accept, on behalf of HCP and any of the charter schools under its authority and control, any contribution, gift, grant, bequest or devise for the general purposes or for any special purpose. Donations of the above must be reported to the board at the next scheduled meeting. The board has the authority to vote to not approve any of the above donations if it deems such not to be in the best interest of HCP. These two (2) officers act as the board's agents and have the board's consent to pursue and contingently accept funds to support HCP's purposes and activities. This authority may be delegated to the superintendent at the direction of the board. All potential donors are asked to submit a letter detailing the nature of the gift and any designated purpose toward which it must be used, if applicable, to the superintendent, who will bring such purpose to the attention of the board.

ARTICLE XI. BOOKS AND RECORDS

HCP shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board. All books and records may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII. ORDER OF BUSINESS

The following shall be the order of business for all regular meetings of the board of directors:

1. Call to Order
2. Roll Call of Directors
3. Recognitions
4. Public Comments
5. Committee Reports
 - 5.1 Executive Committee
 - 5.2 Finance Committee

5.3 Academic Committee

5.4 Communications Committee

5.5 Superintendent Evaluation Committee

5.6 Other committees not specifically listed in these bylaws

6. Consent Agenda

7. Superintendent's Report

8. Action Items (to be listed individually as 8.1, 8.2, etc.)

9. Informational Items (to be listed individually as 9.1, 9.2, etc.)

10. New Business (only matters occurring subsequent to the posting of the Agenda which were unforeseeable when posting Agenda)

11. Executive Session (item(s) must be accompanied by specific statutory authority)

12. Action on Executive Session Item(s)

13. Adjournment

ARTICLE XIII. TERMINATION OF EXISTENCE

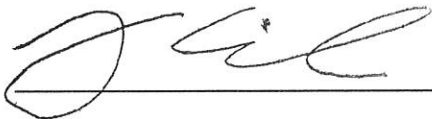
Upon termination of existence of HCP in any manner, all of the funds, assets and property of any kind owned by HCP and not purchased with state funds, after payment of all its liabilities, shall be turned over to a qualified 501(c)(3) organization as required by law. Any funds, assets and property purchased with state funds will be disposed of pursuant to state law.

ARTICLE XIV. AMENDMENTS TO BYLAWS

Bylaws may be amended, altered or repealed and new bylaws adopted upon the two-thirds (2/3) vote of the members present and voting at a regular board meeting held subsequent to a regular board meeting at which a resolution, in writing, providing for such amendment, alteration or repeal, shall have been read and provided to and approved by the members.

The president of the board of Harding Charter Preparatory School District and the secretary have heretofore certified that the within and foregoing bylaws were read and adopted by a vote of the directors of said Organization, at a meeting duly called and noticed held at Oklahoma City, Oklahoma, on the __th day of June 2024, and there was present and voting at said meeting a quorum.

DATED at Oklahoma City, Oklahoma, this 9th day of July 2024.



Ryan Coleman

PRESIDENT

ATTEST:



Jack Harbin

SECRETARY

EXHIBIT A

CONFLICT OF INTEREST POLICY

A. PERSONAL CONDUCT AND INTEREST

Directors shall demonstrate integrity and high moral principle and shall avoid any action that could compromise or embarrass Harding Charter Preparatory School District (HCP) and/or its schools. All matters involving actual and/or potential conflicts of interest shall be decided by the board of directors, which shall take or order such action as it deems appropriate, including referral for action to legal counsel.

No director shall use for personal advantage or gain, or for purposes detrimental to HCP and/or its schools, any information received or obtained in the course of service as a director. Information regarding administrative matters, and all activities, is generally to be considered proprietary to HCP and/or its schools and is entitled to confidentiality.

B. DISCLOSURE

Directors shall disclose any personal, professional, business, or organizational interests or affiliations that could lead to or constitute a conflict of interest or the appearance of a conflict of interest, including those involving immediate family members.

Disclosure of relationships described above should be made to the board of directors at the time a director is first invited to allow his/her name to be placed in nomination or at the time any such conflict of interest arises during his/her term of office. All information revealed shall be maintained in strict confidence and shall be disclosed only by formal action of the board of directors.

If a real or apparent conflict of interest in connection with any matter coming before the board for formal action arises, the director involved should disclose the conflict of interest and the basis for it, for the record, and should abstain from voting on the question. If disclosure and abstention would be insufficient to allay suspicion of a conflict of interest, the director should resign immediately.

C. TRANSACTIONS AND ACQUISITIONS

A director should make written disclosure of any transaction or acquisition that does or might constitute a conflict of interest. The disclosure shall be given to the president of the board of directors, who shall refer the matter to the full board of directors for action.

During a director's term of service, a director shall not be engaged in any business transaction with HCP and/or its schools when there is a competitive business or entity that can provide the same service, unless such involvement is reviewed in advance and approved by the board of directors.

D. ASSETS

Directors shall not use or trade upon their affiliation with HCP and/or its schools to promote personal activities or those of a family member, associate, or friend without first obtaining approval for such from the board of directors.

No director shall be permitted to use the property, services, facilities, supplies, and/or resources of HCP and/or its schools except for official business of HCP and/or its schools or in a manner materially exceeding the privileges afforded to any member in good standing of HCP and/or its schools.

The president of the of board of directors, with the concurrence of the board, shall be authorized to grant reasonable exceptions to the above rule if, for example, a director requests to briefly borrow portable equipment. A record shall be made of any such transaction to prevent a loss to HCP and/or its schools. No exception will be permitted that would involve temporary or permanent loan, or removal from the premises, of any object or property of HCP and/or its schools, unless it adheres to the official policy of HCP and/or its schools.

Property of HCP and/or its schools shall not be acquired privately by directors unless the property is sold at a public sale open to all members of HCP and/or its schools. Further, no director shall use, hold or possess at his or her home, office or private location any property of HCP and/or its schools or any other property under the control of HCP and/or its schools without permission of the board of directors.

E. GIFTS, FAVORS, AND OTHER BENEFITS

Directors shall not use their position on the board to demand or accept discounts, price reductions, gifts, favored treatment, or any other benefit from a dealer, donor, patron, vendor or supplier.

Directors should be extremely discreet in using HCP's and/or its schools' name(s) and in alluding to their position with HCP and/or its schools. They should especially avoid any language or conduct that would give the impression of intent, power, or capacity that he or she is in a position to, or would attempt to, influence any decision by HCP and/or its schools, its staff or directors, or obtain favored treatment or special benefits for any person or organization dealing with HCP and/or its schools.

F. CONFLICT OF INTEREST

A conflict of interest is determined to exist when the interest or concerns of any member of HCP and/or its schools, or any member of his/her family, or any party, group, or organization in which the individual is actively involved, may be seen as competing with the interest of or violating the ethical integrity of HCP and/or its schools.

A director or any member of the director's immediate family shall in no way realize any personal gain from the director's position. The following action(s) may result in a conflict of interest unless disclosed to the board of directors following the procedure outlined in this document: acceptance of any gifts, entertainment, service, loans or promises of future benefits from any person or group of any kind who might benefit from said

individual's or group's relationship to HCP and/or its schools.

A director or any member of the director's immediate family shall not use for personal advantage, or for the advantage of any other group, organization or business to which he/she has allegiance, any confidential information or material acquired in the discharge of the individual responsibilities with HCP and/or its schools.

A director who wishes to become a candidate for an employed position with HCP and/or its schools shall resign prior to submitting an application for the position.

G. CONFLICT DISCLOSURE

Any possible potential conflict of interest shall be disclosed in writing to the board of directors by the individual concerned prior to engaging in conflict-of-interest action and in sufficient time for the board of directors to act.

When any such conflict of interest is relevant to a matter requiring action by the board of directors, the interested person shall call it to the attention of the president and such person shall not vote on the matter. Moreover, the person having the conflict shall leave the room in which the meeting is held and not participate in the final deliberations or decision regarding the matter under consideration.

The minutes of the meeting shall reflect that conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by vote of the board of directors, excluding that individual.

In the event that a potential conflict of interest is not disclosed, the matter shall be referred to the board of directors for determination of continued membership of the individual concerned.

CONFLICT OF INTEREST STATEMENT

I, _____, understand the concept of a conflict of interest and represent that I have not knowing been a party to a conflict-of-interest action that has not been previously disclosed to the president of the board of directors. I also agree to report any potential future conflicts of interest to the president of the board of directors prior to engaging in the action or activity.

Signature: _____

Date: _____

EXHIBIT B

CODE OF CONDUCT

As a member of the HCP Governance Board, I will strive to improve student achievement in public education, and to that end I will:

1. Attend all scheduled board meetings insofar as possible, having read my packet ensuring that I am informed about the issues to be considered at the meeting;
2. Recognize that the board must comply with the Oklahoma Open Meetings Act and only has authority to make decisions at official board meetings;
3. Make all decisions based on the available facts and my independent judgment, and refuse to surrender that judgment to individuals or special interest groups;
4. Understand that the board makes decisions as a team. Individual board members may not commit the board to any action unless so authorized by official board action;
5. Recognize that decisions are made by a majority vote and the outcome should be supported by all board members;
6. Acknowledge that policy decisions are a primary function of the board and should be made after full discussion at publicly held board meetings, recognizing that authority to administer policy rests with the superintendent;
7. Be open, fair and honest – no hidden agendas – and respect the right of other board members to have opinions and ideas which differ from mine;
8. Recognize that the superintendent or the administrator is the board's advisor and should be present at all meetings, except when the board is considering the superintendent's evaluation, contract or salary;
9. Understand the chain of command and refer problems or complaints to the proper administrative office while refraining from communications that may create conditions of bias should a concern ever rise to the attention of the board as a hearings panel;
10. Keep abreast of important developments in educational trends, research and practices by individual study and through participation in programs providing such information;
11. Respect the right of the public to be informed about district decisions and school operations;

- 12. Understand that I will receive information that is confidential and cannot be shared;
- 13. Give staff the respect and consideration due skilled, professional employees and support the employment of those best qualified to serve as district staff, while insisting on regular and impartial evaluation of all staff;
- 14. Present personal criticism of district operations to the superintendent or administrator, not to district staff or during a board meeting;
- 15. Understand that I will not act in such a way to bring disrepute upon the district and that there is but one spokesperson, except in legal matters for the district;
- 16. Refuse to use my board position for personal or family gain or prestige. Announce any conflict(s) of interest before board action is taken; and
- 17. Remember always that my first and greatest concern must be the educational welfare of the students attending Harding Charter Preparatory School District.

CODE OF CONDUCT STATEMENT

I, _____, recognize the important responsibility I am undertaking in serving as a member of the HCP Governance Board. I hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role and abide by this Code of Conduct.

Signature: _____

Date: _____