

**BYLAWS OF THE UNIVERSITY OF HOUSTON CHARTER SCHOOL BOARD**  
*JANUARY 26, 2015*

**ARTICLE I – NAME**

Section 1.01 Name: The name of this organization shall be the University of Houston (UH) Charter School Board and in these Bylaws shall be referred to as the “Charter School Board”.

**ARTICLE II – BOARD OF REGENTS’ POLICIES**

Section 2.01 Subordination Clause: This organization is established by authority of the University of Houston System Board of Regents. The organization will adhere to all applicable provisions of State law and the policies of the University of Houston System Regents as well as University of Houston policies as contained in the University of Houston System Administrative Memoranda (“Policies”). In the event a provision in these Bylaws is in conflict with those policies, Regent and University Policies shall govern.

**ARTICLE III – PURPOSE and RESPONSIBILITIES**

Section 3.01 Purpose: The UH Charter School Board is appointed by the Dean of the UH College of Education (“Dean”) to advise him or her on operation of the UH Charter School (“School”) in accordance with the following established mission statement:

The UHCS is to provide a student-centered curriculum that enhances the intellectual development, technological fluency and leadership ability of students. The knowledge gained by the students will allow them to transfer into the sixth grade at other schools and will give them strategic advantages.

Section 3.02 Responsibilities: The UH Charter School Board will provide management for the UH Charter School and will include the following general responsibilities:

1. Reviewing annual operating and capital budgets and making recommendations to the UH President for approval;
2. Reviewing and approving the school audited financial statements;
3. Recruiting and selecting the Principal/Superintendent to recommend for final approval by the UH President;
4. Evaluation of Principal/Superintendent
5. Quarterly monitoring of budget, but amounts expended in excess of the approved annual budget must be approved in accordance with University policies and procedures;
6. Reviewing all lease arrangements in accordance with University policies and procedures;
7. Approval of broad education policies, such as student goals, assessments, and code of conduct;
8. Approval of fundraising measures in compliance with applicable law;
9. Approval for all employee, faculty and student handbooks, and human resource

- and business policy manuals as necessary, to the extent they do not conflict with Regent policies or other University policies;
10. Adjudication/appeal of parent and student complaints.

The University of Houston Board of Regents retains ultimate responsibility for the UH Charter School and will continue to provide broad oversight to ensure fiscal responsibility. Final approval for the University's annual budget, which includes the Charter School, will remain with the University of Houston Board of Regents.

#### ARTICLE IV – CHARTER SCHOOL BOARD MEMBERSHIP

Section 4.01 Membership: The Dean of the UH College of Education will appoint five (5) members to serve on the initial Charter School Board. The Dean may appoint additional members not to exceed a total of seven (7) members. The initial composition of the board shall be as follows:

1. Dean of UH College of Education – permanent chair of the board
2. Faculty member of the UH College of Education – appointed by the Dean
3. Community Representative – appointed by the Dean
4. Parent Representative – appointed by the Dean upon the recommendation of the UHCS Principal
5. Teacher Representative – appointed by the Dean upon the recommendation of the UHCS Principal

The UHCS Principal/Superintendent shall be a permanent ex-officio non-voting member of the board.

Section 4.02 Term of Office – Initial Board: The terms of the initial five (5) board members will be staggered in the following manner: Teacher Representative – one-year term; Parent Representative – two-year term; Community Representative and Education Faculty member – three year terms. The Dean will designate the terms on appointment of the initial members as well as on appointment of additional members. The initial terms of appointment from December 2014 – July 1, 2015 shall not be included in the computation of terms of office for this Section 4.02 or for the term limits provisions of Section 4.04 below.

Section 4.03 Manner of Appointment: After initial appointments, the Dean will appoint new members based on the membership criteria in Section 4.01 above. The Charter School Board may recommend to the Dean new members for appointment. A member may not exceed the term limit set out in Section 4.04 below.

Section 4.04 Term of Office and Term Limit: After the initial term of office set forth in 4.02 above, the term of office for each Charter School Board position shall be three (3) years. The term of office of each Charter School Board member shall be deemed to commence as of the July 1st closest in time to the date of appointment of such member, and shall be deemed to end as of June 30. Except as set out in this Section 4.04 and in Section 4.02, the term limit for each member shall be six consecutive years.

Any person who has served six (6) or more consecutive years as a member shall be deemed to have submitted his or her resignation, which shall not take effect until the Dean has appointed their replacement.

## ARTICLE V – MEETINGS

Section 5.01 Meetings: The Charter School Board shall meet at least quarterly. Regular meetings of the Charter School Board shall be held at such times as the Board may determine. Special meetings of the Board shall be called by the Chairperson of this Charter School Board or by the Vice-Chair/Secretary when performing the duties of the Chair. Regular or special meetings shall be held at any suitable location in Harris County, Texas.

Section 5.02 Notice: The Secretary shall give notice of any meeting, to each Charter School Board member not less than five (5) days before the date of the meeting, if practicable. The notice shall be in writing, shall specify the location, date, and hour of the meeting, and shall clearly state the purpose and the business to be transacted at the meeting. Notice may be delivered personally, by facsimile transmission, by mail or electronic mail. In accordance with the Texas Open Meetings Act Chapter 551, the notice of the meeting must be posted in a place readily accessible to the public at all times for at least 72 hours before the scheduled time of the meeting, unless there exists an emergency or urgent public necessity in which case the notice of the meeting or supplemental notice of subject added to the meeting shall be posted at least 2 hours prior to the meeting.

Section 5.03 Waiver of Defects: Each Charter School Board member present at a meeting person shall be deemed to have waived any objection to defects in the calling or notice of a meeting of the Charter School Board, unless prior to the adjournment of the meeting such Charter School Board member submits to the Secretary a written objection setting out the basis for such objection.

Section 5.04 Quorums: Except as otherwise provided by law, a quorum for any regular, or special meeting shall be constituted if a majority of the Charter School Board members then serving on the Charter School Board are present at such meeting. If less than a quorum is present at any meeting, a majority of the Charter School Board members present may adjourn the meeting.

Section 5.05 Voting: If at least a quorum is present at a meeting, the affirmative vote of a majority of the Charter School Board members present at the meeting shall constitute an act of the Board, unless a larger number of votes is required by law, or these Bylaws. Voting by Charter School Board members shall be in person.

Section 5.06 Meeting Attendance: Charter School Board members shall be required to attend all meetings of the Charter School Board. The Charter School Board may, for good cause shown, as may be determined within its discretion, excuse a Charter School Board member from attendance at a Charter School Board meeting. If a member is absent from:

- (a) three (3) consecutive meetings of the Charter School Board without having been excused by the Chairperson, or
- (b) more than half of the meetings of the Charter School Board during any twelve month period without having been excused by the Chairperson, then, the Charter School Board may recommend removal such member in the manner contemplated by these Bylaws.

Section 5.07 Removal: The Charter School Board may recommend removal of a member. In such cases, the removal a member shall require the affirmative vote of at least four of the members then serving on the Charter School Board. In the case that there are seven members on the Charter School Board, removal of a member shall require at least five affirmative votes.

Section 5.08 Resignation: A member may resign from his or her position as Member of the Charter School Board by so notifying the Charter School Board Chairperson in writing. The resignation shall be effective when received.

Section 5.09 Compensation: Charter School Board members shall not receive any salary or compensation for their services.

Section 5.10 Public Forum: Members of the public may seek to address the Charter School Board during a public forum portion of regularly scheduled meetings. Requests to address the Board should be sent to the Chair and must be received one week before the meeting. The length of any one presentation is limited to three (3) minutes. The total length of the public forum shall not exceed ten (10) minutes. No discussion shall take place of any issues raised that are not on the Agenda.

## ARTICLE VI – BOARD COMMITTEES

Section 6.01 Executive Committee: There shall be an Executive Committee, which shall consist of the Officers and such other persons as the Board may designate from time to time. The Executive Committee shall have and exercise all of the authority of the Board to manage the business and affairs of the School between Board meetings, except where action of the Board is required by law or these Bylaws. All actions of the Executive Committee shall be subject to ratification of the Board. The Chairperson of the Board shall act as the Chairperson of the Executive Committee. The Executive Committee shall meet at the request of the Chairperson. The notice, waiver and voting provisions set out in Article V above for meetings of the Board shall also be applicable to meetings of the Executive Committee. A quorum for any Executive Committee meeting shall be constituted if a majority of the members of the Executive Committee are present in person or by telephone at such meeting.

Section 6.02 Ad Hoc Committees: The Board may from time to time establish and empower one or more ad hoc committees for such purposes as the Board deems sufficient.

- (a) Any *ad hoc* committees shall have the authority only to make recommendations to the Board, and to exercise, to the extent permitted by law, University of Houston policies, or these Bylaws, such additional powers as may be granted from time to time by the Board. For the avoidance of doubt no *ad hoc* committee shall have the right to expend funds or to commit to expend funds without the express authority of the Board.

- (b) The Board shall have the power to disband any ad hoc committee, either with or without cause, at any time. Each ad hoc committee shall consist of Board members and other persons appointed by the Chairperson of the Board, and shall be chaired by a Board member appointed by the Chairperson of the Board. The Chairperson of the Board shall have the power to fill vacancies and/or change the person and/or membership of any standing or *ad hoc* committee at any time.

Section 6.03 Committee Procedure: Unless the Board shall determine otherwise, any standing or *ad hoc* committee may by resolution of a majority of its committee members fix the time and place of its meetings, whether within or without Harris County, Texas, and establish its rules of notice, quorum, voting and other procedural matters. Each committee shall keep regular minutes of its proceedings, and shall report to the Board when required.

## ARTICLE VII – OFFICERS

Section 7.01 Officers: The Officers of the Board shall be the Chairperson, the Secretary/Vice Chairperson, and the Principal/Superintendent.

Section 7.02 Power and Duties of Officers: Officers of the Board shall have the powers and duties described below:

- (a) The Chairperson shall in general supervise and control all of the business and administrative affairs of the School. Except as otherwise stated in these Bylaws, the Chairperson shall have the power to appoint the members and chairperson for each standing and ad hoc committee, to fill vacancies and to change the chairperson and/or membership of any committee at any time. The Chairperson shall be a member of and preside at all meetings of the Board and the Executive Committee, and shall be an ex officio member of each standing and ad hoc committee. When authorized by a duly adopted resolution of the Board and the University of Houston rules and regulations, the Chairperson may sign documents in the name of School. In general he or she shall have the usual powers and duties pertaining to the office of Chairperson, and such additional duties as may be prescribed by the Board from time to time.
- (b) The Vice-Chairperson/Secretary shall be appointed by the Dean and shall perform the duties of the Chairperson in the Chairperson's absence, disability or incapacity to act, and when so acting shall have all the powers and be subject to all the restrictions of the Chairperson. The Vice-Chairperson/Secretary shall issue, or cause the issuance of, all notices to meetings of the Board and in accordance with the provisions of these bylaws or as required by law. He or she shall record, or cause the recordation of, the minutes of the meetings of the Charter School Board,
- (c) The Principal/Superintendent shall be chief administrator of the School. He or she shall be in charge of and responsible for the supervision of all aspects of the administration, management and operation of the School, subject only to the policies and procedures established by the Board and the direction and control of the Board. The Principal/Superintendent shall serve as an ex officio and non voting member of and attend all meetings of the Board and of the various committees of the Board, other than

meetings from which the Chairperson of the Board has excused the Principal/Superintendent.

The Principal/Superintendent may delegate such portion of his or her duties and authorities, as he or she deems appropriate; provided that the Principal/Superintendent shall retain ultimate responsibility for the performance of such duties.

Section 7.03 Removal: The President of UH may remove any Officer from his or her office at any time with or without cause.

#### ARTICLE VIII – MISCELLANEOUS PROVISIONS

Section 8.03 Fiscal Year: The fiscal year of the School shall begin on the first day of September and end on the last day of the following August.

Section 8.04 Effect of Bylaws: These Bylaws are intended to serve as a general guide to the conduct of the business and affairs of the School.

Section 8.05 Amendment of Bylaws: These Bylaws may be amended by additions, deletions, or repeal and adoption of new bylaws by the President of UH after consultation with the members then serving on the Board.

*These Bylaws were approved by the University of Houston Charter School Board at its initial meeting, January 26, 2015.*