BY-LAWS
OF
THE GOVERNANCE BOARD
OF
HARDING CHARTER PREPARATORY HIGH SCHOOL

ARTICLE I

SECTION 1. NAME. The name of the organization shall be Harding Charter Preparatory High School Governance Board (hereinafter Board).

SECTION 2. LOCATION. The location of the facility shall be 3333 N. Shartel, Oklahoma City, Oklahoma 73118.

SECTION 3. FISCAL YEAR. The fiscal year of the Board shall coincide with the fiscal year of Oklahoma City Public Schools.

SECTION 4. ADMINISTRATOR. The Administrator shall serve in the role traditionally held by a School’s Principal as Chief Administrator for the day-to-day operations of the School as well as provide such other services and duties as shall be assigned by the Board. At all times the Administrator shall account to and serve at the direction of the Board. The Administrator shall be appointed by the Board and may be removed by a vote of the majority of the Board, with or without cause, whenever in its judgment the best interests of the School are served by such action. In addition the Administrator may accept on behalf of the School any contribution, gift, grant, bequest or devise for the general purposes or for any special purpose of the School.

ARTICLE II
GOVERNANCE BOARD

SECTION 1. MEMBERS The membership of the Board shall be comprised as follows: up to two (2) positions per grade level, which shall be filled by a parent or guardian of a student or students enrolled at Harding Charter Preparatory High School (hereinafter HCP); up to seven (7) members, from the community, who shall serve as community-at-large members and who shall not be a parent, guardian, a teacher or an employee connected with HCP and up to two (2) members who shall be from the Harding High School Alumni (including HCP alumni) to serve as alumni members and shall not be a parent, guardian, teacher or employee connected with HCP. The Administrator of HCP and his/her designee shall serve on the Board as ex-officio members. Only one (1) member per student-family may serve on the Board at any one time, regardless of the number of children/wards they have enrolled in HCP. The Board may alter the number and/or type of members at any time, by a majority vote. The fact that any grade level does not elect, for whatever reason, its allotted number of members does not prevent the other grade levels from electing its allotted members.
SECTION 1A. STUDENT & FACULTY BOARD LIASIONS: In order to receive input and feedback from teachers and students there shall be two liaison positions created on the Board.

1A1: Student liaison. This position shall be filled by an officer of the Student Council to be rotated amongst the officers.

1A2: Faculty liaison: This position shall be filled by the Department Heads and Horizontal Leaders who shall rotate the position amongst themselves, on a monthly basis.

1A3: These positions shall be permitted to provide insight only into in non-executive session Agenda items. These positions are non-voting liaison only.

SECTION 2. ELECTION AND TERM. The members of the Board shall hold office until their successors are elected or until their death, resignation or removal. Parent/ Guardian members shall be elected by a majority vote of the eligible voters of a duly called meeting of the Harding Charter Preparatory Parent Organization (hereinafter “HCPPO”). The whose-terms of those elected shall be for the normal length of time for the grade level to which they were elected provided that their child/ward remains enrolled at HCP (i.e. a freshman parent will serve until their child becomes a senior and graduates). Each family of a student shall have one (1) vote regardless of the number of children/wards of the family enrolled at HCP. The community and alumni members shall be appointed by the parent/guardian members of the Board and shall serve 3 year terms. The Administrator’s and his/her designee’s position on the Board will coincide with the length of their specific contract of employment. Community and alumni Board members may be re-appointed to subsequent terms of service. The nomination for parent/guardian Board members shall occur in August of each school year and the election thereof shall occur in September of each school year. The community and alumni members shall be appointed by the Board at its July meeting. Current alumni and community members shall be grandfathered, with the 2013-2014 school year being the first year of their terms. The Board may appoint additional members for the community or alumni positions as the need arises during the year, not to exceed the numbers in Section 1 of this Article.

SECTION 3. VACANCIES. In the event of a vacancy on the Board, the Board shall fill said vacancy, if a parent member, by appointing, upon the recommendation of the officers of HCPPO, a similar classed individual, until such time as the HCPPO elects a replacement for that vacancy. Community and Alumni members shall be filled by the Board. Parent/guardian members shall only be replaced with another parent/guardian of the same grade level. Community/alumni members shall be replaced by other community/alumni members. HCPPO shall hold elections for said vacancy at the meeting after the seat becomes vacant with the election to take place the following month.
SECTION 4. GENERAL POWERS AND DUTIES. The property, business and affairs of HCP shall be managed by the Board, with Families for Excellence in Education (HCP’s parent organization) exercising supervisory authority. Without limiting the generality of the foregoing, the Board may exercise all such powers of, for and over HCP as are provided by the State Board of Education, Oklahoma City Board of Education policies, statutes, Families’ By-Laws and these By-Laws. The Board shall have responsibility for the day-to-day operations of HCP. The Board may assign duties and responsibilities to appropriate subcommittees, as needed. Any such committee shall serve at the pleasure of the Board and may be reassigned, dissolved or disbanded, at any time, at the discretion of the Board. Committees do not possess authority to bind the Board or HCP as all recommendations or decisions of a committee must be approved by the Board before they can be placed into effect. The Board may assign the day-to-day operations of HCP to the Administrator, with the Board exercising supervisory authority.

SECTION 5. COMPENSATION. Members of the Board shall not receive any compensation of any kind or means, except appropriate parent hours for their service.

SECTION 6. RESIGNATIONS AND REMOVAL. Any member of the Board may resign at any time by giving written notice to the President or Secretary of the Board. Such resignation shall take effect at the time specified therein, and unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Any member may be removed at any time, with or without cause, as determined by a two-thirds (2/3) vote of the members of the Board present and voting and in consultation with the Board’s legal counsel. Any such vacancies shall be filled by the Board as set forth in Article II, Section 3.

SECTION 7. MANNER OF ACTING. The act of a majority, except where otherwise specifically authorized herein, of the members of the Board present and voting at any meeting at which a quorum is present shall be the act of the Board.

SECTION 8: QUORUM: The quorum shall consist of a majority number of the total voting members of the Board for purpose of transacting any business of the Board.

SECTION 9: VOTING: Each member of the Board shall have one (1) vote. The ex-officio and liaison members shall not have voting privileges.
ARTICLE III
OFFICERS OF THE GOVERNANCE BOARD

SECTION 1. OFFICERS. The officers of the Governance Board shall consist of President, Vice-President, Secretary and Treasurer. The Treasurer position is optional.

SECTION 2. ELECTION AND TERM. Officers shall be elected annually with said election to occur at the February meeting of the Board and will take office on July 1st for the following school year. (Ex. Election 2/09 for 2009/2010 school year). Ex Officio members are not eligible to serve as officers. Officers shall be elected by a majority vote of the Board and shall serve until their terms expire or until their resignation, death or removal or until their successors are elected and qualified.

SECTION 3. VACANCIES. Any vacancies among the Officers shall be filled by the vote of a majority of the Board. Any person appointed to fill a vacancy shall serve the unexpired term of his/her predecessor in office.

SECTION 4. PRESIDENT. The President shall be the executive officer of the Board. The President shall, in general, supervise and control all of the business and affairs of the Board, and shall see that all orders and resolutions of the Board are carried into effect. The President shall preside over all meetings of the Governing Board. The President shall execute all contracts, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated in written form by the Board to some other Officer or agent of the School, including but not limited to the Administrator of HCP. In general, the President shall perform all duties and may exercise all rights as are stated in the approved charter for HCP, these By-Laws and with the approval of a quorum of the Board. The President shall have the responsibility of appointing the Chairperson and members of any committees established by the Board, which appointment shall be ratified by a majority vote of the Board, prior to the assumption of said positions.

SECTION 5. VICE-PRESIDENT. The Vice-President shall have all the powers and perform all of the duties of the President in the absence or disability of the President. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Governing Board.

SECTION 6. SECRETARY. The Secretary shall keep full Minutes of all the meetings of the Governance Board. The Secretary shall attend the meetings of the Governance Board and shall act as clerk thereof and record all acts and votes and the Minutes of all proceedings in one or more books to be kept for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws or as required by law and shall perform such other duties as may be assigned him/her by the President or by the Governance Board. The Secretary may delegate the keeping of the minutes of all proceedings to an administrative staff member of HCP.
SECTION 7. _TREASURER._ The Office of the Treasurer is optional at the sole discretion of the Board. The Board may in its discretion assign the duties of the Treasurer to the Administrator, which said assignment can be retracted at any time at the discretion of the Board. If the Board assigns the duties of the Treasurer to the Administrator, then in that event, the office of Treasurer is not required to be filled. The Treasurer shall record all revenues and expenditures of the Board, maintain accurate and up-to-date records of the Board’s budget, and report the status of said records monthly to the Governance Board. In addition, the Treasurer may accept on behalf of the Board any contribution, gift, grant, bequest or device for the general purposes or for any special purpose of the Board. The Treasurer shall also perform such duties as from time to time may be assigned to him/her by the President or by the Governance Board. The Board may in its discretion assign these duties to the Administrator. The office of Treasurer is optional and not required.

SECTION 8. _RESIGNATION OR REMOVAL._ Any Officer may resign at any time by giving written notice to the Governance Board. Such resignation shall take effect at the time specified therein, and unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed at any time, with or without cause by a two-thirds (2/3) vote of the members of the Board. Any such vacancies shall be filled by the Board.

SECTION 9. _SECRETARY AND TREASURER._ The positions of Secretary and Treasurer may be served by the same individual at the discretion of the Board.

ARTICLE IV
MEETINGS

SECTION 1. _REGULAR MEETINGS._ Regular meetings of the Board shall be held on the second (2nd) Tuesday of each and every month, beginning at 5:30 p.m. Notice of all meetings shall be in compliance with the Oklahoma Open Meeting Laws and other Oklahoma law as required.

SECTION 2. _SPECIAL AND EMERGENCY MEETINGS._ Special and Emergency meetings may be called by the President, the Administrator or a majority of the Board of Directors in conformance with the Oklahoma Open Meeting Laws.

SECTION 3. _NOTICE OF SPECIAL MEETINGS._ The secretary shall cause written or printed notice stating the place, day, and time of any special meeting of members or directors as required by the Oklahoma Open Meeting Laws. The purpose for which the special meeting is called shall be stated in the notice. The Secretary may assign this duty to school staff at their discretion.
SECTION 4. **QUORUM.** A quorum shall be as stated in Article II, Section 8. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time and until such time as a quorum can be present.

SECTION 5. **EXECUTIVE SESSIONS.** All meetings of the Board shall be open to the public, except that, upon a vote of the majority of the members of the Board present, an executive session may be held to discuss any matter, item or issue which is permitted pursuant to the Oklahoma Open Meeting Laws. The motion requesting the executive session shall state the general nature of the matter to be discussed. Those persons deemed necessary to the matters to be discussed in the executive session, as allowed under the Oklahoma Open Meeting Act may be present during the executive session. The Board shall not make final policy decisions, nor shall any resolution, rule, regulation or formal action or any action approving a contract or calling for the payment of money be adopted or approved at any session which is closed to the general public. Matters discussed during executive sessions shall remain confidential among those attending. The Secretary shall maintain topical minutes of all executive sessions. Any vote taken in regards to matters conducted in Executive Session shall be taken in open session pursuant to Oklahoma Open Meeting Act.

**ARTICLE V**

**COMMITTEES OF THE BOARD**

SECTION 1. **STANDING COMMITTEES.** The Board may establish standing committees to assist it in its duties. Each committee shall serve at the pleasure of the Board. The Board hereby establishes the following standing committees: Finance, Advisory, Public Relations and Operations. The committees may meet as often as they deem necessary to transact their business. The Finance Committee shall meet monthly. All committee meetings shall comply with the Oklahoma Open Meetings Act. The Board may dissolve any standing committee by a majority vote of the Board for any reason and do so at any time during the committee’s existence.

SECTION 2. **COMMITTEES.** The Board may establish other committees it deems necessary to assist it in its duties. Any committee so established shall be governed by the same provisions as those that govern the standing committees.

SECTION 3. **MEMBERSHIP.** The members will be assigned by the Board. The Board may delegate the assignment of committee members to one or more of its members, which such assignments shall be approved by a majority vote of the Board. Each committee shall have at least one (1) member who is a Governance Board member.
SECTION 4. AUTHORITY AND RESPONSIBILITY. Each committee shall be clearly instructed as to the extent and limitation of its authority and responsibilities, the resources the Board will provide, and the approximate timetable in which the Board is to be provided with reports, by the committee. Recommendations of committees shall be based on research and fact. 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:

a. Finance: Responsibility shall concern all issues involving or relating to budgetary, auditing, accounting and fundraising matters;

b. Operations: Responsibility shall concern all issues involving or relating to staffing, crisis management procedures and lottery procedures;

c. Public Relations: Responsibility shall concern all issues involving or related to promotion of HCP, web-site matters; assignment of Board members for attendance at HCPPO meetings;

d. Advisory: Responsibility shall concern all issues involving or relating to the legal needs of HCP, including but not limited to: contracts, charter, policies and procedures, handbooks and By-laws.

SECTION 5. COMMITTEE POWERS AND PREROGATIVES. The Governance Board is possessed of certain legal powers and prerogatives which cannot be delegated or surrendered to others. Therefore, all recommendations of committees must be submitted to the Board for official action. 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.

SECTION 6. MEETINGS. Committees, including standing committees, may meet as often as the committee deems necessary to perform its functions and responsibilities unless directed otherwise by the Board. The Board, in its discretion may require a committee to meet on at-least, a monthly basis. Committees of the Board shall comply with the requirements concerning public meetings as set forth in the Oklahoma Open Meeting Law.

SECTION 7. TERM. All the positions on the committee shall be for a one (1) school-year term. Each committee member shall hold office until his/her term expires, their removal, resignation, death or until their successor is appointed. Members may be re-appointed for as many terms as the Board may determine.
SECTION 8. POLICIES AND PROCEDURES. The committees shall operate under the same policies and procedures as the Board, as it relates to filling member vacancies due to resignations, deaths or removal (See Article II, Sections 3 and 6). Each committee shall abide by the same policies and procedures as required of the Board under Oklahoma law, including but not limited to the Oklahoma Open Meeting laws.

SECTION 9. LEADERSHIP A Chairperson shall be appointed as stated in Article III, Section 4 and Article V, Section 3. The Chairperson shall run the meetings and serve as the Committee’s liaison to the Board. The committee may appoint a Vice-Chairperson to serve as Chairperson whenever the Chairperson is unable to attend any meeting or perform their duties.

ARTICLE VI
COMMUNITY COMMITTEE

SECTION 1. PURPOSE A Community Committee comprised of up to 15 community members, who shall serve at the pleasure of the Board, may be established in the Board’s discretion. The number of members may be revised by a majority vote of the Board at any meeting. The function of the Community Committee shall be to provide input and counsel to the Board so that the Board may more effectively set policies and procedures and administer HCP. The Committee shall also serve as HCP’s and the Board’s liaison to the community and assist in the promotion of HCP. Members of the Community Committee shall receive no compensation of any means, except the awarding of appropriate parent hours, if applicable, for such service. The Community Committee shall meet at least three (3) times per year, same being in September, January and April of each school year. The Committee may meet at other times, when necessary to fulfill its purpose. The Committee shall abide by all of the same rules and statutes as the Board, including the Open Meetings Law.

SECTION 2. APPOINTMENT. Each member of the Committee shall be appointed by a majority vote of the Board. The Board will make such appointments no later than its July business meeting. The Board may make appoint or remove members in its sole discretions, as the need arises.

SECTION 3. TERM. All the positions will be for one (1) school-year terms. Each Committee member shall continue to hold office until expiration of their term, reappointment, resignation, death, removal or until their successor is appointed.

SECTION 4. POLICIES AND PROCEDURES. The Committee may establish its own policies and procedures, which shall be approved by the Board. The Board in its discretion may accept, in whole or in part said policies and procedures or make any revisions it deems necessary. All such policies and procedures shall comply with all applicable rules, regulations and statutes with which the Board must comply.
SECTION 5. **LEADERSHIP** A Chairperson shall be elected by and from among the Committee members to run the meetings and serve as the Committee’s liaison to the Board. This person’s leadership role shall coincide with his/her term of appointed office unless the Committee deems it necessary to terminate her/his leadership role prior to expiration of her/his term, which in that event, termination shall require a majority vote of the members and must be initiated through consultation with and approval of the Board.

ARTICLE VII
CONTRACTS AND GRANTS

SECTION 1. **CONTRACTS.** All contracts must be evaluated by the Board and intent to proceed on the contract must be secured by a majority vote of the Board. Only the President and the Secretary 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 upon an affirmative vote of the Board. All contracts must be approved by Foundation which said approval may be assigned to a duly authorized agent.

SECTION 2. **GRANTS.** The President and/or Treasurer of the Board may accept on behalf of HCP any contribution, gift, grant, bequest or devise for the general purposes or for any special purpose of HCP. Donation of the above must be reported to the Board at the next scheduled meeting. These two (2) officers act as the Board’s agents and have the Board’s consent to pursue and accept monies to support HCP’s activities. 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 Secretary of the Board who will bring it to the attention of the Board. The Principal of HCP will also review and make recommendations on the acceptance or rejection of all proposals. All such contributions, gifts, grants, donations, bequests, or devises must be processed through Families or the Foundation, once it has attained its 501(c)(3) status.

ARTICLE VIII
BOOKS AND RECORDS

The Secretary of the Board shall keep on behalf of the board Minutes of the proceedings of its members, Board and Committees, and shall keep at its registered or principle office a record giving the names and addresses of the Board members and operating Committees. All records of the Board are considered public documents and may be inspected at any reasonable time. However, student records, personnel records and any other record protected under the privacy laws are excluded from this provision.
ARTICLE IX
PROCEDURE TO AMEND THE BY-LAWS

These By-Laws may be amended, altered or repealed and new By-laws adopted upon the majority vote of the Board present and voting at a regular board meeting held subsequent to a regular board meeting at which a notice, in writing, providing for such amendment, alteration or repeal shall have been read and provided to the members and upon approval of the Board of Education in matters of material conflict with the HCP’s Contract. Notice shall be sufficient by placing same in a dedicated place within the school’s office.

The President at a regular business meeting of the Governance Board of Harding Charter Preparatory High School and the Secretary of said Board have heretofore certified that the within and foregoing By-Laws were section-by-section read and adopted by the vote of the members of said board at the meeting held at Oklahoma City, Oklahoma, on August 13, 2018, and there was present and voting at said meeting a quorum.

DATED at Oklahoma City, Oklahoma, this the 14th day of May 2019.

VICE-PRESIDENT

ATTEST:
SECRETARY

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