

BYLAWS OF HARDING INDEPENDENCE CHARTER DISTRICT, INC.

ARTICLE I. ORGANIZATION

SECTION 1.1 NAME. The name of the Organization shall be Harding Independence Charter District, Inc., (hereinafter HICD).

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

SECTION 1.3 SCHOOLS. The current schools operating under HICD are Harding Charter Preparatory High School and Independence Charter Middle School. These bylaws do not prevent HICD 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, HICD is organized for educational, scientific and literary purpose. This purpose includes providing for the establishment, funding and operation of charter schools in Oklahoma. The vision of our schools is to adequately prepare all students for a post-secondary education of their choice after graduation. The mission of Harding Charter Preparatory High School is to provide each student with an academically challenging and equitable educational experience through an Advanced Placement curriculum, which will prepare graduates for success at a four-year university. The mission of Independence Charter Middle School is to prepare students to be successful in a college preparatory high school.

SECTION 2.2 POWERS. HICD 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, HICD 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, HICD 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. HICD 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. HICD may delegate the authority to negotiate and sign contracts with vendors or entities providing services to either school principal or to the superintendent.

SECTION 2.3 RECEIPT OF FUNDS. HICD 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. HICD may delegate this authority to the respective schools or to the superintendent.

ARTICLE III. OFFICE

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

ARTICLE IV. MEMBERSHIP

SECTION 4.1 MEMBERS. HICD 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 HICD 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 HICD 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. 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 HICD 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 HICD.

SECTION 4.4 CONFLICT OF INTEREST. All members of HICD 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 HICD shall acknowledge and sign the Code of Conduct for HICD Governance Board members, a copy of which is attached hereto as Exhibit B.

ARTICLE V. BOARD OF DIRECTORS

SECTION 5.1 DIRECTORS. HICD 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 HICD is not transferable or assignable. The directors shall be the only members of HICD, as noted in Article IV.

SECTION 5.2 NUMBER AND COMPOSITION. It is HICD's plan that its governance board will eventually number no more than thirteen (13) directors. Until such time, the board shall consist of those directors currently serving on each school's board; these directors shall be grandfathered in their positions on the HICD Governance Board until their respective terms expire, they resign or are removed. Beginning with the 2021-2022 school year, each school shall elect one (1) parent/guardian director from its first-year incoming grade (fifth and/or sixth grade(s) for ICMS and ninth grade for HCP) and such shall continue in like manner until changed by the board, with the intent that each grade level at each school site shall be represented by its own parent/guardian director. The parent/guardian directors shall appoint the community members. There shall not be more than five (5) community directors serving on the board. The number of directors may be increased or decreased from time to time by amendment to these bylaws. No decrease shall shorten the term of any incumbent director nor shall the number of directors be decreased or increased, at any time, unless by a two-thirds vote of the board.

SECTION 5.3 ELECTIONS. Parent/Guardian directors shall be elected by the schools' respective parent organizations, with said election to occur at each organization's September meeting. If either school does not have a functioning parent organization, then, in that event, the executive committee shall perform the function of the parent organization and appoint a parent/guardian member for that school.

SECTION 5.4 TERMS. New members shall take their seats at the governance board's next regular meeting after being elected/appointed, signing all required documents and completing a background check. The parent/guardian members' terms shall be for the normal length of time for the child, in the grade level the member was elected to represent, to graduate from their respective school, provided their child/ward remains enrolled at their school (i.e., an ICMS parent/guardian shall serve until their child/ward graduates eighth (8th) grade and an HCP parent/guardian shall serve until their child/ward graduates twelfth (12th) grade). Should an ICMS parent/guardian wish to become a ninth (9th) grade representative, the parent/guardian must stand for nomination and election as such. If a parent/guardian member's child/ward leaves the school from which the parent/guardian has been elected as a member, then their term on the board shall immediately terminate. Each community member shall serve a four-year term. Community board members may be reappointed to subsequent terms of service. The community members shall be appointed by the board at its June meeting. Current community members shall be grandfathered, with the 2021-2022 school year being the first year of their terms.

SECTION 5.5 GOVERNANCE BOARD TRAINING. Each member of the board shall be required within fifteen (15) months of appointment to the board 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. Additionally, for every year after the first fifteen (15) months of appointment that a member of the board continues to serve on the board, the member 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. If a member of the board fails to obtain the required hours of instruction, the board shall replace the member within sixty (60) days of determining that the member has failed to meet the required hours of instruction. The member shall be removed when the replacement is seated.

SECTION 5.6 VACANCIES. Upon the board attaining the planned number of directors as set forth in Section 5.2, vacancies occurring on the board shall be filled by a person, who shall be selected by the board, who will serve for the remaining term of the person they are replacing and be of the same member status as the person they are replacing (i.e., a sixth-grade parent/guardian shall be replaced by a sixth-grade parent/guardian and a community member shall be replaced by a person from the community). Should a parent/guardian member who is occupying a grade level which has more than one member leave the board, no other person shall be elected or appointed to occupy the vacated position. Should a parent/guardian member resign or otherwise be removed leaving that grade level without a member, said member shall be replaced. Parent/Guardian members shall be nominated by the executive committee and voted on by the parent/guardian members. Should a community member resign or otherwise be removed, said member shall be replaced at the discretion of the parent/guardian members. Community members shall be nominated by the executive committee and voted on by the parent/guardian members.

SECTION 5.7 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. However, in the event of a national or statewide declared emergency preventing the directors being able to meet in person to conduct business, then, in that case, voting may take place by videoconferencing and/or teleconferencing if allowed by law and in the manner prescribed by law.

SECTION 5.8 TERMINATION OR RESIGNATION. If a director loses his/her membership for any reason whatsoever (i.e., their child no longer attends ICMS or HCP or moving out of the required area), his/her directorship on the board shall automatically and immediately terminate.

SECTION 5.9 GENERAL POWERS. The board shall be charged with the responsibilities and shall have the authority usually entrusted to a board of directors, including

the management of HICD, the management and control of the schools under HICD's authority and the control of their financial affairs as allowed by law, and those powers enumerated in Section 2.2, herein.

SECTION 5.10 QUALIFICATIONS. All directors must reside in the State of Oklahoma and in the areas in which the students of the respective school under its control reside. Directors must also comply with OKCPS' Charter School Policy I-22.

SECTION 5.11 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 HICD would be served.

SECTION 5.12 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. Such resignations shall take effect at the time specified therein, and, unless otherwise specified therein, no acceptance of such resignation by the board shall be necessary for it to take effect.

SECTION 5.13 COMPENSATION. Directors shall not receive any compensation for their service as directors, except they may be reimbursed for expenses incurred for the performance of their duties to HICD 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, which has been lawfully noticed and at which a quorum exists, shall be an act of the board and binding upon HICD.

SECTION 5.15 ABSENCE. Any director who is absent from three consecutive regular 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.

ARTICLE VI. MEETINGS

SECTION 6.1 REGULAR MEETINGS. The board of directors shall meet monthly for the purpose of transacting such business as may properly come before it. The board will meet monthly, 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 cause 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 regular or special meetings shall be posted outside the respective school's main office and/or the district office and in a location accessible to the public at all times and 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 HICD 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, except for the 2021-22 school year, when both nominations and elections shall be held at the July meeting. The officers of HICD 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 HICD 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 HICD 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 HICD and shall deposit the same in the official depositories and shall make distributions by the 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 HICD 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. 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.

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 HICD shall be signed by the president and the clerk.

SECTION 8.2 DEPOSITS. All funds given to HICD 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 HICD 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 OF THE BOARD

SECTION 9.1 COMMITTEES. A committee not having or exercising the authority of the board in the management of HICD may be designated by the president with the advice and consent of the board. The purpose for any committee shall be stated in its designation as well as if the committee shall have a limited duration.

SECTION 9.2 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: executive, finance, operations, public relations, legal, community outreach and superintendent evaluation. The committees may meet as often as they deem necessary to transact their business. 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. 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. Executive Committee: Responsibility shall concern all areas and issues relating to the governance of the schools; oversight of all committees and agendas; and management of governance board meetings. The Executive Committee shall act as and fulfill all the duties of a parent organization with regard to board appointments and elections should either school not have an active and operating parent organization.
- b. Finance Committee: Responsibility shall concern all issues involving or relating to finances, including but not limited to budgetary, auditing, accounting and fundraising matters.
- c. Operations Committee: Responsibility shall concern all issues involving or relating to facilities, operations, crisis management procedures and lottery procedures.
- d. Communications Committee: Responsibility shall concern all issues involving or related to ensuring the promotion and communication of HICD-related information, via physical or electronic methods, to students, parents, faculty, staff as well as other entities identified by the committee, board and/or administration.
- e. Legal Committee: Responsibility shall concern all issues involving or relating to the legal needs of the schools, including but not limited to: contracts, leases, the charter, policies and procedures, litigation, claims, handbooks and bylaws.
- f. Community Outreach: Responsibility shall concern all issues involving or relating to community support, fundraising, and furthering the vision/programs of the district.
- g. Superintendent Evaluation Committee: Responsibility shall concern all issues involving or relating to the evaluation of the superintendent.

SECTION 9.3 MEMBERS. The composition of committees shall be broadly representative and shall take into consideration the specific tasks assigned to the committee. Members will be selected by the board and may be individuals associated or not associated with either school. The board may delegate the assignment of committee members to one or more of its directors, with such assignments requiring approval by a majority vote of the board. It is recommended that each committee have a board member as chairperson. Members may serve on multiple committees at the same time. Members may be added to any committee whenever the need arises as determined by the committee and with the approval of the board. The members of the executive committee shall be the superintendent, president, vice president, secretary and finance committee chairperson. The president shall be the chairperson and the vice president shall be the vice chairperson. The executive committee may, in its discretion, appoint one additional member to the committee.

SECTION 9.4 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 data.

SECTION 9.5 COMMITTEE POWERS AND PREROGATIVES. The 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 or add any committee, for any reason, and shall reserve the right to exercise this power at any time during the life of any committee. No committee or subcommittee, regardless of type, title or name, shall exercise actual or de facto decision-making authority on behalf of or for HICD or its schools in the performance of its duties and responsibilities. The purpose of any committee or subcommittee established herein is purely fact-finding, informational, recommendatory and/or advisory. No committee has any authority to bind HICD or its schools.

SECTION 9.6 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.

SECTION 9.7 TERM. Each committee member's term shall not exceed one year, ending June 30 or until 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 each June for possible reappointment. Executive committee members shall serve for as long as they are an officer of the governing board, the finance chairperson, appointed by the committee as an additional member of the committee and/or superintendent.

SECTION 9.8 POLICIES AND PROCEDURES. The committees shall operate under the same policies and procedures as the board, as it relates to filling director vacancies due to resignations, deaths or removal.

SECTION 9.9 LEADERSHIP. Once a committee is established, a chairperson and vice chairperson shall be appointed by the committee members. The board president and/or superintendent shall arrange a meeting to have such chairpersons selected by the committee members. The chairperson shall run the meetings and serve as the committee's liaison to the board. The vice chairperson 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 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 HICD 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 HICD. These two (2) officers act as the board's agents and have the board's consent to pursue and contingently accept funds to support HICD'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

HICD 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. Parent Organizations' Reports
6. Committee Reports
 - 6.1 Executive Committee
 - 6.2 Finance Committee
 - 6.3 Operations Committee
 - 6.4 Public Relations Committee
 - 6.5 Legal Committee
 - 6.6 Community Outreach Committee
 - 6.7 Superintendent Evaluation Committee
 - 6.8 Other committees not specifically listed in these bylaws
7. Consent Agenda
 - 7.1 Approval of Previous Meeting(s) Minutes
 - 7.2 Approval of Monthly Financial Report
 - 7.3 Approval of Activity Funds
 - 7.4 Approval of General Fund Encumbrances
8. Principals' Reports
9. Superintendent's Report
10. Action Items (to be listed individually as 10.1, 10.2, etc.)
11. Informational Items (to be listed individually as 11.1, 11.2, etc.)
12. New Business (only matters occurring subsequent to the posting of the Agenda which were unforeseeable when posting Agenda)

13. Executive Session (item(s) must be accompanied by specific statutory authority)
14. Action on Executive Session Item(s)
15. Adjournment

ARTICLE XIII. TERMINATION OF EXISTENCE

Upon termination of existence of HICD in any manner, all of the funds, assets and property of any kind owned by HICD 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 Independence Charter 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 11th day of April 2022, and there was present and voting at said meeting a quorum.

DATED at Oklahoma City, Oklahoma, this 14th day of November 2022.



PRESIDENT

ATTEST:



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 Independence Charter District (HICD) 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 HICD 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 HICD 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 HICD 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 HICD 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 HICD and/or its schools except for official business of HICD and/or its schools or in a manner materially exceeding the privileges afforded to any member in good standing of HICD 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 loss to HICD 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 HICD and/or its schools, unless it adheres to the official policy of HICD and/or its schools.

Property of HICD 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 HICD and/or its schools. Further, no director shall use, hold or possess at his or her home, office or private location any property of HICD and/or its schools or any other property under the control of HICD 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 HICD's and/or its schools' name(s) and in alluding to their position with HICD 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 HICD and/or its schools, its staff or directors, or obtain favored treatment or special benefits for any person or organization dealing with HICD 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 HICD 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 HICD 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 HICD 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 HICD and/or its schools.

A director who wishes to become a candidate for an employed position with HICD 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 HICD 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 Meeting Act and only has authority to make decisions at official board meetings;
3. Make all decisions based on the available facts and my independent judgement, and refuse to surrender that judgement 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 Independence Charter District.

CODE OF CONDUCT STATEMENT

I, _____, recognize the important responsibility I am undertaking in serving as a member of the HICD 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