

# SECOND AMENDED AND RESTATED BYLAWS

OF

## VERITAS ACADEMY

### ARTICLE I

#### NAME

The name of this school shall be *Veritas Academy*.

### ARTICLE II

#### MISSION & FIVE PILLARS

##### 2.1 MISSION

The mission of *Veritas Academy* is to minister to families by partnering with Christian parents to provide for their children a classical education founded upon a Biblical worldview so that these children may commence a lifelong pursuit of knowledge, wisdom and understanding in their purposeful and passionate service of Jesus Christ, for the glory of God. *Veritas Academy* has adopted a university model approach which integrates professional instruction with parent mentored study and character development to achieve a college-preparatory level of academic excellence.

##### 2.2 FIVE PILLARS

*Veritas Academy* has five distinctive characteristics (the “Five Pillars”) set forth below that inform the foundational philosophy and shape the methods for carrying out its mission. *Veritas Academy* is:

- 2.2.1 Christian. A school founded on the Word of God and committed to the Christian discipleship of children whose parents/guardians profess faith in Christ;
- 2.2.2 Collaborative. A university-model school or school with college-style scheduling, committed to affirming, equipping, and supporting parents by

collaborating with them in their roles as those primarily responsible for the Christian discipleship and education of their children;

- 2.2.3 Classical. A school, committed to a *classical, Christian* curriculum that thoroughly integrates a biblical worldview for the purpose of forming students in wisdom and virtue;
- 2.2.4 Ministry. A family ministry school, committed to serving, equipping, growing, mentoring, and loving the whole families of its students, faculty, and staff; and
- 2.2.5 Resource. A resource school, committed to mentoring, training, and providing resources to schools with a mission and foundational philosophy similar to *Veritas Academy*.

### ARTICLE III

#### SPIRITUAL FOUNDATION

##### 3.1 GENERAL

The spiritual foundation of *Veritas Academy* is contained within the two Sections 3.2 and 3.3 of these Bylaws. Parents, guardians, employees, board members and trustees shall be in agreement with the school's Foundational Statement of Faith and its non-denominational position, and shall provide an affirmative attestation of such wherein they acknowledge the above and provide a public profession of their faith in Jesus Christ.

*Veritas Academy's* foremost spiritual objective is the Christian discipleship of its students.

##### 3.2 FOUNDATIONAL STATEMENT OF FAITH

We believe...

- (a) There is one sovereign God in three persons: Father, Son, and Holy Spirit.
- (b) There is one way of salvation: faith in Jesus Christ, the son of God, who lived as a man, died for the sins of all men, and was resurrected so that all who believe in their hearts and confess Jesus as Lord will be saved.
- (c) There is one book of truth: the Bible, God's written revelation to man, authoritative, reliable, infallible and without need of another document to complete its message.

(d) There is one body: the church, whom God calls its many parts to act together in unison.

(e) Provided that it does not contradict this Foundational Statement of Faith in any respect, a more detailed Statement of Faith, or Doctrinal Statement, may be promulgated by the School Board.

### 3.3 NON-DENOMINATIONAL POSITION

*Veritas Academy* does not promote or endorse any particular denomination. *Veritas Academy* should endeavor to avoid dissension among Christians caused by denominational distinctives that are not essential to *Veritas's* Statement of Faith or doctrinal statements.

## ARTICLE IV

### STATEMENT OF NON-DISCRIMINATION

*Veritas Academy* does not discriminate against applicants and students on the basis of race, color, or national or ethnic origin.

## ARTICLE V

### GOVERNANCE

#### 5.1 FUNDAMENTAL GOVERNING STANDARD

The fundamental and sole final governing authority of *Veritas Academy* shall be the Word of God, that is, the Old and New Testaments of the Holy Bible. All policies and practices adopted by the School Board and Board of Trustees must be consistent with these scriptures. For the purpose of applying this policy, translations faithful to the autographic text of scripture manuscripts, and not those that are a mere paraphrase, shall be used. Such translations include the King James (1987 printing), New King James Version (1982), New American Standard (1995 printing), New International Version (2011 printing), and English Standard Version (2016 edition).

#### 5.2 ORGANIZATIONAL STRUCTURE

*Veritas Academy's* organizational structure, and thereby its hierarchy of authority, shall be as follows, presented in descending order of authority:

5.2.1 Board of Trustees (authority limited to certain matters);

- 5.2.2 School Board;
- 5.2.3 Head of School;
- 5.2.4 Senior Executive Staff (School Heads and Directors).

## ARTICLE VI

### BOARD OF TRUSTEES

#### 6.1 GENERAL

The authority of the Trustees is vested in the Board of Trustees as a whole rather than in the members individually. The Board of Trustees' sole functions shall be to protect, preserve and perpetuate the Five Pillars set forth in Section 2.2 hereof as the guiding philosophy for carrying out the mission of *Veritas Academy* and the selection of the Head of School. Except as set forth in this ARTICLE VI, the regular oversight, administration, governance, affairs, and operations of *Veritas Academy* are the responsibility of and under the direction of the School Board and the Head of School. For purposes of determining the Veritas Academy "Board of Directors," as defined by Chapter 22 of the Texas Business Organizations Code, both the School Board and the Board of Trustees, collectively, shall comprise the "Board of Directors".

#### 6.2 CONDUCT OF BUSINESS

- 6.2.1 The Board of Trustees may meet regularly or as determined by the chair of the Board of Trustees.
- 6.2.2 A quorum, defined as a majority of the total members of the Board of Trustees but never fewer than two (2) unrelated Trustees (provided that there are at least two (2) unrelated Trustees; if not, then at least two (2) related Trustees may establish a quorum), shall be necessary in order to formally meet and conduct official business. Trustees represented by proxy may not be counted towards a quorum.
- 6.2.3 The Board of Trustees may exercise limited but final authority over three matters, the: (1) Five Pillars; (2) hiring, fundamental reassignment, or termination of the Head of School; and (3) interpretation, application, amendment, or removal of ARTICLE II or ARTICLE VI of these Bylaws:
  - (a) Five Pillars. The Board of Trustees has the authority to issue binding resolutions, in the form of a directive or veto, for the sole purpose of protecting, preserving, and perpetuating the Five Pillars, set forth in Section 2.2 hereof, as the guiding philosophy for carrying out the mission of *Veritas Academy*. The Board of

Trustees should issue such resolutions rarely and only to address significant issues that threaten to undermine or remove, formally or in practice, the Five Pillars as the guiding philosophy and defining characteristics of *Veritas Academy*.

- (b) Head of School. The Board of Trustees has the authority to issue binding resolutions, only in the form of either approval or rejection, for the hiring, termination, or fundamental reassignment of the Head of School (or changes to his/her job responsibilities and/or compensation such that it has the practical effect of termination or fundamental reassignment), provided, however, that any and all parties related to the Head of School, or candidates for Head of School, must abstain as a member of the Board of Trustees from any resolution to exercise the authority under Section 6.2.3(b) or any Bylaw change to effect the same.
- (c) Certain Amendments. The Board of Trustees has the authority to issue binding resolutions, only in the form of either approval or rejection, of changes to these Bylaws that would amend or remove, formally or in practice, ARTICLE II or ARTICLE VI of these Bylaws. In fact, any such change to these Bylaws requires the explicit approval of the Board of Trustees.

6.2.4 Except for those decisions or actions reserved for the Board of Trustees set forth in Section 6.2.3 of these Bylaws, all decisions or actions relating to the governance, administration, affairs, or operations of *Veritas Academy* are reserved for the School Board or the administration, as set forth in these Bylaws. Each Trustee shall, however, be entitled to:

- (a) Receive notice of and attend the formal strategic planning meetings of the School Board;
- (b) Receive notice of and attend School Board meetings;
- (c) Receive and review the minutes of the School Board meetings;
- (d) Attend the annual State of the School address and review all reports from or to the School Board and committees thereof; and
- (e) Offer counsel to the School Board.

6.2.5 A vote of the Board of Trustees on any matter may be conducted in person, by remote means, by mail, by facsimile transmission, by electronic message, or by any combination of those methods. Any action required to, or that may, be taken at any meeting of the Board of Trustees may be taken without a meeting, without prior notice and without a vote, if a

consent or consents in writing, setting forth the action so taken, shall be signed by the not less than the minimum number of Trustees that would be necessary to take such action at a meeting at which Trustees are entitled to vote on the action were present and voted. Notice of the taking of an action by Trustees, without a meeting and by less than unanimous written consent, shall be given to each Trustee who did not consent in writing to the action. A digital or electronic transmission by Trustee, or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a Trustee, shall be regarded as signed by such Trustee for purposes of this Section 6.2 of ARTICLE VI.

### 6.3 QUALIFICATIONS FOR TRUSTEES

- 6.3.1 Trustees should each exemplify a mature and active faith in Christ, including a clear working knowledge of and loyalty to the Word of God.
- 6.3.2 Trustees should each have a meaningful involvement in a Bible-believing local church whose doctrine and practice bears no contradiction to the Foundational Statement of Faith and practices of *Veritas Academy*.
- 6.3.3 Trustees should each have a sincere interest in the spiritual life and Christian education of children.
- 6.3.4 Trustees should each have a sincere interest and deep belief in the need for *Veritas Academy* to use its programs to help parents prepare character-witnesses of Christ for the next generation and, therefore, to bear witness in all the world with integrity.
- 6.3.5 Trustees should each have a clear understanding of and a genuine commitment to each of the Five Pillars of ARTICLE II.
- 6.3.6 Trustees should each be convinced that the Lord is calling him or her to serve as a leader in the ministry of *Veritas Academy*.

### 6.4 NUMBER AND TERM OF TRUSTEES

The number of Trustees shall be no fewer than three (3) and no more than seven (7). In the event that the Board of Trustees consists of fewer than three (3) Trustees, the remaining Trustee(s) shall appoint other Trustees so that there are at least three (3) Trustees. A Trustee shall serve until he or she resigns or is dismissed.

### 6.5 SELECTION PROCESS

Upon unanimous consent of all Trustees, additional Trustees may be added.

## 6.6 DISMISSAL OF A TRUSTEE

Any Trustee may be dismissed, with or without cause, by a two-thirds (2/3) majority vote of all Trustees.

## ARTICLE VII

### SCHOOL BOARD

#### 7.1 GENERAL

The operations of *Veritas Academy* shall be directed and governed by the School Board, which shall be responsible for establishing, within the confines of these—or subsequently amended—Bylaws, the remaining governing policies and procedures for *Veritas Academy*. This authority is vested in the School Board as a whole and not in the individual members thereof. For purposes of determining the “Board of Directors” as such term is defined by Chapter 22 of the Texas Business Organizations Code, both the School Board and the Board of Trustees, collectively, shall comprise the “Board of Directors”.

#### 7.2 CONDUCT OF BUSINESS

7.2.1 The School Board shall meet regularly, as determined by the School Board Chair, but not less frequently than once every two months.

7.2.2 A quorum, defined as a majority of the total members of the School Board but never fewer than three (3) members, shall be necessary in order to formally meet and conduct official business. Members represented by proxy may not be counted towards a quorum. Vacant positions on the School Board shall not be included in the determination of the majority quorum needed.

7.2.3 The School Board shall directly oversee the performance of the Head of School, whose role is to direct the day-to-day operations of *Veritas Academy*, implementing the policies and procedures established by the School Board, hiring and dismissing staff personnel, and performing other duties consistent with that of a head of school. Subject to approval by the Board of Trustees as outlined in Section 6.2 of ARTICLE VI, the School Board shall hire a Head of School by unanimous vote of all members and, if necessary, dismiss a Head of School by two-thirds (2/3) majority vote of all members.

7.2.4 Certain operating issues require the advance notification and consent of the School Board, including:

- (a) The appointment of any School Board member or Head of School, which shall be effective only after a unanimous vote of the School Board.
- (b) The commencement of any capital campaign with the goal of raising funds in excess of \$30,000 or a term that could last longer than ninety (90) days.
- (c) Except for trade debt incurred in the ordinary course of business, the incurrence of any debt, obligation, or liability (as defined by GAAP), whether written or unwritten, where the debt, obligation, or liability exceeds, in the aggregate, the greater of fifty thousand dollars (\$50,000) or one percent of the gross revenues in the School's annual budget most recently approved by the School Board.
- (d) The purchase or acquisition of any real property.
- (e) The lease of any real property with a term that is longer than six (6) months or at a cost that is not recorded and included in the School's annual budget most recently approved by the School Board.
- (f) The affiliation by membership in any other entity, such as an accrediting body or athletic association; however, no approval is required for memberships that only consist of paying a fee for access to media, materials, or services and do not require the School to affirm a code of conduct or statement of belief.
- (g) The acceptance of any donation that is: (1) in kind and not readily convertible to cash (*e.g.*, publicly-traded securities being considered readily convertible) with a fair market value in excess of \$100,000; or (2) in excess of \$50,000 and is encumbered, restricted, or conditioned upon the fulfillment of a condition or the occurrence of certain events.

7.2.5 A School Board vote on any matter may be conducted in person, by remote means, by mail, by facsimile transmission, by electronic message, or by any combination of those methods. Any action required to, or that may, be taken at any meeting of the School Board may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the not less than the minimum number of School Board members that would be necessary to take such action at a meeting at which School Board members entitled to vote on the action were present and voted. Notice of the taking of an action by School Board members, without a meeting and



by less than unanimous written consent, shall be given to each School Board member who did not consent in writing to the action. A digital or electronic transmission by a School Board member, or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a School Board member, shall be regarded as signed by such School Board member for purposes of this Section 7.2 of ARTICLE VII.

### 7.3 QUALIFICATIONS FOR SCHOOL BOARD MEMBERS

- 7.3.1 School Board members should each exemplify a mature and active faith in Christ, including a clear knowledge of and loyalty to the Word of God.
- 7.3.2 School Board members should each have a meaningful involvement in a Bible-believing local church whose doctrine and practice bears no contradiction to the Foundational Statement of Faith and practices of *Veritas Academy*.
- 7.3.3 School Board members should each have a sincere interest in the spiritual life and Christian education of children.
- 7.3.4 School Board members should each have a sincere interest and deep belief in the need for *Veritas Academy* to use its programs to help parents prepare character-witnesses of Christ for the next generation and, therefore, to bear witness in all the world with integrity.
- 7.3.5 School Board members should each have a clear understanding of and a genuine commitment to each of the Five Pillars of ARTICLE II.
- 7.3.6 School Board members should each be convinced that the Lord is calling him or her to serve as a leader in the ministry of *Veritas Academy*.

### 7.4 NUMBER AND TERM OF SCHOOL BOARD MEMBERS

There shall be no fewer than five (5) and no more than eleven (11) School Board members. Each School Board member shall serve a three (3) year term, which can be renewed for a second three (3) year term upon such member's election and the affirmative vote of two-thirds (2/3) of all current School Board members including the renewing member. A member's second term may be extended by up to eighteen (18) additional months (for a second term that is up to four and a half years in duration) upon the affirmative vote of two-thirds (2/3) of all current School Board members including the renewing member. After two (2) successive terms, such member must be absent from the School Board for at least a year in duration before reappointment to the School Board. The two (2) term consecutive service limit may be suspended if the number of remaining School Board members would be fewer than the minimum number specified in these Bylaws. As founders and original School Board members, the initial terms for Jef Fowler

and Starrla Fowler shall have no term limit, provided, if either initial term ends, any reappointment to the School Board must occur by the same means as any other School Board member. The School Board shall attempt to stagger terms of its members so that approximately one-third of School Board members stand for election or reelection, whichever the case may be, in any given year. A vacancy on the School Board may be filled at any time, not just annually, prior to the expiration of the term of that position by the same means used for the selection of any other School Board member. The newly elected member's initial term shall be the remaining unexpired term of the vacated position.

#### 7.5 SELECTION PROCESS

At any time, Trustees may comprise the School Board in whole or in part. Annually, School Board members shall be elected at a meeting called for this purpose by the then current School Board Chair. Election shall be by unanimous vote of the seated members of the School Board. Nomination for membership to the School Board shall be made only by a member of the School Board.

#### 7.6 DISMISSAL OF A SCHOOL BOARD MEMBER

Any School Board member may be censured or dismissed from the School Board by a two-thirds (2/3) majority vote of the School Board.

### ARTICLE VIII

#### SCHOOL OFFICERS

##### 8.1 RESPONSIBILITIES

The officers of *Veritas Academy* shall provide leadership by fulfilling special responsibilities of the offices, as described below. No individual may simultaneously hold more than one of the offices of Board Chair, Secretary, or Head of School.

##### 8.2 OFFICES

- 8.2.1 Board Chair. The Chair is a School Board member who presides over all School Board meetings and shall be responsible for directing the work of the School Board in general. In the event that *Veritas Academy* is without a Head of School, then, unless otherwise set forth in a succession plan adopted by the School Board, it shall be the Chair's responsibility to serve as, or appoint, an interim Head of School until such time as the School Board can convene to appoint an interim or permanent Head of School.

- 8.2.2 Secretary. The Secretary is a School Board member responsible for keeping an official record of each School Board meeting and other School Board records. Unless otherwise reserved or assigned to another office or person, the Secretary shall have all the duties and powers of a “Secretary,” as that term is defined by the Texas Business Organizations Code.
- 8.2.3 Head of School. The Head of School shall direct the day-to-day operations of *Veritas Academy*, implement the policies and procedures established by the School Board, supervise, hire, and (if necessary) dismiss staff personnel, and perform other duties directed by the School Board consistent with that of a head of school. If authorized by the School Board, the Head of School may also execute deeds, mortgages, bonds, major contracts or other significant instruments; however, the Head of School may not execute instruments on behalf of *Veritas Academy* if that power is expressly designated to another office or agent of *Veritas Academy* by the School Board, these Bylaws, or statute. The Head of School shall be considered the principal executive officer of *Veritas Academy* and unless otherwise reserved or assigned to another office or person, the Head of School shall have all the duties and powers of the “President,” as defined by the Texas Business Organizations Code.
- 8.2.4 Other Offices. The School Board may create additional offices (other than Trustee offices), define the authority and duties of each such office, and elect or appoint persons to fill such offices.

### 8.3 QUALIFICATIONS FOR OFFICE.

Beyond meeting the general qualifications required of a School Board member, a prospective officer for an office that must be filled by a School Board member shall have served on the School Board for at least one (1) year before assuming such office, unless this service requirement would disqualify all other eligible and willing members from filling the office at issue.

### 8.4 ELECTION

Elections for officers of *Veritas Academy* should be held annually for vacant offices and for officers whose terms are expiring in such year, with such elections to be conducted in accordance with the election procedures adopted by the School Board. Unless otherwise set forth in these Bylaws, election to an office requires a majority vote of all School Board members.

### 8.5 TERM OF OFFICE

Each officer shall hold office until a successor is duly elected and qualified, provided, however, the single term of an officer may not exceed three (3) years. Officers may be elected to successive terms of office.

#### 8.6 REMOVAL

Unless otherwise set forth in these Bylaws, any officer may be removed from office, with or without cause, by the School Board upon a two-thirds (2/3) majority vote of all School Board members.

### **ARTICLE IX**

#### **AMENDMENTS & EFFECTIVE DATE**

##### 9.1 AMENDMENTS

Except as set forth in ARTICLE VI, these Bylaws may be amended by the unanimous consent of all members of the School Board.

##### 9.2 EFFECTIVE DATE

The Second Amended and Restated Bylaws shall be effective as of November 18, 2019.