

BYLAWS

WESTERN GATEWAY ELEMENTARY SCHOOL, INC.

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Oklahoma and the Articles of Incorporation of Western Gateway Elementary School, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Oklahoma, said Non-Profit Corporation Act shall be the prevailing controlling law.

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation shall be known as Western Gateway Elementary School, Inc. and shall herein be referred to as “WGES” or the “Corporation.”

ARTICLE 2 – PURPOSE

The general purpose for which WGES has been established is to serve as the governing board of a public charter school in Oklahoma City, Oklahoma, and the Corporation shall comply with any applicable laws as a governing board of a public school in Oklahoma.

WGES is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code and shall be operated exclusively for educational purposes.

To take, accept, hold, and acquire by bequest, devise, purchase, loan or lease any property, real or personal, whether tangible or intangible, without limitations as to kind, amount, or value, as may be allowed by law.

To sell, convey, lease, or make loans, grants or pledges of any such property or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any, as may be allowed by law.

To carry on any of the foregoing activities or purpose either directly, or as agent for or with other persons, associations, or corporation, as may be allowed by law.

To carry on any activity and to deal with and expend any such property or income therefrom for any of the foregoing purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of the Corporation, or any other limitations as are prescribed by law.

WGES shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Oklahoma and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of WGES. At no time and in no event shall WGES participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the “Code”).

The Corporation will not allow discrimination or harassment of students. It is the intent of WGES to be nondiscriminatory to all students regardless of race, color, sex, national origin, religion, disability, veteran status, sexual orientation, age, or genetic information.

ARTICLE 3 – OFFICES

The principal office of WGES shall be located in Oklahoma City, Oklahoma 73109

WGES may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of WGES may find a need for from time to time.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of WGES are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, Director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of WGES shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code, or as otherwise required by applicable law.

ARTICLE 5 – BOARD OF DIRECTORS

General Powers and Responsibilities

WGES shall be governed by a Board of Directors (the “Board of Directors”), which shall have all the rights, powers, privileges and limitations of liability of Directors of a non-profit corporation organized under the Non-Profit Corporation Act of Oklahoma. The Board of Directors shall establish policies and directives governing business and programs of WGES and shall delegate to the Executive Director and staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board of Directors shall have up to 15, but no fewer than 3, Board of Directors members. The number of Board of Directors members may be increased beyond 15 members by the affirmative vote of a two-thirds majority of the then serving Board of Directors. A Board of Directors member need not be a resident of the State of Oklahoma, to the extent allowed by law.

In addition to the regular membership of the Board of Directors, representatives of such other organizations or individuals as the Board of Directors may deem advisable to elect shall be *Ex-Officio Board of Directors Members*, which will have the same rights and obligations, with the exception of voting power, as the other Directors. Any newly elected member will require a vote of two-thirds majority of the Directors then in office. Any newly elected member shall be elected for the unexpired term from the point of election.

Board of Directors Compensation

Directors shall receive no compensation other than for actual and necessary expenses incurred in the conduct of the Corporation's business if approved by the Board of Directors.

Board of Directors Elections and Term of Office

The initial Directors shall be the three (3) founding members named in the Corporation's Articles of Incorporation. The term of office of the first Board of Directors shall expire with the election of Directors at the first meeting held after the date of incorporation, which Directors shall be known as the "Founding Directors" and shall not have a limit on their term of office. The term of office of all other Directors shall last for a period of three (3) years commencing at the end of the annual meeting during which said Directors are elected and terminating with the adjournment of the annual meeting held three (3) years later. Directors may be reelected to the Board after a one-year break from service; provided, however, that the Board of Directors may waive the requirement of the one-year break by an affirmative vote of a majority of the other Directors.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any Director;
- b) The declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a Director; or has missed 2 consecutive meetings of the Board of Directors; or a total of 3 meetings of the Board of Directors during any one calendar year;
- c) An increase in the authorized number of Directors; or
- d) The failure of the Board, at any annual or other meeting of Directors at which Director(s) are to be elected, to elect the full authorized number of Directors.

Except as provided in this paragraph, any Director may resign effective upon giving written notice to the chair of the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Oklahoma is first notified, no Director may resign when WGES would then be left without a duly elected Director in charge of its affairs.

Any vacancy on the Board of Directors may be filled by vote of a two-thirds majority of the Directors then in office, whether or not the number of Directors then in office is less than a quorum, or by vote of a sole remaining Director. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

A Board of Directors member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Removal

A member of the Board of Directors may be removed, with or without cause, at any duly constituted meeting of the Board of Directors, by the affirmative vote of a two-thirds majority of then-serving Board of Directors, provided that the Director to be removed has been notified in writing in that such action would be considered at the meeting.

Meetings

WGES shall comply with the requirements of the Oklahoma Open Meeting Act. Board meetings shall be held at least quarterly. Board meetings shall be within the jurisdictional boundaries of the requested sponsor. Prior to completion of construction of the School, meetings will be held at a public location to be announced. Once construction of the School has been completed, the regular location of Board meetings will be at the School site unless another location is lawfully posted in compliance with Open Meeting Act. Meetings will be filed with the Oklahoma County Clerk to inform the public. If the day fixed for the regular meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. The Chair of the Board of Directors may call a special meeting of the Board of Directors as authorized by law.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board of Directors in which business shall be transacted in such order as the Board of Directors may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board of Directors shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to WGES to be placed in the minute books. A copy of the minutes shall be delivered to each Board of Directors member via either regular mail, hand delivered, emailed, or faxed within 5 business days after the close of each Board of Directors meeting.

Quorum

At each meeting of the Board of Directors, the presence of a majority of the Board shall constitute a quorum for the transaction of business. If at any time the Board of Directors consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board of Directors shall be the deciding vote. If a quorum is not present at a meeting, the Board of Directors present may adjourn the meeting and continue the meeting so long as in compliance with applicable law.

Voting

Each Director shall only have one vote.

Proxy

Directors shall not be allowed to vote by written proxy.

ARTICLE 6 – OFFICERS

Officers and Duties

The Board of Directors shall elect officers of WGES, which may include a Chair, a Vice Chair, a Secretary, a Financial Chair, and such other officers as the Board may designate. The same person may hold any number of offices, except that neither the Secretary nor the Financial Chair may

serve concurrently as the Chair of the Board of Directors. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board of Directors at its annual meeting, and shall serve the needs of the Board of Directors, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board of Directors. All officers have the right to resign at any time by providing notice in writing to the Chair, and/or Secretary of WGES, without bias or predisposition to all rights, if any, of WGES under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed Bylaws for regular appointments to such office.

Chair

It shall be the responsibility of the Chair, when present, to preside over all meetings of the Board of Directors. The Chair, with the Secretary or Financial Chair, or any other proper officer authorized by the Board of Directors, is authorized to execute, in the name of WGES, any and all contracts or other documents, which may be authorized by the Board of Directors to be executed by WGES. The Chair shall supervise the affairs of the Corporation subject to the authority of the Board of Directors. The Chair shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of WGES, and shall see that all orders and/or resolutions of the Board of Directors are carried out to the effect intended. The Chair shall be empowered to represent WGES between meetings of the Board of Directors. The Chair shall also perform other duties as may be prescribed by the Board of Directors from time to time.

Vice Chair

In the absence of the Chair or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice Chair to perform all the duties of the Chair, and in doing so, he/she shall have all authority and powers of and shall be subject to all of the restrictions on the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Secretary

The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; (d) maintain a permanent record of all disbursements for

religious, charitable, scientific, literary, or educational purposes made by the Board of Directors and/or its duly appointed officers or agents in behalf of the Corporation; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Financial Chair

The Financial Chair shall: shall (a) have responsibility for all funds and securities of the Corporation, (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, (c) deposit all moneys in the name of the Corporation in depositories which the Executive Director or the Board selects, and (d) perform all of the duties which the Executive Director or the Board may assign from time to time.

ARTICLE 7 - STANDARD OF CARE

General

The Directors shall comply with the conflict of interest requirements and standards for any member of a governing board of a public school in the state of Oklahoma. A Director shall perform all the duties of a Director, including, but not limited to, duties as a member of any committee of the Board of Directors on which the Director may serve, in such a manner as the Director deems to be in the best interest of WGES and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of WGES whom the Director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the Director deems to be within such person's professional or expert competence; or
- c) A committee of the Board of Directors upon which the Director does not serve, as to matters within its designated authority, which committee the Director deems to merit confidence,

So long as in any such case the Director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

Conflict of Interest

WGES shall have a Conflict of Interest Policy consistent with the requirements of applicable laws as a governing board of a public charter school and a not-for-profit corporation operated exclusively for charitable purposes.

Indemnification

To the fullest extent permitted by law, WGES shall indemnify its “agents,” as described by law, including its Directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification in defending any “proceeding” shall be advanced by WGES upon an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by WGES for those expenses.

WGES shall have the power to purchase and maintain insurance on behalf of any agent of WGES, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 8 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon WGES.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of WGES, promissory notes, deeds of trust, other evidences of indebtedness of WGES, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by WGES shall be executed, signed, and/or endorsed by the Chair or Vice Chair.

All checks and drafts drawn on banks or other depositories on funds to the credit of WGES, or in special accounts of WGES, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of WGES and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors and is allowed by applicable law.

Custodians

The Board of Directors may from time to time designate a bank, *trust* company, or depository as custodian of all funds and properties of the Corporation, which custodian shall maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board of Directors by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board of Directors and the custodian.

ARTICLE 9 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

WGES shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

WGES shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

WGES shall comply with the Oklahoma Open Records Act and shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board of Directors and committees of the Board of Directors. All such records shall be kept at a place or places as designated by the Board of Directors and committees of the Board of Directors, or in the absence of such designation, at the principal office of WGES. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of WGES shall turn over to his or her successor or the Chair of the Board of Directors, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of WGES as have been in the custody of such officer, employee, or agent during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of WGES and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

WGES shall prepare financial statements and have an audit conducted as required by law. When required by law, such statements shall be audited by an independent certified public accountant,

which is approved by the Oklahoma Department of Education. WGES shall make these financial statements available to the Oklahoma Attorney General and members of the public for inspection as required by applicable law.

Reports

The Board of Directors shall ensure quarterly reports are sent to all Directors, which shall contain the following information:

- a) The assets and liabilities, including any trust funds, of this corporation at the end of the reporting period.
- b) The principal changes in assets and liabilities, including any trust funds, during the reporting period.
- c) The expenses or disbursements of WGES for both general and restricted purposes during the reporting period.
- d) Any information required by applicable law.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of WGES as to the accuracy of the reports.

ARTICLE 10 – FISCAL YEAR

The fiscal year for this Corporation/Organization shall end on June 30.

ARTICLE 11 – AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by the vote of a two-thirds majority of the Directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws.

ARTICLE 12 – CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of WGES. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

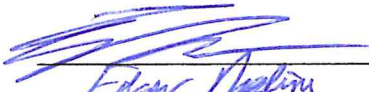
ARTICLE 13 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be

considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

The undersigned certifies that I am the current elected and acting Secretary of the benefit Corporation/Organization, and the above bylaws are the Bylaws of this Corporation as adopted by the Board of Directors and that they have not been amended or modified since the above.


_____, Secretary

Date: 6/27/2022