

**BYLAWS OF**  
**WESTLAKE ACADEMY HOUSE OF COMMONS**  
**A TEXAS NON-PROFIT CORPORATION**

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**ARTICLE ONE-CORPORATE CHARTER AND OFFICES**

**1.01 CORPORATE CHARTER PROVISIONS**

Each provision of the Corporation's Charter shall be observed until amended by a Restated Certificate of Formation or Amended Certificate of Formation duly filed with the Texas Secretary of State.

**1.02 REGISTERED OFFICE AND AGENT**

The address of the registered office provided in the Certificate of Formation, as duly filed with the Texas Secretary of State, is: 2600 Ottinger Road, Westlake, Texas 76262.

The name of the registered agent of the Corporation at such address, as set forth in its Certificate of Formation is: Rich Mueller, 2600 Ottinger Road, Westlake, Texas 76262.

The registered agent or office may be changed by filing a Statement of Change of Registered Agent or Office or both with the Texas Secretary of State, and not otherwise. Such filing shall be made promptly with each change. Arrangements for each change in registered agent or office shall ensure that the Corporation is not exposed to the possibility of a default judgment. Each successive registered agent shall be of reliable character and well informed of the necessity of immediately furnishing the papers of any lawsuit against the Corporation to its attorneys.

**1.03 BUSINESS OFFICE**

The address of the initial principal office of the Corporation is hereby established as: 2600 Ottinger Road, Westlake, Texas 76262. The Corporation may have additional business offices within the State of Texas, and where it may be duly qualified to do business outside

of Texas, as the Board of Directors may designate or the business of the Corporation may require.

#### **1.04 AMENDMENT OF BYLAWS**

The Board of Directors may alter, amend, or repeal these Bylaws, and adopt new Bylaws. All such Bylaw changes shall take effect upon adoption by the Board of Directors. Notice of Bylaws changes shall be given in or before notice of the first Members' meeting following their adoption.

### **ARTICLE TWO – MEMBERS AND MEMBERS' MEETINGS**

#### **2.01 ADMISSION OF MEMBERS**

The Corporation shall have one class of Members. The Board of Directors shall recognize members. An affirmative vote of a majority of the Board of Directors shall be required for admission for any Member of the Westlake Academy Community who is not a parent of a current student. There shall be no membership dues and membership is not transferable or assignable.

##### **2.01(a) QUALIFICATIONS**

Each household of students currently enrolled at Westlake Academy, and any active faculty member identified by the Town of Westlake as an active teacher or administrator of Westlake Academy is automatically granted membership. Any other Member of the Westlake Academy Community may apply to be a Member of the Westlake Academy Community House of Commons (“HOC”) by making a written request to the HOC Board of Directors, receiving security clearance, and being added to the roster of Members. The Board of Directors may further define admission criteria for, and rule upon admissibility.

##### **2.01(b) WESTLAKE ACADEMY COMMUNITY**

The Westlake Academy Community is defined as: i) students of Westlake Academy; ii) parents of students of Westlake Academy; iii) faculty and administration of Westlake Academy, iv) employees of the Town of Westlake; v) residents of the Town of Westlake; and vi) those residents of surrounding communities who are interested in the growth and success of the Westlake Academy

#### **2.02 VOTING RIGHTS**

Members shall have one vote per household on each matter submitted to a vote of the Members, irrespective of the number of Member representatives that each Member may have in attendance at any business meeting. For purposes hereof, the term "household" shall mean each Westlake Academy student's primary custodial household.

### **2.03 TERMINATION OF MEMBERSHIP**

The Board of Directors, by two-thirds affirmative vote, may suspend or expel a Member for cause after notice and hearing and may, by an affirmative two-thirds vote, terminate the membership of any Member who becomes ineligible for membership.

### **2.04 REINSTATEMENT**

Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by two-thirds affirmative vote, reinstate such former Member on such terms as the Board of Directors may deem appropriate.

### **2.05 RESIGNATION**

Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay, if applicable, any dues, assessments, or other charges theretofore accrued and unpaid.

### **2.06 ANNUAL MEETINGS**

The time, place, and date of the annual meetings of the Members of the Corporation, for the purpose of electing the Board of Directors and for the transaction of any other business as may come before the meeting, shall be set by a majority vote of the Board of Directors. If the day fixed for the annual meeting is a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of the Board of Directors is not held on the day thus designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible. Annual meetings and special meetings may be conducted via electronic mail if, in the reasonable judgment of the Board of Directors, it is determined that the Members' physical attendance at such meeting is untenable.

### **2.07 ACTION WITH MEETING**

Any action that may be taken at a meeting of the Members under any provision of the Texas Business Organization Code may be taken without a meeting if authorized by a consent or waiver signed by all of the persons who would be entitled to vote on that action at a meeting and filed with the Secretary of the Corporation. Such waivers may be submitted

via email to the Secretary of the Corporation ([secretary@wahoc.org](mailto:secretary@wahoc.org)). Each such signed consent, or a true copy thereof, shall be placed in the Corporate Record Book.

## **2.08 PLACE OF MEETINGS**

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas, but if all of the Members shall meet at any time and place either within or without the State of Texas and consent to the holding of a meeting, such meeting shall be valid without call or notice, and any corporate action may be taken at such meeting.

## **2.09 DESIGNATION OF ANNUAL MEETINGS**

The annual meeting of Members shall be held on the date and time set by the Board of Directors. A minimum of two meetings shall occur during the academic school year as determined and posted by Westlake Academy. The meetings can be coincidental with other planned HOC events. If coincidental, notification shall be specific with respect to the intent of the meeting. A meeting will be held each semester: fall and spring. The fall semester meeting must be held before October 31st of the given academic year and the spring semester meeting must be held before the 31st day of May or the last day of school, whichever occurs first. The majority of Directors will vote upon the dates for such meetings. Once the dates are determined, within two days of the final vote, the Secretary must notify Westlake Academy via any necessary forms or documents required by Westlake Academy.

## **2.10 NOTICE OF MEMBERS' MEETINGS**

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than twenty-four hours (24) nor more than sixty (60) days before the date of the meeting, either personally, by facsimile transmission, electronic mail or by regular mail, by or at the direction of the Speaker, or the Secretary, or the officers or persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the Corporation, with postage thereon paid. If transmitted by facsimile or electronic mail, notice is deemed to be given on successful transmission of the facsimile or electronic mail.

## **2.11 SPECIAL MEMBERS' MEETINGS**

The Speaker, the Board of Directors, may call special meetings of the Members or by Members having not less than ten percent (10%) of the votes entitled to be cast at such meeting. Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the Members.

Any person or persons entitled hereunder to call a special meeting of Members may do so only by written request sent by certified mail or delivered in person to the Speaker or Secretary. The officer receiving the written request shall within ten (10) days from the date of its receipt cause notice of the meeting to be given in the manner provided by these Bylaws to all Members entitled to vote at the meeting. If the officer does not give notice of the meeting within ten (10) days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of Members called by action of the Board of Directors may be held.

## **2.12 TELEPHONE MEETINGS AND ELECTRONIC MAIL**

Subject to the notice provisions required by these Bylaws and by the Texas Business Organization Code, Members may participate in and hold a meeting by means of conference telephone call or similar communications equipment by which all persons participating can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Further, in the event that any matter requires a vote, and such matter is of such importance of pressing need that calling a meeting is impracticable, votes of Members may be taken by electronic mail, and the Secretary shall record such votes as if they were cast in person at a regular business meeting of the Corporation

## **2.13 VOTING OF MEMBERS**

Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members, except to the extent that the voting rights of Members of any class or classes are limited, enlarged, or denied by the Certificate of Formation or these Bylaws.

Unless otherwise provided by the Certificate of Formation or these Bylaws, a Member may vote in person or may vote by proxy executed in writing by the Member or by the Member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than eleven (11) months. The Board of Directors may, in lieu of or in addition two an annual meeting or special meeting proffer elections of the Board of Directors or Officers by regular mail, electronic mail, by facsimile transmission, or by any combination of the three. All voters must be qualified in accordance with the provisions of Section 2.02.

At each election for the Board of Directors every Member entitled to vote at such election shall have the right to vote, in person or by electronic means, for as many persons as there are Directors to be elected and for whose election the Member has a right to vote, excluding only the Speaker of the House, who assumes office in accordance with these bylaws, and the Vice Speaker who is elected by 2/3 votes of the Board of Directors. Any vote may be taken by electronic means prior to the annual meeting or special meeting. At an annual meeting or special meeting, written ballots shall be used.

## **2.13 (a) VOTING OF DIRECTORS**

Each Directorship shall be entitled to one (1) vote on each matter submitted to the Board of Directors for consideration.

Each Officer shall be entitled to one (1) vote on each matter submitted to the Board of Directors for consideration.

In the event a Director is absent, via proxy by the other Director. A majority of votes is required for any motion to pass.

## **2.14 QUORUM OF MEMBERS**

Unless otherwise provided in the Certificate of Formation or in these Bylaws, the Members represented in person and by proxy, shall constitute a quorum. Unless otherwise provided in the Certificate of Formation or these Bylaws, the Members represented in person and by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any Member or the refusal of any Member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting.

## **2.15 FIXING RECORD DATES FOR DETERMINING MEMBERS ENTITLED TO VOTE AND NOTICE**

The record date for determining the Members entitled to notice of a Members' meeting and for determining the Members entitled to vote at a Members' meeting shall be the close of business on the business day preceding the date on which notice is given, or if notice is waived, at the close of business on the business day preceding the date of the meeting.

A determination of Members entitled to notice of or to vote at a Members' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new date for determining the right to notice or the right to vote. The Board of Directors must fix a new date for determining the right to notice or the right to vote if the meeting is adjourned

to a date more than ninety (90) days after the record date for determining Members entitled to notice of the original meeting.

## **2.16 VOTING DIRECTORY**

Deleted

## **2.17 ACTIONS BY MEMBERS WITHOUT MEETING**

Any action required by the Texas Business Organizations Code to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Members entitled to vote with respect to the subject matter thereof, or all of the Members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

If the Corporation's Certificate of Formation so provides, any action required by the Texas Business Organizations Code to be taken at a meeting of the Members or any action that may be taken at a meeting of the Members of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Members or committee Members as would be necessary to take that action at a meeting at which all of the Members or Members of the committee were present and voted.

Each written consent shall bear the date of signature of each Member or committee Member who signs the consent. Prompt notice of the taking of any action by Members or a committee without a meeting by less than unanimous written consent shall be given to all Members or committee Members who did not consent in writing to the action.

If any action by Members or a committee is taken by written consent signed by less than all of the Members or committee Members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the Members, that written consent has been given in accordance with the provisions of section 6.202 of the Texas Business Organizations Code and that any written notice required by such section has been given.

An electronic mail, facsimile or similar transmission by a Member or member of a committee or a photographic, Photostatic, facsimile, or similar reproduction of a writing signed by a Member or member of a committee shall be regarded as signed by the Member or member of a committee for purposes of this section.

## **2.18 CONDUCT OF MEETINGS**

Members' meetings shall be chaired by the Speaker, or, in the Speaker's absence, a Vice Speaker or any other person chosen by a majority of the Members present in person or by proxy and entitled to vote. The Secretary of the Corporation, or, in the Secretary's absence, an alternate Director designated by the Speaker or Vice Speaker, shall act as Secretary of Members' meetings. In the absence of the Secretary or Assistant Secretary, the Chairman of the meeting shall appoint another person to act as Secretary of the meeting.

## **2.19 QUARTERLY MEETINGS**

The Speaker or Vice Speaker (or any Director designated by them) shall meet no less often than quarterly with faculty, staff, or employees of Westlake Academy. Such meetings shall be coordinated in an effort to meet with and discuss topics of interest to Members and Westlake Academy faculty and staff.

## **2.20 (a) REPORTS OF MEETINGS TO BOARD OF DIRECTORS**

The Speaker or Vice Speaker (or any Director designated by them) shall report to the Board of Directors, a summary of meeting content and any agreements made with Westlake Academy faculty or Staff via a regularly scheduled meeting, special meeting, or by electronic communications within three (3) business days of meeting with faculty or staff.

# **ARTICLE THREE - DIRECTORS AND DIRECTORS' MEETINGS**

## **3.01 POWERS**

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to the limitations imposed by law, the Certificate of Formation and these Bylaws.

## **3.02 VACANCIES and ELECTIONS**

Vacancies on the Board of Directors shall exist upon: (a) the failure of the Members to elect the full authorized number of Directors to be voted for at any Members' meeting at which any Director is to be elected; (b) a declaration of vacancy under Section 3.02(a) of these Bylaws; (c) an increase in the authorized number of Directors; or (d) the death, resignation, or removal of any Director.

### **3.02(a) DECLARATION OF A VACANCY**

A majority of the Board of Directors may declare the office of a Director vacant if the Director is adjudged incompetent by a court; is convicted of a crime involving moral

turpitude; or fails to accept the office of Director, either by a letter of acceptance or by attending a meeting of the Board of Directors within thirty (30) days of notice of election.

### **3.02(b) FILLING VACANCIES BY DIRECTORS**

Vacancies other than those caused by an increase in the number of Directors shall be temporarily filled by majority vote of the remaining Directors, though less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until a successor is elected. Vacancies must be filled before the transaction of any other business.

### **3.02(c) FILLING VACANCIES BY MEMBERS**

Any vacancy on the Board of Directors, including those caused by an increase in the number of Directors, shall be filled by the Members at the next scheduled meeting or at a special meeting called for that purpose, or via an electronic voting process. Upon the resignation of a Director tendered to take effect at a future time, the Board of Directors or the Members may elect a successor to take office when the resignation becomes effective.

A member currently serving, selected to serve concurrently, or subsequently elected to the Board of Directors (BOD) of the Westlake Academy Foundation, Westlake Academy Athletic Club, or any future Westlake Academy 501(c)3 affiliate, shall not be eligible to fill any vacancy on the House of Commons BOD, including those caused by an increase in the number of Directors, and if currently serving, must resign their tenure on the BOD.

### **3.02 (d) SCHEDULE AND PROCEDURES FOR FILLING VACANCIES BY MEMBERS**

Forty-five (45) days prior to the dates established in Section 2.09 ANNUAL MEETING, the HOC shall cause to be distributed to each member a notice of nomination and election, which shall include an election schedule, Nomination Ballot, Nominee Consideration Form, Nomination and Statement of Willingness to Serve Form, and Nominee Information Sheet (NIS). Nominations shall close at noon (12:00 p.m.), fourteen (14) days prior to elections.

1. A Nominee Consideration Form will be made available for members to recommend individuals for BOD positions.

2. A Nomination and Willingness to Serve Form will be made available for all candidates.
3. A Nominee Information Sheet (NIS) will be provided to candidates as a means of documenting their personal information and qualifications for office. Utilization of any or all of the NIS is at the candidate's discretion. The deadline for completing the NIS is when nominations close.
4. The NIS will be made available to members, in an effort to educate them as to the qualifications of each candidate so they may make an informed choice.
5. Prior to or upon membership notice, the Board of Directors shall solicit and assemble a committee of at least two (2) members NOT currently serving on the Board of Directors and one (1) faculty member, herein known as the Election Oversight Committee (EOC). The outgoing Speaker of the House, will chair the EOC. IF the outgoing Speaker of the House has declared for a vacant position in the election, by majority vote, the BOD will appoint a member at large to fill the EOC chair position.
6. The EOC shall be responsible for the administration of nominations and elections.
7. Any member shall be eligible to hold any Officer or Directorship position except those specifically limited in these bylaws.
8. Any member may nominate himself or herself or any other member. A member can only be nominated to one Officer or Directorship position. In the event a third party nominates a member, the Chairperson of the EOC shall contact the member to determine their willingness to serve, remain on the ballot and/or preference of Office or Directorship, if nominated to more than one position.
9. Officer and Directorship positions cannot be jointly filled.
10. The EOC will accept nominations, assist nominees and assure that all forms, if applicable, are completed via the EOC discreet email: elections@wahoc.org.
11. The committee will retain the exclusive right to advise nominees of open positions and assist in equitably filling vacant positions based on the available pool of nominees. However, they will not have the power to deny a members right to run for any vacant Office or Directorship for which they are eligible. The Speaker of the House and Vice Speaker positions are not eligible for election by the members.
12. A member may withdraw his or her nomination at any time prior to the

distribution of the ballots by notifying the Speaker of the House in writing.

13. IF the EOC is able to fill all vacant positions with eligible candidates (i.e. no contested positions) the EOC may present them to the BOD for approval and membership notification.
14. IF there are contested positions, the EOC shall present to the Communications Director, and the Communications Director shall cause to be distributed to each member, a list of persons willing to be considered for nomination to Officer or Directorship, herein referenced as a "ballot".
15. The format of the ballot will be at the recommendation of the EOC and approved by the Board of Directors. This will ballot will not include a "write in" section and may be disseminated electronically, by US Mail or provided to members at the annual meeting or special meeting called for the purpose of elections. This meeting can be coincidental with planned HOC events.
16. The official ballot presented by the EOC shall be made available to all members no less than seven (7) days prior to the respective date of the vote count.
17. The vote shall terminate at the conclusion of the Spring Meeting and mark the close of elections.
18. The vote count shall take place within twenty-four (24) hours after the close of elections.
19. Tabulation of election results will be certified by the current Westlake Academy Head of School, Campus Coordinator or any other current representative designated by Westlake Academy as the individual responsible for coordination of policy with regards to affiliate organizations. The EOC will coordinate and assist in this process.
20. The candidate who receives the majority of the votes cast for each Officer or Directorship shall be deemed elected to that office.
21. In the event of a tie, the drawing of lots shall eliminate one (1) candidate

### **3.02 (e) VACANIES BY OTHER AFFILIATES**

A member currently serving, selected to serve concurrently, or subsequently elected to the Board of Directors of the Westlake Academy Foundation, Westlake Academy Athletic Club, or any future Westlake Academy 501c3 affiliate, shall not be eligible to fill any vacancy on the House of Commons Board of Directors, including those caused by an increase in the number of Directors.

### **3.03 REMOVAL OF DIRECTORS**

The entire Board of Directors or any individual Director may be removed from office by a vote of a majority of Members entitled to vote at an election of the Board of Directors. If any or all Directors are so removed, their replacements may be elected at the same meeting.

### **3.04 ACTION BY CONSENT OF BOARD OF DIRECTORS WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and shall have the same force and effect as a unanimous vote of the Board of Directors if all the Directors consent to the action in writing. Such consent may be given individually or collectively.

### **3.05 PLACE OF MEETINGS**

Meetings of the Board of Directors shall be held at any place within or without the State of Texas as may be designated by the Board of Directors.

### **3.06 REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be held, without call or notice, immediately following each annual Member's meeting, and at any other regularly repeating times as the Directors may designate.

### **3.07 SPECIAL MEETINGS**

Special meetings of the Board of Directors for any purpose may be called at any time by the Speaker or, if the Speaker is absent or unable or refuses to act, by any Vice Speaker or any two Directors. Written notice of the special meeting, stating the time and place of the meeting, shall be mailed ten (10) days before, or personally delivered so as to be received by each director not later than two (2) days before, the day appointed for the meeting. The notice may include a tentative agenda, but the meeting shall not be confined to any agenda included with the notice, and none is required.

Upon providing notice, the Secretary or other officer sending notice shall sign and file in the Corporate Record Book a statement of the details of the notice given to each Director. If such statement should later not be found in the Corporate Record Book, due notice shall be presumed.

### **3.08 QUORUM**

The presence throughout any Board of Directors' meeting, or adjournment thereof, of a majority of the authorized number of Directors shall be necessary to constitute a quorum to transact any business, except to adjourn. If a quorum is present, every act done or resolution passed by a majority of the Directors present and voting shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Directors present by proxy shall not be counted toward a quorum.

### **3.09 ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS**

A quorum of the Directors may adjourn any Board of Directors' meeting to meet again at a stated hour on a stated day. Notice of the time and place where an adjourned meeting will be held need not be given to absent Directors if the time and place are fixed at the adjourned meeting. In the absence of a quorum, a majority of the Directors present may adjourn to a set time and place if notice is duly given to the absent Directors, or until the time of the next regular meeting of the Board of Directors.

### **3.10 CONDUCT OF MEETINGS**

The Speaker shall chair all meetings of the Board of Directors. In the Speaker's absence, the Vice Speaker or a Chairman chosen by a majority of the Directors present shall preside. The Secretary of the Corporation shall act as Secretary of the Board of Directors' meetings. When the Secretary is absent from any meeting, the Chairman may appoint any person to act as Secretary of that meeting.

All meetings will be conducted in accordance with the official meeting agenda as compiled and disseminated by the Secretary. Each meeting shall consist of an "open" and "closed" session. The open session is open to all active members, invited guests and committee members. The closed session is for current Officers and Directors only. Open sessions will be conducted in accordance with reasonable rules of parliamentary procedure. The Secretary will act as Parliamentarian.

#### **3.10 (a) REASONABLE EXAMPLES OF PARLIAMENTARY PROCEDURE**

##### **1. MAIN MOTION: A formal proposal to take certain action.**

Step 1. Addressing the Chair. Begin the discussion by having a member makes the motion. The motion should be made and seconded. After this, debate can be conducted.

SECOND REQUIRED            Yes

DEBATABLE                Yes

AMENDABLE	Yes
VOTE REQUIRED	Majority

2. TABLE A MOTION: Sometimes a board or committee may wish to defer action on a motion. One way to accomplish this is to lay a motion on the table. It is in order to move that a main motion be laid on the table when discussion on the main motion has or is about to end. A tabled motion can be brought from the table during the same meeting but is usually done so at a later meeting when unfinished business is being considered.

SECOND REQUIRED	Yes
DEBATABLE	No
AMENDABLE	No
VOTE REQUIRED	Majority

3. TO TAKE A MOTION FROM THE TABLE: To enable the board to take up and consider a motion that was postponed temporarily (Tabled) during the same meeting or a previous meeting.

SECOND REQUIRED	Yes
DEBATABLE	No
AMENDABLE	No
VOTE REQUIRED	Majority

4. AMENDING A MOTION: Any motion may be amended. The Amendment must be seconded and then it can be discussed. When discussion ends, the amendment is voted on first. If the amendment passes, the original motion is then put to a vote as amended. If the amendment fails, the original motion is put to a vote.

SECOND REQUIRED	Yes
DEBATABLE	Yes
AMENDABLE	Yes
VOTE REQUIRED	Majority

5. MOTION TO CLOSE DEBATE: To prevent or stop discussion on the pending Motion, and to bring the Motion to an immediate vote.

SECOND REQUIRED	Yes
DEBATABLE	No
AMENDABLE	No
VOTE REQUIRED	2/3 of members present

6. POINT OF ORDER: Anytime a member feels an incorrect procedure is being used, he or she can interrupt with a point of order request that requires the Speaker to determine the correct procedure. The point of order can have no additional motions applied to the request other than a motion to withdraw.

SECOND REQUIRED	No
DEBATABLE	No
AMENDABLE	No
VOTE REQUIRED	Ruling by Chairperson

### **3.10 (b) RIGHTS IN DEBATE**

When a pending motion is presented for consideration to the Board, the presiding officer shall recognize the member who made the motion to speak first and the member who seconded the motion to speak second. When two or more members wish to speak the presiding officer shall name the member who is to speak first. No member of the Board shall interrupt another while speaking except to make a point of order. No member shall be permitted to interrupt while another member is speaking. No Board member shall be permitted to indulge in a discussion of personalities, use language personally offensive, arraign motives of members or charge deliberate misrepresentation. If a member is speaking or otherwise transgressing the rules of the Board, the presiding officer shall or any Board member may call him or her to order in which case he or she shall immediately be quiet unless permitted to explain. The Board shall, if appealed to, decide the case without debate. If the decision is in favor of the member called to order, he or she shall be at liberty to proceed. If at any time a guest attendee at a board meeting fails to follow the above rules, or is otherwise inappropriate, disruptive or abusive, they shall be asked to immediately excuse themselves by the acting Parliamentarian.

### **3.11 NUMBER OF DIRECTORS**

The number of Director positions of this Corporation shall be no less than seven, all of whom need be residents of Texas and Members. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws. Any decrease in the total number of Directors shall not have the effect of reducing the total number of Directors below three, nor of shortening the tenure which any incumbent Director would otherwise enjoy. The Westlake Academy House of Commons Policy and Procedures Manual will govern Officer and Director positions and may be ratified by  $\frac{3}{4}$  vote of the Board of Directors.

### **3.12 TERM OF OFFICE**

Directors, with the exception of the Treasurer, shall be entitled to hold office for a term of one (1) year, commencing on the first day of July, and continuing for one (1) year or until he or she is removed, resigns, re-elected or a successor has been elected and assumes office in accordance with these bylaws.

The Treasurer's elected office shall commence on the first day of July and continue for two (2) years or until he or she is removed, resigns, re-elected or a successor has been elected and assumes office in accordance with these bylaws.

The overlap period from election of the new Directors until the end of the previous Director's term, shall be used as the transition period (last day of May to the first day of July) to qualify the new Officer or Director for their respective position. There are no other term limits for Directors and term vacancies are filled in accordance with these bylaws.

The Speaker defaults from the previous years Vice Speaker. The Vice Speaker is elected by  $\frac{2}{3}$  vote of the Board of Directors.

### **3.13 COMPENSATION**

Directors as such shall not receive salaries or other compensation for their services. This policy does not preclude any Director from serving the Corporation in any other professional, arms length capacity and receiving compensation for such additional services.

### **3.14 BOARD COMMITTEES-AUTHORITY TO APPOINT**

The Board of Directors may designate one or more committees to conduct the business and affairs of the Corporation to the extent authorized. Each Board committee shall contain at least two (2) Members, The Board of Directors shall have the power to change the powers and membership of, fill in vacancies in, and dissolve any committee at any time.. The

designation of any committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any Member thereof, of any responsibility imposed by law.

### **3.15 PROXIES**

A Director may vote in person, via electronic mail, by text message or by proxy executed in writing. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and otherwise irrevocable by law.

### **3.16 ACTIONS BY DIRECTORS WITHOUT MEETING**

Any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Board of Directors entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

If the Corporation's Certificate of Formation so provides, any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Board of Directors or committee members as would be necessary to take that action at a meeting at which all of the Board of Directors or members of the committee were present and voted.

Each written consent shall bear the date of signature of each Director or committee member who signs the consent. A written consent signed by less than all of the Board of Directors or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this section, a consent or consents signed by the required number of Board of Directors or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of Board of Directors or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the Speaker or principal executive officer of the Corporation.

Prompt notice of the taking of any action by the Board of Directors or a committee without a meeting by less than unanimous written consent shall be given to all Directors or committee members who did not consent in writing to the action.

If any action by Board of Directors or a committee is taken by written consent signed by less than all of the Directors or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the Board of Directors or committee members, that written consent has been given in accordance with the provisions of section 6.202 of the Texas Business Organizations Code and that any written notice required by such section has been given.

An electronic mail, facsimile or similar transmission by a Director or member of a committee or a photographic, facsimile, or similar reproduction of a writing signed by a Director or member of a committee shall be regarded as signed by the Director or member of a committee for purposes of this section.

### **3.17 COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending or restating the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by such committee. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law upon the Board of Directors or upon any individual Director.

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Members of the Corporation and the Speaker of the Corporation shall appoint the members thereof. The person thereof may remove any member or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Each member of a committee shall continue as such until the next annual meeting of the Members of the Corporation and until a successor is appointed, unless the committee shall

be sooner terminated, or unless such member be removed from such committee, or unless such member ceases to qualify as a member thereof.

The person or persons authorized to appoint the members thereof shall appoint one member of each committee chairman.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE FOUR-OFFICERS**

### **4.01 TITLE AND APPOINTMENT**

The officers of the Corporation shall be a Speaker, a Vice Speaker, a Secretary, a Treasurer, and such other officers as the Board of Directors may designate. The same person may hold any two or more offices, except Speaker and Secretary. All officers shall be elected for a term of one (1) year. . Election or appointment of an officer shall not of itself create contract rights.

### **4.02 REMOVAL AND RESIGNATION**

Any officer may be removed, with or without cause, by vote of a majority of the Directors at any meeting of the Board of Directors, or, except in case of an officer chosen by the Board of Directors or by any committee or officer upon whom that power of removal may be conferred by the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Any officer may resign at any time by giving written notice to the Board of Directors, the Speaker, or the Secretary of the Corporation. Any resignation shall take effect upon receipt or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **4.03 VACANCIES**

Should any vacancy occur in any office of the Corporation, the Board of Directors may elect an acting successor to hold office for the unexpired term or until a permanent successor is elected.

#### **4.04 COMPENSATION**

Officers shall receive no compensation, but may be reimbursed for all actual out of pocket expenses incurred as a reasonable and necessary part of their service in such office. The Board of Directors must approve all unbudgeted expenses of greater than \$250.00,

#### **4.05 SPEAKER**

The Speaker shall be the chief executive officer of the Corporation, subject to the control of the Board of Directors. The Speaker shall have general supervision, direction, and control of the business and officers of the Corporation; shall have the general powers and duties of management usually vested in the office of the president of a corporation; shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws; and shall be *ex officio* a member of all standing committees, including the executive committee, if any. In addition, the Speaker shall preside at all meetings of the Members and Board of Directors. The previous year's Vice Speaker fills the Speaker of the House position. In the event a vacancy is created in accordance with Section 3.02, The Speaker of The House will be assumed by the acting Vice Speaker. The succession of Vice Speaker will be in accordance with Section 4.06 VICE SPEAKER.

#### **4.06 VICE SPEAKER**

The Vice Speaker(s) shall have such powers and perform such duties as from time to time may be prescribed by these Bylaws, the Board of Directors, or the Speaker. No person may serve as Vice Speaker without having previously served a Board of Directors term in the preceding year. A vacancy created in accordance with Section 3.02, must be filled by elected members on the current Board of Directors (BOD) regardless of term, based on the availability of Officers or Directors.

In the absence or disability of the Speaker, the senior Vice Speaker shall perform all the duties of the Speaker, pending action by the Board of Directors. While so acting, the senior Vice Speaker shall have the powers of, and be subject to all the restrictions on, the Speaker.

#### **4.07 SECRETARY**

The Secretary shall:

1. See that all notices are duly given as required by law, the Articles of Incorporation, or these Bylaws. In case of the absence or disability of the

Secretary, or the Secretary's refusal or neglect to act, notice may be given and served by an Assistant Secretary or by the Speaker, Vice Speaker, or Board of Directors.

2. Be custodian of the minutes of the Corporation's meetings, its Corporate Record Book, its other records, and any seal, which it may adopt. When the Corporation exercises its right to use a seal, the Secretary shall see that the seal is embossed upon all documents authorized to be executed under seal in accordance with these Bylaws.
3. Maintain, in the Corporate Record Book, a record of all Members of the Corporation, together with their current mailing addresses.
4. Act as Parliamentarian during all Board of Director meetings.
5. Administer requests for electronic voting on motions set forth by an acting Officer or Director.
6. Working in conjunction with the Speaker, prepare, disseminate and forward the Agenda to the BOD seven (7) days prior to each monthly meeting. Any BOD member wishing to have an item placed on the agenda shall first consult with the Speaker and then submit the item to the Secretary no later than 10 days prior to each monthly meeting. Any proposals or motions not submitted via this process must be entered as new business.
7. Provide a copy of the agenda to the Westlake Academy Administration and post it on the HOC website no later than one (1) day prior to the scheduled meeting.
8. In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be required by Article Six of these Bylaws, by these Bylaws generally, by the Speaker, by the Board of Directors, or by law.

#### **4.08 TREASURER**

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all funds in the name of the Corporation in those banks, trust companies, or other depositories as the Board of Directors select.
2. Receive, and give receipt for, monies due and payable to the Corporation.

3. Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for those disbursements.
4. If required by the Board of Directors or the Speaker, give to the Corporation a bond to assure the faithful performance of the duties of the Treasurer's office and the restoration to the Corporation of all corporate books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or control, in case of the Treasurer's death, resignation, retirement, or removal from office. Any such bond shall be in a sum satisfactory to the Board of Directors, with one or more individual securities or with a surety company satisfactory to the Board of Directors. The Board of Directors and not the Treasurer will pay for any fees associated with this bond.
5. In general, perform all the duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned to the Treasurer by Article Six of these Bylaws, by these Bylaws generally, by the Speaker, by the Board of Directors, or by law.

## **ARTICLE FIVE-AUTHORITY TO EXECUTE INSTRUMENTS**

### **5.01 NO AUTHORITY ABSENT SPECIFIC AUTHORIZATION**

These Bylaws provide certain authority for the execution of instruments. The Board of Directors, except as otherwise provided in these Bylaws, may additionally authorize any officer(s) or agent(s), to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless expressly authorized by these Bylaws or the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement nor to pledge its credit nor to render it liable pecuniary for any purpose or in any amount.

### **5.02 EXECUTION OF CERTAIN INSTRUMENTS**

Formal contracts and other corporate documents shall be signed or endorsed by the Speaker, Vice Speaker, Secretary or Treasurer, unless otherwise specifically determined by the Board of Directors or otherwise required by law.

## **ARTICLE SIX-CORPORATE RECORDS AND ADMINISTRATION**

## **6.01 MINUTES OF CORPORATE MEETINGS**

The Corporation shall keep at the principal office, or such other place as the Board of Directors may order, a Corporate Record Book containing minutes of all meetings of the Corporation's Members, Directors, and committees. The minutes shall show the time and place of each meeting, whether the meeting was regular or special, a copy of the notice given or written waiver thereof, and, if it is a special meeting, how the meeting was authorized. The minutes of all meetings shall further show the proceedings and the names of those present. Minutes of Member meetings shall also show the number of votes present or represented.

## **6.02 BOOKS OF ACCOUNT AND ANNUAL REPORTS**

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions, including all income and expenditures, in accordance with generally accepted accounting practices. Based on these records, the Board of Directors shall annually prepare or approve a report of the Corporation's financial activity for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, expenses, and changes in fund balances, a statement of functional expenses, and balance sheets for all funds. All records, books, and annual reports of the financial activity of the Corporation shall be maintained for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

## **6.03 MEMBERSHIP DIRECTORY**

The Corporation shall keep, a membership Directory showing the names of the Members. The above-specified information may be kept on an information storage device, such as electronic data processing equipment, provided that the equipment is capable of reproducing the information in clearly legible form for the purposes of inspection by any Member, Director, officer, or agent of the Corporation during regular business hours. Any dissemination of Membership information shall be in strict compliance with the existing Privacy Policy of Westlake Academy.

## **6.04 CORPORATE SEAL**

The Board of Directors may at any time adopt, prescribe the use of, or discontinue the use of, such corporate seal as it deems desirable, and the appropriate officers shall cause such seal to be affixed to such documents as the Board of Directors may direct.

## **6.05 FISCAL YEAR**

The fiscal year of the Corporation shall be as determined by the Board of Directors and approved by the Internal Revenue Service. The Treasurer shall forthwith arrange a consultation with the Corporation's tax advisers to determine whether the Corporation is to have a fiscal year other than the calendar year. If so, the Treasurer shall file an election with the Internal Revenue Service as early as possible, and all correspondence with the IRS, including the application for the Corporation's Employer Identification Number, shall reflect such non-calendar year election.

## **6.06 MANAGEMENT OF FUNDS**

All institutional and endowment funds shall be handled pursuant to the Uniform Management of Institutional Funds Act. (Texas Property Code Sections 163.001 et seq.).

## **6.07 LOANS TO OFFICERS AND DIRECTORS**

The Corporation shall not loan money to any of its Directors or Members.

## **6.08 WAIVER OF NOTICE AND CONSENT TO ACTION**

Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice either waive notice or consent to the meeting, in writing, or are present and do not object to the notice given. Waiver or consent may be given either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

# **ARTICLE SEVEN – PURPOSE AND MISSION PRIORITIES**

## **7.01 PURPOSE**

The Corporation has been organized and shall be operated exclusively as a not-for-profit educational organization to build, serve and support Westlake Academy in the Town of Westlake, Texas.

## **7.02 SCHOOL PRIORITY**

In addition to the purpose of building, serving and supporting Westlake Academy Community, the Corporation has, as its purpose, the fostering of a first class education for

all of the students of Westlake Academy, and all other purposes are in furtherance of this underlying goal.

### **7.03 501(c)(3) ISSUES**

The Corporation is organized as a charitable and an educational organization as that term is defined in Internal Revenue Code Sec. 501(c)(3), and an organization exempt from taxation pursuant to Sec. 501(a) of the I.R.C. The Corporation and the Board of Directors shall continue to take such actions as are necessary, and which are not inconsistent with other provisions of the Certificate of Formation or these bylaws, to ensure continued eligibility for and qualification as, an organization described in Sec. 501(c)(3), and exempt pursuant to Sec. 501(a) of the I.R.C.

## **ARTICLE EIGHT – INDEMNIFICATION AND INSURANCE**

### **8.01 INDEMNIFICATION**

The Corporation shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

### **8.02 INSURANCE**

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a Member, Director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a Director, officer, partner, venture, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the Members of the Corporation. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of

self insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Members regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Members as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

## **ARTICLE NINE – MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY**

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, Members of the Corporation, Members of the Board of Directors, or Members of any committee may participate in and hold a meeting of such Members, Board of Directors, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each Member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each Member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## **ARTICLE TEN - ADOPTION OF BYLAWS**

The foregoing bylaws were adopted by the Board of Directors effective the 11<sup>th</sup> day of August, 2015

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Melissa Morse,  
Speaker

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Melissa Zerangue,  
Vice Speaker

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Martha McCoy,  
Treasurer

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Jackie Smith,  
Communications Director

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Shea Biorn,  
Projects Director

---

Sandi Ferrell,  
Fall Social Director

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Vacant  
Volunteer Director

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Elizabeth Allen,  
Hospitality Director

Attested and certified by:

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Elizabeth Thidemann,  
Secretary

**ADDENDUMS ADOPTED and ATTACHED:**

1. NOMINEE CONSIDERATION FORM
2. NOMINATION AND STATEMENT OF WILLINGNESS-TO-SERVE FORM
3. NOMINEE INFORMATION SHEET