

**BOARD RESOLUTION  
OF THE BOARD OF DIRECTORS FOR THE  
A.W. BROWN LEADERSHIP ACADEMY**

**WHEREAS** the Board previously adopted the attached revised bylaws dated April 16, 2019;

**WHEREAS** the Board previously adopted the attached revised Articles of Incorporation dated April 06, 2019;

**WHEREAS** the Board previously determined to adopt the campus name change of 'A.W. Brown F L A Intermediate Campus' to 'AWBLA Genesis Campus PreK thru 6'; and,

**WHEREAS**, the Board previously determined to adopt the campus name change of 'A.W. Brown F L A Early Childhood Campus Academy' to 'AWBLA Quest Campus Kinder thru 8'.

**NOW, THEREFORE**, the Board of Directors of A.W. Brown Leadership Academy, at a lawfully called meeting of the Board, held in compliance with the Texas Open Meetings Act, does hereby confirm and ratify the following actions taken and adopt the following Resolutions:

**RESOLVED**, the Board of Directors directs the Interim Superintendent to notify the Texas Education Agency of the adoption of the revised bylaws dated April 16, 2019;

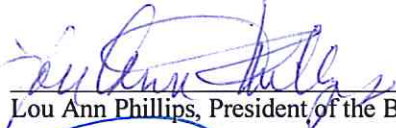
**RESOLVED**, the Board of Directors directs the Interim Superintendent to notify the Texas Education Agency of the adoption of the revised Articles of Incorporation dated April 06, 2019;

**RESOLVED**, the Board of Directors directs the Interim Superintendent to notify the Texas Education Agency of the adoption of the campus name change of 'A.W. Brown F L A Intermediate Campus' to 'AWBLA Genesis Campus PreK thru 6'; and,

**RESOLVED**, the Board of Directors directs the Interim Superintendent to notify the Texas Education Agency of the adoption of the campus name change of 'A.W. Brown F L A Early Childhood Campus Academy' to 'AWBLA Quest Campus Kinder thru 8'.

**PASSED AND APPROVED BY THE MAJORITY OF MEMBERS OF THE BOARD OF DIRECTORS OF A.W. BROWN LEADERSHIP ACADEMY ON THIS, THE 14th DAY OF MAY 2019.**

Members **voting in favor** of the Resolutions:

  
\_\_\_\_\_  
Lou Ann Phillips, President of the Board

  
\_\_\_\_\_  
Jonathan Parker, Vice-President of the Board

  
\_\_\_\_\_  
Susie Temple, Secretary of the Board

\_\_\_\_\_  
La Andra Peterson, Director of the Board

**ATTEST:**

*The undersigned, being the Secretary of the Corporation, hereby certifies that the foregoing represents a true copy of a Resolution of the Directors of the Corporation, duly held May 14, 2019 which Resolution is in full force and effect and has not been revoked or amended.*

Members **voting against** the Resolutions:

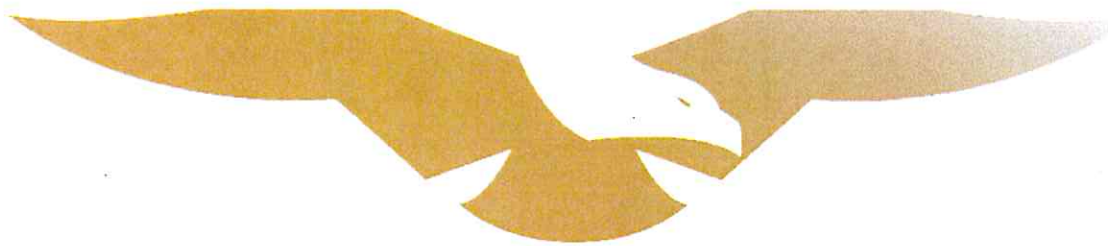
\_\_\_\_\_  
Lou Ann Phillips, President of the Board

\_\_\_\_\_  
Jonathan Parker, Vice-President of the Board

\_\_\_\_\_  
Susie Temple, Secretary of the Board

\_\_\_\_\_  
La Andra Peterson, Director of the Board

  
\_\_\_\_\_  
Susie Temple, Secretary of the Board 5/14/2019



# A.W. BROWN

## LEADERSHIP ACADEMY

### BYLAWS

of

A.W. Brown Leadership Academy Board of Directors

#### **Article I. Name and Privileges:**

This Corporation shall be known as A.W. Brown Leadership Academy, and shall conform to the Laws issued by the Secretary of the State of Texas (the "Corporation").

#### **Article II. Purpose:**

The Corporation is a non-profit corporation organized under the laws of the State of Texas and its purposes are exclusively educational as set forth in the Articles of Incorporation. The Corporation shall exist primarily for the instruction of students in primary grades PK-12 and shall be restricted to and by curriculum approved by the Texas Education Agency and its representatives.

#### **Article III. Officers and Governance:**

Section 1: The names of the initial Board of Directors (the "Board") are set forth in the Articles of Incorporation. All successor Board Members shall be elected by majority vote of the current Board of Directors.

Section 1a: Said organization shall be governed by the Board. The Board shall consist of not less than three (3) and not more than eleven (11) persons. The Board will seek a minimum of one (1) Parent or Guardian of a student currently enrolled at the Academy to serve as a Board member. The Superintendent of the Academy shall be a non-voting member of the Board.

Section 1b: The Officers of the Corporation are a President, a Vice President, Secretary. A Treasurer can be appointed at the discretion of the Board. The Board of Directors may create such other officer positions as it deems necessary. Each officer position shall have duties and responsibilities.

Section 1c: Non-membership Corporation. The Corporation shall have no members. The Board of Directors shall have all powers and duties for the conduct of the activities of the Corporation.

Section 2: Board of Directors shall be elected by the affirmative vote of a majority of the other Directors and shall serve a minimum three (3) year term with no more than 2 consecutive terms, with the exception of the Parent/Guardian Board Director(s). The Parent/Guardian Board Director(s) will serve a minimum two (2) year term. Terms shall be staggered so that no more than 1/3 of the Board shall be up for election during a term, unless a vacancy (ies) needs to be filled. Each person serving as a Director,



unless Grandfathered, shall hold office until the earlier to occurs (a) the expiration of the term of which he/she is elected and until his/her successor has been elected or (b) his/her death, resignation or removal.

Section 3: The Board shall elect their successors at a regularly scheduled Board meeting.

Section 4: Board of Directors shall elect, at its annual meeting, the following officers: President, Vice-President, and Secretary. A Treasurer can be elected at the discretion of the Board.

Section 4a. President: The President shall preside over all board meetings and shall be responsible for directing the work of the board in general. In the event that the organization should find itself without a Superintendent/CEO, then it shall be the President's responsibility to convene a board meeting in which an interim Superintendent/CEO will be appointed by a majority vote.

Section 4b. Vice-President: The Vice-President of the board shall assist the President in the performance of his duties and shall also assume the responsibilities of the President in his/her absence or inability to act.

Section 4c. Secretary: The secretary shall be responsible for keeping an official record of each board meeting and for handling any needed correspondence related to the board.

Section 4d. Treasurer: The organization's board treasurer shall be responsible for overseeing the financial records of the organization.

Section 5: The Board of Directors may establish ad hoc committees as needed under the direction of the Board for the effective governing of the school. The ad hoc committee members do not have voting privileges. The Board President or an appointee shall be an ex-officio member of each committee. The Superintendent or an appointee shall also be an ex-officio member of each committee, except where his/her evaluation, tenure, or salary is deliberated.

Section 5a: The Board of Directors shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of the Corporation, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the Corporation. A Board Member may resign by submitting a written resignation to the President of the Board of Directors.

Section 5b: The Board of Directors has a duty and is bound to maintain the confidentiality of all Board actions, including discussions and votes. Any Board member violating this confidence may be disciplined or removed from the Board by majority vote.

Section 6: The Board- Nepotism - a member of the governing body of a charter holder, a charter school and an officer of a charter school who retain final authority to select and terminate charter school employees shall comply with Government Code, Chapter 573 as it relates to nepotism provision, prohibitions and exceptions. (SEC. 100.1111-100.1116)

#### **Article IV. Meetings and Procedures:**

Section 1: A majority of the then acting Directors shall constitute a quorum.

Section 2: Adoption of any legitimate motion shall require a majority vote except in the case of election of officers and amendment of the Bylaws, which shall require a two-thirds vote.

Section 3: Majority vote means more than half of the votes cast at a legal meeting where a quorum is present.

Section 4: Two-thirds vote means two-thirds of the vote cast at a legal meeting where a quorum is present.

Section 5: The Board President shall preside at all meetings of the Board of Directors. The Board Vice President shall preside at all meetings of the Board of Directors if the Board President is not present. If either the President or Vice President is not present the meeting shall be deemed illegal.

Section 6: An Annual Meeting of the Board of Directors for the election of Officers and Board of Directors and such other business as may come before the meeting shall be held in the calendar month of August each year. Each Board member present at a meeting shall have one vote and there shall be no voting by proxy.

Section 7: In addition to the Annual Meeting a regular monthly meeting of the Board of Directors shall be held. The notice of such meeting shall be held at the principal location of the Corporation or such other place as shall be specified in the meeting notice. Each Board member present at a meeting shall have one vote and there shall be no voting by proxy. The notice shall comply with the state and local government's Open Public Meetings Act. If neither the President nor Vice President is present the meeting shall be deemed illegal.

Section 8: The Board of Directors shall be conducted utilizing "Robert's Rules", a written "Agenda" and timely public notice of all regular meetings and in accordance to the state and local government's Open Public Meetings Act.

Section 9: Special Meetings of the Board of Directors for any purpose may be called at any time by the Board President or by a majority of the full Board of Directors. Such meetings shall be held upon not less than two (2) business days' notice given personally, or by telephone, telephone facsimile, or electronic mail. Such notice shall specify the time and place of the meeting and in all respects comply and in accordance to the state and local government's Open Public Meetings Act. If neither the President nor Vice President is present the meeting shall be deemed illegal.

Section 11.A Board member may be removed for cause at a meeting of the Board by an affirmative vote of 2/3 of the remaining Board Directors.

#### **Article V. Financial Matters**

Section 1. All checks written against accounts in the name of A.W. Brown Leadership Academy shall require the signature of two (2) check signers.

Section 2: An annual independent audit shall be conducted within fifteen (15) days of the close of each accounting year, or December 31<sup>st</sup>, whichever may apply.

Section 3: Any and all Accounts shall bear the name of A.W. Brown Leadership Academy.

#### **Article VI. Regarding Dissolution**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or



corresponding section of any future federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **Article VII. Amendments to Bylaws**

The Board of Directors shall have the power to make, amend, or repeal the Bylaws either Bylaws either in whole or in part. Any change shall require the review of the full Board of Directors. Bylaws may be amended at any regular meeting or any special meeting called for that purpose. Any change shall require the approval by a two-thirds vote of the Board.

#### **Article VIII. Conflicts of Interest Policy**

Section 1. Purpose: The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

##### **Section 2. Definitions:**

- a. Interested Person. Any director or principal officer, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family.
  - 1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement.
  - 2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
  - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

A Board member shall not resign from the Board to attach themselves to an outside and associated outside interest, or entity of the corporation.

##### **Section 3. Procedures:**

- a. Duty to Disclose- In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.

- b. Determining whether a conflict of interest exists- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the conflict of Interest. An interested person may make a presentation at the Board meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that result that result in the conflict of interest.
- d. Violation of the Conflicts of Interest Policy - If the Board of Directors has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - a. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceeding-** The minutes of the Board of Directors shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed and
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

**Section 5. Compensation**

No Board member or officer shall receive any fee, salary, or remuneration of any kind for services rendered to the Corporation, except that they may be reimbursed for proven expenses incurred in the business of the Corporation and approved by formal vote of the Board of Directors. A voting member of the Board of Directors who receives compensation directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

**Section 6. Annual Statements**

Each Director and principal officer shall annually sign a statement which affirms that such person:

- a. has received a copy of the conflicts of interest policy.
- b. has read and understands the policy.
- c. has agreed to comply with the policy, and
- d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Section 7. Periodic Reviews

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted.

#### Section 8. Use of Outside Experts

In conducting the periodic reviews provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

APPROVED BY THE BOARD OF DIRECTORS 04/16/2019



Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



David Whitley  
Secretary of State

## Office of the Secretary of State

April 02, 2019

A W. Brown-Fellowship Leadership Academy  
3810 W Red Bird Lane  
Dallas, TX 75237 USA

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RE: A.W. Brown Leadership Academy  
File Number: 152193301

It has been our pleasure to file the Certificate of Amendment for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

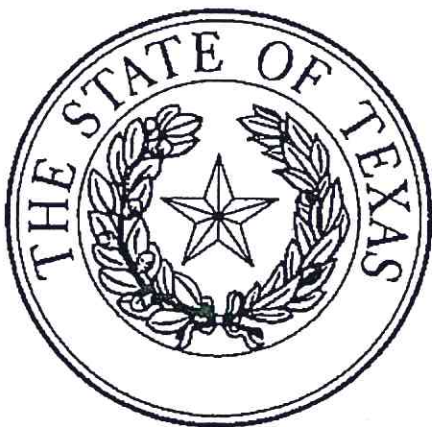
A.W. Brown Leadership Academy  
152193301

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 03/27/2019

Effective: 03/27/2019



A handwritten signature in black ink, appearing to read "David Whitley".

David Whitley  
Secretary of State

**Form 424  
(Revised 05/11)**

Submit in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512/463-5709  
Filing Fee: See instructions



**Certificate of Amendment**

This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas

**MAR 27 2019**

**Corporations Section**

**Entity Information**

The name of the filing entity is:

A. W. Brown Leadership Academy

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

☐ For-profit Corporation

☐ Professional Corporation

☒ Nonprofit Corporation

☐ Professional Limited Liability Company

☐ Cooperative Association

☐ Professional Association

☐ Limited Liability Company

☐ Limited Partnership

The file number issued to the filing entity by the secretary of state is: 152193301

The date of formation of the entity is: January 26, 1999

**Amendments**

**1. Amended Name**

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

Not Applicable ( No name change )

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

**2. Amended Registered Agent/Registered Office**

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:



Registered Agent  
(Complete either A or B, but not both. Also complete C.)

☐ A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

☒ B. The registered agent is an individual resident of the state whose name is:

Lou Ann		Phillips
<small>First Name</small>	<small>M.I.</small>	<small>Last Name</small>

Suffix

The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

C. The business address of the registered agent and the registered office address is:

5701 Red Bird Center Drive	Dallas	TX	75237
<small>Street Address (No P.O. Box)</small>	<small>City</small>	<small>State</small>	<small>Zip Code</small>

**3. Other Added, Altered, or Deleted Provisions**

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

☐ Add each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

☒ Alter each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:  
Article Six is amended to read as follows: The number of Directors constituting the current Directors shall be four (4), and the Names and addresses of the persons who shall serve as the current Directors are:

Lou Ann Phillips  
124 Parks Branch Road  
Red Oak, Texas 75154

Jonathan Parker  
2014 Main St. #A451  
Dallas, Texas 75202

Susie Temple  
2121 Cloudcroft Circle  
Dallas, Texas 75224

LaAndra Peterson  
1700 White Falls Dr  
DeSoto, Texas 75115

☐ Delete each of the provisions identified below from the certificate of formation.

### Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

#### Effectiveness of Filing (Select either A, B, or C.)

- A. ☒ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

NA

### Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: March 01, 2019

By:

Board Secretary  
Susie Temple  
Signature of authorized person

Susie Temple

Printed or typed name of authorized person (see instructions)