

**BYLAWS OF 7CsTHRIVE, INC.**

(A Texas Nonprofit Corporation)

ARTICLE I

NAME

**Section 1.1. Name.** The name of the Corporation shall be 7CsThrive, Inc. ("Corporation").

ARTICLE II

ORGANIZATION

**Section 2.1. Statement of Purposes.** The purposes of this Corporation, as expressed in its Certificate of Formation, shall be for the purpose of transacting any or all lawful business for which corporations may be incorporated under Texas law and to operate within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as may be amended.)

**Section 2.2. Dissolution.** In the event of the dissolution of the Corporation, the Board of Directors ("Board") shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c ) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

MEMBERSHIP

**Section 3.1. Members.** This Corporation is a nonprofit, non-stock corporation, and shall have no corporate membership.

ARTICLE IV  
BOARD OF DIRECTORS

**Section 4.1. Management.** All powers of the Corporation shall be exercised by and under the authority of the Board, and the property, business and affairs of the Corporation shall be managed under the Board's direction. Following the award of a charter by the Texas Education Agency or other relevant governmental entity, the Corporation shall hold public meetings in the school district(s) where any charter school is located (or is to be located.) The meetings must be noticed, open, and accessible to the public, and attendees must be provided an opportunity to receive information and provide input regarding each charter school's operations. The appointed representative for each school and the Chief Education Officer ("CEO") (or each principal if no CEO exists), or their designee, must be present at each meeting.

**Section 4.2. Number of Directors.** The number of Directors shall be five (5). The term of each director shall be two years. However, for purposes of creating an every-year distribution of Director elections only, the initial term of Edward Mungia and Edward Mayberry shall be one year (but shall be two years thereafter should either be re-elected as a Director.) These term limits shall begin on the date of the first annual meeting of the Corporation. The number of terms overall that a person may serve as a director is not limited. A director appointed to fill a vacancy shall be appointed for the unexpired term of such director's predecessor in office. Notwithstanding anything contained in this Section 4.2 to the contrary, however, each director shall continue to serve until his or her successor has been duly elected and seated.

**Section 4.3. Nomination of Directors.** Prior to a regular meeting at which one or more directors shall be elected, a nominating committee consisting of all Board members whose seats are not up for election will compile and submit to the Board a slate of candidates for each directorship to be filled at the upcoming meeting. These submissions shall be deemed to be nominations of each person named. No nominee may be a/an (1) current employee of the Corporation or (2) spouse, parent, child, sibling, uncle, aunt, first cousin, nephew, niece, father-in-law, mother-in-law, son in-law, daughter-in-law, brother-in-law,

sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, or half sister of a current employee of the Corporation. Each non-incumbent nominee must submit biographical information and a letter stating why he or she wishes to serve on the Board.

**Section 4.4. Election of Directors.** Directors shall be elected by the Board at any annual or regular meeting when there is an expiring term of one or more Directors. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or special meeting of the Board called for that purpose.

**Section 4.5. Vacancies.** Vacancies occurring in an elected Directorship, however caused, shall be filled as soon as practicable by appointment by a majority vote of the remaining members of the Board, even if the remaining Directors would not otherwise constitute a quorum. Except for a Director elected due to the natural expiration of his or her predecessor's term, a Director so appointed to fill a vacancy shall hold office of the remainder of his or her predecessor's term.

**Section 4.6. Resignation or Removal of Directors.** A Director of the Corporation may resign at any time by tendering his or her resignation in writing to the Corporation, which resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt by the Corporation at its principal place of business. Any Director may be removed at any time, with or without cause, by a two-thirds vote of the other Directors.

**Section 4.7. Compensation of Directors.** Directors will not receive compensation for services rendered in their capacities as Directors. However, nothing herein contained shall be construed to preclude any Director from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation as a Director or in any other capacity.

**Section 4.8. Annual Meetings of the Board.** The annual meeting of the Board shall be held without other notice than this Bylaw at the regular July meeting of each year, unless the Board by

resolution provides for a different time and place for the holding of such annual meetings. The annual meeting may be held at such other time and place, without other notice than such resolution.

**Section 4.9. Regular Meetings.** The Board shall meet at least four (4) times each year, including the annual meeting, with each such meeting being approximately three (3) months from the date of the previous regular or annual meeting. The Secretary shall give notice via email or U.S. mail of all regular and annual meetings to each Director at the address or email on file with the Secretary at least five (5) days prior to a meeting indicating the date, place, and time of the meeting.

**Section 4.10. Special Meetings.** Special meetings of the Board may be called at any time by the President of the Corporation. Further, special meetings of the Board must be called by the President within fourteen (14) days of receipt of a written request of any two (2) or more Directors. Written notice of special meetings shall be given to each Director not less than twenty-four hours prior to such meeting. The notice shall set forth the time, place and purpose of the meeting. The business to be transacted at any special meeting shall be limited to those items set forth in the notice or waiver thereof.

**Section 4.11. Quorum and Action of the Board.** A majority of the Directors must be present in person (or by approved videoconference technology in accordance with Texas law) at a meeting to constitute a quorum for the transaction of business at such meeting. Directors present by proxy may not be counted toward a quorum. Except as otherwise provided by law, the Certificate of Formation, or these Bylaws, the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present (and which may include votes by proxy) shall be necessary for an action of the Board. Any vote by proxy by a Director must be executed in writing and shall not be valid for more than 30 days. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of adjournment.

Notwithstanding the foregoing, a two-thirds vote of the total number of Directors is necessary for the following actions:

1. Approval of charitable gifts, transfers, distributions, and grants by the Corporation to other entities;
2. Adoption of an amendment to the Certificate of Formation or the Bylaws;
3. Organization of a subsidiary or affiliate by the Corporation; and
4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

**Section 4.12. Voting Shares of Stock.** In the event the Corporation owns shares of stock in another corporation, such shares shall be voted by the President, or his or her designee, as authorized by a vote of the Board.

ARTICLE V  
OFFICERS

**Section 5.1. Number.** The Corporation may have a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person except that the President and Secretary offices may not be held by the same person. Officers need not be residents of the State of Texas. The failure to elect an officer shall not affect the existence of the Corporation.

**Section 5.2. Election and Term of Office.** All officers of the Corporation shall be elected by a majority vote of the Board at the annual meeting of the Board. A duly elected officer shall hold office for a term of one (1) year, commencing at the close of the annual meeting, and until the end of their term or their earlier death, resignation or removal.

**Section 5.3. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by an appointment by the Board for the remaining unexpired term of such office.

**Section 5.4. Resignation or Removal of officers.** An officer of the Corporation may resign at any time by tendering his or her resignation in writing to the President or the Secretary. Resignations shall become effective upon the date specified therein or, if no date is specified, upon receipt by the Corporation. An officer of the Corporation may be removed at any time, with or without cause, at any meeting of the Board by a two-thirds vote of the Board.

**Section 5.5. President.** The President shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board and act as a duly authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. The President shall report as directed to the Board at each meeting. The President may sign, along with the Secretary or any other proper officer of the Corporation authorized by the Board, deeds, mortgages, bonds, contracts or other instruments which the Board has authority to execute, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

**Section 5.6. Vice-President.** The Vice-President shall act in the place of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

**Section 5.7. Secretary.** The Secretary shall keep or cause to be kept all of the records of the Corporation, record or cause to be recorded the minutes of the meetings of the Board, send out or cause to be sent out all notices of meetings of the Board and all Committees, and keep or cause to be kept a register of the names and addresses of each Director. The Secretary shall perform such other duties as may be prescribed by the Board. If Secretary and Treasurer are not held by the same person, then in the absence or

inability to serve of the Treasurer, the Secretary shall perform the duties of Treasurer.

**Section 5.8. Treasurer.** The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made and that such accounting is presented to and made available to the Board. The Treasurer shall perform such other duties as may be prescribed by the Board. If Secretary and Treasurer are not held by the same person, then in the absence or inability to serve of the Secretary, the Treasurer shall perform the duties of Secretary. However, the Treasurer cannot perform the duties of the Secretary if the Treasurer is also the President.

**Section 5.9. Other Officers.** Other officers elected by the Board shall have such duties and responsibilities as the Board deems advisable.

**Section 5.10. Election of Officers.** Each officer shall be elected at the annual meeting of the Board.

**Section 5.11. Salaries.** Officers shall not receive compensation for services rendered as officers of the Corporation. However, nothing herein contained shall be construed to preclude any officer from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation as an officer or in any other capacity.

## ARTICLE VI

### COMMITTEES OF THE BOARD

**Section 6.1. Committees of the Board.** The Board may establish standing committees and special committees of the Board. Unless otherwise specified by the Board or these Bylaws, the members and the chairpersons of the committees will be appointed at the annual meeting of the Board or at any other times.

**Section 6.2. Standing Committees.** Standing committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of each standing committee shall be specified in the resolution creating the committee.

**Section 6.3. Special Committees.** Special committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of each special committee shall be specified in the resolution creating the committee.

**Section 6.4. Committee Members' Term of Office.** Unless otherwise specified by resolution of the Board, members of each committee shall continue in office until the next annual meeting of the Board and until their successors are appointed, unless the committee of which they are members shall be sooner terminated by resolution of the Board or until their earlier death, resignation or removal as committee members.

**Section 6.5. Committee Meetings.** Meetings of any committee may be called by the chairperson of such committee or upon the written request of one-third (1/3) of the committee members. The call for any meeting shall be by giving notice of such meeting which sets forth its time and place and is delivered to the residence or place of business of the committee members as listed in the Secretary's office at least two (2) days prior to such meeting. Unless otherwise provided in these Bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established at a committee meeting, the subsequent withdrawal of committee members from the meeting so as to reduce the number of committee members present to fewer than the number required for a quorum shall not affect the validity of any action taken at the meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations.

**Section 6.6. Resignation or Removal of Committee Members.** A member of any committee may resign at any time by tendering his resignation in writing to the President. The Board, by a vote, may remove, with or without cause, any member from a committee and specifically, but not by way of limitation, may remove any member from a committee for failing to attend three (3) consecutive meetings of the committee.



ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

**Section 7.1. Indemnification.** The Corporation shall indemnify to the fullest extent permitted by law each officer and Director, whether or not then in office (and his or her executor, administrator, and/or heirs), or any person who may have served at the Board's request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise (as well as the executor, administrator and heirs of any of them), against all reasonable expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and necessarily incurred by such in connection with any threatened, pending or completed action, suit, proceeding or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which that person is or is threatened to be made a party because he or she is or was a Director, officer, employee or agent of this Corporation, or such other corporation, partnership, joint venture, trust or other enterprise. Such person shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his or her duties to the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, employee or agent may be entitled.

**Section 7.2. Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against and/or incurred by that person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of this Article VII.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSIT BOOKS AND RECORDS

**Section 8.1. Contracts.** The Board may authorize any officer

or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 8.2. Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board, which authority may be general or confined to specific instances.

**Section 8.3. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

**Section 8.4. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

**Section 8.5. Gifts.** The Board may accept, on behalf of the Corporation, any contributions, gifts, bequests or devises.

**Section 8.6. Books and Records.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees of the Board. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

**Section 8.7. Financial Statements.** Not later than two (2) months after the close of each fiscal year, the Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year, a profit and loss statement showing the results of the operations of the Corporation during its fiscal year, and any other financial statements as may be required by a resolution of the Board. The balance sheets and profit and loss statements shall be filed in the principal office of the Corporation, shall be kept for at

least five (5) years, and shall be subject to inspection during business hours by any Board member.

**Section 8.8. Conflict of Interest.** All Board members are bound by the conflicts of interest provisions as set forth in the Texas Education Code, as may be amended or superseded.

ARTICLE IX  
FISCAL YEAR

**Section 9.1. Fiscal Year.** The fiscal year of the Corporation shall end on June 30 of each year.

ARTICLE X  
NOTICE

**Section 10.1. Notice Generally.** Whenever, under the provisions of any rule, statute, the Certificate of Formation, or these Bylaws, notice is required to be given to any Director or officer, it shall not be construed to require personal notice; rather, such notice may be given, unless otherwise required by these Bylaws, either personally, or by sending it by email addressed to such Director or officer at his or her email address as the same appears in the records of the Corporation. Except in the case of emergency, at least seventy-two (72) hours' notice is required for any meeting of the Board of Directors.

**Section 10.2. Waiver.** Whenever, under the provisions of any rule, statute, the Certificate of Formation, or these Bylaws, notice is required or permitted to be given to any Director or officer, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted and the purpose of any special meeting of the Board shall be specified in any written waiver of notice thereof.

ARTICLE XI  
AMENDMENTS

**Section 11.1. By Directors.** These Bylaws may be amended or repealed wholly or in part, consistent with any bylaws adopted by the Board, at any meeting at which a quorum is present by two-thirds of the entire Board.

ARTICLE XII  
PARLIAMENTARY PROCEDURE

**Section 12.1. Parliamentary Procedure.** The rules contained in the current edition of **Robert's Rules of Order** shall govern the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with Texas law, these Bylaws, and any special rules of order the Board may adopt.

WHEREFORE, the undersigned have executed these Bylaws on January 4, 2020.

  
\_\_\_\_\_  
Angelina Osteguín, Director

  
\_\_\_\_\_  
Doyle Valdez, Director

  
\_\_\_\_\_  
Elda Flores, Director

  
\_\_\_\_\_  
Edward Mungia, Director

  
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Edward Mayberry, Director