

**Amended and Restated**  
**BYLAWS**  
**OF**  
**Community Strategies, Inc.**

Contents

**SECTION 1..... 4**

**The Corporation Defined ..... 4**

1.1 Name ..... 4

1.2 Purpose..... 4

1.3 Tax-Exempt Status..... 4

1.4 Corporate Authority ..... 4

1.5 Tax Year..... 4

1.6 Definitions..... 4

**SECTION 2..... 5**

**Board of Directors..... 5**

2.1 Board Authority ..... 5

2.2 Number ..... 5

2.3 Duties ..... 5

2.4 Composition..... 5

2.5 Term of Office, and Term Limits ..... 5

2.6 Nominations..... 6

2.7 Elections..... 6

2.8 Attendance, Removal, or Resignation ..... 6

2.9 Vacancies ..... 6

2.10 Compensation ..... 7

**SECTION 3..... 7**

**Meetings of the Board..... 7**

3.1 Meetings..... 7

3.2 Notice..... 7

3.3 Quorum ..... 7

3.4 Procedures..... 8

3.5 Voting ..... 8

**SECTION 4..... 8**

**Officers of the Board ..... 8**

4.1 Officers ..... 8

4.2 Term of Office ..... 8

4.3 Nominations and Election..... 8

4.4 Chair..... 8

4.5 Vice-Chair..... 9

4.6 Secretary ..... 9

4.7 Treasurer ..... 9

4.8 Governance Chair ..... 10

4.9 Removal and Resignation ..... 10

4.10 Immediate Past Chair:..... 10

4.11 Vacancies ..... 10

4.12 Delegation of Duties ..... 10

**SECTION 5..... 11**

**Committees of the Board: ..... 11**

5.1 Creation:..... 11

5.2 Composition:..... 11

5.3 Reporting of Committee Actions and Authority:..... 11

5.4 Notice of Committee Meetings:..... 11

5.5 Advisory Committee:..... 12

**SECTION 6..... 12**

**Staff 12**

6.1 Employment..... 12

6.2 Duties ..... 12

6.3 Separation of Duties..... 12

**SECTION 7..... 12**

**Location ..... 12**

7.1 Principal Office..... 12

7.2 Registered Agent and Registered Office..... 13

7.3 Other Offices..... 13

**SECTION 8..... 13**

**Members: ..... 13**

8.1 Membership: ..... 13

8.2 Supporting Members:..... 13

**SECTION 9..... 13**

**Amendments and Construction ..... 13**

9.1 Amendments to Bylaws ..... 13

9.2 Construction and Terms ..... 13

**SECTION 10..... 14**

**CERTIFICATION..... 14**

## SECTION 1

### The Corporation Defined

#### 1.1 Name

The name of the non-profit corporation is Community Strategies, Inc., (hereinafter referred to as the “School”).

#### 1.2 Purpose

The purpose of the School is to provide quality educational services to the students of Oklahoma and their families.

#### 1.3 Tax-Exempt Status

The School shall operate exclusively for charitable and educational purposes described under § 501(c)(3) of the Internal Revenue Code (hereinafter referred to as the “Code”) and as further described in §§509(a)(1) and 170(b)(1)(A)(ii).

#### 1.4 Corporate Authority

The School may do all things and perform all acts permitted a non-profit corporation under the laws of Oklahoma within the purpose set forth in Section 1.2 and within the requirements of operating virtual charter schools in the State of Oklahoma.

#### 1.5 Tax Year

The Tax Year of the School shall be the Fiscal Year of July 1 through June 30.

#### 1.6 Definitions

1. “Board” means the Board of Directors of the School in their capacity as the governing body of the School, and which is comprised of those Directors elected in accordance with Section 2.7.
2. “Director” means an individual who has been elected to the School’s Board of Directors in accordance with Section 2.7 and who is currently serving on such Board of Directors.
3. “Officer” means an individual who has been elected to the School’s Board of Directors in accordance with Section 2.7 and subsequently elected to an Officer position listed in Section 4.1 pursuant to Section 4.3.
4. “Vote of the Board” means a vote of the Directors present and voting at any meeting of the Board where a quorum is present and certified, whether such meeting is held in person or electronically. Routine business and elections shall be transacted by a majority vote of the Board unless indicated otherwise in these Bylaws.
5. “Quorum” unless stated otherwise, a Quorum shall mean a majority of the Directors.
6. “Executive Committee” means the Executive Committee set forth in the *Governance Manual* of the School.
7. “Governance Committee” means the Governance Committee set forth in the *Governance Manual* of the School.

## SECTION 2

### Board of Directors

#### 2.1 Board Authority

The Board of Directors (the “Board”) shall have all powers and authority which may be granted to a Board of a non-profit corporation under the laws of Oklahoma within the purpose set forth in Section 1.2.

#### 2.2 Number

The Board shall consist of not less than seven (7) and not more than fifteen (15) Directors. The Board may increase or decrease the number of Directors, in accordance with the range specified above, and are entitled to vote thereon at any meeting of the Board.

#### 2.3 Duties

The duties of the Directors include the following:

1. Exercise a duty of obedience to the School’s purpose in guiding all decisions;
2. Exercise due care and act in good faith in all dealings and interests of the School;
3. Exercise a duty of loyalty to the School by avoiding and/or managing conflicts of interest;
4. Ensure each Director executes and completes an annual *Board Service Agreement* and *Annual Conflict of Interest Disclosure Questionnaire*;
5. Approve and periodically review manuals or policies, or authorize an appropriate committee, including but not limited to fiscal, governance, gift acceptance, personnel, and program policies;
6. Maintain a record of all approved policies and contemporaneous minutes and records of all meetings of the Board or committees with Board delegated duties or authority;
7. Approve the annual budget and oversee the financial administration of the School;
8. Review Form 990 tax return prior to submission to the IRS or authorize an appropriate committee to perform such duty;
9. Review and approve all contractual agreements or, authorize an Officer or staff member to approve and execute such agreements in accordance with the financial policies;
10. Perform such other duties as prescribed by the Board.

#### 2.4 Composition

A Director must be at least twenty-one (21) years of age. Only one (1) member of any one (1) family related by blood or marriage, only one (1) member residing within a household, or only one (1) employee, owner, or investor of any one (1) company may be a Director at any given point in time. Furthermore, an employee, if any, of the School may not serve as an Officer or Director of the School.

#### 2.5 Term of Office, and Term Limits

A Director shall serve a term for a period of three (3) years. Terms shall be rotated to

allow for approximately one-third (1/3) of the Directors to be up for election each year. Any Director may serve three (3) consecutive terms. Any Director, who has served the consecutive terms allowed or has resigned, may be eligible for re-election as a Director after a period of one (1) year. However, no Director may serve more than nine (9) terms. Upon resignation, removal, or vacancy of a Director, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

2.6 Nominations

The Governance Committee shall prepare a slate of candidates in accordance with the *Governance Committee Charter* set forth in the *Governance Manual*. Nominations, with the prior consent of the nominee, may be provided to the Governance Committee a minimum of ten (10) days prior to an election. Nominations from the floor at a meeting where an election is to take place shall not be accepted.

2.7 Elections

Elections shall be determined by a vote of the Board. In addition, elections shall be conducted, at a minimum, annually in the Fourth Quarter of the Fiscal Year to allow the newly elected Directors to begin on the first day of the First Quarter of the following Fiscal Year. If the slate is not approved, the Board may call for a vote on each slated candidate by a vote of the Board. Each slated candidate receiving a majority of the votes cast shall become a Director. The Board may request the Governance Committee to provide an additional slate of candidates should a Director position(s) remain open. Additional elections may take place at any regularly or specially called meeting of the Board.

2.8 Attendance, Removal, or Resignation

Due to quorum requirements, any Director who misses more than forty percent (40%) of the regularly scheduled meetings over a twelve (12) month rolling average shall be deemed to have resigned as a member of the Board once more than forty percent (40%) of the regularly scheduled meetings have been missed by such Director. The Director may request in writing to be reinstated by a vote of the Board at the meeting following the resignation. A Director may be removed at any time, with or without cause, by a vote of the Board at any regular or specially called meeting of the Board.

Any Director may resign at any time by giving written or verifiable electronic notice to the Chair or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if the School would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

2.9 Vacancies

The Governance Committee shall present to the Board candidates for vacancies resulting from term limits, resignation, removal, or newly created Directorships. Directors may be

elected for such vacancies or newly created Directorships by a vote of the Board at any regularly or specially called meeting of the Board.

If due to such vacancies, the number of Directors is fewer than seven (7) as stated in Section 2.2, the Board may elect Directors to fill such vacancies by a vote of the Board. Those elected by the Board shall assume their positions for the duration of the unexpired term.

2.10 Compensation

Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties subject to the requirements and limitations of policies established by the Board.

**SECTION 3**

**Meetings of the Board**

3.1 Meetings

All meetings of the Board of Directors, regardless of the meeting type, shall be held in accordance with *The Oklahoma Open Meeting Act*. Regularly scheduled monthly meetings will be posted in accordance with *The Oklahoma Open Meeting Act*. Should a monthly meeting not be held for any reason, such business will be conducted at a special meeting or at the next regularly scheduled meeting. There shall be a minimum of four (4) meetings of the Board and, the Board will have at least one (1) meeting in each quarter of the Fiscal Year. Board meetings may be held at such time and place as shall be determined by the Chair, or as determined by the Board.

3.2 Notice

Notice and Posting of meetings of the Board of Directors shall be in accordance with *The Oklahoma Open Meeting Act*. Directors who wish to receive notice of meetings via electronic transmission in addition to the requirements set forth in *The Oklahoma Open Meeting Act* must provide their address to the Secretary of the School.

3.3 Quorum

At all meetings of the Board, a quorum shall consist of a majority of the total number of Directors. A Director must be present to be counted for purposes of a quorum and to meet the attendance requirements. Directors will be deemed present if such Director can communicate with all Directors participating in the meeting. In the absence of a quorum, a majority of the Directors in attendance may vote to adjourn the meeting to another place, date, or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 3.2. Any Director with a conflict of interest shall be counted for purposes of determining a quorum but must follow the *Conflict of Interest Policy* as discussed in Section 3.5.

3.4 Procedures

Meetings of the Board shall be conducted in an orderly manner under the direction of the Chair. Should the Chair or Vice-Chair be absent, then an Officer as determined by the Board shall conduct the Meetings. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy, or state law.

3.5 Voting

Each Director shall have one (1) vote. A majority vote of the Directors present at a meeting where a quorum is established shall be deemed the action of the Board, except when the law or these Bylaws require otherwise. Proxies may not be used. In the case of a tie, the motion will fail. The vote of each Director shall be publicly cast and recorded. The *Conflict of Interest Policy*, as adopted by the Board, will apply to Directors when voting on issues in which a Director may have a financial interest even if such interest is only a perceived interest, as determined by the Board.

**SECTION 4**

**Officers of the Board**

4.1 Officers

Officers of the Board must be previously elected to the Board of Directors of the School. Officer positions shall be a Chair, Vice-Chair, a Secretary, a Treasurer, a Governance Chair, and if so determined by the Board, an Immediate Past Chair. An Officer shall be subject to all the duties and rights of any other Director.

4.2 Term of Office

Officers shall serve for a two (2) year term or until the next succeeding election of Officers. An Office may not be held by the same Director for more than two (2) consecutive terms. Upon resignation, removal, or vacancy of an Officer, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

4.3 Nominations and Election

Elections shall be conducted, at a minimum of annually, in the Fourth Quarter of the Fiscal Year in accordance with Sections 2.5 and 2.6.

4.4 Chair

The Chair, or designee, shall have the following duties:

1. Act as the Principal Officer of the School, subject to the control of the Board;
2. Have general supervision and direction of the duties of the Board as set forth in Section 2.3;
3. Set the meeting agendas or aid the staff in setting meeting agendas and with correspondence and ballots with the Board;
4. Preside at all meetings of the Board unless determined otherwise by the Board;



5. Report or cause to be reported, of the operations of the School's affairs at Board meetings;
6. Report or cause to be reported to the Board all such matters coming to his/her attention and relating to the interest of the Board; and,
7. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

4.5 Vice-Chair

The Vice-Chair shall have the following duties:

1. In the absence or disability of the Chair, perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the Chair; and,
2. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

4.6 Secretary

The Secretary, or designee, shall have the following duties

1. Give notice of all meetings of the Board as required by these Bylaws or by law;
2. Keep a book of minutes of all meetings of the Board with the time and place of holding, whether annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via electronic transmission;
3. Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board;
4. Exhibit at all reasonable times, upon the request of a Director, these Bylaws, and the minutes of the proceedings of the Board;
5. Keep at the Principal Office all documents required for public inspection by the Internal Revenue Service;
6. Keep a record of the names of Directors and Officers with the addresses at which such individuals/entities are to receive notice; and,
7. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

4.7 Treasurer

The Treasurer, or designee, shall have the following duties:

1. Keep and maintain adequate and correct accounts of the properties and business transactions of the School;
2. Provide financial information upon request by any Director during normal business hours;
3. Provide a report of the School's financial affairs at meetings of the Board and/or when requested by a Director;

4. Ensure appropriate oversight and implementation of the financial policies and procedures; and,
5. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

4.8 Governance Chair

The Governance Chair, or designee, shall have the following duties:

1. Act as the Chair of the Governance Committee;
2. Ensure the Board Governance Committee fulfills the duties set forth in *Governance Manual*; and,
3. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

4.9 Removal and Resignation

An Officer may be removed from office at any time, with or without cause, by a vote of the Board at any regular or specially called meeting of the Board.

Any Officer may resign at any time by giving written or verifiable electronic notice to the Chair or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.10 Immediate Past Chair:

The Immediate Past Chair shall serve as an advisor to the Chair for one (1) year immediately following their term as Chair. If their term limits as a Director have expired, the term will be extended for one (1) year to allow the Immediate Past Chair to be considered a Director as set forth in Section 2.2 unless determined otherwise by the Board.

4.11 Vacancies

A vacancy in the office of the Chair shall be filled by the Vice-Chair unless determined otherwise by the Board. In the event of a vacancy in any office other than that of the Chair, such vacancy may be filled temporarily by appointment by the Chair until an election can take place. A vacancy in any office other than that of the Chair shall be filled by an election whereby the Governance Committee shall nominate candidates and the Board shall vote to fill such vacancies. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine. Should officer positions not be filled, the Chair shall determine which officer positions will be combined until all officer positions may be filled.

4.12 Delegation of Duties

In case of the absence or disability of any Officer of the School or for any other reason that the Board may deem sufficient, the Board may by a vote, delegate the powers or

duties of such Officer to any other Officer or Director with such power of delegation valid for the remainder of the term or until the next election.

## SECTION 5

### **Committees of the Board:**

#### 5.1 Creation:

The Board shall have the power to create, revoke, or modify any committee or task force deemed necessary. Standing Committees shall include, but are not limited to, the Governance Committee and the Finance Committee. Committee Charters shall be found in the *Governance Manual* of the School.

#### 5.2 Composition:

A Director as determined by the Board shall serve as the Chair of each Committee and members of each Committee will be selected by the Board. Each Committee shall include a minimum of three (3) members with a minimum of one (1) member being a member of the Board. Therefore, non-Board members may serve as Committee Members at the approval of the Board. Furthermore, the Chair may sit on each Committee as a non-voting, ex-officio member unless determined otherwise by the Board. However, the Chair may not be counted for purposes of determining a quorum of any such Committee, with the exception of the Executive Committee, if any.

#### 5.3 Reporting of Committee Actions and Authority:

All Committees shall report to the Board as the Board may require. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Should the Board delegate any of its powers to a committee:

1. Only the Directors who sit on such committee may vote;
2. A quorum of the Committee shall be a majority of the Directors sitting on the Committee;
3. The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
4. Report all actions to the Board;
5. Report such authority on the tax return Form 990: and,
6. Committee meetings shall be subject to *The Oklahoma Open Meeting Act*.

#### 5.4 Notice of Committee Meetings:

Committees shall provide a minimum of twenty-four (24) hours' notice to the committee members. If a committee member does not receive notice of a committee meeting but attends the committee meeting, they shall be deemed to have received notice of the committee meeting unless the purpose of attending the meeting is to dispute having the meeting due to inadequate notice. Notice of such committee meetings may be given

verbally or via electronic transmission. Committees with Board-delegated powers shall provide notice of committee meetings in accordance with Section 3.2 of these Bylaws.

5.5 Advisory Committee:

The Board may provide for one or more Advisory Committees consisting of individuals with extended service, contacts, and/or expertise to aid the School or who work within areas or fields deemed appropriate to further the mission of the School. Advisory Committee Members shall be selected, and/or removed with or without cause, by a majority vote of a quorum of the Board. Such Advisory Committee Members shall not have voting rights, be considered as members of the School, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws. The Board may provide additional policies to establish duties and/or benefits of one or more levels of Advisory Committees.

## **SECTION 6**

### **Staff**

6.1 Employment

The Board will fill the position of the head staff person or leave such position vacant, in a manner as determined by the Board. The Board may utilize a committee to perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to said position. In addition, the Board will ensure the date and terms of compensation arrangements of said position are recorded in writing and maintained with the information on which the Board based its decision.

6.2 Duties

The head staff person shall perform management duties pursuant to a job description, including but not limited to the hiring/firing of other staff and performance evaluations of other staff. The Board may change the job description to increase or decrease the responsibilities of the head staff person. However, the functions of the head staff person shall not supersede the duties of the Board as set forth in Section 2.3.

6.3 Separation of Duties

The Officers of the Board are set for in Section 4. The head staff person or other staff members may be Officers of the School but shall not hold any Officer Position on the Board of the School.

## **SECTION 7**

### **Location**

7.1 Principal Office

The School shall locate its Principal Office in Oklahoma. The School may change said Principal Office from one location to another, notifying the Internal Revenue Service and the Oklahoma Secretary of State of such change.

7.2 Registered Agent and Registered Office

The Registered Agent and Registered Office of the School shall be in the state of Oklahoma and may be, but need not be, identical with the Principal Office. A change of the Registered Agent or Registered Office shall be filed with the Oklahoma Secretary of State.

7.3 Other Offices

The School may have other offices as determined by the Board.

**SECTION 8**

**Members:**

8.1 Membership:

The School in its capacity as a non-profit corporation is not a membership organization. Where required the “Directors” of the Board of Directors shall be the only members of the School.

8.2 Supporting Members:

The Board may establish criteria for supporting members of the organization to allow individuals and entities to support the School in a variety of ways. Supporting members shall not have voting rights or other benefits or privileges granted to the Directors acting in their capacity as Members of the School in these Bylaws or the Certificate of Incorporation.

**SECTION 9**

**Amendments and Construction**

9.1 Amendments to Bylaws

These Bylaws may be amended, altered, changed, or repealed by the affirmative vote of two-thirds (2/3) of the Directors at any meeting of the Board where a quorum is present if notice of the proposed amendment, alteration, change, or repeal was given at least five (5) days prior to the meeting at which the amendment is acted upon. In addition, such proposed amendment, alteration, change, or repeal may be further amended as determined by the Board.

9.2 Construction and Terms


1. These Bylaws replace all prior bylaws. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Code shall be to such sections of the Code as be amended from time to time, or to corresponding provisions of any future federal tax code.


2. Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members, and/or committee members.
3. Should there be any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the School, the provision of the Certificate of Incorporation shall govern.

**SECTION 10**

**CERTIFICATION**

**THESE AMENDED AND RESTATED BYLAWS** of Community Strategies, Inc., were adopted on December 17, 2021 with amendments to Sections 2.8 and 3.1 adopted March 9, 2022.

DocuSigned by:  
  
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Paul Campbell, Chair

DocuSigned by:  
  
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Ginger Casper, Secretary