

BYLAWS OF DISCOVERY SCHOOL OF SAN ANTONIO, INC.
(A Texas Nonprofit Corporation)

Effective July 1, 2023

ARTICLE I
ORGANIZATIONAL STRUCTURE

Section 1 The name of this organization shall be Discovery School of San Antonio, Inc., a Texas nonprofit Corporation governed by a volunteer **Board of Directors** (as defined in Article IV) and shall be referred to as “Corporation” throughout the document.

ARTICLE II
PURPOSE AND POLICY

Section 1 Purpose The purpose of this Corporation shall be the education and enrichment of young children.

Section 2 Non-Discrimination This Corporation does not and shall not discriminate on the basis of race, color, gender, national origin, ancestry, age, religion, creed, disability, marital status, military status, veteran's status, sexual orientation, gender identity or gender expression, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, volunteers, subcontractors, vendors, families, and students.

This Corporation is an equal opportunity employer, shall not discriminate, and will take affirmative measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, ancestry, age, religion, creed, disability, marital status, military status, veteran's status, sexual orientation, gender identity or gender expression.

This Corporation does not and shall not discriminate on the basis of race, color, gender, national origin, ancestry, age, religion, creed, disability, marital status, military status, veteran's status, sexual orientation, gender identity or gender expression in the administration of its educational policies, admission policies, scholarship program or other school administered programs.

ARTICLE III
CORPORATE MEMBERSHIP

Section 1 Any parent or guardian, or individual authorized in writing by a parent or guardian, of any child currently enrolled at Discovery School of San Antonio, Inc. and any employee of this organization shall be eligible for membership in this Corporation, and shall become a member, with full voting rights, upon enrollment. Any parent, guardian,

or individual authorized to become a member of the Corporation by a parent or guardian, of any child who has withdrawn and/or is no longer enrolled at Discovery School of San Antonio, Inc. and any employee of this organization who has resigned and/or is no longer employed by this organization shall no longer be a member and shall have no voting rights upon termination of enrollment or employment.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1 Purpose The purpose of the Board of Directors shall be to set and enforce business policy and to oversee financial matters including, but not limited to, fundraising.

Section 2 Ethical Responsibility As a nonprofit organization at the forefront of education, the Corporation's policy is to uphold the highest legal, ethical, and moral standards. Our reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as adherence to the highest standards of conduct and personal integrity.

Directors and Officers shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner, they reasonably believe to be in the best interest of the Corporation. Directors and Officers shall comply with all applicable laws and regulations; refrain from any illegal, dishonest, or unethical conduct; act in a professional and businesslike manner; and treat others with respect. In general, Directors and Officers shall utilize good judgment based on high ethical principles with respect to acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of the Board of Directors. Directors or Officers should raise any such concerns with the President or the First Vice-President in accordance with the Dispute Resolution Policy attached hereto as Addendum A.

Section 3 Number The Board of Directors shall in no case be less than 10 or more than 25 members drawn from the qualified members of the Corporation. In addition, a non-voting position shall be made available for one representative selected by the employees.

Section 4 Nominations The Board of Directors shall appoint a Nominating Committee (as defined in Article VI), which shall seek out individual applicants as well as submit a letter to the parent body seeking qualified corporate members for election to the Board of Directors. All candidates must be apprised of, and agree to, all duties and responsibilities of Board membership. Such slate shall be made known to the general membership at least one week before the Annual Spring Meeting (as defined in Article VII).

Section 5 Elections The Nominating Committee shall present a slate of qualified members at the Annual Spring Meeting, who will serve as the Board of Directors for the following school term. Voting for the slate shall be by a majority show of hands. A minimum of two Board positions shall be held open until the Annual Fall Meeting (as defined in

Article VII), whereupon the Nominating Committee shall make recommendations to the Board of Directors, who shall then vote to fill the remaining openings.

- Section 6 Term of Office Board Members shall be elected for a term of one year and may be re-elected to subsequent terms. A term of office begins with his/her election and ends after the Annual Spring Meeting.
- Section 7 Qualifications Any parent, guardian, or individual authorized by a parent or guardian, who is a current or former member of the Corporation, or an alumnus of the organization, is eligible for election to the Board of Directors, provided, however, that no employee shall be considered eligible for election to the Board of Directors except as specified in Article IV, Section 2. In order to be qualified for election to the Board of Directors, a candidate must i) support the purpose of the organization set forth in Article II, Section 1; ii) be in good standing with the organization; and iii) not be an opposing party in any litigation or threat of litigation against the organization. Once elected, Directors and Officers must continue to satisfy these qualifications for the duration of their term, or otherwise may be subject to removal pursuant to Article IV, Section 10.
- Section 8 Attendance All Board of Directors are encouraged to attend all meetings (refer to Article IV, section 12) and participate in Board sponsored events. Except in the case of notice to and prior approval from the President, an elected Board Member who is absent from three or more consecutive regular meetings of the Board during a fiscal year may be subject to removal under Article IV, Section 10.
- Section 9 Resignation Any member may resign at any time by delivering notice to the President of the Board of Directors. Such resignation shall take effect upon notice as specified. The Recording Secretary will make a record of any such resignations in the meeting minutes at the next scheduled meeting of the Board of Directors.
- Section 10 Removal A notice shall be sent by verifiable means to all Directors at least five days prior to a regular or special meeting during which the Board may consider the removal of a Director. This notice shall specify that a vote to remove a Director will be considered at such meeting, identify the Director by name and briefly describe whether the proposed removal is for the continued absence or for cause.
- (a) Absence A majority vote of the Directors is sufficient to remove a Director who was absent from three or more consecutive regular meetings of the Board of Directors during a fiscal year without prior notice to and approval from the President. It is the responsibility of the Parliamentarian to keep track of attendance. The Parliamentarian will send out warning notices to Directors subject to removal under this provision.
- (b) For Cause Any complaint for cause against a Director shall be addressed pursuant to the Dispute Resolution Policy attached hereto as Addendum B. After the Director in question has had an opportunity to address the Board and discussions are concluded, motion(s) shall be taken. A Director shall be removed for cause only upon a two-thirds (2/3) vote of the total number of Directors not subject to removal.

- Section 11 Vacancies Any vacancy occurring on the Board of Directors by reason of resignation, removal, death, or other (i.e. illness, work) of a Director may be filled by a majority vote of the remaining members of the Board of Directors, and that new Director shall serve for the remainder of the term that was vacated. Vacancies shall be filled as soon as practical. Any member of the Board of Directors may make a nomination to fill a vacancy.
- Section 12 Compensation No members of the Board of Directors shall receive any salaries or other compensation for their service.
- Section 13 Powers and Duties Subject to the provisions and limitations of the Texas Non-Profit Corporation Act and any other applicable law, and subject to limitations in these By-Laws, the Board of Directors shall manage and direct the property and business of the Corporation with full power and authority to manage and conduct the same. The Board of Directors shall further be responsible for formulating, approving, and implementing organizational policy, for the hiring and the termination of the School Director and overseeing financial policy. These actions shall be carried out by the work of the Standing and/or Special Committees (as defined in Article VI), and the Board may delegate its powers to the School Director and the Corporations staff when deemed necessary. All members of the Board of Directors must serve on one or more of the Standing Committees or Special Committees.
- Section 14 Meetings There shall be at least six regular meetings of the Board of Directors annually. The President may call special meetings of the Board and must call a special meeting upon the written request of three or more Directors or Officers.
- Section 15 Action Without a Meeting Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if (i) an electronic poll is conducted by the President, the Vice President, or any Director designated by the President pursuant to the Online Board Voting Procedure or (ii) a consent in writing, setting forth the action so taken, is signed by a sufficient number of the members of the Board of Directors as would be necessary to take that action at a meeting at which all of the members of the Board of Directors were present and voted. The signed consent, or a signed copy, must be placed in the minute book. In the event of an electronic poll, the Officer or Director conducting such poll must provide written notice of the results of such poll to all members of the Board of Directors within a reasonable period after the poll is conducted, and the Secretary must include the results of such poll in the minutes of the next regularly scheduled meeting of the Board of Directors.
- Section 16 Quorum A simple majority (50% plus one) of the Board of Directors shall constitute a quorum. If a quorum is present at a Board meeting, a motion must be passed by a majority of the members in attendance. On motions concerning hiring, disciplining, or terminating the School Director; removal of a Director; or incurring debt, the motion must be passed by a super majority (two-thirds) of members of the Board of Directors not subject to removal.

- Section 17 Motions Principle motions which require a vote by the Board of Directors should be submitted in writing to the Board of Directors, prior to the meeting where the motion will be voted on whenever possible. If a motion is not in writing, and significant time is not available to fully cover a motion, the Board of Directors may table the vote until further study can be made. A written vote can be taken at a later date as described in Article IV, section 15. Incidental motions may or may not be in writing.
- Section 18 Ex-officio Members/Non-Voting Members Ex-officio members and non-voting members of the Board of Directors shall have no vote and shall not constitute a part of the quorum. These members shall be: 1) the School Director, 2) the current President of the Board of Directors, 3) the Board of Directors representative selected by the employees, and 4) any Board member whose status changed to non-voting.
- Section 19 Confidentiality Directors and Officers shall maintain the confidentiality of all information gained in the course of Board service, and shall not discuss or disclose Confidential Information, directly or indirectly, under any circumstances or by any means, to any third party unless: i) such information is already a matter of public knowledge; ii) disclosure is required by law; iii) a person or entity has a need to know and authorization is obtained from the President; or iv) disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation, and authorization is obtained from the President. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Each Director shall execute a Confidentiality Agreement attached hereto as Addendum B upon being voted on and accepting a Director or Officer position on the Board of Directors.

ARTICLE V **EXECUTIVE BOARD**

- Section 1 Enumeration and Election of Officers The Executive Board of this Corporation shall consist of the following positions (also known as officer positions): a President, First Vice-President, Second Vice-President, Treasurer, Secretary, and Parliamentarian, each of which shall be elected for a term of one year, with a three year term limit. No Director can serve in more than one position for each term. A member can be elected to a different position in subsequent terms. Prior to the Annual Spring Meeting, the committee shall prepare a slate of Officers to serve on the Executive Board and present a ballot to the current Board of Directors for elections. This election will take place before the Spring Meeting of the parent body. At the Spring Meeting the new Board of Directors and Executive Board will be presented for approval by the parent body. The Officers shall be elected from among the members of the Board of Directors who are currently enrolled families. In the case of two candidates for the same executive position, a written vote of the current Board of Directors will be taken. It is incumbent upon the Board of Directors to notify the general membership of the newly elected Executive Board in an expedient manner. In the event of the resignation of an Officer, the Board of Directors shall elect from among its members a replacement to serve the remainder of the term (see Article IV section 11).

- Section 2 The President The President shall preside at all meetings of the Corporation and of the Board of Directors unless he/she shall designate someone to preside in his/her place. The President shall be an ex-officio, non-voting member of all committees except the Nominating Committee. The President will be responsible for scheduling and notifying the Board of Directors of all meetings and providing an agenda to such meetings. The President shall have such usual powers of supervision and management as may pertain to the office of the President and shall perform such other duties as may be designated by the Board of Directors. The President shall agree to work with the subsequent Board President as a resource for the following school year.
- Section 3 The First Vice-President The First Vice-President shall coordinate the activities of the Room Parents and hold the position of Room Parent Coordinator. The First Vice-President will serve on the Personnel Committee, and act as a liaison between the other coordinator positions (Pizza Lunch and Parent Club). The First Vice-President shall, in the event of absence, disability or resignation of the President, possess all the powers and perform all the duties of the President, until the President is able to resume his/her duties or until the Board of Directors shall elect one of its members to fill the vacancy. The First Vice-President shall perform such other duties as the President and the Board of Directors may designate.
- Section 4 The Second Vice-President The Second Vice-President shall act as a liaison between the chairpersons of all fundraising efforts and the Board of Directors and hold the position of Sunshine Fund Coordinator. This position shall also oversee/coordinate all fundraising activities including acting as a liaison with all coordinators, other than the annual fall Carnival and the annual spring Benefit. The Second Vice-President shall, in the event of absence, disability, or resignation of the President and First Vice-President, possess all the powers and perform all the duties of the President and/or First Vice-President until the President and/or First Vice-President is able to resume his/her duties or until the Board of Directors shall elect one of its members to fill the vacancy. The Second Vice-President shall perform such other duties as the President and the Board of Directors may designate.
- Section 5 The Secretary The Secretary shall record and maintain the minutes of all meetings of the Corporation and of the Board of Directors, of which the original approved minutes shall be filed electronically. The Secretary is responsible for timely distribution of minutes to the Board of Directors for review. The Secretary shall execute the correspondence of the Corporation and of the Board of Directors/Executive Board. The Secretary shall be in communication with the Director regarding social media of students. The Secretary shall be Chairman of the Communications Committee. The Secretary shall record, maintain, and periodically review the Policies and Procedures of the Corporation with the Policies and Procedures Committee. The Secretary will also be responsible for making any changes and updates to these Bylaws as part of the Bylaw Committee. The Secretary shall perform such other duties as may be designated by the President and by the Board of Directors.
- Section 6 The Treasurer The Treasurer shall serve as a liaison between the Office Manager, the accountant/bookkeeper, and the Board of Directors regarding the accounting of all monies of the Corporation. The Treasurer, at each regular meeting of the Board of Directors, shall make a report of the monies received and disbursed by the Corporation.

The Treasurer shall present a yearly financial report at the Annual Spring and Fall Meetings. The Treasurer shall serve on the Financial and Scholarship Committees. In addition, the Treasurer will work with the Office Manager to ensure the Policies and Procedures are implemented for the tuition policies of the school. The Treasurer is also responsible for implementing the procedures set forth in the Policies and Procedures for any past due accounts. The Treasurer will serve on the Policies and Procedures Committee.

Section 7 The Parliamentarian The Parliamentarian shall assure Roberts Rules of Order (refer to Article IX, section 1) are followed in all meetings of the Board of Directors. Main duties of the Parliamentarian will consist of: reviewing the agenda prior to the meeting, providing effective meeting management during meetings, advising the President during meetings as needed. Frequent advisement that may be needed include: assuring that quorums are met for any motions being voted on, monitoring discussions, and advising on when to table a discussion. The Parliamentarian shall perform such other duties as the President and the Board of Directors may designate. The Parliamentarian will also keep attendance at Board of Directors meetings and notice the President when necessary. The Parliamentarian shall take attendance of each Board meeting and execute notices regarding missed meetings by fellow Board members and potential removal due to same.

Section 8 Additional Officers The Board of Directors may vote to include additional officer positions during an annual term as deemed necessary. These positions may include President-Elect, Treasurer-Elect, or others, whose duties are voted and defined by the Board of Directors.

ARTICLE VI

DEFINITION OF STANDING/SPECIAL COMMITTEES

Section 1 Standing Committee The Standing Committees are those committees that are in continued existence. They shall include the Personnel Committee, the Nominating Committee, the Fundraising Committee, the Financial Committee, the Scholarship Committee, the Property Maintenance Committee, and Correspondence Committee. All members of the parent corporation may serve on one or more of the standing committees. All members of the Board of Directors that are not serving on one or more Special Committee must serve on one or more of the Standing Committees.

Section 2 Personnel Committee The Personnel Committee shall consist of three positions: President, First Vice-President, and one open position filled at the discretion of the Board or appointed by the President. The committee shall establish guidelines and procedures for hiring/terminating the School Director, conduct an annual evaluation of the School Director, and assist the School Director with compiling the annual Parent Surveys.

Section 3 Nominating Committee The Nominating Committee shall consist of three positions to be filled from the Board of Directors in addition to the President who shall serve as an ex-officio voting member. They shall seek out and find parents, guardians, or alumni to fill vacancies on the Board of Directors. They shall also prepare and present a slate

of prospective Board Members to the general membership for elections at the Annual Spring Meeting. Prior to the Annual Spring Meeting, the committee shall prepare a slate of Officers to serve on the Executive Board and present a ballot to the current Board of Directors for elections. This election will take place before the Spring Meeting of the parent body. At the Spring Meeting the new Board of Directors and Executive Board will be presented for approval by the parent body.

- Section 4 Fundraising Committee The Fundraising Committee shall be chaired by the Second Vice-President and up to five additional open positions. The Fundraising Committee shall assist and support the Second-Vice President with outside fundraising, including Sunshine Fund and Grow With Us, and any other fundraising events approved by the Board of Directors.
- Section 5 Financial Committee The Financial Committee shall consist of the Treasurer, School Director and President. They shall review quarterly financial reports, the budget and present a new budget yearly to the Board.
- Section 6 Scholarship Committee The Scholarship Committee shall consist of the President, Treasurer and Office Manager. They shall review applications requesting scholarships and make the necessary determinations. The committee shall ensure that the scholarship families are meeting their obligations. The committee will also be responsible for periodically reviewing and updating the scholarship process and scholarship application forms. The committee will also ensure the scholarship process adheres to the Policies and Procedures and make recommended updates to the Policies and Procedures as necessary to the Policies and Procedures Committee.
- Section 7 Property Maintenance Committee The Property Maintenance Committee shall consist of the School Director, and one or more positions from the Parent Body, as needed and subject to the approval of the President. The committee shall make scheduled reviews of grounds, play equipment, and facility, and report any necessary changes or repairs to the Board of Directors.
- Section 8 Communications Committee The Communications Committee shall consist of the Secretary and at least three open positions filled at the discretion of the Board or appointed by the President. They shall be responsible for all Board of Director communications to the corporate members and all other correspondence on the Corporation's official communication platforms relating to school events. They shall serve as the newsletter committee for Carnival and Benefit.
- Section 9 Special Committees Special Committees may be set up by the President or a majority vote of the Board of Directors, and shall consist of members appointed by the President. These committees shall cease to exist when their work is completed and their final report is made to the Board of Directors. Special committees that are created on a regular basis (at least every three years) include: Policies and Procedures Committee and Bylaw Review committee. Other Special Committees that may be created include a Grievance Committee and a Negotiations Committee.

- Section 10 Policies and Procedures Committee The Policies and Procedures Committee shall consist of the School Director, Secretary, Treasurer, and two open positions appointed by the President. The committee shall maintain a record of the Policies and Procedures of the Corporation and see that it is periodically reviewed, updated, and approved by the Board.
- Section 11 Bylaws Committee The Bylaws Committee shall consist of the President, the Secretary, the School Director, and two positions appointed by the President. This committee will meet at least every three years to review the Bylaws and update as necessary. Any changes will need to be passed by a two-thirds majority vote of the corporate membership (refer to Article X).
- Section 12 Grievance Committee The Grievance Committee will consist of the President of the Board of Directors, Parliamentarian, an impartial teacher, and another impartial Director and will be convened any time a written grievance is received by the President of the Board of Directors. The Grievance Committee shall act as a mediator between the aggrieved parties and render a final decision regarding the grievance.
- Section 13 Negotiations Committee The committee shall consist of the School Director, President, and Treasurer and be initiated on an as needed basis. The Negotiations Committee is responsible for negotiating all lease tenant contracts and/or negotiation of contracts for products/services in which the value is over \$5,000.

ARTICLE X SCHOOL DIRECTOR

- Section 1 Authority The School Director shall have the authority to manage, administer, and supervise the daily operations and direct the day-to-day business of the Corporation. The School Director shall have the authority to employ, discipline and terminate the Corporation's staff, maintain the properties of the Corporation, and perform such additional duties as may be directed by the Board of Directors.
- Policies The School Director shall be responsible for developing employment, educational, disciplinary, health and safety, family relations, admissions, and property maintenance policies and procedures for the Corporation, and communicating such policies and procedures to the Policies and Procedures Committee for approval and adoption by the Board. The School Director shall sit on the Policies and Procedures Committee, which shall be responsible for developing all other Policies and Procedures of the Corporation. The School Director shall adhere to the policies approved by the Board.
- Responsibilities The School Director shall be the custodian of all the operational and financial records for the Corporation. The School Director shall make all documents available to the Executive Board for inspection, except for those records the Corporation is prohibited by law from disclosing. Records may also be made available to others upon reasonable request as necessary. The School Director shall be responsible for maintaining and protecting student files. A student's file shall be disclosed only by subpoena, written authorization from a parent or guardian, or written authorization from the student's designated legal representative. At the Board's

request, the School Director shall attend all regular meetings of the Board. The School Director is authorized to sign tax returns as required by the Federal government.

Tenure The School Director shall be employed and serve until resignation, retirement, or termination by the Board. The School Director shall be removed only upon a vote of two-thirds (2/3) of the total number of Directors. Upon removal of the School Director, the Board shall appoint an Interim Director with a Majority Vote of the Directors.

Performance and Salary Review The performance of the School Director shall be evaluated periodically by the Board of Directors. The salaries for the School Director and key staff of the Corporation shall be reviewed periodically for reasonableness, and any adjustment in such salaries must be approved by a majority vote of the Board of Directors.

ARTICLE VII **MEETINGS OF THE CORPORATION**

- Section 1 Membership Meetings There shall be an Annual Fall and Annual Spring Meeting held of the corporate membership, which may be conducted in-person at the Discovery School or virtually. The Annual Fall Meeting of the Membership shall be held between August 20th and September 20th, the exact date to be determined by the Board of Directors, for the purpose of presentation of a yearly financial report and projection of income of fundraising events to supplement the budget and transacting such other and further business as may properly come before it. There shall be an Annual Spring Meeting of the Membership between April 15th and May 31st, the exact date to be determined by the Board of Directors, for the purpose of electing the Board of Directors and transacting such other business as may properly come before it. Special meetings of the membership may be called by the Board of Directors and shall be called upon the written request of fifteen members of the Corporation
- Section 2 Quorum Forty members shall constitute a quorum at meetings of the Corporation.
- Section 3 Voting Absentee or proxy voting shall not be permitted for any meeting of the corporate membership.

ARTICLE VIII **FISCAL YEAR**

- Section 1 The fiscal year of this Corporation shall be from July 1st to June 30th.

ARTICLE IX **PARLIAMENTARY AUTHORITY AND ADOPTION OF** **POLICIES AND PROCEDURES**

- Section 1 Parliamentary Authority The rules in *Roberts Rules of Order, Revised* shall govern the organization, in all matters to which they are applicable and in which they are not inconsistent with these Bylaws.

Section 2 The Adoption of Policies and Procedures Policies and Procedures shall be adopted by the Board of Directors to effectuate the goals of the Corporation.

ARTICLE X
AMENDMENTS

Section 1 These Bylaws may be amended by a two-thirds (2/3) majority of the members present at any meeting of the membership provided the amendments were submitted to the membership in writing at least two weeks prior to the meeting.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of Discovery School of San Antonio, Texas, Inc, at its meeting held on February ___, 2023.

Margie Benson
Secretary of the Board

February ___, 2023
Date