

GULF COAST COUNCIL OF LA RAZA, INC.

**4129 Greenwood Drive
Corpus Christi, Texas 78416**

BYLAWS OF GULF COAST COUNCIL OF LA RAZA, INC.

The name of this organization shall be the Gulf Coast Council of La Raza, hereinafter referred to as the Council.

These Bylaws govern the affairs of Gulf Coast Council of La Raza, Inc. ("GCCLR, Inc." Or "Corporation"), a nonprofit corporation.

ARTICLE I.

CORPORATE OFFICES

Principal Office

1.01. The Corporation's principal office in Texas will be located at 4129 Greenwood Drive, Corpus Christi, Nueces County, Texas. The Corporation may have such other Offices, in Texas or elsewhere, as The Board of Directors (The "Board") may determine from time to time. The Board may change the location of any office of the Corporation.

Registered Office and Registered Agent

1.02. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted by the Texas Non-Profit Corporation Act.

ARTICLE II.

BOARD OF DIRECTORS

Purpose and Management of Corporation

Approved and adopted by the
GCCLR, Inc. Board of Directors
October 15, 2020

2.01. The general purpose of the Corporation and The Board of Directors shall be to oversee, manage, and set policies for the operation of the Gulf Coast Council of La Raza, Inc. and when applicable, Dr. M. L. Garza-Gonzalez Charter School.

To conduct research and inquiry of the problems and social, economic, educational and social issues confronting the Latino communities in the Gulf Coast Region;

To assist the Dr. M.L. Garza-Gonzalez Public Charter School, and promote community meetings, programs, conferences, seminars, discussions, and other forms of group communications;

To organize, exist and function as a charitable, non-profit, non-political 50 (c) (3) tax exempt organization;

To affiliate, coordinate and adhere to the general policies programs and directives of the National Council of La Raza , now known as UNIDOSUA.

Management of the Corporation

The Corporation/Organization/Council shall be governed by the Board of Directors (the Board), which shall have all the rights, powers, privileges, and limitations of liability of directors on a non-profit corporation organized under the Non-Profit Corporation Act of Texas. The Board shall establish policies and directives governing business and programs of the Corporation/Organization/M.L. Garza-Gonzalez Charter School when necessary, subject to provisions of these Bylaws and Charter Holder authority.

Governance of the Dr. M. L. Garza-Gonzalez Charter School

2.02 GCCLR, Inc. has entered into a charter contract with the State of Texas to manage, oversee, and supervises the delivery of educational services and academic Instruction to students enrolled in Dr. M. L. Garza-Gonzalez Charter School, an open enrollment public charter school in Texas. The open-enrollment charter school operates in full compliance with all laws of the State of Texas, and with all rules and regulations Adopted by the Commissioner of Education applicable to open enrollment charter Schools. Authority to oversee and to administer the affairs of the Dr. M. L. Garza-Gonzalez Charter School shall be delegated to the Dr. M. L. Garza-Gonzalez Charter School Board of Trustees. The Board of Trustees shall be delegated all the powers and duties necessary and appropriate for administration of the business and affairs of the Dr. M. L. Garza Charter School. The Board of Trustees of the charter school shall adopt Charter school policies, rules, regulations and board governance and operating procedures within its discretion consistent with the legal requirements of state and federal laws governing the operations of public charter schools.

Duties of Directors of GCCLR, Inc/Dr. M.L. Garza-Gonzalez Charter School

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2.03. Each Director shall discharge their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interests. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. Public funds received for the operation of Dr. M. L. Garza-Gonzalez Charter School are considered public funds for all purposes under state law and are held in trust for the benefit of the students of Dr. M. L. Garza-Gonzalez Charter School. Directors have a fiduciary duty to manage, Safeguard and use public funds only for legitimate school purposes. Property purchased or leased with public funds is considered public property under state law and is held in trust for the benefit of the students of Dr. M. L. Garza-Gonzalez Charter School. In discharging any duty imposed or power conferred on Directors, Directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. Director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Number, Qualifications, and Tenure of Directors

2.04. A Director shall have an interest in serving the community and a strong commitment to public education, charter schools, and education reform. The number of Directors will be determined by The Board but shall not be less than three (3) or more than Eleven (11) Directors. Each director will serve either a two year or three year term. The directors' terms will be staggered so that the terms of half of the directors will begin in even-numbered years; the terms of the other half, in odd-numbered years. All directors will be Texas Residents and will be current or previous residents of Nueces County, and approved by the Board Chair.

No person shall serve more than 10 consecutive terms or 32 consecutive years unless a majority of the Board, during the course of regularly scheduled Board meeting votes to reappoint a duly qualified board member for additional years.

Vacancies/Reappointments

2.05. The Board may fill any vacancy on The Board and any Director position to be filled due to reappointment or to increase the number of Directors. A vacancy or reappointment may be filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board, or if it is a sole remaining Director. A new member appointed to fill a vacancy of an outgoing board member will serve for the unexpired term of his or her predecessor in office.

Nominating Directors

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October 11/5, 2020

2.06. At any meeting at which the election of a Director is held, a Director may nominate a person with the second of any other Director. In addition to nominations Made at meetings, a nominating committee may be created to consider possible nominees and make nominations for each election of Directors. The secretary will include then names nominated by that committee, and any report of the committee, with the notice of the meeting at which the election occurs.

Electing Directors

2.07. A person who meets the qualifications for Director and who has been duly Nominated may be elected as a Director. Directors will be elected by the vote of The Board. Each Director will hold office until reappointment or until a successor is elected and qualifies. A Director may be elected to succeed himself or herself as Director.

Resignation from the Board of Directors, GCCLR, Inc.

2.08 Any Director may resign by giving written notice to the Board Chairman.

Involuntary Removal A Director

2.09. The Board may vote to remove a Director at any time, but only for good cause. good cause for removal of a Director includes the unexcused failure to attend three consecutive Board meetings. A meeting to consider removing a Director may be called and noticed following the procedures provided in these Bylaws for a special meeting of The Board of Directors of the Corporation. The notice of the meeting will state that the issue of possibly removing the Director will be on the agenda. During the meeting the Director may present evidence of why he or she should not be removed. Also, during the meeting The Directors may consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Director.

2.10. A Director may be removed by the affirmative vote of a majority of the total members of The Board of Directors.

Board Member Restrictions

2.11 A person may not serve as a member of The Board of Directors if the person has been convicted of a felony or misdemeanor involving moral turpitude, has been convicted of an offense listed in Section 37.007(a), Texas Education Code, or has a substantial interest in a management company as defined under Section 12.120(b), Texas Education Code.

Duty to Avoid Improper Distributions

2.12. Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets. Any distribution

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made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken, and who are aware that the action taken is improper, are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary of The Board before adjournment of the meeting in question or mailed to the secretary by registered mail after adjournment.

2.13. A Director is not liable if, in voting for or assenting to a distribution, the Director:

(a) Relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a committee of The Board of which the Director is not a member;

(b) While acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or

(c) In determining whether the Corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

2.14. Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. A contribution shall be in proportion to the amount received by each such person.

Interested Directors

2.15. Contracts or transactions between Directors or officers who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or Gulf Coast Council of La Raza, Inc. Bylaws voidable solely because the Director or officer is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested parties' votes are counted for the purpose. However, every Director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of The Board or other group

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authorizing the transaction. The transaction must be approved by a majority of the uninterested Directors or other group with the authority to authorize the transaction. All such transactions must meet the legal requirements of the Texas Education Code.

Actions of Board of Directors

2.16. The vote of a majority of directors' present and voting at a meeting at which a quorum is present is enough to constitute the act of The Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining The Board's decision.

Proxies

2.17. A Director may not vote by proxy.

Compensation

2.18. **No Compensation for Service on the Board.** A person who receives compensation or remuneration from GCCLR, Inc. generally may not serve on the Board of Directors of the GCCLR, Inc. or Board of Trustees of the Dr. M. L. Garza-Gonzalez Charter School, except if permitted under applicable law. (The Texas Nonprofit Corporation Act does not currently prohibit an employee of the corporation from serving as a member of the Board of Directors). However, a Director or employee may receive reimbursement for reasonable out-of-pocket travel expenses incurred for work or activities done on behalf of GCCLR, Inc. or Dr. M. L. Garza-Gonzalez Charter School.

ARTICLE III.

OFFICERS

Officer Positions:

Chairman of the Board

Vice Chairman of the Board

Secretary of the Board

3.01. The Corporation's officers will consist of a Chairman, a Vice Chairman and Secretary. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Officer positions can be expanded at the discretion of The Board.

The Chairman of the Board and the Board of Directors shall be responsible for the hiring of the Chief executive Officer. The C.E.O. /Executive Director shall have the necessary authority and oversight responsibilities with respects to all of GCCLR/Charter School

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Operations and programs. The C.E.O./Executive Director shall have oversight on all matters affecting the affairs of the Council and of the Charter School when necessary.

Election and Term of Office

3.02. The Corporation's officers will be appointed every two years by The Board at an Annual Board meeting. If officers are not appointed at this time, they will be appointed as soon thereafter as possible as per the Gulf Coast Council of La Raza, Inc. Bylaws.

3.03. Each officer will hold office until a successor is duly selected and qualifies. An officer may be elected to succeed himself or herself in the same office.

3.04. Any officer elected or appointed by The Board may be removed by The Board with or without good cause. A person removed from his or her position as an officer may still serve as a Director of The Board.

Vacancies

3.05. The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

Chairman

3.06. The chairman will preside at and maintain decorum over all meetings of the members and of The Board. The chairman may execute any deeds, mortgages, bonds, contracts, or other instruments that The Board authorizes to be executed. However, the president may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by The Board, these Bylaws, or statute. The president shall perform other duties prescribed by The Board from time to time and all duties incident to the office of president.

Vice Chairman

3.07. When the chairman is absent, cannot act, or refuses to act, the vice chairman will perform the president's duties. When acting in the chairman's place, the vice chairman has all the powers of, and is subject to all the restrictions on, the chairman. If there is more than one vice chairman, the vice chairman will act for the president in the order of appointment. A vice chairman will perform other duties as assigned by the president or Board from time to time.

Secretary

3.08. The Secretary will:

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- (a) Issue all notices as provided in the Bylaws or as required by law;
- (b) Record minutes of the meetings of The Board and maintain the minutes as part of the corporate records;
- (c) Maintain custody of the corporate records and seal;
- (d) Affix the corporate seal if any to all documents as authorized;
- (e) Maintain a register of the mailing address of each director, officer, and employee of the Corporation;
- (f) Perform duties as assigned by the president or The Board from time to time; and
- (g) Perform all duties incident to the office of secretary.

ARTICLE IV.

COMMITTEES

Establishing Committees

4.01. The Board of Directors may adopt a resolution establishing one or more committees, delegating specified authority to a committee, and appointing or removing members of a

committee. A committee will include two or more Directors and may include persons who are not Directors. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of Directors. Chairman of the Board will chair all committees or may appoint another member of the Board to chair a committee. The Chairman will have the power to appoint and remove members of any committee that has not been delegated any management authority of The Board. The Board may establish qualifications for membership on a committee.

4.02. Establishing a committee or delegating authority to it will not relieve The Board, or any individual Director, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee will have the authority of The Board to:

- (a) Amend the Articles of Incorporation;
- (b) Adopt a plan of merger or of consolidation with another corporation;
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets;

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- (d) Authorize voluntary dissolution of the Corporation;
- (e) Revoke proceedings for voluntary dissolution of the Corporation;
- (f) Adopt a plan for distributing the Corporation's assets;
- (g) Amend, alter, or repeal these Bylaws;
- (h) Elect, appoint, or remove a member of a committee or a director or officer of the Corporation;
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest; or
- (j) Take any action outside the scope of authority delegated to it by The Board.

Term of Office

4.03. Each committee member will continue to serve on the committee until the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member by The Board. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.

Committee Chair and Vice Chair

4.04. One member of each committee will be designated as the committee chair, and another member of each committee will be designated as the vice-chair. The chair and vice-chair will be appointed by the president. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When a vice-chair acts for the chair, the vice chair has all the powers of, and is subject to all the restrictions on, the chair.

Notice of Meetings

4.05. Written or printed notice of a committee meeting will be delivered to each member of a committee not less than one nor more than thirty days before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

Quorum

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4.06. A simple majority of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum.

Compensation

4.07. Committee members may not receive salaries for their services but may be reimbursed for reasonable out-of-pocket expenses.

Rules

4.08. Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by The Board.

ARTICLE V.

TRANSACTIONS OF CORPORATION

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation/Organization/Charter School.

Unless otherwise specifically determined by the Board of directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, investments, mortgages, other evidence of ineptness of the Corporation/Organization, and certificates of shares of stock if owned by the Corporation, shall be executed, signed, and or endorsed by the Board Chairman, unless such authority is delegated to another member of the Board of Directors or C.E.O/Executive Director

Contracts

5.01. The Board may authorize the Superintendent, an officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation consistent with all applicable laws of the State of Texas. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments at the discretion of The Board.

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Deposits

5.02. All public funds received from the Texas Education Agency shall be deposited in the Corporation's bank account as required by Chapters 12 and 45 of the Texas Education Code.

Gifts

5.03. The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the Articles of Incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

Prohibited Acts

5.04. As long as the Corporation exists, no Director, officer, or committee member of the Corporation may:

- (a) Do any act in violation of these Bylaws, the laws of the State of Texas and the rules and regulations adopted by the Commissioner of Education applicable to open-enrollment charter schools, the charter contract, or a binding obligation of the Corporation;
- (b) Do any act with the intention of harming the Corporation, Gulf Coast Council of La Raza, or any of its operations;
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the affairs of the Corporation or its intended or ordinary business;
- (d) Receive an improper personal benefit from the operation of the Corporation;
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business;
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will;
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business; or
- (h) Disclose any confidential information of the Corporation or violate any law or regulation intended to insure and protect the privacy of students, parents, or Dr. M. L. Garza-Gonzalez Charter School employees, including privacy rights

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protected under the Texas Education Code, the Family Educational Rights and Privacy Act (FERPA); the Texas Public Information Act or the Texas Open Meetings Act.

ARTICLE VI.

BOOKS AND RECORDS

Required Books and Records

6.01. The Corporation will keep correct and complete books and records of its affairs. The books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent;
- (b) A copy of all Bylaws, including these Bylaws, and any amended versions or amendments to them;
- (c) Minutes of the proceedings of The Board and committees having any of the authority of The Board;
- (d) A list of the names and addresses of the Directors, officers, and any committee members of the Corporation;
- (e) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status; and

Inspection and Copying

6.02. Any Director of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the Bylaws. Such a person may, By written request inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. The inspection may take place at a reasonable time, no later than ten calendar days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor. The Corporation will provide requested copies of books or records no later than ten calendar days after receiving a proper written request.

ARTICLE VII.

FISCAL YEAR

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7.01. The fiscal year of the Corporation will begin on the first day of and shall end on the last day of each year.

ARTICLE VIII.

INDEMNIFICATION

When Indemnification Is Permitted

8.01. (a) The Corporation may indemnify a Director, employee, or agent of the Corporation who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation, provided such indemnification is authorized under applicable law.

(b) The Corporation may indemnify a person only if he or she acted in good faith, and reasonably believed that his or her conduct was lawful and in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful and the person is not convicted of the crime. The Corporation may not indemnify a person who is found liable to the Corporation or is found liable to the State of Texas on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of no contest or its equivalent may not necessarily preclude indemnification by the Corporation.

(c) The Corporation may pay or reimburse expenses incurred by a Director of the Corporation in connection with the person's appearance as a witness or other participant in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Director, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 9.01(b), above.

(e) The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the Gulf Coast Council of La Raza, Inc. Bylaws Page 12 of 16 proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 8.01(b) have been satisfied. Furthermore, the Corporation will not advance expenses to a person before final disposition of a

proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Extent and Nature of Indemnity

8.02. The indemnity permitted under these Bylaws may include indemnity against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

8.03. Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible under applicable state law and regulations and in the Corporation's best interests, and The Board determine that the expenses to be reimbursed are reasonable. The Corporation may make these determinations and decisions by anyone of the following procedures:

- (i) Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding;
- (ii) If such a quorum cannot be obtained, by a majority vote of a committee of The Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding; or
- (iii) Determination by special legal counsel selected by The Board by the same vote as provided in sub subparagraphs (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors present.

ARTICLE IX

PROCEDURES CONCERNING CORPORATE BOARD MEETING

9.01 Regular Meeting of Directors

Regular scheduled quarterly meetings of the Board of Directors may be convened with proper public notice and determined by the Chairman of the Board of Directors. All board meetings will be scheduled by the Chairman of the Board and held in person or remotely or in any combination thereof depending on board member preference and safety, health and welfare of staff and board members.

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9.02. Special meeting of Directors

The Chairman of the board shall call special called meetings of the board of Directors whenever requested in writing to do so by three (3) or more directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

9.03 Place of Directors Meeting

All meetings of the Board of Directors shall be held either at the M.L. Garza-Gonzalez Charter School boardroom or at such place designated by the Chairman of the Board. All board meetings whether onsite person to person or remotely (zoom) conducted, shall be specified in the public notice of upcoming board meeting.

9.04. Notice of any meeting of the Board of Directors shall be given at least one week previously by written notice, delivered personally, or sent by email, fax, or regular mail to each Director at that Director's personal or email address as shown by the records of the GCCLR, Inc. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. If notice is given by email or fax, such notice shall be deemed to be delivered when the notice is sent.

9.05. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of written notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transaction at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Quorum and Voting of Directors

9.06. A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors then elected to serve. Directors present by proxy may not be counted toward a quorum. The act of the majority of the Directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Certificate of Formation

9.07 Voting by Proxy

Board members shall not be allowed to vote by written proxy

Action by Directors without Meeting

9.08. Any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Board of Directors entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent may be given by fax or email transmission. Such consent shall have the same force and effect as a unanimous vote. Notwithstanding this section, any matter involving the Dr. M. L. Garza-Gonzalez Charter School which requires deliberation and a vote of the Board of Directors shall be considered only during a meeting convened in compliance with the Texas Open Meetings Act.

Governance

9.09. All Directors and/or Trustees shall have full authority to make decisions as a whole and only during properly called Board meetings. Individual board members have "NO AUTHORITY" to take individual action to direct, manage, prescribe, or influence the administrative, business, financial, or personnel operations of the Council or the Charter School District, unless such authority has been authorized by the Board. Said unauthorized communications may occur in an email, text, letter, recording, Zoom, Cell phone, remotely, and in person. Violation of this principle by any individual Board member(s) or member of the charter school Board of Trustees may have adverse legal consequences, including potential personal liability and possible removal from the Board of Directors.

9.10. With respect to the operations of the charter school, any board meeting the purpose of which is to discuss any aspect of the academic, business, or financial operations of the charter school must be done in full compliance with the Texas Open Meetings Act (TOMA). The Act provides civil remedies and criminal penalties for violations of its provisions. Some of the penalties include, but are not limited to:

- Penalties for Violation of Open meeting Act:
 1. Meeting in secret or less than a quorum
 - ❖ a board member or group of members commits a crime;
 - ❖ If he or she knowingly conspires to circumvent TOMA;
 - ❖ By meeting in numbers less than a quorum for the purpose of secret deliberations.

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- Class B Misdemeanor
- Up to \$500 fine
- Up to six months in jail, or both

2. Unlawful Closed Meeting

- ❖ a board member commits a crime;
- ❖ If he or she calls, aids in calling, or participates in
- ❖ a closed meeting not permitted under TOMA

- Class B Misdemeanor
- Up to \$500 fine
- Up to six months in jail, or both

No board member shall coerce an employee or supervisor of the Dr. M.L. Garza-Gonzalez Charter School to call or set-up an unofficial unscheduled Board meeting, or to obtain or receive secured confidential information of any type at any time without proper authorization from the Chairman of the Board or School Superintendent.

All requests for calling or setting up unscheduled board meetings shall go through the Chairman of the Board. All requested information whether confidential or not shall go through the Board Chairman or Superintendent. All requests will be in writing and signed by the person requesting the information.

Violation of this section by any individual(s) board member is grounds for removal from the Board of Directors.

ARTICLE X.

PROCEDURES CONCERNING CHARTER SCHOOL BOARD MEETINGS

10.01. The GCCLR Board of Directors, if sitting as governing Board of Trustees of the Dr. M. L. Garza-Gonzalez Charter School ("School Board"), shall convene regular school board meetings at least monthly at the corporation's principal office, a campus of Dr. M.L. Garza-Gonzalez Charter School, or at any other location within the attendance boundaries of Dr. M. L. Garza-Gonzalez Charter School as may be determined by The Board. All open meetings of the School Board shall be conducted in compliance with the Texas Open Meetings Act, and shall be open to the public, unless the meeting is held in executive or closed session. Public notice of a scheduled meeting of the Board of Directors serving as the governing body of the charter school shall be posted in advance as required by law and shall contain the date, hour, and place of the meeting

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along with the agenda listing the general subjects that will be discussed during the meeting.

10.02. Written or printed notice of any regular meeting of the School Board will be delivered to each Director not less than three, nor more than thirty, calendar days before the date of the meeting. The notice will state the place, day, and time of the meeting; and shall include the proposed agenda for the meeting.

10.03. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any Business because the meeting was not lawfully called or convened.

Closed Meetings

10.04. All closed meetings of the School Board shall be held in strict compliance with the provisions of the Texas Open Meetings Act applicable to closed meetings. The School Board Secretary shall keep either a certified agenda or make a tape recording of the proceedings of a closed meeting, except for private consultations with its attorney about confidential legal matters. All certified agendas and/or tape recordings of a closed School Board meeting shall be preserved for at least two years after the date of the meeting. The certified agenda or tape recording is confidential under law, and not available to the public except if required to comply with an order issued by a court of law.

Emergency and Special Called Meetings of the Charter School Board

10.05. Special School Board meetings may be called by, or at the request of, the Chairman or any three directors when an emergency or urgent public necessity exists. Emergency meetings of The Board may be convened with a five-hour notice and will be held at the Corporation's registered office in Texas. The person or persons calling an emergency meeting will inform the secretary of the Corporation of the information to be included in the notice of the meeting. The public notice of the emergency meeting will state the nature of the emergency that warrants the meeting be called on an emergency basis. The secretary of the Corporation will give notice to the Directors as these Bylaws require.

Charter School Board Meetings by Telephone Conference Call

10.06. A meeting of the board of directors may be held by telephone conference call or remotely (zoom) only if an emergency or public necessity exists within the meaning of the Texas Open Meeting Act and the convening of a quorum at one location is difficult or impossible. The notice of a meeting by telephone conference or (zoom) call must state the fact that the meeting will be held by telephone or remotely with (zoom) and the notice must meet the notice requirements of an emergency called meeting as set forth in these Bylaws and the TOMA. In all meetings held by telephone, or (zoom)

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matters must be arranged in such a manner that all persons participating in the meeting can hear and or see each other. Participation in such a meeting shall constitute presence in person at such meeting, except when a person participates in the meeting for the purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully convened. All meetings by telephone conference call shall be taped recorded.

10.07. A majority of the number of Directors then in office constitutes a quorum for transacting business at any Board meeting. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required for a quorum. But if less than a quorum of Directors is present at said meeting, a majority of the Directors present may vote to adjourn the meeting.

ARTICLE XI.

AMENDING BYLAWS

11.01. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by The Board of Directors. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted will include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE XII.

MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

11.02. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time. Venue for any Action pursuant to these Bylaws shall be in a court of competent jurisdiction in Travis County, Texas.

Legal Construction

11.03. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions

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that may be available to nonprofit corporations. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

11.04. The headings used in the Bylaws are for convenience only and may not be Considered in construing the Bylaws.

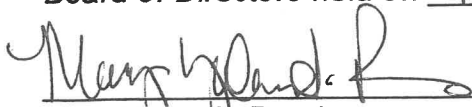
11.05. All singular words include the plural, and all plural words include the singular.

11.06. The Board of Directors may provide for a corporate seal.

11.07. The Bylaws will bind and inure to the benefit of the Directors, officers, employees and agents of the Corporation and their respective heirs, employees, executors, administrators, legal representatives and assigns except as the Bylaws otherwise provide.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Board of Directors of Gulf Coast Council of La Raza, Inc., and that these Bylaws constitute the Gulf Coast Council of La Raza, Inc. Bylaws. These Bylaws were duly adopted at a meeting of The Board of Directors held on Nov. 05, 2020.



Mary Yolanda Ramirez
Secretary, Board of Directors
Gulf Council of La Raza, Inc.

Date: 11/05/2020

Adopted and approved by the
Gulf Coast Council of La Raza, Inc.
Board of Directors

Approved and adopted by the
GCCLR, Inc. Board of Directors
October 11 2020

Duly elected/appointed GCCLR Board Members:

Mario Mungia	Chairman
Yolanda Ramirez	Secretary
Larry Olivarez	Executive Director
Louis Lopez	Director
David Torres	Director

Approved and adopted by the
GCCLR, Inc. Board of Directors
October 11/5, 2020