



The Transformative Leadership Academy

Board of Trustees Handbook of Operative Procedures

Adopted:
September 2022

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THE TRANSFORMATIVE LEADERSHIP ACADEMY BOARD OF TRUSTEES
HANDBOOK BYLAWS AND POLICY MANUAL

**I. CHARTER/BYLAWS OF THE TRANSFORMATIVE
LEADERSHIP ACADEMY**

Pursuant to the provisions of §48-60-106 of the *Texas* Non-Profit Corporation Act, the undersigned non-profit corporation adopts the following amended and restated charter.

PART I:

1. The name of the corporation is THE TRANSFORMATIVE LEADERSHIP ACADEMY.
2. The duration of the corporation is perpetual.
3. (a) The complete address of the corporation's initial registered office in *Texas* is

2909 S Stockton Ave.
Monahans, TX 79756

(b) The name of the initial registered agent, to be located at the address listed in 3(a)

above is the Lindsey Balderaz.
4. The corporation is not for profit. The corporation is a public benefit corporation.
5. The purpose for which the corporation is organized is for the conduct of a Prekindergarten through 12th grade education.
6. This corporation is to have no members.
7. No director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) under *Texas Code Annotated* §48-58-304. Any repeal or modification of this section shall be prospective only and shall not affect, to the detriment of

any director, any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

8. Upon dissolution, assets of the corporation will be distributed to a fund, foundation or organization which is organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code.

PART II:

1. The date the original charter was filed by the Secretary of State was March 2019.
2. The restated charter restates the text of the charter, as previously amended, further amends or changes the charter as specified below, and was duly adopted at a meeting of the trustees on _____, 2021.

THE TRANSFORMATIVE LEADERSHIP ACADEMY

BY: _____

Name: _____

Title: _____

ARTICLE I - OFFICES

1. REGISTERED OFFICE AND AGENT

The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

2. PRINCIPAL OFFICE

The principal office of the Corporation shall be at 2909 S Stockton Ave, Monahans, Texas 79756, provided that the Board of Directors shall have the power to change the location of the principal office.

3. OTHER OFFICES

The Corporation may also have other offices at such places, within or without the State of Texas, as the Board of Directors may designate, or as the business of the Corporation may require or as may be desirable.

ARTICLE II - DIRECTORS

1. BOARD OF DIRECTORS

To the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. Directors need not be residents of the State of Texas or members of the Corporation unless the Certificate of Formation or these Bylaws so require.

2. NUMBER AND ELECTION OF DIRECTORS

The number of directors shall be four (4) provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Board of Directors, provided that the number of directors may not be decreased to fewer than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director.

At the first annual meeting of the Board of Directors and at each annual meeting thereafter, the directors shall elect directors. A director shall hold office until the next annual election of directors and until said director's successor shall have been elected, appointed, or designated and qualified.

3. REMOVAL

A director may be removed from office, with or without cause, by the persons entitled to elect, designate, or appoint the director. If the director was elected to office, removal requires an affirmative vote equal to the vote necessary to elect the director.

4. RESIGNATION

A director may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

5. VACANCIES AND INCREASE IN NUMBER OF DIRECTORS

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the previous director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the Board of Directors called for that purpose.

6. ANNUAL MEETING OF DIRECTORS

The annual meeting of the Board of Directors shall be held on the 15th day of May, at which they shall elect officers and transact such other business as shall come before the meeting. The time and place of the annual meeting of the Board of Directors may be changed by resolution of the Board of Directors.

Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation. In the event the Board of Directors fails to call the annual meeting at the designated time, any Director may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Corporation. If the annual meeting of the Board of Directors is not called within sixty (60) days following such demand, any Director may compel the holding of such annual meeting by legal action directed against the Board of Directors, and all of the extraordinary writs of common law and of courts of equity shall be available to such Director to compel the holding of such annual meeting.

7. REGULAR MEETING OF DIRECTORS

Regular meetings of the Board of Directors may be held with or without notice at such time and place as may be from time to time determined by the Board of Directors.

8. SPECIAL MEETINGS OF DIRECTORS

The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by two (2) or more directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

9. PLACE OF DIRECTORS' MEETINGS

All meetings of the Board of Directors shall be held either at the principal office of the Corporation or at such other place, either within or without the State of Texas, as shall be specified in the notice of meeting or executed waiver of notice.

10. NOTICE OF DIRECTORS' MEETINGS

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at that Director's address as shown by the records of the Corporation. 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 telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of 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.

11. QUORUM AND VOTING OF DIRECTORS

A quorum for the transaction of business by the Board of Directors shall be a majority of the number of directors fixed by these Bylaws. 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.

A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

12. COMPENSATION

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting of the Board or Directors. A director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for such services.

Member of committees may be allowed similar compensation and reimbursement of expenses for attending committee meetings.

13. ACTION BY DIRECTORS WITHOUT MEETING

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 shall have the same force and effect as a unanimous vote.

If the Corporation's Certificate of Formation so provide, any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Board of Directors or committee members as would be necessary to take that action at a meeting at which all of the Board of Directors or members of the committee were present and voted.

Each written consent shall bear the date of signature of each Director or committee member who signs the consent. A written consent signed by less than all of the Board of Directors or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this section, a consent or consents signed by the required number of Board of Directors or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of Board of Directors or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation.

Prompt notice of the taking of any action by Board of Directors or a committee without a meeting by less than unanimous written consent shall be given to all Board of Directors or committee members who did not consent in writing to the action.

If any action by Board of Directors or a committee is taken by written consent signed by less than all of the Board of Directors or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the Board of Directors or committee members, that written consent has been given in accordance with the provisions of section 6.202 of the Texas Business Organizations Code and that any written notice required by such section has been given.

A telegram, telex, cablegram, or similar transmission by a Director or member of a committee or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a Director or member of a committee shall be regarded as signed by the Director or member of a committee for purposes of this section.

14. COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which

committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending or restating the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by such committee. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law upon the Board of Directors or upon any individual Director.

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

One member of each committee shall be appointed President by the person or persons authorized to appoint the members thereof.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

15. MEMBERSHIP REQUIREMENTS FOR BOARD OF DIRECTORS

- a. Must be a leader in the school and community
- b. Must demonstrate a love for Leadership

- c. Must act in ways above reproach - no lewdness or bashing on social media or in the community
- d. Must abide by the fruits of the spirit
- e. Must not have an outstanding tuition balance
- f. Must be up-to-date on annual volunteer hours
- g. Must not engage in threatening language
- h. Must have a significant tie to TLA or experience that would be beneficial to the board
- i. Must make a 2-year commitment to serve on the board
- j. Must be able to attend 10/12 meetings (no more than 2 absences annually): virtual attendance not to exceed more than 2 per year
- k. Must serve on at least 1 committee for 1 function per year
- l. Must be able to maintain confidentiality
- m. Must be able to engage in challenging conversations in a mature and respectful manner

ARTICLE III - OFFICERS

1. NUMBER OF OFFICERS

The officers of a Corporation shall consist of a president and a secretary and may also consist of one or more vice-presidents, a treasurer, and such other officers and assistant officers as may be deemed necessary. New offices may be created and filled at any meeting of the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both president and secretary.

2. ELECTION OF OFFICERS AND TERM OF OFFICE

All officers shall be elected or appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors for such terms not exceeding three (3) years.

3. REMOVAL OF OFFICERS, VACANCIES

Any officer elected or appointed may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

4. POWERS OF OFFICERS

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers

as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President may secure the fidelity of any and all officers by bond or otherwise.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

5. PRESIDENT

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of all directors. Such officer shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the Corporation.

The President or any Vice-President shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation. When authorized by the board, the President or any Vice-President may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of either the Secretary or an Assistant Secretary.

The President shall be ex-officio a member of all standing committees.

The President shall submit a report of the operations of the Corporation for the year to the directors at their meeting next preceding the annual meeting of the Board of Directors.

6. VICE-PRESIDENT

The Vice-President, or Vice-Presidents in order of their rank as fixed by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and they shall perform such other duties as the Board of Directors shall prescribe.

7. THE SECRETARY AND ASSISTANT SECRETARIES

The Secretary shall attend all meetings of the Board of Directors and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature or by the signature of an Assistant Secretary.

The Assistant Secretaries shall in order of their rank as fixed by the Board of Directors, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and they shall perform such other duties as the Board of Directors shall prescribe.

In the absence of the Secretary or an Assistant Secretary, the minutes of all meetings of the board shall be recorded by such person as shall be designated by the President or by the Board of Directors.

8. THE TREASURER AND ASSISTANT TREASURERS

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the President and directors an account of all of the Treasurer's transactions and of the financial condition of the Corporation and exhibit the books, records and accounts to the President or directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President's attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the incumbent's possession or under the incumbent's control belonging to the Corporation.

The Assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and they shall perform such other duties as the Board of Directors shall prescribe.

ARTICLE IV - INDEMNIFICATION AND INSURANCE

1. INDEMNIFICATION

The Corporation shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

2. INSURANCE

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE V - EMERGENCY MANAGEMENT OF THE CORPORATION

In the event of an emergency, to the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the following provisions regarding the management of the Corporation shall take effect immediately. Pursuant to The Texas Business Organizations Code, an emergency exists if a majority of the Corporation's governing persons cannot readily participate in a meeting because of the occurrence of a catastrophic event.

1. Procedures for calling a meeting of the Board of Directors are as follows:
 - A. Notify directors or substitute directors of emergency via phone & email.

- B. Notify directors or substitute directors of time, date, and place of emergency meeting.
- 2. The minimum requirements for participation at the meeting of the Board of Directors are as follows:
 - A. At least one third of the Board of Directors is required to be present.
- 3. Designation of any additional or substituted directors is as follows:
 - A. The Board of Directors can substitute a person of a subcommittee or business manager of school as needed for the required participation of the meeting.

These emergency provisions take effect only in the event of an emergency as defined hereinabove and will no longer be effective after the emergency ends. Any and all provisions of the Certificate of Formation or these Bylaws that are consistent with these emergency provisions remain in effect during an emergency. Any or all of these actions of the Corporation taken in good faith in accordance with these provisions are binding upon this Corporation and may not be used to impose liability on a managerial official, employee, or agent of the Corporation.

ARTICLE VI - CONFLICT OF INTEREST POLICY

1. PURPOSE

The purpose of the conflict-of-interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. DEFINITIONS

- A. **Interested Person** - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. **Financial Interest** - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. PROCEDURES

- A. **Duty to Disclose** - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- B. **Determining Whether a Conflict of Interest Exists** - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- C. **Procedures for Addressing the Conflict of Interest** –
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The President of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit,

and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

e. **Violations of the Conflicts of Interest Policy**

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

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

5. COMPENSATION

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. ANNUAL STATEMENTS

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in herein, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VII - MISCELLANEOUS

1. NONDISCRIMINATORY POLICY

Transformative Leadership Academy shall admit students of any race, color, national, origin, and ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to students at the school. It shall not discriminate on the basis of race, color, national origin, and ethnic origin in

administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs.

2. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

3. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4. SEAL

The Corporation may adopt a corporate seal in such form as the Board of Directors may determine. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

5. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

6. CHECKS, DRAFTS, ETC.

All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

7. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

8. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

9. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A Director of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

10. FINANCIAL RECORDS AND ANNUAL REPORTS

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

11. FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors.

ARTICLE VIII – CONSTRUCTION

1. PRONOUNS AND DIRECTORINGS

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All Directorings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

2. INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE IX - AMENDMENT OF BYLAWS

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers.

Adopted by the Board of Directors on the 14th day of September, 2022.

END OF BYLAWS

II. POLICY MANUAL

A. Board of Trustees

The Transformative Leadership Academy Board of Trustees

II. Policy Manual

A. BOARD OF TRUSTEES: Purpose and Organization

1. HISTORY

The Transformative Leadership Academy was founded in 2019 for the purposes of offering school choice to families in rural West Texas. TLA was founded on the principles of Universally Designed Instruction, removing barriers that prevent students of diverse learning needs, backgrounds, and skill sets from succeeding. The original organizational unit consisted of 4 board members: president, vice president, secretary, and treasurer.

2. TRUSTEE RESPONSIBILITIES

The Transformative Leadership Academy operates in the public interest. The Board has an obligation to hold the school to the highest standards of service to the public from which the school derives its independence. In executing its governance only the Board as a whole gives direction to the school. Until the full Board in a properly constituted meeting decides an issue, even the President cannot speak for the Board.

Trustees are not elected to represent specific constituencies. While trustees bring different skills, knowledge, and experiences to the Board, it is hoped that all trustees will consider the good of the school as expressed in the charter and mission statement. The Parent Civic Organization, Student Ambassadors, TLA Rising Stars, and TLA Learning Community can serve as sources of opinion and information from specific constituencies that make up TLA's larger community. The Board of Trustees of the Transformative Leadership Academy has four principal responsibilities as follows:

- A. The Board organizes and manages itself to fulfill its duties to the school. Specifically, Trustees are expected to assess their individual performance, to support the school financially, to attend meetings regularly, to be responsible to the school, to monitor the Board's and the Director's performance and to set its goals for the coming year.
- B. The Board selects the Director and works cooperatively with that person. The search committee of the Board, with or without the help of a consultant, defines the qualities needed in the new Director and, after gaining the Board's approval of this definition, examines and recommends candidates to the Board. The Board delegates administration of the school to the Director. The Board assesses the Director's performance through a yearly written evaluation, which is the responsibility of the President of the Board.
- C. The Board has an obligation to support the Director's leadership. A Trustee who receives a complaint refers the matter promptly to the Director so as not to undercut the authority delegated to the Director. The Board does not sit as a court of appeal for parents, students, or faculty members concerning the Director's actions. Each Trustee helps to keep the school's constituencies informed and is an advocate for the school.
- D. The Board plans, develops and establishes policy, and assesses the performance of the school. The Board, with the guidance of the Director, establishes the school's mission, develops the strategic plan, and formulates general policies. It monitors the administration's progress in carrying out the plan. The Board identifies and monitors key indicators of strategic performance. The Board reviews the school's policies and programs to make sure that they are consonant with the school's ethos, effective, and well managed.
- E. The Board is responsible for the school's financial condition and its physical plant. The Board approves the annual operating budget and receives an annual audit or review of the school's financial operations and assets. The Board monitors the school's financial management. It approves capital expenditures above authorized limits. The Board identifies and monitors key indicators of financial performance. The Board makes sure that the physical plant is adequate for the school's programs. To ensure that the school has the financial and physical resources it needs, the Board bears primary responsibility for the financial stability of the school and for fund-raising.

3. STANDING COMMITTEES

The number of standing committees of the Board, their names, and their duties are reviewed annually by the President of the Board and approved by the full Board at its first regular meeting. Currently, three standing committees meet regularly to carry out the work of the Board. The committees are the Playground Committee, Fundraiser Events Committee, and Building Project Committee. Ad hoc committees are appointed by the President to meet special needs.

4. ORIENTATION

New members of the Board of Trustees shall be given an orientation to their duties and to Board procedures by the Committee on Trustees. The Committee on Trustees is responsible for seeing that this orientation occurs in a timely manner at the beginning of a new board member's term of service.

5. TRUSTEES AS POLICY MAKERS

In accordance with the bylaws and the Charter of the Transformative Leadership Academy, continual oversight of the operation of all aspects of the school, its programs, and its employees is vested in the Board of Trustees. The Board of Trustees shall have the responsibility and the obligation for the discussion and review of all ongoing issues of long-term importance to the school. The Trustees shall have the responsibility for the establishment and adoption of policy in matters of continuing interest affecting the school.

6. POLICY MAKING PROCESS

Matters upon which Board Policy needs to be made may be initiated by the Director, a Board member, committee, alumni and/or friends of the school. The Director of the School shall be considered a prime source to bring to the attention of the Board matters of ongoing importance affecting the school.

The Board of Trustees of the Transformative Leadership Academy shall receive, review, and discuss all appropriate policy matters. When, in the opinion of the President, matters are of such importance that a policy position needs to be established, the President shall refer the matter to a committee of the Board for discussion, decision, and recommendation for further action by the Board.

Recommendations shall be in written draft and shall be presented by the committee President to the Board for appropriate action. Such statements approved by most of the members present shall be duly recorded in the minutes. These positions so adopted and recorded shall be regarded as official Board policy and shall be entered into the appropriate section of the Policy Manual.

Policies may be subsequently amended through a similar procedure by a simple majority of the Board.

7. RECOGNIZED ORGANIZATIONS

Under the charter of the school, all governing authority is vested in the Board of Trustees. In keeping with this responsibility, the Board of Trustees authorizes the creation of organizations to serve as liaisons with wider publics and to serve in advisory capacities. These organizations include the Alumni Council and Parents Council. These organizations have no governing authority over the school and exist at the will of the Board of Trustees. The purpose or mission statement and the bylaws of each organization must be approved by the Board of Trustees.

At the discretion of the President of the Board of Trustees the current president and/or president-elect of a recognized organization may be invited to attend the regular meetings of the Board to facilitate communication between the Board of Trustees and its wider constituencies.

8. PARENT CIVIC ORGANIZATION

The two main purposes of the Parent Civic Organization are to provide a channel of communication between representative parents and school administrators and to improve overall parent participation in the annual goals, which is vital to retaining TLA's high level of instruction and character building. The Council sponsors several projects during the year, designed to involve and inform other parents, and to show their thanks to the faculty and staff with the spring Faculty/Staff Appreciation Week.

9. CONFLICT OF INTEREST POLICY

It is the policy of the Transformative Leadership Academy to require trustees, officers and employees to conduct themselves in such manner as to avoid any likelihood of a conflict or the appearance of a conflict between their personal, business, or financial interests and other relationships and the interests of TLA. Being associated with, or working for, a non-profit school devoted to education places all trustees, officers and employees in positions demanding the highest degree of integrity and objectivity with respect to transactions between TLA and other entities and/or interests. It is expected that no individual will discharge TLA duties and responsibilities under circumstances where to do so will reflect discredit upon or unreasonably cause criticism of TLA or impair public confidence in the integrity of TLA. The committee on trustees annually requires every Board member to complete a questionnaire regarding adherence to the Board's Conflict of Interest Policy.

II. POLICY MANUAL

B. School Mission and Core Beliefs

The Transformative Leadership Academy Board of Trustees

II. Policy Manual

B. SCHOOL MISSION AND CORE BELIEFS

Vision

We seek to deliver transformative and inclusive learning opportunities to the future leaders of our community including students of all skill sets, strengths, backgrounds, and interests.

Mission

Through project-based learning and design thinking, we will prepare this generation of students to lead our community with 21st century skills. We will provide a learner-centered academic and physical environment that not only meets the needs of all students, but embraces their uniqueness and diversity. We will create globally responsive citizens who are well equipped to improve their communities through strategic problem solving and collaboration. We are a school for the future.

Values

At TLA we seek to embody the following values: Love, Joy, Peace, Resilience, Kindness, Goodness, Faithfulness, Gentleness, and Self-Control. We abide by one rule: Keep Growing!

THE HONOR SYSTEM

Honor is central at TLA. The TLA ideal is that each student lives as a responsible person whose word is his/her bond, whose work is always his/her own, and around whom the property of others is safe. Lying, cheating, and stealing have no place at TLA. In recognizing that honor can be learned, TLA uses an honor system to impart its honor code.

The Director is charged with serving as the final arbitrator for the Honor System and with developing procedures which will ensure its vitality.

Student Terminations:

TLA believes in extending to its students the opportunity to learn from mistakes. In many situations involving discipline and honor, the school will provide a "second chance" to a student who demonstrates the ability to grow from the experience.

Whenever a student action is cause for the board of directors to recommend expulsion or a major suspension, the situation is thoroughly reviewed by the Director or designate. This review will ensure that the student has had a fair and equitable hearing. An expelled student or his/her parents has the additional right to appeal an expulsion to the Director whose decision will be final. The Director has the final authority to determine whether a student's presence is in the best interest of the school, the student, and the family. No appeal to the Board of Trustees will be heard.

ACCREDITATION

The administration is to maintain TLA's accreditation through the process of Southern Association of Colleges and Schools or other appropriate organizations. Administrators and faculty will meet the professional criteria of the accrediting organization.

ADMISSIONS POLICY

The Transformative Leadership Academy shall admit students of any race, color, national origin, and ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to students at the school. It shall not discriminate on the basis of race, color, national origin, and ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs.

Transformative Leadership Academy seeks to enroll students who would benefit from TLA's achievement oriented academic community. To identify such candidates, TLA relies upon sources such as alumni, current and past parents, Directors and counselors of feeder schools, independent counselors, and summer programs.

II. POLICY MANUAL

A. Director

The Transformative Leadership Academy Board of Trustees

II. Policy Manual

C. DIRECTOR

1. DIRECTOR

The immediate governance of the school shall be vested in a Director who shall be the chief executive of the school, subject only to the control of the Board of Trustees.

The Director shall have the responsibility for accomplishing the general objectives of the school, implementation of Board policies, and general oversight of all school operations including the employment, assignment, and reappointment of all personnel, the curriculum, course of studies and programs, and the discipline to be observed in the school.

2. RESPONSIBILITIES OF THE DIRECTOR

The Director is charged by the Board of Trustees with the general responsibility for accomplishing the objectives of the school. He/She may be assisted in the administration of the school by an administrative staff of assistants, directors, and teachers. In general, their function will be defined by the Director considering the responsibilities and needs of the school.

The duties and responsibilities of the Director include the following:

1. To provide leadership in establishing and implementing a curricular program appropriate to the stated objectives of the school.
2. To encourage and support extracurricular activities designed to supplement and enrich the students' personal growth and development in line with the purpose of developing students to be well-rounded, mentally, physically, socially, and spiritually.
3. To employ and retain teachers who want to learn and improve in their chosen profession, who are, to the highest degree possible, persons of wholesome personality, good citizenship,

sound judgment, integrity and scholarly attainment, who are skilled in the art of teaching and temperamentally compatible with the youth and the community comprising TLA.

4. To appraise the performance of employed personnel; to engage continuously in improving their performance, preparation, and experience; and to recognize exceptional merit of professional employees.
5. To define as needed the duties of personnel.
6. To assign teachers and other employees to ensure the best interests of the school.
7. To be responsible for the discipline and conduct of students.
8. To provide supervision, either personally or through a delegation of authority, for all phases and activities of the school's operation.
9. To develop and maintain a status of accreditation by the Southern Association of Colleges and Schools and membership in professional organizations of independent schools.
10. To keep abreast of sound educational practices and to make use of these practices where appropriate in the operation of the school.
11. To be involved in the activities of professional organizations where these activities can benefit the school's total educational program.
12. To review all complaints; to render decisions consistent with sound educational policy and the best interests of the school; and to interpret the school and its operating policies to parents, students, and friends of the school.
13. To render judgment of revision in the program of studies (curriculum) or major changes in textbooks.
14. To identify and recruit highly qualified persons to fill vacancies on the professional and administrative staffs.
15. To develop with the staff and the Board of Trustees the annual budget of the school.
16. To prepare status reports about enrollment, accreditation matters, teacher salaries, or other matters as desired.
17. To serve as a focal point of communication with parents, teachers, and students by a careful utilization of well-planned announcements, newsletters, bulletins, faculty and parent meetings, assemblies, and daily and weekly schedules of events.

18. To supply the Board of Trustees with information about developments and events in the school.
19. To be sensitive to human relations with respect to students, school personnel and parents so that the best interest of the school and the school's educational program will be served.
20. To become involved with special courses or programs of the school as schedule permits.
21. To oversee all financial operations of the school.
22. To be responsible for the maintenance and development of the overall campus, physical plant, and properties of the school.

3. BOARD - DIRECTOR RELATIONSHIP

1. The Director is primarily responsible to the Board of Trustees and not to a committee or individual. The Director and Board work together in a spirit of respect and partnership for the benefit of the school.
2. Director and Board of Trustees must work within the bylaws of the school. The philosophy of the school as developed over the years should serve as a guide for the future growth of the school.
3. With the understanding of the President of the Board the Director will work directly with individual members of the board and with subcommittees on specific problems. The Director should report unusual problems to the President of the Board.
4. The Director will make a report to the Board of Trustees at each regular meeting, in order to keep the board well informed about what is happening at the school.
5. The President of the Board may ask the Director for a preview of his/her report prior to the meeting. The President of the Board and the Director will communicate with each other prior to every meeting of the Board of Trustees to inform each other of new business to be brought up at the meeting and any areas of discussion which may be of particular interest or concern.
6. Between regular meetings, the Director should report any unusual problems to the President or proper Committee President.
7. The Director will inform the faculty about any relevant, non-confidential discussion and Board decisions made at a regular meeting.
8. The President of the Board after consultation with the Board of Directors will inform the Director of possible disagreement with his/her performance and request a thorough discussion to determine what steps must be taken.

9. The Director will inform the President of the Board of any major problems interfering with the performance of his/her duty.
10. If either the Board of Trustees or the Director wish to terminate their relationship, the decision should be made in writing as early as possible in the school year.

4. EVALUATION

Regular evaluation of programs and personnel is essential to the well-being of the institution and provides opportunities for identifying ways in which the school can more effectively achieve its goals.

The major elements of the Transformative Leadership Academy Evaluation Plan include the following:

1. Board Evaluation (every two years by the Committee of Trustees)
2. Evaluation of Director (annually by the Board of Trustees)
3. Evaluation of Faculty and Staff (Director as prescribed by professional development program)
4. Evaluation of Instructional Programs (periodically by the Director)

5. EMPLOYMENT OF THE SCHOOL DIRECTOR

The Trustees of The Transformative Leadership Academy are responsible for the employment of a competent and qualified person for the position of School Director. The Director will be employed in the following manner:

1. When a vacancy exists or is imminent, the President of the Board shall appoint a committee comprised of Board members and such other persons in The Transformative Leadership Academy community as may be appropriate for the purpose of finding the best person to be employed as Director of School. This committee shall be known as “The Transformative Leadership Academy Director Search Committee.” The Committee will receive from the Board instructions concerning qualification requirements and time factors involved in the selection process. The Search Committee may employ consultants on such terms as are approved by the Board of Trustees.
2. The Transformative Leadership Academy Director Search Committee will conduct a thorough search by generating applications, interviewing candidates, and presenting a list of the most qualified candidates.
3. The Search Committee will consider the list of qualified candidates, conduct such interviews as may be necessary and recommend to the Board a candidate from the list of qualified applicants.

4. The Board will approve a formal contract specifying the salary and other benefits, date of employment, and other duties and responsibilities of the Director.

6. REAPPOINTMENT OF SCHOOL DIRECTOR

The Executive Committee will make any recommendations concerning the renewal or nonrenewal of the Director's contract. These recommendations may also include length of contract, salary, and type of benefits.

7. RESIGNATION OF THE SCHOOL DIRECTOR

Under normal circumstances when the Director wishes to resign, this resignation will be submitted in writing to the President of the Board of Trustees at the earliest possible time.

II. POLICY MANUAL

D. Business and Finance

The Transformative Leadership Academy Board of Trustees

II. Policy Manual

D. BUSINESS AND FINANCE

1. Tuition

Amounts of fees, deposits, and tuition shall be set by the Board of Trustees at its meeting prior to open enrollment each calendar year.

2. Records and Audit of Financial Affairs

The School shall maintain in its office's adequate records of its financial and operational affairs. The fiscal year for the School shall begin September 1 and end August 31. The financial records of the School shall be audited annually by outside auditors of the Board's selection. The school audit shall conform to standards of similar educational institutions and shall provide adequate data to control and conduct the affairs of the school properly. The Director shall provide interim financial statements to the Board of Trustees on a quarterly basis.

3. Payment Procedures and Bonding

Funds received by the General Operating Account and Special Purpose Account may be properly distributed by a combination of two signatures for the amounts of \$3,000 and above or one signature for amounts less than \$3,000 by the Director or members of the administrative office staff so designated. These people shall be bonded to the extent deemed adequate by the Board of Trustees. Funds from the other accounts of the School may be distributed at the direction of the Board. The Board shall select persons from the Board and the office of the school and authorize them to make such distributions.

4. Approval of Use of Capital Gift Funds

Capital improvements shall be made with the approval of the Board of Trustees after it has been given adequate information and has had time to evaluate properly such data.

5. Gifts to the School

Designated gifts, as well as gifts of kind, may be accepted by the School upon concurrence by the Director, and such gifts shall be reported to the Board at its next meeting. If any such gifts may significantly affect the physical plant or the operation of the School, the acceptance of such gift shall require the approval of

the Board. After acceptance, all gifts shall be placed in the appropriate funds or place of utilization. Unrestricted gifts may be accepted by the Director on behalf of the School and shall be deposited in the proper account. In the case of all gifts, the School shall not be responsible for the value claimed by the donors, but the School shall maintain its tax-exempt status so that proper gifts may be deductible by the donor for federal income tax purposes. It is the Board's intent that all gifts of marketable securities will be sold on a timely basis.

6. Donor Privacy Policy

Transformative Leadership Academy is committed to the highest standards of integrity in all fundraising efforts and to the ethical collection, retention, and use of information on donors and prospects in the pursuit of institutional goals. To accomplish this, we commit to the following:

1. Transformative Leadership Academy will collect and use personal information such as names, address, phone number, and e-mail address. In addition, Transformative Leadership Academy keeps a record of each donor's giving history.
2. Transformative Leadership Academy will NOT sell or trade its donor information with any other organization or institution.
3. To recognize and thank TLA donors' generosity, we publish an annual Donor Report. In this case, other organizations and third parties may have access to our donor names, but not specific contribution amounts. Individuals wishing to remain anonymous for this publication purpose should contact the Director.

7. Control of Accounts

Accounts for the School shall be established by the Board of Trustees in such forms as shall provide the proper control of assets and allow proper and efficient use by the School. In all cases, these accounts shall provide for such growth and/or earnings as the Board shall deem appropriate. Surpluses in the accounts shall be kept to a minimum and the Board shall determine the extent of such surpluses and, if appropriate and proper, shall transfer them to other accounts of the School. The Board may classify assets as unrestricted or temporarily restricted. Gifts restricted by donors shall be classified as permanently restricted net assets or temporarily restricted net assets, in accordance with the donor restriction.

8. Financial Aid

The Transformative Leadership Academy offers financial aid to enroll competitive students who could not otherwise afford to attend and to increase the diversity of its student body. In the administration of its financial aid program, TLA does not discriminate on the basis of race, religion, national or ethnic origin. TLA's financial aid funds are reserved for families who have no alternative to requesting assistance. All aid is awarded using a structure, unbiased rubric system which takes into account financial need, student need, history of enrollment, and sibling enrollment at TLA.

TLA's staff responsible for the administration of its financial aid program meets annually to review the academic performance and citizenship of each currently enrolled student receiving aid. Any student not meeting TLA's basic standards for academic and extracurricular performance will be placed on financial aid probation by the Financial Aid

Review Committee. Once on probation, the student and his parents will be notified. A decision regarding continued support will be made by the committee.

When financial aid awards are accepted by a family, an enrollment contract is signed by the parents and the student. (A copy of the current enrollment contract can be found in the appendix.)

9. Fund-raising

In order to coordinate general fundraising activities within the school community, any school-connected fundraising project involving a general solicitation of the patronage, must have prior approval of the Board. Student led fundraising projects must have the prior approval of the Director or his/her designee.

10. Grant Proposals

All grant applications, whether initiated by faculty or administrative staff, must be approved by the Director under blanket approval by the Board of Trustees. Any grant in excess of \$5,000 that requires the School to obligate funds over and above what the grant proposal provides must be approved by the Board of Trustees. It is the intent of the Board that The Transformative Leadership Academy neither solicits nor accepts government funds.

11. Property Acquisition and Campus Expansion

The Board will maintain a campus master plan and empower the Executive Committee to act on acquisition of property.

12. Planned Giving Policy

The purpose of the Planned Giving Program of the Transformative Leadership Academy shall be to encourage, solicit and recognize bequests, gifts of life insurance, and gifts created by life income agreements for all purposes consistent with the objectives of the school. In all instances TLA seeks unrestricted gifts to its quasi-endowment, recognizing that donors may request reasonable conditions regarding the use of either principal or income, as well as the investment of endowed funds. Such conditions are subject to the approval of the Board of Trustees or its designated committee.

This program shall be designed to supplement and enhance all other fund development programs of the school by:

1. Offering donors the opportunity for life income gifts which will enable them to retain the income from their capital.
2. Offering donors the opportunity to make a larger gift during their lifetime than could be made without income retention.
3. Offering donors the opportunity to provide income for life for a survivor.

4. Encouraging estate planning and the preparation of wills which can provide for outright bequests, annuity for life income provisions for other beneficiaries, and additions to agreements and trusts which qualify for deduction or exemption under existing tax laws.
5. Offering donors the opportunity to establish a permanent memorial in one's own name or for another.

Enabling Statement

It shall be the policy of the school to offer through the Planned Giving Program an opportunity for donors to make gifts in the following forms:

1. Gifts by will.
2. Gifts of a remainder interest — including the charitable gift annuity; deferred payment charitable gift annuity; charitable remainder unitrust; charitable remainder annuity trust; pooled income fund; and the gift of one's personal residence or farm with retained life estate.
3. Other gifts — including life insurance policies; charitable lead (income) trusts, revocable trusts, and gifts of an undivided interest in property. It shall also be the policy of TLA to actively seek such gifts and to provide adequate staff and resources for a full and effective program. The Executive Committee shall establish specific guidelines and conditions for various types of gifts through the basic formats that it approves.

Authority to Negotiate, Approve

The Director shall be authorized to negotiate with any potential donor gift annuities and life income agreements and trusts that follow the basic format of the agreements approved by the Board of Directors without further approval. All other agreements which are binding on the institution and which do not follow these forms shall receive the approval of the Board of Directors before final negotiations with the donor.

Authority to Invest

Investment policies shall be established by the Board of Directors and reviewed annually. It is essential that the investment policy in each case be clearly stated and rigorously followed. The Board of Directors shall have the authority to designate a trustee to manage the investments.

Separate Trustees

In arrangements requiring a trustee, donors should be urged to use their bank or trust company as trustee. TLA should act as trustee only when required by law, or when the donor requests that the school do so and cannot be persuaded otherwise. In the case that TLA is asked to serve as trustee, the proposed gift arrangement must be presented to the full board for discussion and consideration before acceptance.

Donor's Rights and Interests

In all matters involving donors or prospective donors, the interests of the donor shall come before those of the school. No program, agreement, trust, contract, or commitment shall be urged upon any donor or prospective donor that would benefit TLA at the expense of the donor's interest. No agreement shall be

made between TLA and any agency, person, company, or organization on any matter — whether investment, management, sale, or other interest — which would knowingly jeopardize or compromise the donor's interests.

It shall be the policy of the school, its trustees and staff to exercise extreme caution against the use of any high-pressure sales techniques when dealing with prospective donors. The task of all shall be to inform, serve, guide, or otherwise assist in fulfilling the donor's philanthropic wishes, but never under any circumstances to pressure or unduly persuade.

In keeping with this policy, all staff employed by TLA to administer or promote planned gifts shall be paid on a fixed salary or other basis and not receive a commission related to gifts received in such a way as to create a personal financial interest in any agreement. Commercial programs designated for only one company or one agent shall be avoided.

Review of Agreements

The Transformative Leadership Academy shall seek the advice of legal counsel in all matters pertaining to its Planned Giving Program, and shall execute no agreement, contract, trust or other legal document with any donor without the advice of legal counsel. Likewise, the prospective donor shall be advised to seek the counsel of his or her attorney in any and all aspects of the proposed gift, whether by bequest, trust agreement, contract or other. The donor shall particularly be advised to consult his or her tax adviser on matters related to the tax liability of a gift and matters related to planning of the donor's personal estate.

Each gift arrangement also shall be reviewed from the perspective of its potential benefit to the work of the school. While the interests of the donor are paramount, no gift shall be accepted if its benefit to TLA is so remote as to be negligible. The school retains the right to refuse gifts in any for which are deemed in-appropriate to its purposes.

Confidentiality

All information obtained from or about donors or prospects shall be held in strictest confidence by the school. Neither the name, the amount, nor the conditions of any gift shall be published or otherwise recognized publicly without the approval of the donor and/or the beneficiary.

II. POLICY MANUAL

E. Personnel

The Transformative Leadership Academy Board of Trustees

II. Policy Manual

E. PERSONNEL

1. Employment of Personnel

TLA maintains a policy of nondiscrimination with all employees and applicants for employment. All aspects of employment at TLA will be governed on the basis of competence and qualifications and will not be influenced in any manner by race, color, religion, sex, age, national origin, handicap or veteran status, or any other status protected by law.

All decisions made with respect to recruiting, hiring and promotions will be based solely on individual qualifications related to the requirements of the job. Likewise, all other personnel matters such as compensation, benefits, transfers, staff reductions, training, education, and social/recreation programs will be administered free from any illegal discriminatory practices.

2. Dismissal of Non-Teaching Employees

Notice of Termination. If TLA finds it necessary to remove an employee appointed to a full-time or part-time position from the workforce, the employee will normally receive a minimum of two (2) week notice (ten working days).

Termination of TLA employment will fall into one of several categories, with indicated policies applicable to each. These categories are described below.

Whatever the circumstances of termination, employees will be paid all salary due up through their last day of work plus all accrued paid vacation time. “Time-off” benefits such as sick and personal leaves carry no monetary value and therefore cannot be “cashed out” at termination.

Voluntary Resignation. Employees may decide on a voluntary separation and, therefore, resign from TLA employment with notification of at least two (2) weeks (ten working days) before departure.

Mutual Agreement. In some circumstances, both the employee and TLA may agree that it is mutually beneficial to end the employment relationship. Under such circumstances, the employee and TLA will work out a mutually satisfactory termination/departure date.

Staff Reduction. Occasionally, TLA may find it necessary to eliminate a job(s) because of changes in programs or circumstances. When this occurs, affected employees will be given as much advance notice as possible. The action will be explained and every effort made to place the person(s) in other available jobs.

3. Dismissal and Reappointment of Faculty (Administrators and Teachers)

Faculty may be dismissed during the term of their contract at will upon thirty (30) days notice.

Faculty members are required to sign a contract, the wording of which has been approved by the Board. Contracts are issued for a period of one school year with salary increases beginning on September 15th.

4. Resignations

Faculty. The Transformative Leadership Academy expects teachers who have to resign during the school year to meet, at the earliest possible time, with the Director or his/her designee outlining the reason(s) for resignation and to conclude appropriate arrangements for the teacher to leave the School. Teachers who plan to resign at the end of the school year should submit their resignations at the earliest possible date. Benefits provided by the School will be terminated with the final pay period of the non-returning employee.

Non-Teaching Employees. Non-teaching employees who resign are expected to give in writing at least two (2) week notice, but preferably one month's advance notice. Benefits provided by the School will terminate with the final pay period of the non-returning employee.

5. Sexual Harassment and Misconduct

All employees and students have the right to work in an environment that is free of harassment, which is defined as any employee conduct, whether intentional or unintentional, that results in the discomfort of another employee because of or on the basis of his/her race, color, religion, national origin, sex, age, height, weight, marital status, socio-economic status, handicap, or veteran status. Any such harassment is prohibited. Any employee who feels he/she has been subjected to harassment is urged to immediately advise his/her supervisor, or any other supervisory person with whom he/she feels comfortable in discussing the problem. Further, any such acts of harassment by an employee will be investigated immediately, and that person will be subject to disciplinary action up to and including discharge.

Sexual Harassment

It is The Transformative Leadership Academy's policy that all employees are responsible for ensuring that the workplace is free from sexual harassment. Because of The Transformative Leadership Academy's

strong disapproval of offensive or inappropriate sexual behavior at work, all employees must avoid any action or conduct which is perceived as sexual harassment, including but not limited to: (1) unwelcome sexual advances, (2) requests for sexual acts or favors, (3) verbal or physical conduct of a harassing nature, or (4) displaying sexually explicit material.

If an employee has a complaint of sexual harassment at work by anyone, including supervisors, co-workers, or visitors, he/she must bring the problem to the attention of the manager or other supervisor with whom he/she feels comfortable.

All complaints will be promptly handled. All employees should be aware that every attempt will be made to assure that the identity of the charging party and the person accused of sexual harassment will be kept strictly confidential.

The Transformative Leadership Academy will retain confidential documentation of all allegations and investigations and will take appropriate corrective action, including disciplinary measures, up to and including discharge, to remedy all violations of this policy.

Sexual Misconduct

The Transformative Leadership Academy will not tolerate sexual misconduct. Any employee who engages in sexual misconduct shall be subject to disciplinary action up to and including termination.

Definition. Sexual misconduct includes, but is not limited to, engaging in any sexual activity with a student; or any inappropriate or deviant sexual activity (e.g. verbal, written, physical, etc.) with or toward any employee; possessing, using, or distributing in any fashion any pornographic material (written, audio, video, etc.). Whether there has been sexual misconduct will be determined by The Transformative Leadership Academy.

Hiring. All applicants for employment will be screened to determine whether he/she has engaged in any sexual misconduct. If it is determined that the applicant has engaged in sexual misconduct, he/she will not be hired. Applicants have an obligation to cooperate fully with The Transformative Leadership Academy's background investigation of them.

Employee Responsibility. All current employees are subject to this policy. Furthermore, employees have an obligation to immediately report to their supervisor, the Director, or the President of the Board of Trustees any suspected sexual misconduct by any adult involving a minor. Furthermore, all employees have an obligation to cooperate fully with any investigation relative to any suspected sexual misconduct. Finally, if an employee has reason to believe anyone has been involved in illegal sexual activity, he/she shall immediately report the information to his/her supervisor, the Director, or the President of the Board of Trustees and provide a written explanation of the facts relative to the arrest and/or conviction and answer any and all questions about the matter.

Failure to comply with the above shall result in the employee's termination.

The Transformative Leadership Academy's Response to Suspected Sexual Misconduct

The Transformative Leadership Academy will promptly investigate any alleged sexual misconduct or any alleged violations of this policy. Any suspected sexual activity by an adult involving a minor will be reported to the appropriate law enforcement authorities. The Transformative Leadership Academy and all of its employees shall fully cooperate with any such investigation by the law enforcement authorities.

Although The Transformative Leadership Academy will try to maintain the confidentiality of the investigation and the witness interviews, The Transformative Leadership Academy cannot guarantee such confidentiality as disclosure of some or all of the facts may be necessary to complete the investigation, remedy the situation and enforce this policy.

1. Retaliation by anyone for bringing an accusation against a student or employee will be subject to disciplinary action up to and including discharge.
2. Anyone suspected of sexual misconduct may be suspended or placed on leave with or without pay pending the outcome of the investigation.
3. The employee accused of engaging in sexual misconduct has an obligation to cooperate fully with the investigation. Failure to do so shall result in his/her termination.
4. Upon conclusion of the investigation by The Transformative Leadership Academy and law enforcement authorities, both the alleged victim, if any, and the accused will be advised of the results of the investigation and what action, if any, The Transformative Leadership Academy will or has taken to remedy the situation and enforce this policy.
5. If it is determined that no sexual misconduct occurred, both the alleged victim and the accused shall be so notified. All relevant parties shall be notified that although no finding of sexual misconduct was made, The Transformative Leadership Academy's policy is to protect all employees and students from sexual misconduct and retaliation.

6. Leave- Certified and Non-Certified Personnel.

Regular full-time 12-month employees are eligible for 10 days of paid leave which should be scheduled in advance with their supervisor, and taken on a calendar year basis.

Implementation of this policy is the responsibility of the Director of School.

Employees may not roll over leave to subsequent calendar years. If an employee is terminated, leave time will expire upon their final day of contract or employment, with no compensation for outstanding leave.

7. Faculty Compensation

TLA must be able to compete for and to retain men and women with such a breadth of knowledge and skills and with such high energy and dedication that other, better paying industries will be trying to entice them away. The Board of Trustees will use National Association of Independent Schools data for benchmarking. The Board as adopted a goal of paying median faculty salaries that are 1) in the top 5% NAIS median salaries, adjusted for cost of living and 2) in the top 20% NAIS, unadjusted. Only the financially strong schools can compete effectively for that rare individual, the great teacher.

8. Health and Hospitalization Insurance and Dental Insurance

All regular full-time employees are eligible to participate in the supplemental insurance plan of their choice. Specific eligibility requirements, benefit payments, terms/conditions, and associated costs for these coverages are contained in descriptive booklets prepared by the insurance carriers and provided when an employee becomes eligible for these services.

Transformative Leadership Academy reserves the right to change or drop these benefits. In the event of any questions or conflict, the terms of the actual benefit plan document will control. Transformative Leadership Academy's sole obligation is to pay its share of the premium. The Transformative Leadership Academy is not liable for the payment of any benefits or claims the administrator of the plan and/or insurance company denies coverage for or fails to pay.

9. Unemployment Insurance

In case an employee or ex-employee of The Transformative Leadership Academy becomes eligible for unemployment compensation, the School will comply with the provisions of the laws on unemployment compensation as regulated by the State.

10. Social Security

Eligible employees of The Transformative Leadership Academy are fully covered under Social Security and the laws concerning FICA. Employee Social Security deductions and monthly Social Security contributions by the School, as required by the laws concerning FICA and Social Security, are made during each employee's current pay period.

11. Meals

Faculty and staff are giving a 30 minute lunch and 30 minute break which can be taken on or off campus. Employees who would like to participate in Thursday catered meals are required to sign up and pay through the online portal.

12. Professional Development

Teachers today need to have not only a firm grasp of course content and good teaching skills, but also mastery of technical resources, understanding of learning strategies, and increased knowledge in order to prepare students for a more complex and interconnected world. The goal is to support a professional development program that will enable every teacher to reach his or her highest level of professional competence in the classroom and to maintain that high level throughout his or her career at TLA. Teachers will be required to attend weekly Planning Learning Community (PLC) meetings as scheduled.

Additionally, Teachers and staff are expected to attend all other scheduled trainings or professional development opportunities. Failure to attend will be counted against vacation days. Additionally, repeated failure to participate in professional development opportunities could result in a reprimand or termination at the discretion of the Director.

13. Relationships at Work

Employees are encouraged to socialize and develop professional relationships in the workplace provided that these relationships do not interfere with the work performance of either individual or with the effective functioning of the workplace. Employees who engage in personal relationships (including romantic and sexual relationships) should be aware of their professional responsibilities and will be responsible for assuring that the relationship does not raise concerns about favoritism, bias, ethics and conflict of interest. In cases of doubt, advice and counsel should be sought from the next level of administrator, Employee Relations or the Employee Opportunity, Affirmative Action and Disability Services (EAD).

Romantic or sexual relationships between employees where one individual has influence or control over the other's conditions of employment are inappropriate. These relationships, even if consensual, may ultimately result in conflict or difficulties in the workplace. If such a relationship currently exists or develops, it must be disclosed:

The supervisor or employee who has influence or control over the other's conditions of employment has an obligation to disclose his/her relationship to the department head or next level of administrator. The other employee involved in the relationship is encouraged to disclose the relationship to either the next level of administrator, Employee Relations or the EAD.

If a relationship is deemed to be inappropriate under these guidelines, the appropriate department head or next level of administrator, after consultation with the EAD and a Human Resources Consultant will take appropriate action. Actions taken may include, but are not limited to, an agreed upon transfer, a change in shift, a change in reporting structure, the Performance Management process or discharge. If an employee, whether or not involved in the relationship, believe they have been, or are being, adversely affected, they are encouraged to contact the EAD or a Human Resources Consultant. When relationships develop into situations that may be viewed as harassment or discrimination, employees should refer to the anti-harassment policy and the equal opportunity, affirmative action policy. If questions or concerns arise regarding potential harassment or discrimination, the employee should contact the EAD.

14. Guardian Program

TLA has adopted to participate in a guardian program to improve the security and safety of TLA faculty, staff, students, and volunteers. The guardian program allows qualified faculty or staff to carry a gun on campus during school hours.

Qualifications for carrying a gun on campus include:

Member must certify annually with their concealed handgun licenses by a qualified certifying organization. Member must log ten hours of shooting time annually. Member must not be taking any medications that can alter their mental functioning or clarity of thought.

No faculty or staff shall carry a gun on campus without meeting the above requirements. It is the responsibility of each faculty or staff member to let the director know if they have met the requirements for the guardian program and will be carrying a gun on campus. It is the responsibility of the faculty or staff member to keep documentation on file and updated annually demonstrating they have met the requirements of the guardian program.

APPENDIX A CONFLICT OF INTEREST POLICY GUIDELINES

The foregoing policy statement sets out in broad terms the general principles intended to govern the conduct of all trustees, officers and employees. It is impractical to set forth rules which cover all situations in which a conflict may arise. The basic factor in all conflict situations is, however, the division of loyalty between TLA's best interests and the personal or business interests of the individual and/or his outside employer. Guidelines are set forth below with respect to several of the more sensitive areas in which potential conflicts of interests may occur. It is to be emphasized, however, that the following is not an exhaustive list of problem areas, but rather a guide in applying TLA's basic conflict of interest policy. The important criterion is adherence to the spirit of this statement.

STANDARDS OF CONDUCT

1. Acceptance of Gifts:

Individuals subject to this policy may not accept, either directly or indirectly, gifts, favors, entertainment, or anything of more than nominal value from persons or firms with which TLA has or is likely to have a business relationship.

2. Confidential Information:

A trustee, officer, or employee may not use confidential information obtained through TLA sources for personal, business, or outside employers' benefit. Information so obtained shall be kept confidential unless and until it is or becomes publicly available through other channels.

3. Goods and Services:

Occasions may arise when TLA wishes to purchase goods or personal, professional and/or business services from enterprises with which a trustee, officer or employee is affiliated. Examples include professional, contracting, investment, insurance, public relations, property management services, etc. The familiarity of such persons with TLA's operation may make them the best qualified to render the services required. In situations where a trustee, officer or employee has or could be expected to influence a business transaction by TLA, there shall be a disclosure of the potential conflict, and the proposed employment or purchase shall be approved in advance. A trustee should abstain from voting on such issues and any officer or employee should take no part in such decisions or recommendations.

4. Projects:

Because of their knowledge and interest in TLA and its operations, trustees, officers and employees may publish written materials, produce audio-visual materials, give lectures, provide services or undertake similar projects. To avoid the appearance of a conflict of interest and to protect all parties involved, it is imperative that a clear understanding be established through advanced approval regarding the financing of any such project, including the responsibility for payment of expenses and the receipt of profits or honoraria, if any. The use of TLA facilities, equipment, supplies, staff or name in connection with such projects shall also be subject to prior approval.

5. Investments:

Periodically, it can be reasonably expected that both general and restricted endowment funds of TLA may be invested in securities issued by companies with which trustees, officers or employees are affiliated. To the extent that individuals serving on the finance, endowment and/or development committees are directly involved in investment decisions, the appropriate procedure will be for such person to remove himself from any investment decisions with respect to companies or interests with which he is affiliated.

6. Outside Activities:

The following activities by employees of TLA may provide the potential for a conflict of interest and shall be undertaken only with prior approval:

- (a) Rendering of services which compete with those rendered by TLA.
- (b) Rendering of services to an entity which does business with TLA.
- (c) Participating in any activity (whether for personal profit or incident to industry, civic or charitable organizations' affairs), likely to require the employee's time during normal working hours, unless approved by the employee's supervisor.
- (d) Participating in outside activities which regularly interfere with TLA duties.

Disclosure, Approval and Resolution of Conflict Of Interest

General Provisions:

Each trustee, officer, and employee is asked to sign annually a statement reflecting his continued awareness and understanding of this policy. At the same time, the individual will report the absence of potential conflicts or possible areas of concern and will list personal and business relationships which may appear to present a conflict of interest.

In all conflict of interest procedures, trustees and officers shall direct all disclosure statements in writing to, and deal as necessary with, the President of the Finance Committee; employees shall direct all disclosure statements in writing to, and deal as necessary with, the Director of School. In cases where an individual may be both an officer and employee, he shall proceed as employee. The Director shall make his/her disclosure statement in writing to, and deal as necessary with, the President of the Finance Committee.

All disclosures made in accordance with this policy shall be kept confidential unless the best interests of TLA dictate otherwise. Disclosure forms shall be kept confidential and access to these forms shall be limited to the person or persons responsible for the implementation of this policy.

The President of the Finance Committee and the Director shall review statements appropriately received. The person reviewing shall then:

- (a) Determine whether there is a conflict of interest or the appearance of a potential conflict of interest; or
- (b) In the case of advanced disclosure, approve or disapprove the activity; or
- (c) Refer it to the Finance Committee or to the Board of Trustees, or to such subcommittee designated by the Board of Trustees to handle such conflicts, for review and disposition.

When it is concluded that a conflict actually or potentially exists, the President of the Board, the Director of School, or the designated subcommittee may request that:

- (a) The individual shall refrain from voting and/or participating in the decision-making regarding the entity with which he/she has a potential conflict; or
- (b) The activities and/or relationships be suspended or modified in an appropriate manner; or
- (c) The individual resign from his position with TLA; or
- (d) Take such other action as is appropriate.

In addition to signing the Conflict of Interest Statement adopted by the Board, each trustee, officer, and employee is expected promptly to report as it arises the existence of any relationship or interest which may involve, or appear to involve, a conflict of interest.

CONFLICT OF INTEREST DISCLOSURE FORM FOR TRUSTEES, OFFICERS AND EMPLOYEES

I have read the Statement of Policy on Conflict of Interest adopted by the Board of Trustees of The Transformative Leadership Academy on _____, 2022 and I have reviewed my personal and business affairs in light of that statement. I understand the seriousness and importance of this policy and find:

- No area of conflict of interest or the appearance of conflict of interest
- No conflict of interest or appearance of conflict of interest except:

Signed: _____

Position: _____

Date: _____