

BYLAWS OF UNDER THE CANOPY AMENDED AND FULLY RESTATED

A NONPROFIT 501(C)(3) CORPORATION

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ARTICLE I

Name, Location, Mission, and Objectives

Section 1: Name. Under the Canopy, Inc., a nonprofit, 501(c)(3) corporation, incorporated under the laws of the state of Oklahoma, fully amends and restates here its previous Bylaws, and its amendments to accommodate, in particular, its sole mission of becoming a Charter School as defined in these Bylaws. The name under which this nonprofit shall fulfill this mission shall be “Under the Canopy School” (“UTCS”).

Section 2: Location. The initial principal location of UTCS shall be at: 1110 S. Yale Ave Tulsa, OK 74112 or any other place the Board designates. The goal is for the principal location to be the school site address beginning in July 2025.

Section 3: Dissolution. If, for any reason, the organization should dissolve, upon dissolution of the organization assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 4: Statutory Requirements: UTCS will operate one or more charter schools under the Oklahoma Charter Schools Act, 70 Okla. Stat. §§3-130, et seq.,

and as such will adhere at all times to the provisions set forth in that Act, both in its current form and as it may be amended or altered from time to time. In particular, and pursuant to 70 Okla. Stat. §3-136(A)(16), UTCS is subject to and shall therefore comply with the provisions of both the Oklahoma Open Meeting Act, 25 Okla. Stat. Ch. 8, §§301, et seq., and the Oklahoma Open Records Act, 51 Okla. Stat. §§24A.1, et seq.

ARTICLE II

Board of Directors

Section 1: Number. The Board of Directors of Under the Canopy, Inc, a nonprofit, 501(c)(3) corporation, (the “Board”) consists presently of five (5) members. The Board shall continue to consist of no less than three (3), nor more than fifteen (15) Directors. All Directors shall have identical rights and responsibilities. The Head of School will be an advisory, non-voting member of the Board (*ex officio*). —Only Directors will be members of the Board.

Section 2: General Powers.The Board of Directors shall manage the business and affairs of UTCS and may exercise all powers of the Corporation, subject to any restrictions imposed by law, its Articles of Incorporation, these Bylaws, and any authorizing agency for the Charter School, once authorized.

Section 3: Term. The present Board of Directors of Under the Canopy shall also be considered the Board of Directors of Under the Canopy School. A Director shall serve a term of three (3) years from the date of the Director’s appointment. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. There will be no limit on how many terms each Director may serve, subject to being invited by the remainder of the Board at the annual meeting. The present Board shall be, in accordance with the staggering of the terms per the original Bylaws and its amendments, the following, with each Director’s term officially ending at the annual meeting of the year noted, unless renewed.

- a. Allison Irby Vu - 2027
- b. ‘Stan’ Vyacheslav Khrapak – 2025
- c. Shan Glandon – 2025
- d. Bret (Barbara) Bartlett – 2027
- e. Patrick Boulden – 2027

Section 4: Election. Board members will be elected by a simple majority of the quorum present at the meeting during which elections are held. Each Director shall serve from the next scheduled Board meeting after the election until the end of that Director’s term as determined by the Board. To renew the term of any Director, or to reduce or increase the number of seats on the Board, a simple majority vote is required. No seat on the Board shall be eliminated unless that seat is vacant. A

Director-elected to fill the vacancy shall be elected for the unexpired term of that Director's predecessor in office.

Section 5: Resignation. A Director may resign at any time by filing a written resignation with the Chair of the Board, provided Director endeavors to provide 30 days notice prior to the effective date of resignation. The remaining Board shall constitute a complete Board for quorum purposes.

Section 6: Removal. The Board may vote to remove any Officer or Director at any time for good cause. Good cause for removal of a Governing Board Officer or Member shall include the unexcused failure to attend three consecutive meetings of the Board and or failure to complete annual school board training required by the State. The Officer or Director may be removed by the affirmative majority vote of the entire Board of Directors at any regular or special meeting of the Board, provided that a statement of the reason(s) shall have been delivered to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when and the place where the Board is to act on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 7: Indemnification. UTCS shall indemnify, to the fullest extent permitted by the Oklahoma Non-Profit Corporation Statutes and, if applicable, the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a Director of UTCS against liability incurred in the proceeding, if such individual conducted themselves in good faith, and (1) in the case of conduct in an official capacity, reasonably believed their conduct was in the best interests of the Corporation, (2) in all other cases, reasonably believed that their conduct was not contrary to the best interests of the Corporation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe their conduct was unlawful. UTCS shall pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding because such individual is a Director in advance of final disposition of the proceeding, if:

- (1) The Director furnishes UTC a written affirmation of their good faith belief that they had met the standard of conduct set forth in Appendix D or that the proceeding involves conduct for which liability has been eliminated pursuant to the UTCS Articles of Incorporation; and
- (2) The Director furnishes UTCS a written undertaking to repay any advances if it is determined that the Director is not entitled to indemnification. The written undertaking required must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 8: Insurance. UTCS shall purchase and maintain insurance on behalf of any person who is or was a Director or employee against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not UTCS would have the power or obligation to indemnify such person against such liability under this Article. The coverage should be reviewed every year and the coverage adjusted if needed.

Section 9: Compensation. No salaries shall be paid to Directors or Officers of the Board of Directors for their services in such capacity, but the Board of Directors may authorize reimbursements for expenses incurred by them on behalf of UTCS, according to the guidelines stipulated in the Procurement Policy.

Section 10: Duties. The duties of the Board of Directors are delineated in Appendix A and are incorporated into these Bylaws by this reference. Each officer, employee, and agent of UTCS shall have such other duties and authority as may be conferred by the Board of Directors. The Head of School shall have the duties and responsibilities set forth in Appendix C.

ARTICLE III Officers

Section 1: Officers. There shall be four (4) elected Officers of the Board: a Chair, a Vice Chair, a Secretary, and a Treasurer. These Officers will have the duties and responsibilities as set forth in Appendix B. The Chair shall present a slate of Officers to the Board of Directors at each annual meeting. The nominated Officers shall be drawn from among the current members of the Board of Directors.

Section 2: Term of Office. The newly elected Officers shall take office at the next meeting following the close of the annual meeting at which they are elected, and the term of office shall be one year, or until respective successors assume office. A Director may serve more than one (1) term in the same office, but not more than three consecutive terms in the same office.

Section 3: Vacancies. In the event that the office of the Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of Vice-Chair, Secretary or Treasurer becomes vacant, the Chair shall appoint interim Officers to fill such vacant offices until a scheduled meeting of the Board can be held.

ARTICLE IV Meetings

Section 1: Meetings. The Board may hold meetings both regular and special, and for emergency purposes, in compliance with the requirements of the Oklahoma Open Meetings Act. The annual meeting will be held in June each year. There shall be at least eleven (11) regular meetings of the Board held each year.

Section 2: Quorum. A quorum is needed for voting purposes. A quorum is determined by dividing the number of the seated Board Members by two and adding one.

Section 3: Abstention. Any Director- who is conflicted out of a vote (see Appendix D) shall not vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 4: Absence. Any Board Member who cannot make a scheduled meeting must exercise their best efforts to notify the Chair or the Head of School of the absence twenty-four (24) hours before the meeting. Failure to do so is considered an unnotified absence. The Board may vote to remove a Board member who has an unreasonable amount of notified or un-notified absences.

Section 5: Meeting Agendas. Any Board Member may place an item of UTCS business on a Board meeting agenda; provided it is clearly and plainly stated and is compliant with the Oklahoma Open Meeting Act.

ARTICLE V

Conflict of Interest Policy

In order to ensure that the management and operation of UTCS shall be operated in accordance with the highest levels of professional excellence and service to the public, the Directors of UTCS shall approve, adopt and ratify a Code of Ethics and Conflict of Interest Policy, attached to these Bylaws and incorporated into these Bylaws by this reference. See Appendix D. The actions of all Officers and Directors of UTCS shall be governed and controlled by these policies.

ARTICLE VI

Committees and Task Forces

Section 1: Committees and Task Forces. The Chair shall appoint committees or task forces of the Board. The Board may prescribe the need and/or the composition of such committees. Upon collaboration between the Chair and the Committee/Task Force Lead, the Chair and Lead may determine that the Committee/Task Force has fulfilled its purpose and is no longer needed. A motion

at a subsequent Board meeting (from the Committee/Task Force Lead) and a simple majority vote of the Board of Directors will disband the Committee/Task Force.

ARTICLE VII Records

Section 1: Open Records Act. The School and its Board of Directors are subject to the Oklahoma Open Records Act.

Section 2: Record. The definition of what constitutes a “record” and its exceptions are specified in 51 Okla. Stat. §24A.3(1), and the Board shall refer to this statute in deciding whether material is to be considered a “record” for Open Records Act purposes.

Section 3: Financial Records. Under 51 Okla. Stat. §24A.4, in addition to other records which are kept or maintained, the Board has a specific duty to keep and maintain complete records of the receipt and expenditure of any public funds which reflect all financial and business transactions relating thereto, except that such records may be disposed of as provided by law. Such records may be examined during the annual audit.

ARTICLE VIII Transactions of the Corporation

Section 1: Fiscal Year. The fiscal year of Under the Canopy shall begin on July 1 of each calendar year and terminate on June 30 of the following calendar year.

Section 2: Deposits. All funds of UTC shall be deposited in the name of UTCS in such bank, banks, or other financial institutions as the Board of Directors may from time to time designate and shall be drawn out on checks, drafts, or other orders signed on behalf of UTCS by such person or persons as the Board of Directors may designate.

Section 3: Contracts and Deeds. All contracts, deeds, and other instruments shall be signed on behalf of UTCS by the Chair or by such other officers, officers, agent, or agents as the Board of Directors may provide.

Section 4: Gifts. The Board of Directors may accept on behalf of the UTC any contribution, gift, bequest or device for the general purposes or for any special purpose of Under the Canopy School. The Board may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation,

state law and any requirements for maintaining the Corporation's federal and state tax status.

**ARTICLE IX
Amendments**

These Bylaws may be amended at a regular meeting by a two-thirds vote of all Directors then in office; provided that notice of the proposed amendment, together with a copy thereof, is delivered to each Director at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

**ARTICLE X
Signatures**

APPROVED AND RATIFIED as of this _____ day of _____, 2024 by the undersigned, constituting all of the Directors of the Under the Canopy School.

Vyacheslav (Stan) Khrapak, Chair

Governing Board Member

Signature

Patrick Boulden, Vice-Chair

Governing Board Member

Signature

Allison Irby Vu Treasurer

Governing Board Member

Signature

Barbara (Bret) Bartlett, Secretary

Governing Board Member Board Member

Signature

Shan Glandon

Governing Board Member

Signature

APPENDIX A

BOARD OF DIRECTORS JOB DESCRIPTION

A. General Responsibilities

The Board of Directors holds the charter for Under the Canopy Charter School. The Board is responsible for ensuring the success of the academic program, that the school's program and operation are faithful to the terms of its charter, and that the school is a viable organization.

B. Specific Responsibilities

- 1. Keep the mission and purpose of Under the Canopy clearly in focus.*
 - a. Use the mission statement to guide all actions at all levels, including organizational planning, Board, and staff decision-making, developing initiatives, and setting priorities.
 - b. Assess program activities and decisions through adherence to the school's mission.
 - c. Understand and support the mission statement.
 - d. Periodically review the mission statement.

- 2. Select the Head of School.*
 - a. Reach consensus on the Head of School's job description.
 - b. Conduct a rigorous search and selection process to find the most qualified individual.
 - c. Oversee and approve contract negotiation and renewal.

- 3. Support and evaluate the Head of School.*
 - a. Provide frequent and constructive feedback.
 - b. Establish an annual written performance evaluation process in advance, agreed upon with the Head of School.

- 4. Ensure effective organizational planning.*
 - a. Hold an annual planning retreat for all Board members.

- b. Approve an annual organizational plan with concrete, measurable goals consistent with the charter and accountability plan.
5. *Ensure adequate resources for the school.*
- a. Approve fundraising targets and goals.
 - b. Assist in executing the development plan.
 - c. Make an annual gift at a level that is personally meaningful.
6. *Manage resources effectively.*
- a. Approve the annual budget.
 - b. Monitor budget implementation through regular financial reports.
 - c. Approve and evaluate the annual contract with the back office provider.
 - d. Approve accounting, financial, and personnel policies.
 - e. Provide for an independent annual audit by a qualified CPA.
 - f. Ensure the full Board has the proper training to be effective stewards of public funding.
 - g. Ensure adequate insurance is in force to cover students, staff, visitors, the Board, and the assets of the organization.
7. *Determine, monitor, and strengthen the programs and services.*
- a. Assure that programs and services are consistent with the mission and the charter.
 - b. Approve measurable organizational outcomes.
 - c. Approve annual, attainable Board and management level goals.
 - d. Monitor progress toward established outcomes and goals.
 - e. Assess the quality of programs and services.
8. *Serve as ambassadors for the organization.*
- a. Serve as ambassadors, advocates, and community representatives for the Under the Canopy School.
 - b. Provide for a written annual report detailing the organization's mission, programs, financial condition, and progress made toward charter and annual goals.
9. *Ensure legal and ethical integrity and maintain accountability.*
- a. Approve policies to guide Board members and staff.
 - b. Develop and maintain adequate personnel policies and procedures (including grievance mechanisms).
 - c. Adhere to the provisions of the organization's Bylaws and Articles of Incorporation.
 - d. Ensure compliance with all federal, state, and local government regulations that apply to the organization.

10. *Ensure the health of the Board.*

- a. Define Board membership needs in terms of skill, experience, and diversity.
- b. Cultivate, vet, and recruit prospective Board member candidates.
- c. Provide for new Board member orientation.
- d. Conduct an annual evaluation of the full Board and individual Board members.

**APPENDIX B INDIVIDUAL
BOARD MEMBER RESPONSIBILITIES**

A. General Responsibilities

Each Board member is responsible for actively participating in the work of the Under the Canopy Charter School Board of Directors and the life of the organization. Each Board member is expected to fulfill the performance expectations outlined below. These expectations are to be clearly articulated prior to nominating any candidate as a Board member. The Under the Canopy Board will nominate a candidate only after they have agreed to fulfill these expectations. In addition to the responsibilities listed, individual Board members are expected to help each other fulfill the tasks outlined in the collective Board of Directors Job Description.

B. Specific Responsibilities

1. Believe in and be an active advocate and ambassador for the mission, vision, and values of Under the Canopy.
2. Work with fellow Board members to fulfill the obligations of Board membership.
3. Act in ways that clearly contribute to the effective operations of the Board of Directors:
 - Focus on the good of the organization and the group, not a personal agenda.
 - Support Board decisions once they are made.
 - Participate in an honest appraisal of one's own performance and that of the Board.
 - Build awareness of and vigilance toward governance matters rather than management.

4. Regularly attend Board and committee meetings. Prepare for these meetings by reviewing materials and bringing the materials to meetings. If unable to attend, notify the Board chair in accordance with the Board's attendance policy.
5. Keep informed about the organization and its issues by reviewing materials, participating in discussions, and asking strategic questions.
6. Actively participate in one or more fundraising event(s) annually.
7. Use personal and professional networks and expertise for the benefit of UTCS.
8. Actively serve as a committee or task force chair or member.
9. Inform the Board of Directors of Under the Canopy of any potential conflicts of interest, real or perceived, and abide by the decision of the Board related to the situation.

C. Board Chair

Title: Chair of Board of Directors

Purpose: The Chair is the senior volunteer leader of Under the Canopy who presides at all meetings of the Board of Directors and other meetings as required. The Chair is an *ex officio* member of all committees of the school. The Board Chair oversees implementation of corporate and local policies and ensures that appropriate administrative systems are established and maintained.

Key Responsibilities:

1. Works with the Head of School, Board officers, and committee Chair to develop the agendas for Board of Directors meetings and presides at these meetings.
2. Supports annual fund-raising with personal financial contributions. Recognizes personal responsibility to set the example for other Board members.
3. Chairs the Governance Committee.
4. Works with the Board of Directors and with paid and volunteer leadership, in accordance with Under the Canopy Bylaws, to establish and maintain systems for:
 - a. Planning the school's human and financial resources and setting priorities for future development.
 - b. Reviewing operational effectiveness and setting priorities for future development.
 - c. Overseeing fiscal affairs.
 - d. Acquiring, maintaining, and disposing of property.
 - e. Maintaining a public relations program to ensure community involvement.

f. Ensuring an ethical standard.

Elected by: Board of Directors

Length of Term: One year; renewable for three consecutive years

Time Commitment: Negotiable to meet the requirements of the school.

Reports to: Board of Directors

Support: Head of School

Qualifications:

1. A commitment to Under the Canopy and its values; an understanding of Under the Canopy's objectives, school, and services, and the responsibilities and relationship of paid and volunteer staff.
2. Ability to understand concepts and articulate ideas.
3. Excellent facilitator

D. Board Vice Chair Job Description

Title: Vice Chair

Purpose: To preside in Board Chair's absence

Key Responsibilities:

In Board Chair's absence:

1. Presides at meetings of the Board of Directors
2. Serves as a member of standing committees.

Elected by: Board of Directors

Length of Term: One year; renewable for three consecutive years

Time Commitment: Negotiable to meet the requirements of the school.

Reports to: Board of Directors

Support: Head of School

Qualifications:

1. A commitment to Under the Canopy and its values; an understanding of Under the Canopy's objectives, school, and services, and the responsibilities and relationship of paid and volunteer staff.
2. Ability to understand concepts and articulate ideas.
3. Excellent facilitator

E. Board Treasurer Job Description

Title: Treasurer of the Board of Directors

Purpose: The treasurer, jointly with the Board Chair, ensures that current records are maintained, reflecting the financial condition of Under the Canopy. These records will include cash, outstanding advances, investments, accounts receivable and other assets, accounts payable, and fund balances (net assets).

Key Responsibilities:

Control all Under the Canopy funds.

1. Participate in the preparation of the budget.
2. Serve as the Chair of the finance committee.
3. Ensure that accurate books and records on financial conditions are maintained.
4. Ensure that the assets are protected and invested according to corporate policy.
5. Ensure that Under the Canopy complies with corporate and statutory reporting requirements.
6. Ensure that comprehensive financial reports to the Board are prepared in a timely and accurate manner.
7. Ensure that the complete records of the school are available to the individual or individuals preparing the annual financial statements.
8. Performs all duties incident to the office of the treasurer.
9. Educate the full Board about the school's finances and ensure that the full Board completely understands the financial picture.

Elected by: Board of Directors

Length of Term: One year; renewable for three consecutive years

Time Commitment: Negotiable to meet the requirements of the school.

Reports to: Board Chair and Board of Directors

Support: The treasurer is supported by the Chair, Finance Committee, and the Chief Financial Officer (or the equivalent if applicable).

Qualifications:

1. An understanding of the needs for Under the Canopy services, as well as its financial and human resources.
2. An understanding of record keeping, accounting systems, and financial reports.
3. An ability to collaborate with the chief financial officer, controller, accountant or bookkeeper, and auditors, as necessary.

F. Board Secretary Job Description

Title: Secretary of the Board of Directors

Purpose: The secretary, jointly with the Board Chair, ensures that Under the Canopy adheres to the Oklahoma Open Meeting Act and manages communications between Board of Directors.

Key Responsibilities:

1. Certify and keep at the principal office of the school the original, or a copy of the Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the school or at such a place as the Board may determine a book of minutes of all meetings of the Directors and meetings of committees. Minutes shall record the time and place of a meeting,

whether regular or special, how called, how notice was given, the names of those present or represented at the meeting and the proceedings thereof.

3. Ensure that all notices are duly given in accordance with the provisions of the Bylaws or as required by law.

4. In general, perform all duties incident to the office of the secretary and such other duties as may be required by law, by the Articles of Incorporation, or by Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Elected by: Board of Directors

Length of Term: One year; renewable for three consecutive years

Time Commitment: Negotiable to meet the requirements of the school.

Reports to: Board Chair and Board of Directors

Support: Head of School and Board Chair

Qualifications:

1. Ability to articulate ideas clearly in writing.
2. Excellent organization skill

APPENDIX C

DUTIES AND RESPONSIBILITIES FOR THE HEAD OF SCHOOL

The Board shall rely on its Chair and the Head of School to provide professional and administrative leadership. The Head of School shall be hired by and report directly to the Board of Directors.

The Head of School will be responsible for the day-to-day administration of the school's affairs and will manage and direct all activities of the organization as prescribed by the Board. The Head of School will have the power to hire and discharge employees of the school and will oversee and direct their activities in conducting the work of the school. The Head of School is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Head of School. The Head of School will, directly or indirectly, supervise all other staff members employed by the school and is responsible for selecting staff members, conducting staff evaluations, and recommending compensation levels.

Accordingly:

1. The Board will never give instructions to persons who report directly or indirectly to the Head of School.
2. The Board will refrain from evaluating any staff other than the Head of School.
3. The Board will view the Head of School's performance as identical to organizational performance, so that organizational accomplishment of ends, policies, and organizational operations (within the boundaries established in Board policies on executive limitations) will be viewed as successful chief executive performance.

Annual Head of School Performance Evaluation

Charter schools are granted autonomy over fiscal management and the academic program in exchange for accountability, which measures the school's attainment of specific mission-oriented academic, operational, and governance goals.

The Board of Director's key responsibility is to manage the school through the performance of the Head of School. There are three core purposes of the evaluation: to recognize areas of particular strength and success, to articulate areas for improvement and/or focus, and to give overall feedback on performance to date.

Annually, the Board will convene an ad hoc Head of School Evaluation Committee, to consist of three members to include the Board Chair, the Treasurer, and a member of the Education Committee. The Committee will conduct the evaluation in accordance with its Head of School Evaluation Protocol (which provides guidelines for: how to gather information to inform the evaluation; a timeline for evaluation activities that aligns with the school year; and what to include in the written evaluation document).

APPENDIX D

CODE OF ETHICS AND CONFLICT OF POLICY INTEREST STATEMENT

A. Board Member Oath: Each member of the Board will take and subscribe to the following oath:

"I, (name), hereby declare under oath, that I have read the Under the Canopy School (UTCS) Board Code of Ethics and Conflict of Interest Policy

Statement. As a Board Member, I will faithfully abide by the terms in that statement and perform the duties as member to the best of my ability."

B. School Board Member Code of Ethics: The Board desires its members to adhere to all laws regarding conflict of interest and to avoid actions that might embarrass themselves and/or the Board or the school. Therefore, the Board will adhere to the following code of ethics.

"As a member of UTCS Board, I will strive to improve public education and I will:

1. Attend all regularly scheduled Board meetings insofar as possible and become informed concerning the issues to be considered at those meetings.
2. Recognize that I should endeavor to make policy decisions only after full discussion at public Board meetings.
3. Render all decisions based on the available facts and my independent judgment and refuse to surrender that judgment to individuals or special interest groups.
4. Refrain from activities and involvements that interfere with, or appear to impair, my independent judgment in the best interests of the school.
5. Encourage the free expression of opinion by all Board members and seek systematic communications between the Board and students, employees, and all elements of the community.
6. Work with other Board members to establish effective Board policies.
7. Communicate to other Board members and the Head of School expressions of public reaction to Board policies and school programs.
8. Inform myself about current educational issues by individual study and through participation in programs providing needed information, including, but not limited to, the educational requirements of every Board Member.
9. Support the employment of those persons best qualified to serve as school employees and insist on a regular and impartial evaluation of all employees.
10. Avoid being placed in a position of conflict of interest and refrain from using my Board position for personal or partisan gain.
11. Take no private action that will compromise the Board or administration.
12. Respect the confidentiality of information that is privileged under applicable law.
13. Remember always that my first and greatest concern must be the educational welfare of the students attending UTCS."

C. Contracts with Board Members or Entities in Which Board Members Have a Financial Interest

1. Under the Canopy School Board members are expected to maintain the highest ethical standards in the conduct of school affairs and shall not use the school affiliation for private or personal advantage.
2. UTCS will not enter into any contract with a Board member or any company, individual, business concern, or other entity in which any Board member has a financial interest, except as otherwise provided by Oklahoma law. Specifically, Board members will adhere to *70 Oklahoma Statutes 5-113 and 5-124*.
3. The Board shall follow the law set forth in *70 Oklahoma Statutes 5-113 -5-113.1* if a family member of an UTCS Board Member is employed by UTCS.

D. Actual Conflict of a Board Member: No Board member may have an interest that violates Oklahoma law regarding conflicts of interest. In particular, UTCS may not contract directly with a Board member. Nor shall the UTCS contract with any organization that employs the Board member or the Board member's spouse if either individual owns more than a five percent (5%) interest in such employer. All contracts made in violation of state law shall be void. The exceptions in state statutes regarding conflicts and the making of a contract shall apply equally to this policy.

E. Appearances of Conflict: To avoid the appearance of a conflict of interest, Board members shall abstain from voting on whether to approve a contract when the following facts are present:

1. The entity that employs the Board member, the Board member's spouse or anyone living in the Board member's household is a party to the proposed agreement.
2. The entity that employs the Board member, the Board member's spouse or anyone living in the Board member's household will receive a financial benefit from the proposed agreement (illustrative examples: the Board member's employer would be a subcontractor used in the performance of the contract; the Board member's employer would be the supplier of materials to the party contracting with the district).
3. The Board member, the Board member's spouse, or anyone living in the Board member's household has an ownership interest of more than 3% in an entity that is a party to the proposed agreement.

F. Gifts and Favors

1. A Board member shall not seek any gift, payment, fee, service, rebate, valuable privilege, hospitality, meal, entertainment, admission tickets, flowers, discount, travel, sporting event (including golf and other social athletic events), vacation, use of vacation property, loan (other than a conventional loan from a lending institution) or other favor from any person or business organization that does, or seeks to do business, with the UTCS. No Board member shall accept or convert anything of value in exchange for referral of third parties to any such person or business organization.
2. A Board member shall not accept gifts or favors (including those described above) from any person or business organization where these might tend, or appear to tend, in any way to impair independent judgment concerning UTCS operations. Board members may accept common courtesies, gifts, or meals of a nominal value (\$125 or less) usually associated with accepted business practices for themselves. Care should be taken to avoid accepting frequent common courtesies or gifts from the same person or business organization that does, or seeks to do business, with the UTCS. Additionally, promotional and advertising novelties and tickets specifically used for advertising purposes are allowable. If an unsolicited gift of more than nominal value is offered or received, it must be declined or returned.
3. An offer of a gift or favor shall be reported promptly, in writing, to the Board President. Under no circumstances is it permissible to accept a gift of cash or cash equivalents (for example: gift certificates, stocks, or other forms of marketable securities).

G. Travel: Board members will not accept or participate in travel that is paid or provided by a vendor or prospective vendor, even if the travel is deemed to benefit the UTCS. Vendors or

prospective vendors who extend travel opportunities to Board members will be advised of this policy.

H. Unlawful or Unethical Payments

1. A Board member shall not give, or promise to give, any property, gift, business favor, or anything of value to another person or entity if the giving of such items is, or appears to be, improper or unethical.

2. It is in the best interest of UTCS to avoid even the appearance of impropriety. UTCS's concern is not only whether activity is technically legal or customary, but also whether or not the public might reasonably view such an act as improper or unethical if all the circumstances were fairly disclosed.

I. Competition: Representation of the UTCS in transactions in which the Board member or any close relative has a substantial interest is prohibited. Competition with the UTCS, directly or indirectly, in the purchase or sale of property or interests in property is prohibited.

J. Education

1. Each Board member shall be required, within 15 months of appointment to the Board, to certify completion of 12 hours of educational instruction conducted by Oklahoma State Schools Board Association or upon approval of the State Board of Education, by any organization or association representing district boards of education.

2. Required education shall include at least one hour in each of the following fields: School finance; The Oklahoma Open Meeting Act; The Oklahoma Open Records Act; Ethics. Other required hours shall include legal issues, including, but not limited to, employment, due process, and new laws.

3. In addition to completing the above initial requirements, each Member shall complete continuing education hours. The number of hours required shall be at a minimum of 3 hours per year the Member serves on the Board, all to be completed before the Member is eligible for re-appointment to another term as described in the UTCS Bylaws.

4.. The Head of School will be responsible for notifying Board members of regular and continuing education requirements and obtaining the Certificates of Completion from each Member. If there is a change in Board membership, the Head of School will also notify the State Department of Education.
