



**HOLLAND HALL**

## AMENDED AND RESTATED BY-LAWS

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Adopted by the Board of Trustees:  
May 31, 2023

### ARTICLE I

#### *Name, Office and Purpose*

Section 1.

The name of the Corporation is HOLLAND HALL.

Section 2.

The office of the Corporation shall be at 5666 East 81st Street, Tulsa, Oklahoma 74137, County of Tulsa, State of Oklahoma.

Section 3.

The purpose of this Corporation is to establish, maintain and operate a challenging, comprehensive educational program grounded in a rigorous, college preparatory liberal arts curriculum that promotes critical thinking and life long learning and as a pre-kindergarten to twelfth grade school, affiliated with The Episcopal Church, the Corporation will seek to foster in each student a strong moral foundation and a deep sense of social responsibility.

### ARTICLE II

#### *Members and Corporation*

Section 1.

The members of the Corporation shall be the members of the Board of Trustees.

Section 2.

Each member of the Corporation shall have one vote, except as otherwise set forth below.

## ARTICLE III

### *Trustees*

#### Section 1.

The affairs of the Corporation shall be managed and conducted by a Board of Trustees and all corporate powers shall be exercised by such Board or under its authority. The Board's primary responsibilities are to determine and guide the mission, vision and strategic goals of the affairs of the Corporation (the "School"), to establish overall policies for the School and to cause the policies adopted by the Board to be effectively implemented, to assure the financial stability of the School, and to provide for the sound management of the assets of the School.

#### Section 2.

There shall be five ex-officio members of the Board of Trustees, who shall be (1) the Bishop of the Episcopal Diocese of Oklahoma (the "Bishop") or otherwise the Bishop's appointed representative, (2) the Head of School, (3) the President of the Parents' Association of the School, (4) the President of the Alumni Association of the School, and (5) the immediate past Chair of the Board. The person holding the position of Bishop shall serve on the Board for a term coterminous with such person's term as Bishop. In the event such person is the appointed representative of the Bishop, such person shall serve at the pleasure of the Bishop and shall continue until a successor is appointed by the Bishop and the Corporation is notified accordingly in writing by the Bishop. The Bishop (or the Bishop's appointed representative, as the case may be) shall have all of the same rights, privileges, powers and duties as other members of the Board of Trustees, including but not limited to the right to vote and shall be an ex-officio member of all standing board committees. The remaining positions as ex-officio members of the Board of Trustees shall be non-voting positions and the persons holding such other positions as ex-officio members of the Board of Trustees shall serve on the Board of Trustees for terms coterminous with their terms of office, and shall have all other rights, privileges, powers and duties as other members of the Board of Trustees except as limited above.

#### Section 3.

In addition to the foregoing ex-officio members, there shall be not less than fifteen (15) nor more than twenty-five (25) elected members of the Board of Trustees. The Trustees shall recommend the number of Trustees to be elected at each annual meeting of this Corporation. At each annual meeting, the successors to the members of the Board of Trustees whose terms shall expire that year shall be elected to hold office for the term of three (3) years so that the term of office of one-third (1/3) of the elected Trustees shall expire in each year. Subject to Article III, Section 6, a person shall not serve as a member of the Board of Trustees consecutively for more than two (2) full terms of office, unless such restriction is specifically waived by resolution of not less than two thirds of the Board of Trustees for good cause. Notwithstanding the foregoing term limits, in the event that the Chair's or Chair-Elect's term as Trustee expires before the end of such Officer's appointment, such Officer's term as Trustee shall be extended until the end of the individual's term in office.



Section 4.

Except as may be otherwise approved by the Bishop, not less than a majority of the members of the Board of Trustees shall be communicants of the Episcopal Church. At least one-half of the members of the Board of trustees shall be parents or grandparents of students enrolled in the School.

Section 5.

Each member of the Board of Trustees who is to be elected shall be nominated by the Committee on Trustees as provided in Article IX, Section 2(3), or otherwise in the manner provided in Article III, Section 6. All nominations for the Board of Trustees shall be presented to the Board by the Committee on Trustees at least ten (10) business days prior to the annual meeting of the members of the Corporation. The election of any person to the Board of Trustees is subject to the consent by the Diocesan Council of the Diocese of Oklahoma of the Episcopal Church (the "Council"). Accordingly, the name of such nominee shall be submitted by the Board Chair to the Council for approval. If approved by the Council, such person shall be presented to the members of the Corporation for election as provided in these Bylaws. If the proposed successor of any member of the Board of Trustees nominated as above provided (not having resigned or died) is not approved by the Council, the incumbent member of the Board of Trustees whom he was nominated by the Board to succeed shall continue as a Trustee of the Board until a successor is nominated and approved by the Council and elected by the members of the Corporation at a special meeting.

Section 6

If an incumbent Trustee shall die or resign, a Trustee may be appointed by the Board Chair upon approval of the Board of Trustees, subject to consent of the Council, to complete the unexpired terms of the predecessor. If the balance of such unexpired term shall be a term of more than eighteen (18) months, such partial term shall count as one full term for purposes of the two consecutive term limitation set forth above. If the balance of such unexpired term shall be for a term of less than eighteen (18) months, such partial term shall not count as one full term for purposes of the two consecutive term limitation set forth above.

Section 7.

The Board of Trustees may periodically select Emeritus Trustees as set forth in Article IV.

Section 8.

Each member of the Board of Trustees shall execute a Code of Conduct in such form recommended by the Committee on Trustees and approved by the Board. If any member of the Board of Trustees violates the Code of Conduct, the Board of Trustees may, upon recommendation by the Committee on Trustees, remove said Trustee from the Board or enforce other action.

## ARTICLE IV

### *Emeritus Trustees*

In addition to the above, there may be Emeritus Trustees, which shall consist of those persons elected by the Board of Trustees who have distinguished themselves in service to the Corporation as the Board of Trustees shall determine warrants their being named Emeritus Trustees. Emeritus Trustees shall not meet or act as a body but shall be entitled to attend meetings of the Board of Trustees and participate in discussions but they shall not be entitled to vote at such meetings.

## ARTICLE V

### *Meetings of Members*

#### Section 1.

All meetings of the members of the Corporation shall be held at such place, time and date within or near the City of Tulsa, Oklahoma, as is designated by resolution of the Board of Trustees.

#### Section 2.

An annual meeting of the members of the Corporation shall be held within the first two weeks following graduation of each year at such time established by the Board or at such other time as determined by officers of the Corporation and regularly called pursuant to Article V, Section 3. At the meeting the members shall vote upon those individuals nominated by the Committee on Trustees and presented by the Board of Trustees to serve as trustees for the following school year. In the event that any of the persons presented shall not be elected at the annual meeting or in the event that no persons shall have been presented by the Committee on Trustees for election at the annual meeting, the annual meeting of the Corporation shall be adjourned for ten (10) business days during which time the Committee on Trustees of the Board shall meet and select other persons for approval by the Council and presentation to the members of the Corporation for election. Successive postponements and presentations shall take place until the requisite number of Trustees have been properly elected. There shall also be transacted such other business as may be properly brought before the annual meeting.

#### Section 3.

Special meetings of the members of the Corporation may be called from time to time and for any purpose by the Board Chair or Vice Chair or shall be called at the written request of at least five (5) members of the Board of Trustees. Such request shall state the purpose or purposes of the proposed meeting. The business transacted at each special meeting shall be confined to that stated in the notice of such meeting.



## ARTICLE VI

### *Meetings of Trustees*

#### Section 1.

If there is a separate annual meeting of the members of the Corporation in any year, the annual meeting of the Board of Trustees shall be held immediately following the annual meeting of the Corporation. If there is to be no annual meeting of the members of the Corporation, the annual meeting of the Board of Trustees shall be held on the date prescribed in Article V, Section 2 or at such other date, time and location fixed by the Board of Trustees.

#### Section 2.

Special meetings of the Board of Trustees may be called from time to time and for any purpose by the Board Chair or Vice Chair or shall be called at the written request of at least five (5) members of the Board of Trustees. Such request shall state the purpose or purposes of the proposed meeting. Regular meetings of the Board of Trustees shall be held at least five (5) times per calendar year at such times and places as shall be fixed by appropriate resolution of the Board of Trustees.

#### Section 3.

Notice of the time, place and purpose of each meeting of the Board of Trustees should be given by mail, facsimile, electronic mail or in person by the Secretary to each Trustee at least four (4) business days prior to any meeting.

#### Section 4.

At all meetings of the Board of Trustees the presence of a majority of the voting Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the quorum shall be the act of the Board of Trustees. If a quorum shall not be present at any meeting of the Trustees the Trustees present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

#### Section 5.

Trustees shall not receive any compensation for their services as trustees.

#### Section 6.

The Board of Trustees or any committee thereof may participate in a meeting by means of a conference telephone or other similar communication equipment, which allows all persons participating in the meeting to hear each other. Participation by any Trustee or committee member in such meeting constitutes the presence of such person at the meeting.

## ARTICLE VII

### *Notices*

#### Section 1.

Each notice prescribed in these Bylaws to be given by mail shall be deemed to be given at the time when it has been deposited in the mails with proper postage affixed; and each notice to be given by facsimile, or electronic mail shall be deemed to be given when it has transmitted.

#### Section 2.

Whenever any notice is required to be given under the provisions of these Bylaws, a written waiver, signed by the person entitled to receive said notice, whether before or after the time of the event for which notice is given, shall be sufficient.

## ARTICLE VIII

### *Officers*

#### Section 1.

The officers of the Corporation shall be the Board Chair, the Vice Chair, the Head of School, the Secretary, the Treasurer, and such Second Vice Chairs, Assistant Secretaries and Assistant Treasurers as may from time to time be appointed by the Board of Trustees. The Board of Trustees may also appoint a Chair Elect during the final year of a Chair's term to succeed to the position of Chair. The offices of Secretary and Treasurer may be filled by the same person, and the offices of Assistant Secretary and Assistant Treasurer may be filled by the same person(s). The offices of Chair and Chair Elect shall be nominated by the Committee on Trustees and elected by a majority vote of the Board of Trustees, subject to the consent of the Council not to be unreasonably withheld. The other officers of the Corporation shall be nominated by the Committee on Trustees and elected by majority vote of the Board of Trustees. All officers except Assistant Secretaries and Assistant Treasurers shall be members of the Board of Trustees.

#### Section 2.

The Board of Trustees at its annual meeting shall nominate and/or elect the officers named in Section I as therein provided.

#### Section 3.

The Chair shall serve an initial term of two years and thereafter, for one year terms until his/her successor shall be elected. All other officers shall be elected to one-year terms at the annual meeting and shall serve from the time of their election and until their respective successor shall be elected.

Section 4.

Any officer elected by the Board of Trustees may be removed at any time by the affirmative vote of the majority of the Board of Trustees, excluding such officer. If the office of any officer becomes vacant for any reason, a successor shall be nominated by the Committee on Trustees, and presented to the Board of Trustees at least ten (10) business days prior to the election.

*The Board Chair*

Section 5.

The Board Chair shall be the chief executive officer of the Corporation, shall preside at all meetings of the members of the Corporation and of the Trustees, shall be ex officio a member of all committees, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board of Trustees are carried into effect.

Section 6.

The Board Chair shall execute all bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Trustees to some other officer or agent of the Corporation.

*The Vice Chair*

Section 7.

The Vice Chair shall, in the absence or disability of the Board Chair, perform the duties and exercise the powers of the Board Chair, and shall perform such other duties as the Board of Trustees shall prescribe.

*The Second Vice Chair*

Section 8.

Upon appointment by the Board of Trustees, the Second Vice Chair will be responsible for such duties as the Board of Trustees shall prescribe.

*The Chair Elect*

Section 9.

Upon the appointment by the Board of Trustees, the Chair Elect shall succeed to the office of Chair upon termination of the then current Chair's term and shall be responsible for such duties as the Board of Trustees shall prescribe.



### *The Head of School*

#### Section 10.

The Head of School shall be the chief operating officer and chief administrative officer of the Corporation and as such, within the policy guidelines established by the Board, the Head shall develop institutional programs, provide administrative and educational leadership, employ and discharge personnel, enroll and dismiss students, prepare the annual budget for approval by the Board of Trustees and shall have the responsibility for the day-to-day operation of the school.

#### Section 11.

The Head shall have the powers, on behalf of the Board of Trustees to sign any and all contracts for which funds have been allocated and authorized by the Board in the approved operating budget, or in any capital budget or emergency expenditure authorized and approved by the Board.

#### Section 12.

The Head of School shall be delegated the general management responsibilities for the School by the Board of Trustees. The Board shall maintain general oversight over these activities.

#### Section 13.

The Head shall participate in an annual review of the performance of the Head to be conducted by the Head of School Evaluation Committee as provided in Article X, Section 2(5).

#### Section 14.

A decision that the contract of the Head will not be continued or shall otherwise be terminated can only be made by the Board of Trustees at a regular meeting or a special meeting provided the notice of the contemplated action is given.

### *The Secretary and Assistant Secretaries*

#### Section 15.

The Secretary shall attend the meetings of the Board of Trustees and of the members of the Corporation, record all votes, maintain the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the members of the Corporation and of the Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees or the Chair, under whose supervision he shall be. He shall keep in safe custody the seal of the Corporation and, when authorized by the Chair or the Board of Trustees, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his/her signature or by the signature of an Assistant Secretary.



Section 16.

Any Assistant Secretary shall, in the absence or disability of the Secretary or as delegated by the Chair, perform the duties and exercise the power of the Secretary and shall perform such other duties as the Chair or Board of Trustees shall prescribe. The Chair shall report to the Board as to any duty delegated to an Assistant Secretary and when an Assistant Secretary no longer has the responsibility for a previously delegated duty.

*The Treasurer and Assistant Treasurers*

Section 17.

The Treasurer shall be responsible for carrying out the mandates of the Board and its Finance Committee in overseeing the financial affairs of the Corporation. The Treasurer shall chair the Finance Committee and shall, with the assistance of the Director of Finance; monitor all accounts and records, oversee the custody of the funds and securities of the Corporation, oversee the annual audit of the financial statements and render periodic accounting of the financial condition of the Corporation to the Board. The Treasurer is responsible for the presentation of the annual budget in consultation with the Head of School and the Finance Committee, the presentation of other strategic financial initiatives and the performance of other duties incident to the office of the Treasurer.

**ARTICLE IX**

*Committees*

Section 1.

In addition to the following standing committees, and subject to Article IX, Section 4, the Board of Trustees shall determine the number, responsibilities and composition of any other Committees of the Board. Each resolution creating a Committee shall fix the duration of its existence and the scope of its responsibility.

Section 2.

The standing Committees of the Board of Trustees shall include the following:

- (1) *Executive Committee.* The Executive Committee shall be comprised of the Officers of the Corporation and may add up to two additional trustees as chosen by the officers of the corporation. The Executive Committee is authorized to act between Board meetings in matters requiring immediate attention and to provide leadership for the Board of Trustees and the Head of School. The actions of the Executive Committee shall be submitted to the Board for ratification at its next meeting.

The Executive Committee and Past Board Chair are responsible for the Head of School Evaluation and shall facilitate and report on an annual review of the performance of the Head of School which shall include an evaluation of the Head's progress in accomplishing his/her annual professional goals as well as the annual strategic goals of the School, to the extent applicable.

The Executive Committee shall determine the procedure and process to be followed after consultation with the Head, which shall include input from each Trustee and a self evaluation from the Head of School. Further, a subcommittee, consisting of the Board Chair and at least one other member of the Executive Committee shall be appointed to report to the Head the conclusions of the evaluation process.

The Executive Committee shall then report its findings and actions to the Board. Further, a Head Compensation subcommittee, consisting of the Board Chair, Treasurer and at least one other member of the Executive Committee shall be appointed to make recommendations to the Board Chair with respect to the Head's compensation which shall have been reviewed for intermediate sanction concerns in compliance with applicable Internal Revenue Service guidelines. The Head Compensation subcommittee will report to the Board of Trustees the appropriate actions taken to insure the Head's compensation falls within the guidelines regarding intermediate sanctions.

- (2) *Finance Committee.* The Finance Committee shall, in cooperation with the Head of School and the Chief Financial Officer of the School, be responsible for reporting on the overall management and supervision of the financial affairs of the Corporation and shall be responsible for the preparation of the annual budget of the Corporation. The Treasurer shall serve as Chairman of the Finance Committee.
- (3) *Committee on Trustees.* The Committee on Trustees shall be comprised of the immediate past Board Chair, the current Board Chair, the Bishop, the Head of School (in a non voting capacity) and four (4) additional Trustees who served as Trustees in the immediately preceding year and who are selected by a majority of the Board of Trustees in the spring of the preceding year to serve on the Committee on Trustees for one year terms. In the event of a tie vote between two eligible Trustees, the member with the longest total years of service on the Board will receive the election to serve among the four elected Trustees on the Committee. The Chair of the Committee on Trustees shall be elected by the Committee on Trustees from one of its members.

The Committee on Trustees shall be responsible for maintaining the governance policies of the Corporation and identifying, cultivating, screening and nominating qualified individuals to become members of the Board of Trustees. The Committee on Trustees shall be responsible for identifying and nominating individuals to become Officers of the Corporation, except the Head of School. The Committee on Trustees shall also assist the Chair of the Board with the membership (except as specifically provided herein) of each standing and special committee of the Board of Trustees and coordinate opportunities for Board of Trustee orientation, growth and education in best practices of board governance and other issues relevant to the School. The Committee on Trustees shall be responsible for hearing and evaluating complaints relating to Trustee behavior and to provide a report or recommendation to the Board of Trustees.



- (4) *The Strategic Planning Committee.* The Strategic Planning Committee shall work in conjunction with the Head of School in order to develop and maintain the strategic plans of the school. The core responsibilities of the committee are:
- define and steer the process and goals of the strategic planning process every five to seven years, or on a timeline approved by the Board of Trustees;
  - determine items for strategic priority and recommend, for approval, to the Board of Trustees;
  - oversee and receive updates from the Head of School on the implementation program; and
  - regularly appraise and revise the Board approved plan to ensure it remains relevant and dynamic.
- (5) *Building and Grounds Committee.* The Building and Grounds Committee shall, in cooperation with the Head of School and the Finance Committee, oversee the well being of all physical assets of the School. The Building and Grounds Committee shall oversee the development of a master plan of the School's building and grounds for presentation to and approval by the Board and shall monitor implementation of such master plan. The Building and Grounds Committee shall report to the Finance Committee on building and grounds needs and shall report to the Board of Trustees periodically on major facility and ground issues and the operation and maintenance of the facilities and grounds of the School.
- (6) *Advancement Committee.* The Advancement Committee shall oversee and report to the Board on all areas of fund raising in support of the School, including student, faculty, parents association, alumni association and all other ad hoc bodies performing fund raising in support of the School. The Director of Advancement shall serve as a non voting member of the Advancement Committee.
- (7) *Investment Committee.* The Investment Committee shall, in cooperation with the Head of School and Chief Financial Officer, be responsible for coordinating the oversight and management of the investment portfolios that comprise the Corporation's endowment assets. The Committee is also responsible for reporting on the overall management of the endowment assets of the Corporation. The Investment Committee shall retain the services of a third party advisor to facilitate the ongoing maintenance of a prudent strategic asset allocation for the investment portfolios controlled by the Corporation, and to provide continuity to the Committee. The Committee shall be authorized to direct the activities of the third party advisor within the Board approved Investment Policy, without prior approval of the full Board, whenever such directives are part of the normal collaboration between a third party investment advisor and the Investment Committee.

Two primary examples include the approval of a proposed asset allocation from the advisor, and the selection of specific investment vehicles in collaboration with the investment advisor. Whenever the Committee gives such direction it shall report those directions to the Board no later than the next regularly scheduled meeting of the Board. The Chair of the Investment Committee will also serve on the Finance Committee.

- (8) *Audit and Risk Management Committee.* The Audit and Risk Management Committee shall assist the Board in fulfilling its oversight responsibilities. The primary duties of the Committee include monitoring the integrity of the Corporation's financial reporting process and systems of internal controls regarding finance, accounting, and legal compliance; monitoring the independence and performance of the Corporation's independent auditors; providing an avenue of communication among the independent auditors, management and the Board of Trustees; monitoring the Corporation's risk management programs; and authorizing or conducting investigations appropriate to matters within the Committee's scope of responsibilities.
- (9) *Diversity, Inclusion and Belonging Committee.* The Diversity, Inclusion and Belonging Committee shall provide broad oversight to the manner in which the school is dedicated to creating and sustaining a welcoming and inclusive environment for all members of the school community. The DIB Committee will support and advance the school's commitment to promote understanding, respect, and belonging for all individuals, regardless of family structures, socio-economic backgrounds, genders, ethnicities, sexual identities, religions, races, politics, perspectives, and physical and cognitive capabilities. This committee has the responsibility to assist in the fulfillment of the Board of Trustees' fiduciary responsibilities by evaluating policies and practices related to diversity, inclusion, and belonging.

### Section 3.

Members of each standing committee shall be appointed annually by the Board Chair after consultation with the Committee on Trustees. Each Trustee shall serve on at least one committee. Except as otherwise provided herein, additional members, including persons who are not on the Board, may be appointed or removed by the Board Chair, after consultation with the Committee on Trustees and upon the approval of the Board of Trustees.

### Section 4.

The Board of Trustees may discontinue any standing committee from time to time and duties of any committee so discontinued shall be performed during such discontinuance by another committee or the Board of Trustees, as the Board may direct.

### Section 5.

Except as otherwise provided in this section, all standing committees shall meet at least twice annually and shall report on all actions and considerations to the Board of Trustees.



Section 6.

Minutes of all meetings of any of the Committees shall be prepared and delivered to the Board of Trustees.

## ARTICLE X

### *Conflicts of Interest*

No member of the Board of Trustees shall vote or debate any matter in which the Trustee has a direct or indirect interest. Members of the Board of Trustees or officers of the Corporation or members of his/her immediate family (or an entity owned or controlled by any such individual, either directly or indirectly) shall not conduct business with the Corporation unless the facts of the particular related party transaction have been fully disclosed and the transaction has been expressly authorized by a majority of the remaining Board of Trustees. The minutes of such meeting shall reflect that the disclosures were made and that the Trustee having a conflict of interest abstained from voting.

## ARTICLE XI

### *Indemnification*

Section 1.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including appeals), whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Trustee or an officer of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea or nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, or with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2.

To the extent that a Trustee or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article XI, Section 1 or in any defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 3.

Any indemnification under Article XI, Section 1 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Trustee or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Article XI, Section 1. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Trustees so directs, by independent legal counsel (who may be regular counsel to the Corporation but who shall not be an employee of the Corporation) in a written opinion.

Section 4.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of the Trustee(s) or officer(s) to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in Article XI.

Section 5.

The indemnification provided by Article XI shall apply to acts and transactions occurring heretofore or hereafter and shall not be deemed exclusive of any other rights to which those seeking indemnification are entitled under any statute, certificate or articles of incorporation, by-law, agreement, vote of members of the Corporation, of disinterested Trustees, or otherwise, both as to action in an official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a Trustee or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 6.

In furtherance, and not in limitation of the foregoing provisions of Article XI, the Corporation shall indemnify the persons referred to in this Article XI to the fullest extent permitted by the Oklahoma Business Corporation Act, as amended from time to time.

Section 7.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Corporation, against any liability asserted against and incurred by firm in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Article XI.



## **ARTICLE XII**

### *Non Discrimination*

The School shall provide equal opportunity in education and employment for all persons without regard to race, religion, color, sex, age, national origin, handicap, veteran, sexual orientation or any other status or condition protected by applicable state or federal laws, except where a bona fide occupational qualification applies. This policy is applicable to every aspect of education, employment, admission policies, financial aid, scholarship and loan programs, and athletic and other school administered programs.

## **ARTICLE XIII**

### *Other Provisions*

#### Section 1.

The Corporation shall annually report to the annual diocesan convention of the Episcopal Diocese of Oklahoma on the status and affairs of the Corporation and the school, which it conducts. The report shall be made by the Board Chair, the Head of School or such other person as the Board Chair shall designate.

#### Section 2.

All checks or demands for money and notes of the Corporation shall be signed or endorsed by the Board Chair, Vice Chair, Treasurer, Head of School or Director of Finance, or such other officer(s) or such other person(s) and in such manner as the Board of Trustees may from time to time designate by resolution.

#### Section 3.

The fiscal year shall commence on June 1 of each calendar year until changed by appropriate action of the Board of Trustees.

#### Section 4.

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, of Oklahoma." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

#### Section 5.

There shall be retained by the Board of Trustees, an attorney licensed to practice in the State of Oklahoma, to serve as legal counsel to the Board and for the Corporation.

#### Section 6.

All references in these Bylaws to the masculine gender shall mean and apply equally to females holding the office or position to which the reference is made.

Section 7.

Pursuant to notice of the changes proposed, these By-laws may be amended or repealed at any regular or special meeting of the members of the Corporation by the affirmative vote of a majority of the quorum present or represented. These Bylaws may also be amended or repealed by the affirmative vote of a majority of the Board of Trustees at any regular or special meeting if notice of the proposed change is contained in the notice of such meeting.

**ARTICLE XIV**

*Exempt Activities*

Notwithstanding any other provision of these Bylaws, no member, Trustee, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Approved by the Board of Trustees on May 31, 2023, and executed by

  
Robin Ballenger, Board Chair

Attested to by

  
Kevinn L. Matthews, Secretary