

AMENDED AND RESTATED BYLAWS
OF
WEST HOUSTON CHARTER ALLIANCE, INC.

A Delaware Nonstock Non-Profit Corporation

Date of Adoption

June 7, 2010

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**AMENDED AND RESTATED BYLAWS
OF
WEST HOUSTON CHARTER ALLIANCE, INC.**

**ARTICLE 1
NAME AND PURPOSE**

Section 1.1 Name and Purpose. West Houston Charter Alliance, Inc., a Delaware non-stock non-profit corporation ("Corporation"), is an organization that is exempt from taxation under § 501(c)(3) of the Internal Revenue Code and is an eligible entity to operate an open enrollment charter school pursuant to § 12.101(a)(3) of the Texas Education Code. The Corporation is the charter holder for West Houston Charter School a/k/a Katy Creative Arts, a Texas public charter school ("School"). The School is authorized under its Contract for Charter to provide education to children in kindergarten through the eighth grade in accordance with the terms of the Contract for Charter with the State Board of Education and the Texas Education Agency, and any amendments to that Contract for Charter or Charter Application.

**ARTICLE 2
OFFICES**

Section 2.1 Principal Office. The principal office and place of business of the Corporation shall be located at 5618 Eleventh Street in the City of Katy, Harris County, Texas.

Section 2.2 Other Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

Section 2.3 Registered Office and Agent. The registered office and the registered agent of the Corporation shall be the registered office and registered agent named in the official records of the Delaware Secretary of State and may be changed from time to time by the Board of Directors in the manner provided by law.

**ARTICLE 3
BOARD OF DIRECTORS**

Section 3.1 Power; Number; Term of Office. The business and affairs of the Corporation shall be managed by or under the direction of the board of directors ("Board of Directors" or "Board")(individually, each director shall be referred to herein as "Director" or "Board Member"), and, subject to any restrictions imposed by law or the Certificate of Incorporation; the Board of Directors may exercise all the powers of the Corporation. The Board of Directors shall also serve as the governing board of the School. The Board shall be responsible for adoption of policies for the operation of the School and manage the School in compliance with the Contract for Charter, the Charter Application as amended, and all applicable federal and state laws. The Board may delegate powers and duties consistent with state law and shall retain those powers and duties exclusively assigned to the governing body of a charter holder by state law. Unless the Board of Directors has delegated specific powers and duties to an individual member of the Board at a duly called and constituted meeting of the Board of Directors, an individual member of the Board of Directors, acting in his or her individual capacity, shall have no authority over the School or employees of the School and may not transact business on behalf of the School. Subject to any delegation of power by the Board, members of the

Board of Directors have authority only when acting as a body corporate in meetings duly called in conformity with the Texas Open Meetings Act.

The Board shall consist of five (5) to seven (7) voting Board Members. Each elected Director shall hold office for a term of two (2) years ("Term") after which time he/she may seek re-election to the board. Each additional Term is subject to the affirmative vote of a majority of the remaining Board members present at the meeting for elections. A Director may be elected for no more than four (4) consecutive terms or eight (8) total years. The Term of office shall be from July 1 until June 30 two (2) years later. Notwithstanding the number of director positions established in this Section 3.1, in the event that at any time, the total number of Directors should be less than five (5), the Board still may conduct business by the number of Directors then existing, but the Board shall comply with Section 3.10 for filling vacancies in an expedient manner.

The Term for one half of the Directors shall expire each year, with no less than one director and no more than four directors being elected each year. In case of the death, resignation or termination of a Director, a replacement Director will be elected to fulfill the unexpired term of the departing Director.

Section 3.2 Election and Qualification. The Board shall elect one half of the Directors, not less than one and no more than four, at the annual meeting or at a meeting called for election purposes. If an annual meeting is conducted, it shall take place within the month of May of the current school year. At said meeting, the designated Directors shall be appointed or elected by the affirmative vote of a majority of Directors present at a meeting in which a quorum of the Board has been established. Directors elected at the annual board meeting, or meeting called for election purposes, for the full two (2) year term shall serve beginning on July 1 of that same year. However, any newly elected Director is requested to attend, without voting rights, any Board meeting that convenes before the July 1 effective date. The appointment and election of a replacement Director becomes effective at the meeting at which the Director is elected, and he or she may vote on any action at that meeting taken after the Director is elected or approved. However, a replacement Director is only elected to complete the remaining time on the Term of the Director for whom he/she is replacing.

A person who is interested in the purposes of the Corporation and School may apply to serve as a member of the Board of Directors as outlined in the governance policy. Additionally, a member of the Board of Directors must be at least 21 years of age, must have no criminal history, and must embrace the ideals of classical education. He/she must also satisfy any other requirements of federal or state law.

Section 3.3 Quorum; Voting. The majority of elected Directors fixed in accordance with Section 3.1, or in the event that the Board consists of fewer numbers than fixed in Section 3.1, the majority of Directors then serving shall be necessary to constitute a quorum for the transaction of business of the Board and the majority vote of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Each Director is entitled to one vote. Directors may not vote by proxy. If a quorum is not present at any meeting, the Directors who are present may adjourn the meeting due to a lack of quorum.

Section 3.4 Place of Meetings; Order of Business. The Board may hold its meetings and may have an office and keep the books of the Corporation, except as otherwise provided by law, in such place or places as designated by the Board, in the City of Katy, Harris County, Texas, or as the Board of Directors may from time to time determine. Both regular and special meetings shall be held at the dates, times, and places determined by the President or by the Board in accordance with any applicable laws. At all meetings of the Board of Directors, business shall be transacted in such order as shall from time to time be determined by the President or by the Board.

Section 3.5 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be designated from time to time by the President or the Board of the Corporation. Regular meetings shall be held at least once a month.

Section 3.6 Special Meetings. Special meetings of the Board of Directors may be called by the President or at the request of any Director. Meetings may be held at any time as prescribed by the notice.

Section 3.7 Notice. Except as required by the Texas Open Meetings Act, notice may be given to each Director either personally, by mail, by telegram, by facsimile, or by electronic transmission. Except as otherwise required by law, whenever written notice is required under the Delaware Corporation laws, the Certificate of Incorporation, and any amendments, or these bylaws, a waiver in writing by the person entitled to such notice, regardless of time given, shall be deemed as equivalent to the giving of such notice. Attendance of a person at any meeting shall constitute waiver of notice of such meeting, except where a person attends a meeting for the sole purpose of objecting to the transaction of business because of the failure of such notice.

Section 3.8 Attendance. It shall be the responsibility of each Director to attend all regular and special meetings of the Board of Directors. Directors must attend personally and may not send representatives, proxies, or substitutes. Any Director having more than three (3) absences from regular Board meetings during any fiscal year may be removed by the Board of Directors by an affirmative vote of a majority of the remaining Directors, and a vacancy shall be declared. Upon request from the removed Director, the Board of Directors may consider and elect the removed Director by majority to fulfill the unexpired term.

Section 3.9 Removal. Any Director may be removed with cause at a regular or special meeting by an affirmative vote of a majority of Directors. For purposes of these bylaws, "cause" shall exist in the event that a Director (a) is restricted from serving under the laws and regulations applicable to Texas charter schools; (b) engages in conduct that the Board determines, in its reasonable discretion, to be adverse to the well-being of or not in the best interest of the Corporation, the School, or the students; (c) commits an act or omission that is prohibited by Texas charter school laws and regulations and/or otherwise jeopardizes the continuation of the School's charter with the State Board of Education; (d) acts in a manner inconsistent with the Board's governance policies and/or the Board Members Rights and Responsibilities; (e) fails to perform his or her duties as prescribed for a director by the Delaware Non-Stock Corporations laws; (f) commits any act or omission prohibited of an employee of the School as set forth in the Board policies and/or the Employee Handbook; or (g) engages in immoral or unethical conduct either in connection with serving as a member of the Board or otherwise when such conduct affects the School community and the Director serving as a role model for students.

Section 3.10 Resignations; Vacancies; Increases in the Number of Directors. Any Director may resign by giving written notice to the President or to all Directors. Any such resignation shall take effect at the next regular or special meeting of the Board. Vacancies existing on the Board of Directors for any reason, including vacancies to be filled by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the Directors regardless of the number of remaining Directors or by a sole remaining Director; and any Director so chosen shall hold office until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal. A replacement Director is elected to complete the remaining time on the term of the Director for whom he/she is replacing. Upon completion of the existing term, he/she may seek re-election for the open position at the annual meeting of the Board of Directors or a meeting called for election purposes. Replacement Directors are eligible to vote upon approval or election, including

authority to vote on all business to be conducted at the meeting at which he or she is approved or elected. In the event that vacancies exist for all Director positions, vacancies shall be filled in accordance with applicable law.

Section 3.11 Telephone/Video Conference Meeting. In the event of an emergency or public necessity (as defined in Section 551.045 of the Texas Open Meetings Act), the Board of Directors or members of any committee designated by the Board of Directors may participate in a meeting of such Board of Directors or committee, as the case may be, by means of a telephone conference when the convening of a quorum at one location is difficult or impossible, each part of the meeting is audible to the public at the location specified in the notice, all persons participating in the meeting can hear each other, and all other requirements under the Texas Open Meetings Act are met.

The Board may meet by videoconference if a quorum of the Board is present at one location of the meeting, each portion of the meeting that is required to be open is visible and audible to the public at each location where Directors are present, each location has two-way communication, and the notice and recording requirements of the Texas Open Meetings Act are met.

Section 3.12 Minutes and Records. The Corporation shall keep minutes of any action taken at any regular or special meeting and maintain minutes and records as required by law.

Section 3.13 Compensation. Directors shall not receive compensation for serving on the Board of Directors or as an officer of the Board, or on a Board committee. Unless otherwise prohibited by law, nothing contained in these bylaws shall preclude a Director or officer who is also an employee of the Corporation or School from receiving compensation and benefits in his or her capacity as employee.

Section 3.14 Expenses. By the majority vote of the Directors present at a meeting in which a quorum exists, the Board may vote to reimburse a Director for expenses incurred in carrying out functions as a director and as permitted by law.

Section 3.15 Conflicts of Interest. In the event that any Director or a family member within the applicable degree of affinity or consanguinity (per Chapter 573 of the Texas Government Code) has a substantial interest in a business or real property as defined in Chapter 171 of the Texas Local Government Code, the Director shall file an affidavit with the Board and refrain from participating and voting on any matter relating to the interest of the Directors.

ARTICLE 4 COMMITTEES

Section 4.1 Designation; Powers. The Board of Directors shall have no standing committees. The Board may designate one or more advisory committees consisting of one or more Directors, faculty members, parents or community members to have such powers and conduct such duties consistent with the Contract for Charter; the Charter Application; as amended; any applicable law; its Certificate of Incorporation; or these bylaws. No Board appointed committees shall have final authority in decision making. All committee recommendations must be brought before the Board of Directors for approval. Additionally, no such committee shall have the power or authority of the Board of Directors in reference to amending the Contract for Charter or the Charter Application, as amended; amending or repealing the Certificate of Incorporation; adopting an agreement of merger or consolidation; leasing or exchanging of all or substantially all of the Corporation's property and assets; dissolving the Corporation or revoking a dissolution of the Corporation; or amending, altering or repealing these bylaws or adopting new bylaws for the Corporation. In addition to and subject to the foregoing, such committee or committees shall

have such other powers and limitations of authority as may be determined from time to time by the Board of Directors and applicable law. Meetings of Board committees are subject to the Texas Open Meetings Act.

Section 4.2 Procedure; Meetings; Quorum. Any committee designated pursuant to this Article 4 shall keep minutes of its actions and report same to the Board of Directors at the next Board meeting succeeding such action, and shall meet at such times and at such place or places as the committee may decide. Each committee must comply with the same notice and meeting provisions and applicable laws as the whole Board of Directors. At every meeting of any such committee, the presence of a majority of all the members thereof shall constitute a quorum, and the affirmative vote of a majority of the committee members present shall constitute an act by the committee.

Section 4.3 Substitution and Removal of Members; Vacancies. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of the absence of a disqualified member. The Board shall have the power at any time to remove any member(s) of a committee and to appoint other Directors in lieu of the person(s) so removed and shall also have the power to fill vacancies in a committee.

ARTICLE 5 OFFICERS

Section 5.1 Number, Titles and Term of Office. The officers of the Corporation shall be a President, Vice-president, Secretary, and Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. Election of officers shall be held during the annual board meeting or a meeting called for election purposes during the month of May. The term of office is one (1) year with no limit on how many terms the officer may serve. Any number of offices may be held by the same person, unless the Certificate of Incorporation or any applicable law provides otherwise.

Section 5.2 Powers and Duties of the President. Subject to the control of the Board of Directors and any duties and responsibilities designated by the Board in a delegation amendment to Contract for Charter or Charter Application, the President shall have general executive charge of the Corporation with all such powers as may be reasonably incident to such responsibilities. The President shall preside at all meetings of the Board of Directors or may assign another Director to preside in his or her absence. The President may also call special meetings of the Board, appoint Directors to committees, prescribe duties of officers as necessary, and serve as ex-officio member of all Board committees. Upon prior adoption and delegation by the Board of Directors, the President may execute all diplomas, contracts, proposals, grants, leases, evidences of indebtedness, and other obligations in the name of the Corporation or the School. The President shall have such other powers and duties as designated in accordance with the Contract for Charter, the Charter Application, as amended, applicable law, these bylaws, and as from time to time may be assigned to the President by the Board of Directors.

Section 5.3 Powers and Duties of the Vice-president In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions of the President. The Vice-President shall become the President should the President resign, be disqualified, or die during his/her Term of office. The then President shall serve as President until the next May election or a special election for the office called by the majority or the Board or the then President.

Section 5.4 Powers and Duties of the Secretary. The Secretary shall ensure recordation and shall maintain the minutes of all meetings of the Board of Directors and committees of the Board in accordance with applicable law; shall attend to the giving and serving of all notices; may sign with the other appointed officers all resolutions; shall have charge of such books and papers as the Board may direct, all of which shall at all reasonable times be open to inspection of any Director upon application at the office of the Corporation during business hours; and shall make such records available to the public to the extent and in the manner prescribed in the Texas Public Information Act and any other applicable law; shall have such other powers and duties as designated in the Contract for Charter; the Charter Application, as amended; and these bylaws and as from time to time may be assigned to the Secretary by the Board of Directors or the President; and shall in general perform all acts incident to the office of Secretary, subject to the control of the Board of Directors or the President. The Secretary shall maintain the Corporation's records in accordance with the Texas Public Information Act, the Texas Open Meetings Act, Chapter 12 of the Texas Education Code, Chapter 100 of the Texas Administrative Code, the Texas Record Retention laws, The Texas Business Organizations Code, and all other applicable laws and implementing regulations.

Section 5.5 Powers and Duties of the Treasurer. The Treasurer shall coordinate and oversee the drafting of all budget amendments for presentation to the board. The Treasurer shall also meet regularly, no less than once per month, with the Business Office Manager and the Administrator together in order to review the school finances. In addition, if there is an audit committee, the Treasurer will serve on that committee.

Section 5.6 Resignations; Vacancies; Removal. Any officer may resign by giving written notice to the President or to all Directors. Any such resignation shall take effect at the next regular or special meeting. Vacancies except that of the President occurring in any officer position for any reason shall be filled by an affirmative vote of a majority of the Directors present at a meeting at which a quorum exists. The then newly elected officer shall serve until the next May (Election month for officers). Any officer may be removed with cause by a majority vote of the whole Board of Directors at any regular or special meeting.

Section 5.7 Delegation. For any reason that the Board of Directors may deem sufficient, except where prohibited by law or regulations or otherwise provided by the Contract for Charter, the Charter Application, as amended, applicable law or the bylaws, the Board may delegate the powers or duties pertaining to the School to any person, may delegate the powers and duties of any officer to any other person, and may authorize any officer to delegate specified duties of such office to any other person. Any such delegation or authorization by the Board shall be effected from time to time by resolution of the Board of Directors and if required, by delegation amendment filed with the Texas Education Agency. Only the Board of Directors has the authority to amend the Contract for Charter or Charter Application and may not delegate such authority.

ARTICLE 6 MISCELLANEOUS PROVISIONS

Section 6.1 Fiscal Year. The Corporation and the School's fiscal year shall commence on September 1 and end on August 31.

Section 6.2 Contracts. Notwithstanding Section 5.2 and subject to any restrictions or limitations under applicable law, the Board of Directors may designate any Director or agent of the Board, including, but not limited to the School Administrator, superintendent and/or CEO (or other title designated for the chief administrative officer of the School), to execute a contract or other documents

on behalf of the Board. Such delegation of signatory authority shall occur after the Board of Directors has approved the contract or authorized the document at a meeting duly called and constituted under the TOMA or in accordance with any delegation of duties approved by the Board.

Section 6.3 Voting. Each elected Board member shall have one vote. Passage of any action put to a vote shall pass with a majority of the Directors who vote. Each Director may enter a vote of “Yes” or “No” or “Abstain.”

Section 6.4 Checks. All checks, drafts, and orders for the payment of money may be signed by such officer or agent of the Board of Directors and in such a manner as may from time to time be determined by the Board and delegated by the Board of Directors.

Section 6.5 Facsimile Signatures. Facsimile signatures of any officer, Director, or agent of the Corporation may be used whenever and as authorized by the Board of Directors.

Section 6.6 Corporate Books, Reports and Records; Immunity; Indemnification. Any Director shall have the right to examine the books and records of the Corporation in a reasonable time, manner and place unless otherwise precluded by law. All Directors in the performance of such Director's duties shall be protected to the fullest extent permitted by law in relying upon the records of the Corporation or School and upon information, opinion, reports or statements presented to the Corporation or to the Board. The Board of Directors shall be immune from liability and suit to the extent provided by the Texas Business Organizations Code and other state and federal laws. The Corporation shall indemnify the Directors as provided by the Certificate of Incorporation and any applicable laws.

Section 6.7 Notice. Unless otherwise provided in these bylaws, notice of any meeting required by these bylaws shall be given as follows: (1) notice of any meeting at which the Board of Directors discuss, consider or transact business related to or affecting the School or take any formal action relating to or affecting the School must be in conformity with the requirements of the Texas Open Meetings Act; (2) notice of any meeting at which business not related to or not affecting the School is conducted must be given not less than 24 hours before the time scheduled for the meeting except in cases of emergency.

Section 6.8 Application of Bylaws. In the event that any provisions of these bylaws is or may be in conflict with any law of the United States, of the state of Delaware, of the state of Texas, or of any other governmental body or power having jurisdiction over this Corporation or the School, or over the subject matter to which such provision of these bylaws applies, or may apply, such provision of these bylaws shall be inoperative only to the extent only that the operation thereof unavoidably conflicts with such law, and shall in all other respects be in full force and effect.

Section 6.9 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, or agent of the Corporation or School or who is or was serving at the request of the Corporation as a Director, officer, agent or similar functionary of another business or non-profit corporation, against any liability asserted against such person and incurred by such person in his or her capacity as a Director, officer, or agent of the Corporation, or arising out of such person's status as such a person, whether or not the Corporation would have the power to indemnify such person against that liability under the provisions of this Article; the Certificate of Incorporation, as amended; the Delaware Corporation Act; or the Texas Business Organizations Code.

Section 6.10 Amendments. The Board of Directors shall have the power to adopt, amend, renew, and repeal from time to time these bylaws of the Corporation by a two-thirds majority vote of the total number of Directors. Updated bylaws shall supersede any and all board policies that conflict with any provisions contained in the bylaws.

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