



TEXAS EDUCATION AGENCY

1701 North Congress Ave. ★ Austin, Texas 78701-1494 ★ 512/463-9734 ★ FAX: 512/463-9838 ★ <http://www.tea.state.tx.us>

Robert Scott
Commissioner

March 25, 2009

William A. Burge
Law Offices of William A. Burge
3311 Big Bend Drive
Austin, Texas 78731

Dear Mr. Burge:

This letter is in response to your March 16, 2009 letter regarding Cedars Academy.

With your letter, you provided two copies of the charter's Restated and Amended Bylaws, and requested that we file one copy and return the other copy in your enclosed self-addressed stamped envelope. Please note that, though our review of the revised bylaws provided with your letter gave us no cause for concern, our division does not file bylaws for the charter holder.

Charter schools must be operated in accordance with the charter application approved by the State Board of Education. If changes to the charter are desired, the governing body of a charter holder may request that the charter be amended by the commissioner of education at the Texas Education Agency (TEA).

Amendment requests must be made in or attached to a written board resolution adopted by the charter holder board and signed by all board members voting in favor of it. Amendments cannot be processed by the Division of Charter School Administration without a board resolution. The board resolution should be adopted and signed at the same meeting in which the board votes on the amendment issue. All amendment requests should include the text and page number, or a photocopy, of the charter language to be changed, and the text proposed as the new charter language, with changes marked. Please note that we are returning your self-addressed stamped envelope with this letter.

The instructions, information, and form for amendments to the charter may be found at the following link on the TEA website: <http://ritter.tea.state.tx.us/charter/forms/amendments.pdf>.

If we can be of any further assistance regarding charter amendment requests, please contact Monica Sena-Martinez in the Division of Charter School Administration at (512) 463-9575.

Sincerely,

Mary Perry, Director
Division of Charter School Administration

Law Offices of William A. Burge

**3311 Big Bend Drive
Austin, TX 78731
Telephone: 512-431-7859**

March 16, 2009

Mary Perry, Director of Charter Schools
Texas Education Agency
1701 North Congress Avenue
Room 5-107
Austin, Texas 78701

Dear Ms. Perry:

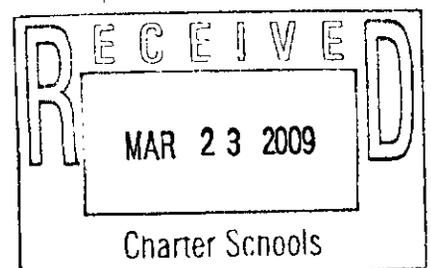
I am Counsel for Cedars Academy. I have been retained by the Board of Directors to restate and amend the Bylaws of the academy. I am enclosing for filing two copies of the Restated and Amended Bylaws in the form adopted by the Board of Directors on February 12, 2009.

Please file the Restated and Amended Bylaws and return a stamped copy in the enclosed stamped envelope. Thank you for your assistance.

Sincerely,

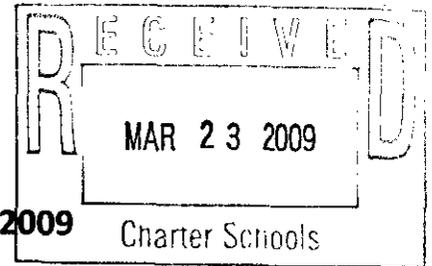


William A. Burge



CEDARS ACADEMY

Restated and Amended Bylaws as of February 12, 2009



**Article I
Identification**

1. **Name:** The name of the Corporation is Cedars Academy (the "Corporation").
2. **Registered Office:** The address of the registered office is 8416 N. I35 Austin, TX 78753.
3. **Seal:** The corporate seal or any facsimile thereof shall contain the following legend:
Cedars Academy.
4. **Fiscal Year:** The fiscal year of the Corporation shall be September 1 through August 31.

**Article II
Purposes**

The purposes of the Corporation are as stated in the Articles of Incorporation.

To accomplish the purposes of the Corporation, the Corporation will receive and maintain a fund or funds of real and personal property, or both, and, subject to the other restrictions and limitations herein, to use and apply the whole and any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literacy or education purposes either *directly or by contributions to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.*

The Corporation will perform such other functions as are consistent with the aforementioned purpose and relate to the common good.

**Article III
Members**

The Corporation will not have members.

**Article IV
The Board of Directors**

1. **Number:** The number of members of the Board of Directors shall be seven (7). The number of members may be increased or decreased by amendment of these Bylaws.
2. **Nomination:** Nominations for elections of directors may be made by any member of the Board of Directors.

3. **Term of Office:** Two (2) members, referred to herein as “permanent members”, shall serve until resignation or removal as provided in Article IV, Sections 5 and 6 respectively of these Bylaws. The remaining five (5) members, referred to herein as “term members”, shall each be elected to fill a specified “Director Seat” and serve for a specified term as follows:

Director Seat 1: Three (3) years

Director Seat 2: Three (3) years

Director Seat 3: Three (3) years

Director Seat 4: Four (4) years

Director Seat 5: Four (4) years

Any term member may be re-elected at the end of such member’s term to serve one or more additional terms.

4. **Vacancies:** Vacancies shall be filled by a majority of a quorum of the Board of Directors.
5. **Resignation:** Any member may at any time resign by giving written notice to the Board of Directors or the Chairman of the Board. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon receipt thereof. The acceptance of a resignation is not necessary to make it effective.
6. **Removal:** Unless otherwise restricted by statute or the Articles of Incorporation, any member may be removed, with or without cause, by a majority of a quorum of the Board of Directors.
7. **Place of Meeting:** Meetings of the Board of Directors shall be held within the State of Texas.
8. **Meetings:**
 - A. **Regular Meetings:** The Board of Directors shall meet on a regular basis if so determined by resolution of the Board of Directors. Such resolution shall state the time and place of such regular meetings. The Board of Directors shall abide by the Open Meetings Act, Chapter 551 of the Texas Government Code.

B. Executive Meetings: All school business must be transacted in public meetings, except that the Board may meet in executive session, limiting attendance to its members and those persons invited to participate, to consider any of the matters permitted under the Open Meetings Act. Any action taken on discussion items will be taken in open meeting. Those matters to be discussed in executive session include:

1. Personnel matters, including matters related to employment and compensations;
2. Claims against the school, whether litigation or otherwise;
3. Discussion of any individual student where public disclosure would adversely affect the person or persons involved;
4. Legal consultations and advice;
5. Negotiations concerning the purchase , sale, lease or other acquisition of real or personal property, or interests therein, or concerning any contracts; and
6. Other matters as permitted by law.

C. Special Meetings: Special meetings of the Board of Directors, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by any member upon three (3) days written notice to all members. Such written request shall state the place, time and purpose or purposes of the proposed meeting.

9. **Quorum:** At all meetings of the Board, a majority of the entire Board of Directors, shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the members present may adjourn the meeting from time to time, without notice or other announcement at the meeting, until a quorum shall be present.
10. **Board Clerk:** The Board of Directors may appoint or hire a board Clerk (not a member of the Board) on an hourly basis, paid from the Corporation's local funds to coordinate meetings, record minutes, file official documents, and perform other duties on behalf of the Board of Directors as necessary.
11. **Directors to Serve Without Compensation:** Directors shall serve without compensation. No corporate funds shall be expended as compensation of any member of the Board of Directors for his or her service as a director.

Article V Officers

1. **Number and Duties:** The Officers of the Corporation shall be Chairman, Treasurer, Secretary, and any such officer and assistant officers as may be deemed necessary by the Board of Directors. The same person may hold any two (2) or more offices except that the Chairman and Secretary shall not be the same person. The Treasurer shall oversee the development of the budget. The Secretary shall assume and perform all duties of the Board Clerk and shall take and keep the minutes of the meeting and other official documents of the Board of Directors.
2. **Election of Officers:** The Board of Directors shall elect the officers of the Corporation.
3. **Term:** Officers shall serve until such officer's resignation or removal as provided in this Article V.
4. **Resignation:** Any officer may at any time resign by giving written notice to the Board of Directors or the Chairman of the Board. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon receipt thereof. The acceptance of a resignation is not necessary to make it effective.
5. **Removal:** Any officer may be removed at any time, with or without cause, by a majority of a quorum of the Board of Directors.
6. **Vacancies:** Vacancies may be filled by a majority of a quorum of the Board of Directors.

Article VI Corporate Activities

Distributions: No assets of the Corporation shall be distributed to any of its Directors or Officers. Upon final dissolution or liquidation, the Corporation may make distributions as permitted by law.

1. **Loans:** No loans shall be made by the Corporation to any of its Directors or Officers.
2. **Contracts:** The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to special instances.
3. **Checks, Drafts, etc.** All Checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be

signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board of Directors.

4. **Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time by the Corporation in such banks, trust companies, or other depositories and the Board of Directors may select.

Article VII Powers

The power to alter, amend or repeal these Bylaws or to adopt new Bylaws is vested in a majority vote of a quorum of the Board of Directors.

Law Offices of William A. Burge

**3311 Big Bend Drive
Austin, TX 78731
Telephone: 512-431-7859**

March 16, 2009

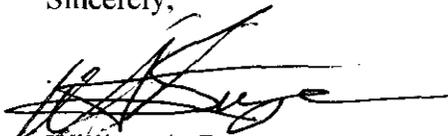
Mary Perry, Director of Charter Schools
Texas Education Agency
1701 North Congress Avenue
Room 5-107
Austin, Texas 78701

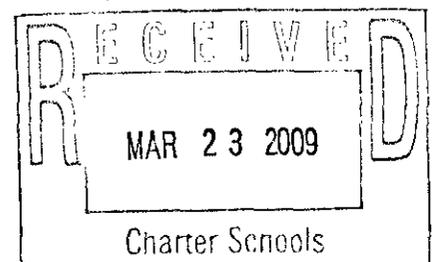
Dear Ms. Perry:

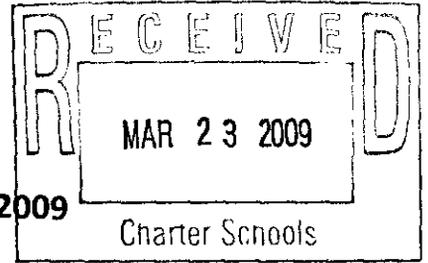
I am Counsel for Cedars Academy. I have been retained by the Board of Directors to restate and amend the Bylaws of the academy. I am enclosing for filing two copies of the Restated and Amended Bylaws in the form adopted by the Board of Directors on February 12, 2009.

Please file the Restated and Amended Bylaws and return a stamped copy in the enclosed stamped envelope. Thank you for your assistance.

Sincerely,


William A. Burge





CEDARS ACADEMY

Restated and Amended Bylaws as of February 12, 2009

Article I Identification

1. **Name:** The name of the Corporation is Cedars Academy (the "Corporation").
2. **Registered Office:** The address of the registered office is 8416 N. 135 Austin, TX 78753.
3. **Seal:** The corporate seal or any facsimile thereof shall contain the following legend:
Cedars Academy.
4. **Fiscal Year:** The fiscal year of the Corporation shall be September 1 through August 31.

Article II Purposes

The purposes of the Corporation are as stated in the Articles of Incorporation.

To accomplish the purposes of the Corporation, the Corporation will receive and maintain a fund or funds of real and personal property, or both, and, subject to the other restrictions and limitations herein, to use and apply the whole and any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literacy or education purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

The Corporation will perform such other functions as are consistent with the aforementioned purpose and relate to the common good.

Article III Members

The Corporation will not have members.

Article IV The Board of Directors

1. **Number:** The number of members of the Board of Directors shall be seven (7). The number of members may be increased or decreased by amendment of these Bylaws.
2. **Nomination:** Nominations for elections of directors may be made by any member of the Board of Directors.

3. **Term of Office:** Two (2) members, referred to herein as “permanent members”, shall serve until resignation or removal as provided in Article IV, Sections 5 and 6 respectively of these Bylaws. The remaining five (5) members, referred to herein as “term members”, shall each be elected to fill a specified “Director Seat” and serve for a specified term as follows:

Director Seat 1: Three (3) years

Director Seat 2: Three (3) years

Director Seat 3: Three (3) years

Director Seat 4: Four (4) years

Director Seat 5: Four (4) years

Any term member may be re-elected at the end of such member’s term to serve one or more additional terms.

4. **Vacancies:** Vacancies shall be filled by a majority of a quorum of the Board of Directors.
5. **Resignation:** Any member may at any time resign by giving written notice to the Board of Directors or the Chairman of the Board. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon receipt thereof. The acceptance of a resignation is not necessary to make it effective.
6. **Removal:** Unless otherwise restricted by statute or the Articles of Incorporation, any member may be removed, with or without cause, by a majority of a quorum of the Board of Directors.
7. **Place of Meeting:** Meetings of the Board of Directors shall be held within the State of Texas.
8. **Meetings:**
 - A. **Regular Meetings:** The Board of Directors shall meet on a regular basis if so determined by resolution of the Board of Directors. Such resolution shall state the time and place of such regular meetings. The Board of Directors shall abide by the Open Meetings Act, Chapter 551 of the Texas Government Code.

B. Executive Meetings: All school business must be transacted in public meetings, except that the Board may meet in executive session, limiting attendance to its members and those persons invited to participate, to consider any of the matters permitted under the Open Meetings Act. Any action taken on discussion items will be taken in open meeting. Those matters to be discussed in executive session include:

1. Personnel matters, including matters related to employment and compensations;
2. Claims against the school, whether litigation or otherwise;
3. Discussion of any individual student where public disclosure would adversely affect the person or persons involved;
4. Legal consultations and advice;
5. Negotiations concerning the purchase , sale, lease or other acquisition of real or personal property, or interests therein, or concerning any contracts; and
6. Other matters as permitted by law.

C. Special Meetings: Special meetings of the Board of Directors, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by any member upon three (3) days written notice to all members. Such written request shall state the place, time and purpose or purposes of the proposed meeting.

9. **Quorum:** At all meetings of the Board, a majority of the entire Board of Directors, shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the members present may adjourn the meeting from time to time, without notice or other announcement at the meeting, until a quorum shall be present.

10. **Board Clerk:** The Board of Directors may appoint or hire a board Clerk (not a member of the Board) on an hourly basis, paid from the Corporation's local funds to coordinate meetings, record minutes, file official documents, and perform other duties on behalf of the Board of Directors as necessary.

11. **Directors to Serve Without Compensation:** Directors shall serve without compensation. No corporate funds shall be expended as compensation of any member of the Board of Directors for his or her service as a director.

Article V Officers

1. **Number and Duties:** The Officers of the Corporation shall be Chairman, Treasurer, Secretary, and any such officer and assistant officers as may be deemed necessary by the Board of Directors. The same person may hold any two (2) or more offices except that the Chairman and Secretary shall not be the same person. The Treasurer shall oversee the development of the budget. The Secretary shall assume and perform all duties of the Board Clerk and shall take and keep the minutes of the meeting and other official documents of the Board of Directors.
2. **Election of Officers:** The Board of Directors shall elect the officers of the Corporation.
3. **Term:** Officers shall serve until such officer's resignation or removal as provided in this Article V.
4. **Resignation:** Any officer may at any time resign by giving written notice to the Board of Directors or the Chairman of the Board. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon receipt thereof. The acceptance of a resignation is not necessary to make it effective.
5. **Removal:** Any officer may be removed at any time, with or without cause, by a majority of a quorum of the Board of Directors.
6. **Vacancies:** Vacancies may be filled by a majority of a quorum of the Board of Directors.

Article VI Corporate Activities

Distributions: No assets of the Corporation shall be distributed to any of its Directors or Officers. Upon final dissolution or liquidation, the Corporation may make distributions as permitted by law.

1. **Loans:** No loans shall be made by the Corporation to any of its Directors or Officers.
2. **Contracts:** The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to special instances.
3. **Checks, Drafts, etc.** All Checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be

signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board of Directors.

4. **Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time by the Corporation in such banks, trust companies, or other depositories and the Board of Directors may select.

Article VII Powers

The power to alter, amend or repeal these Bylaws or to adopt new Bylaws is vested in a majority vote of a quorum of the Board of Directors.



LAW OFFICES OF WILLIAM A. BEJGE
3311 BIG BEND DRIVE
AUSTIN TX 78731