

**NOTICE OF REGULAR MEETING
BOARD OF DIRECTORS
Rocketship Pubic Schools Texas
April 23rd at 8:30 am**

Notice is hereby given that a Regular Meeting of the Board of Directors of Rocketship Public Schools Texas will be held on April 23rd, 2020 beginning at **8:30.** Meetings of the Board of Directors are normally held at McDonald YMCA, 2701 Moresby St, Fort Worth, TX 76105. **THIS MEETING WILL BE CONDUCTED BY TELEPHONE CONFERENCE AND VIDEO CONFERENCE IN ACCORDANCE WITH THE GOVERNOR'S AUTHORIZATION CONCERNING SUSPENSION OF CERTAIN OPEN MEETING LAW REQUIREMENTS FOR COVID-19 (CORONAVIRUS) DISASTER.**

Members of the public may access the meeting by dialing [+13126266799](tel:+13126266799), [99470912156#](tel:+13126266799) or clicking [Zoom link](#). A quorum of members of the Board of Directors will participate in the meeting and will be audible to the public.

Items will not necessarily be discussed or considered in the order they are printed on the agenda below. If, during the course of the meeting, discussion of any item on the agenda should be held in an executive or closed session, the Board will convene in such executive or closed session as permitted by and in accordance with the Texas Open Meetings Act, Texas Government Code Chapter 551.

I. Call to Order

II. Public Comments.

Members of the public may register to speak on any agenda item during this Public Comments portion of the meeting by sending their name, email information and the topic about which they wish to speak to akatakaneni@rsed.org before the meeting begins. Each person who signs up shall be announced by the presiding officer and permitted to address the Board one time for no more than 3 minutes. Members of the public may also submit written comments on any agenda items(s) to akatakaneni@rsed.org which shall be read into the record by the presiding officer during this Public Comments portion of the meeting.

III. Consent Items

- a. Approve Minutes from the February 28, 2020 Board meeting.
- b. Appoint Derek Carson, Victoria Puente, MiShon Landry, Cynthia Prince, and Jennifer Brooks to the Rocketship Public Schools Texas Board of Directors for a three year-term through April 2023

IV. Agenda Items:

- a. COVID- 19 Update
- b. Charter Application Updates, Next Steps and Commitments
 - i. Sole Membership Discussion
 - ii. Management Agreements Overview
- c. Texas Open Meetings Act Training
- d. Fundraising- Updates, Next Steps, and Assignments
- e. Parent Leadership Updates

V. Action Items:

- a. Amended and Restated Certification of Formation
- b. Amended and Restated Bylaws
- c. Board Resolution

VI. Executive Session:

- a. *Closed Session Under Tex. Gov. Code 551.072 (Facility negotiations)*
- b. *Closed Session Under Tex. Gov. Code 551.076 (Personnel matters)*
 - i. Principal

VII. Adjourn

In accordance with the Texas Open Meetings Act (Subchapters D and E of Ch. 551, Texas Government Code), the Board may enter into closed / executive session to deliberate any subject authorized by Subchapter D that is listed on the Agenda for this meeting. Before any closed / executive session is convened, the presiding officer will publicly identify the section or sections of the Act authorizing the closed / executive session. Any final action, decision, or vote on a subject deliberated in closed / executive session will be conducted in open session in compliance with the Texas Open Meetings Act.

This notice was posted at 8:30 am on April 20th, 2020.



For the Board of Directors



Rocketship Public Schools – Texas

Board of Trustees Meeting Minutes February 28, 2020

I. Call to Order

The meeting was called to order at 10:00am. In attendance were Board Chair Peter Philpott and Trustee Alex Jimenez, Rev. Ralph Emerson, Walter Dansby, and Loretta Burns. Also in attendance were Preston Smith, Cheye Calvo, and SaJade Miller.

II. Consent Items

By a 5-0 vote, the board approved the January 16, 2020 Board Meeting Minutes and appointed Vincent Davila to RPS - TX Board.

III. Action Items:

A. Greenlighting 2021-22 Fort Worth Schools

Cheye Calvo and SaJade Miller presented to the board the plan for the opening of two schools in Fort Worth in 2021-22. By a 5-0 vote, the Board approved the greenlighting of the 2021-22 Fort Worth schools.

IV. Executive Session:

Closed Session Under Tex. Gov. code 551.072 (Facility negotiations)

- A. FWISD Partnership
- B. Facilities

Closed Session Under Tex. Gov. code 551.076 (personnel matters)

- A. Talent Recruitment

At 11:25am, Board chair Peter called the open session back to order. He reported that no action was taken in closed session.

V. Communication Items:

A. Charter Application Updates, Next Steps and Commitments

At 11:26am, the Board discussed agenda item V(A). No action was taken.

B. Board Discussion -- Identifying gaps and next core targets

At 11:33 am, the Board discussed agenda item V(B). No action was taken.

C. Future Board Meeting dates

At 11:50 am, the Board discussed agenda item V(C). No action was taken.

D. Board member school tours

At 11:52 am, the Board discussed agenda item V(D). No action was taken.



E. Community Engagement Tours

At 11:55am, the Board discussed agenda item V(E). No action was taken.

F. Fundraising

At 11:57 am, the Board discussed agenda item V(F). No action was taken.

VII. Meeting adjourned at 12:02pm.

Meeting Minutes prepared April 15, 2020.

**AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
ROCKETSHIP PUBLIC SCHOOLS TEXAS**

1. **ROCKETSHIP PUBLIC SCHOOLS TEXAS**, a Texas nonprofit corporation (the “Corporation”), pursuant to the provisions of Sections 22.105 to 22.108 of the Texas Business Organizations Code, hereby adopts this Amended and Restated Certificate of Formation which accurately copies the Certificate of Formation as amended by such Amended and Restated Certificate of Formation as hereinafter set forth.

2. The Certificate of Formation of the Corporation is amended and restated in its entirety by this Amended and Restated Certificate of Formation, as summarized below:

Article IV has been amended.

3. Each such amendment made by this Amended and Restated Certificate of Formation has been effected in conformity with the provisions of the Texas Business Organizations Code and the Corporation’s governing documents and was duly adopted by unanimous written consent of the directors of the Corporation.

4. The Amended and Restated Certificate of Formation of the Corporation accurately states the text of the Certificate of Formation being restated and each amendment to the Certificate of Formation being restated that is in effect, and as further amended by the Amended and Restated Certificate of Formation. The attached Amended and Restated Certificate of Formation does not contain any other change in the Certificate of Formation being restated except for the information permitted to be omitted by the provisions of the Texas Business Organizations Code applicable to the filing entity.

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**AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
ROCKETSHIP PUBLIC SCHOOLS TEXAS**

The undersigned natural person, of the age of eighteen (18) years or more, acting as organizer of a Corporation under the Texas Business Organizations Code, adopts the following Certificate of Formation.

ARTICLE I

The name of the corporation is Rocketship Public Schools Texas. The filing entity being formed is a non-profit corporation. The period of its duration is perpetual.

ARTICLE II

The business address of the registered office of the corporation is 845 Proton Road, San Antonio, Texas 78258 and the name of its registered agent at such address is Schulman, Lopez, Hoffer & Adelstein, L.L.P.

ARTICLE III

The number of directors of the Corporation, which shall constitute its Board of Directors, and the governing body of the Corporation, shall be fixed by or as provided in the Bylaws of the Corporation. The number of directors shall be no fewer than three. The current Directors are:

Peter Philpott
845 Proton Road
San Antonio, Texas 78258

Alex Jimenez
845 Proton Road
San Antonio, Texas 78258

Reverend Ralph Waldo Emerson
845 Proton Road
San Antonio, Texas 78258

Walter Dansby
845 Proton Road
San Antonio, Texas 78258

Loretta Burns
845 Proton Road
San Antonio, Texas 78258

Derek Carson
845 Proton Road
San Antonio, Texas 78258

Victoria Puente
845 Proton Road
San Antonio, Texas 78258

MiShon Landry
845 Proton Road
San Antonio, Texas 78258

Cynthia Prince
845 Proton Road
San Antonio, Texas 78258

Jennifer Brooks
845 Proton Road
San Antonio, Texas 78258

ARTICLE IV

The Corporation shall have no members.

ARTICLE V

The Corporation is organized exclusively for charitable and educational purposes, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code. In particular, the Corporation is organized to educate, train and prepare individuals to function well in society and to provide educational opportunities and experiences.

The Corporation is organized to have and exercise all rights and powers conferred upon non-profit corporations under the laws of the State of Texas, or which may hereafter be so conferred, in order to promote charitable and educational activities.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, directors or other private persons, except that the

Corporation, in accordance with applicable law, shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation set forth in these Articles herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, or (b) by any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

ARTICLE VI

All money and other assets owned or controlled by the Corporation, wherever derived, shall be devoted for use in performing the charitable and educational functions of the Corporation solely through the furthering of the primary purposes of the Corporation.

Except as otherwise required by applicable state or federal law, upon dissolution or liquidation of this Corporation, and after payment of all debts and satisfaction of all liabilities and obligations of the Corporation (or making adequate provision therefore), and after the return, transfer, or conveyance of all assets requiring return, transfer, or conveyance thereof because of the dissolution or liquidation of the Corporation, any remaining assets of this Corporation shall be distributed to charitable or educational organizations that would then qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, as determined by the Board of Directors of the Corporation.

ARTICLE VII

This Certificate shall be effective on the date filed with the Secretary of State of Texas.

ARTICLE VIII

The initial Bylaws of the Corporation shall be adopted by its Board of Directors, and the power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in its Board of Directors.

ARTICLE IX

To the fullest extent permitted by applicable law, a director of this Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found to be liable for:

- (a) a breach of a director's duty of loyalty to the Corporation;
- (b) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (d) an act or omission for which the liability of a director is expressly provided by applicable law.

ARTICLE X

The Corporation shall indemnify any person who (i) is or was a director, officer, employee, or agent of the Corporation, or (ii) while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, trustee, employee, agent, or similar functionary of another foreign or domestic non-profit corporation, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may or is required to grant indemnification to a director under the Texas Business Organizations Code as now written or as hereafter amended, but only to the extent permitted for (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, and (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

ARTICLE XI

Except as otherwise provided in the Bylaws of the Corporation, this Certificate of Formation may be altered, amended, or repealed only as provided in the Texas Business Organizations Code, as presently written or hereafter amended.

Dated: _____, 2020

Rocketship Public Schools Texas

By: /s/ Peter Philpott

Peter Philpott, Director

**AMENDED AND RESTATED
BYLAWS
OF
ROCKETSHIP PUBLIC SCHOOLS TEXAS**

WHEREAS, the initial Board of Directors of Rocketship Public Schools Texas (the “Corporation”) caused to be filed with the Texas Secretary of State a Certificate of Formation for the organization of the Corporation;

NOW, THEREFORE BE IT RESOLVED by the Board of Directors of the Corporation, that these Bylaws will govern its affairs in pursuit of its declared purposes.

**PREAMBLE
CORPORATE PURPOSE, OBJECTIVES AND DEDICATION OF ASSETS**

The Corporation shall enrich, strengthen, enhance, and support the advancement of education and school choice in Texas by engaging in fundraising as it deems appropriate in furtherance of the purposes as provided in the Certificate of Formation. The Corporation shall also seek to own and operate an Open-Enrollment Charter School (the “School”) as provided under the Texas Education Code for the benefit of students in Texas, providing educational opportunities, programs and such other functions as it deems appropriate in furtherance of the purposes as provided in the Certificate of Formation. This Corporation is formed for charitable purposes, and it will be nonprofit and nonpartisan. No substantial part of the activities of the Corporation will consist of the publication or dissemination of materials or statements with the purpose of attempting to influence legislation, and the Corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate of public office. The Corporation will not engage in any activities or exercise any powers that are not in furtherance of the charitable purposes described in the Certificate of Formation.

The properties and assets of the Corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise shall inure to the benefit of any private person, or any director or officer of this Corporation. On liquidation or dissolution, all properties, assets and obligations will be distributed or paid over to an organization dedicated to charitable and educational purposes that is tax-exempt pursuant to Internal Revenue Code Section 501(c)(3) as amended or as otherwise required by state and federal law.

The Corporation, in all its activities and programs, shall not discriminate on the basis of sex, national origin, ethnicity, religion, disability or any other prohibited manner.

**ARTICLE ONE
NAME, OFFICE AND SEAL**

1.01 Name. The name of the Corporation is “Rocketship Public Schools Texas”

1.02 Office. The principal office of the Corporation will be located at 845 Proton Road, San Antonio, Texas 78258.

1.03 Seal. The corporate seal of the Corporation, if any, will be inscribed with the Corporation name and year and place of its incorporation.

ARTICLE TWO MEETINGS & RECORDS

2.01 Regular Meetings, Frequency and Place. Regular meetings of the Board of Directors shall be held on at least a quarterly basis at such places and at such times as the Board may determine.

2.02 Annual Meeting. The Annual Meeting of the Board of Directors shall be held on the occasion of its First (1st) Quarterly meeting each and every fiscal year, or as otherwise determined by the Board.

2.03 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman, Secretary, or by any one or more Board members with the consent of the Chairman or Secretary, which consent will not be unreasonably withheld, for any purpose not otherwise proscribed by law, grant or loan condition or the Certificate of Formation, to transact any business described in the call for the special meetings.

MEETINGS RELATING TO CHARTER SCHOOLS

2.04 Charter School Meetings. When conducting business relating in any way to the operations or affairs of any of the Corporation's open-enrollment charter schools, meetings of the Board or any Board Committee shall be conducted in accordance with provisions of the Texas Education Code and Chapter 551 of the Texas Government Code, and the Board of Directors shall be subject to the requirements of the Texas Open Meetings Act, including the following provisions: At no time shall a quorum of the full Board meet to deliberate any issue or business of the Corporation without posting notice of a meeting as set forth below. Directors shall normally attend all meetings in person but may attend by alternate means only if circumstances warrant and expressly in accordance with the Texas Open Meetings Act.

(a) Closed Meetings: The Board may meet in a meeting closed to the public to deliberate on those matters specified in the Texas Open Meetings Act as proper for closed meetings, including but not limited to consultation with attorney, real estate, prospective gifts or donations, personnel matters, security personnel or devices, discipline of a student and complaints against an employee unless the student or employee respectively requests an open meeting.

(b) Emergency Meetings: In the event of an emergency as defined in the Texas Open Meetings Act, a meeting may be conducted by telephone conference call. If a meeting involves telephonic participation, the telephonic participation must be by conference call in which all persons participating can be heard by all other participants and the public.

(c) Video Conferencing: Meetings may also be conducted by videoconference call if the presiding officer is present at one location open to the public and the notice of the meeting states the intent to have the presiding officer present. Audio and video must be simultaneously available to the public and the meeting shall be audio recorded. Each participant shall be clearly visible and audible to other participants and to members of the public in attendance. The meeting must meet other prerequisites of the Texas Open Meetings Act.

2.05 Notice for Charter School Meetings. When conducting business related to the operations or affairs of the Corporation's open-enrollment charter schools, the following shall apply: Notice of all meetings of the Board of Directors, except as otherwise provided by state law, regulation, the Certificate of Formation, or these Bylaws will be delivered by mail postmarked, electronic facsimile or e-mail transmission to each Director at least 72 hours before the time of the meeting.

(a) Posting of Notice: In addition, notice to the public of any meeting shall be posted at the administrative offices of the Corporation in a location convenient to the public at least 72 hours before the time of such meeting.

(b) Emergency Notice: Emergency meetings as allowed under the Texas Open Meetings Act may be posted up to one hour before such meeting. At such an emergency meeting, the Board may only address the matter requiring the emergency action. The notice must identify the nature of the emergency and the urgent public necessity requiring emergency action.

(c) Internet Posting: Notice and the agenda of all meetings of the Board of Directors shall also be posted on the Corporation's Internet website for the charter schools, if any, concurrently with the notice posted at the administrative offices, or as otherwise required and authorized by the Texas Open Meetings Act.

(d) Closed Meetings: The agenda shall clearly state whether the Board intends to convene in a closed meeting and shall identify separately each matter to be deliberated by the Board in the closed meeting and whether the Board may take action on any such matter upon returning to the open meeting. The Secretary shall note the times in the open meeting that the Board convenes to and adjourns from the closed meeting.

2.06 Charter School Meeting Order of Business. When conducting business related to the operations or affairs of the Corporation's open-enrollment charter schools, the following shall apply: At regular meetings of the Board, the order of business shall be established in an Agenda approved by the Chairman and as presented in the notice of the meetings. However, the Chairman may modify the order of business. The agenda shall identify all matters to be presented to and considered by the Board. Matters not disclosed in the agenda and meeting notice available to the public shall not be deliberated or be considered by the Board, except as permitted by the Texas Open Meetings Act.

CORPORATE BOARD MEETINGS NOT RELATING TO CHARTER SCHOOLS

2.07 Non-Charter Meetings. When conducting any other Corporate business not related, in any way, to the operations or affairs of the Corporation's open-enrollment charter schools, Board meetings shall be conducted in accordance with provisions of Chapter 22 of the Texas Business Organizations Code, the Certificate of Formation and these Bylaws. The Secretary shall cause to be mailed at least forty-eight hours in advance or sent by electronic means at least twenty-four (24) hours in advance to every director at his/her address (email address) of record with the Corporation, a notice stating the time and place of every meeting. Notice of such meetings shall state the reasons that such meeting has been called and the business to be transacted at such meeting.

2.08 Board Action By Written Consent. When conducting any Corporate business not related, in any way, to the operations or affairs of the Corporation's open-enrollment charter schools, the Board may take any action required or permitted to be taken at a meeting of the Board of Directors or committee of the Corporation, without an actual meeting if a consent, in writing, setting forth the action to be taken, is signed by a majority of directors or committee members entitled to vote (written consent) subject to all requirements of applicable law. The written consent for any such action by the Board or committee must state the date of each Director's or committee member's signature and memorialize the action to be taken. The written consent of each of the Directors or committee members must be delivered to the Corporation no later than the tenth (10th) day after the earliest date of consent and must be delivered to the Chairman or Secretary of the Board. Delivery must be by hand delivery, electronic transmission or by certified or registered mail, return receipt requested. Where required by law, including fundamental transactions as applicable, such action shall be by unanimous written consent.

MEETINGS & RECORDS GENERALLY

2.09 Corporate Records. The Corporation will maintain at its principal office all financial books and records of account, all minutes of the Board meetings and committee meetings, the list of Directors, and copies of all other material Corporate records, books, documents and contracts as required by Texas law. All such records will be made available for inspection at any reasonable time during usual business hours for any lawful purpose to any officer, Director, or person authorized by law or the Board to inspect such records, and the Corporation's records will also be available to the extent required by the Texas Public Information Act where applicable for public inspection and copying as promptly as possible as required by such act. Upon leaving office, each Director, officer or agent of the Corporation will turn over to the Chairman in good order any Corporation monies, books, records, minutes, lists, documents, contracts or other property of the Corporation in his or her custody or control.

2.10 Quorum. The presence of a majority of the members shall constitute a quorum and shall be necessary to conduct the business of the Corporation except as otherwise provided in Article 2.14 herein. Any Board vacancies shall not be counted in determining a majority called for by these Bylaws.

2.11 Order of Business. Board meetings shall generally proceed with the following order of business:

- Roll Call and Establishment of a Quorum
- Public Comments
- Reading and Approval of Minutes of Preceding Meeting(s)
- Reports of Committees
- Reports of Officers
- Old and Unfinished Business
- New Business
- Adjournments

The Board of Directors may, by majority vote, adopt a different agenda order.

2.12 Record of Board Action. All motions and resolutions of the Board will be written or recorded in the minutes of the Board and certified copies will be placed in a journal of proceedings of the Board. Such records shall be maintained in accordance with state law and Article 2.09 herein.

2.13 Voting. All matters at any meeting of the Board of Directors or any of its designated committees, except as otherwise provided in these Bylaws, the Certificate of Formation, or as permitted by law, will be decided by a vote of a majority of the Directors present at or lawfully participating in the meeting as permitted by the Texas Open Meetings Act. If a quorum of the Board is present or lawfully participating in the meeting, the affirmative vote of a majority of the Board of Directors will be the act of the body corporate, unless the vote of a greater number is required by statute, regulation, the Certificate of Formation, or these Bylaws. Any Director may request a roll call vote on any motion or resolution. Directors may not vote by proxy or secret ballot.

2.14 Fundamental Actions. In accordance with Section 22.164 of the Texas Business Organization Code, the following actions of the Board of Directors are fundamental actions that shall require the affirmative vote of the majority of directors then serving on the Board:

- (a) Amendment of a certificate of formation [or articles of incorporation];
- (b) Voluntary winding up under Chapter 11;
- (c) A revocation of a voluntary decision to wind up under Chapter 11;
- (d) A cancellation of an event requiring winding up under Chapter 11;
- (e) A reinstatement under Section 11.202;
- (f) A distribution plan under Section 22.305;
- (g) A plan of merger under Subchapter F;
- (h) A sale of all or substantially all of the assets of the Corporation;
- (i) A plan of conversion under Subchapter F; or
- (j) A plan of exchange under Subchapter F

2.15 Compensation. Except as provided in this section, no Director will receive directly or indirectly any salary, compensation or gift from the Corporation, except as authorized by state law. The Directors of the Corporation will serve as such without salary. No Director will be entitled to any dividend or any part of the income or principal of the Corporation, or to share in the distribution of the assets upon dissolution of the Corporation. The Board of Directors may authorize the payment by the Corporation of the reasonable, documented and allowable expenses incurred by a Director in performance of his or her duties in accordance with state and federal law.

2.16 Parliamentary Procedure. For all matters of parliamentary procedures, the Board and any Committees established by the Board, shall be guided by *Robert's Rules of Order Newly Revised*, 11th ed. (Cambridge, Mass.: Perseus Publishing, 2011).

ARTICLE THREE DIRECTORS

3.01 Management. The activities, affairs, property and powers of the Corporation will be managed, directed, controlled or exercised by and vested in the Board of Directors.

3.02 Number and Qualifications. The Board of Directors will consist of no fewer than three (3) persons.

3.03 Removal. Any Director who fails to attend three (3) consecutive meetings may be asked to resign from office by resolution of the Board of Directors. The Secretary will notify Directors when they have missed three (3) regular consecutive meetings. Absences may be formally excused by vote of the Board. The Secretary will certify a Director's excessive absence to the Chairman. Any Director may also be removed with or without cause upon a two-thirds (2/3) majority vote of all the remaining directors for removal. However, the Chairman of the Board may only be removed upon a two-thirds (2/3) majority vote of all the remaining directors for good cause.

3.04 Term. The Directors shall serve for three-year terms, which may be renewed indefinitely by each respective Director, subject to Articles 3.03 and 3.06 herein.

3.05 Vacancy. The Chairman of the Board will appoint Directors to fill vacancies. Each Director appointed or designated to fill a vacancy on the Board of Directors will hold office for the remainder of the term of the Board of Directors. A vacancy occurring on any committee may be filled by the Board of Directors for the remainder of the term of the position.

3.06 Resignation. Any director or officer may resign from the Corporation by delivering a written letter of resignation to the Chairman of the Board.

3.07 Compensation. Except as provided in this section, no Director will receive directly or indirectly any salary, compensation or gift from the Corporation, except as authorized by state law. The Directors of the Corporation will serve as such without salary. No Director will be entitled to any dividend or any part of the income or principal of the Corporation or to share in the distribution of the assets upon dissolution of the Corporation. The Board of Directors may

authorize the payment by the Corporation of the reasonable, documented and allowable expenses incurred by a Director in performance of his or her duties in accordance with state and federal law.

3.08 Conflict of Interest and Interested Directors and Officers. The Board shall adopt (and periodically review) an Ethics and Conflicts of Interest Policy satisfying the requirements of federal and state law governing conflicts of interest and interested transactions among charter school and charter holder board members and officers, as described in Texas Education Code chapter 12 and 19 T.A.C. §§ 100.1131, 100.1132, 100.1133, 100.1134, and as required by Local Government Code chapter 171 and 176 and Government Code chapter 573.

3.09 Powers. All corporate powers, except, such as are otherwise provided for in these Bylaws, the contract for charter and in the laws of the State of Texas, are hereby vested in and shall be exercised by the Board of Directors. Without limiting the Board's authority, the following powers and duties must generally be exercised by the Board, acting as a body corporate in meetings posted in compliance with Texas Government Code, Chapter 551:

- (a) Final authority to hear or decide employee grievances, citizen complaints, or parental concerns;
- (b) Final authority to adopt or amend the budget of the charter holder or the charter school;
- (c) Final authority to authorize the expenditure or obligation of state funds or the use of public property;
- (d) Final authority to direct the disposition or safekeeping of public records;
- (e) Final authority to adopt policies governing charter school operations;
- (f) Final authority to approve audit reports; and
- (g) Initial or final authority to select, employ, direct, evaluate, renew, nonrenew, terminate, or set compensation for the Chief Executive Officer.

ARTICLE FOUR OFFICERS

4.01 Officers. The officers of the Corporation will consist of the Chairman of the Board, a Vice-Chairman of the Board, and a Secretary/Treasurer and any other officers that the Board may establish and designate by resolution adopted by a majority of vote of the whole Board.

4.02 Appointment. The officers of the Corporation will be appointed each year by the Chairman of the Board at its annual meeting.

4.03 Chairman. The Chairman of the Board will preside at all meetings of the Board of Directors. The Chairman will have other powers and duties not inconsistent with these Bylaws as may be assigned by the Board. The Vice-Chairman will have the powers and duties of the Chairman in his absence.

4.04 Vice-Chairman. A Vice-Chairman will act under the direction of the Chairman, and in his absence will have the duties and powers of the Chairman. A Vice-Chairman will have other duties and powers as the Chairman of the Board of Directors may assign.

4.05 Secretary. The Secretary will have the general powers and duties usually vested in such office for a Corporation, including keeping all records, documents and the corporate seal at the principal office of the Corporation; affixing the corporate seal to any instrument requiring it, and to attest the same by his or her signature when authorized by the Board of Directors or after the instrument has been signed by the Chairman, Vice-Chairman or other authorized officer or agent; keeping the minutes of the meetings of the Board of Directors, the executive and other committees of the meetings of the Board of Directors, the executive and other committees of the Corporation to record in one or more books provided for that purpose, with the time and place, how they were called or authorized, the notice given, the names of those present, and the proceedings therein; and issuing proper notices in accordance with these Bylaws. The Secretary will have such other powers and duties not inconsistent with these Bylaws as may be assigned by the Board of Directors or the Chairman.

4.06 Treasurer. The Treasurer will be responsible for all funds and securities of the Corporation, and will have the general powers and duties usually vested in such office for a Corporation, including receiving and documenting all monies due and payable to the Corporation; depositing all monies received in the name of the Corporation in a depository designed by the Board, disbursing monies of the Corporation under the direction or orders of the Board; entering regularly in the books kept by the Treasurer a complete and accurate account of all monies received and disbursed by the Corporation; rendering a statement of the financial accounts of the Corporation to the Board as requested; exhibiting the books of the financial accounts of the Corporation to the Board as requested; exhibiting the books of account in his custody to any Director upon request; and submitting a full financial report to the Board of Directors at the annual meetings. The Treasurer will have such other powers and duties not inconsistent with the Bylaws as may be assigned by the Board of Directors or the Chairman.

4.07 Other Officers. The Board of Directors may create by resolution other offices as it deems necessary to serve the Corporation, who need not be directors, to serve as officers or agents of the Corporation.

ARTICLE FIVE COMMITTEES

5.01 Committees. Designated committees may be established by the Chairman of the Board or the Board to perform the duties and functions assigned in furtherance of Board objectives. Any committee may include one or more Directors from the Board. The Chairman of the Board or its designee will appoint the members, officers, or others to committee positions. The rules of procedure of any committee may be set by the Board. Any committee may be abolished or any committee member removed for any reason and at any time by the Board of Directors.

5.02 Notice. Any committee meeting at which a quorum of the Board of Directors attends, or at which a deliberation as defined by the Open Meetings Act takes place, shall give written notice of the meeting and shall keep and deliver a copy of minutes of its proceedings to

the Secretary of the Board, in accordance with the Texas Open Meetings Act. Committees that are advisory only without delegated authority or power may not fall under the Open Meetings Act. If, however, a committee has delegated authority or it has power to make final decisions, to adopt rules regarding school business, or if the Board of Directors usually approves its recommendations in full, then it must meet in accordance with the Open Meetings Act.

ARTICLE SIX DEPOSITS, CHECKS, LOANS AND CONTRACTS

6.01 Depositories. All funds of the Corporation not otherwise employed will be deposited in banks or other depositories designated by the Board of Directors and in accordance with state law.

6.02 Transactions. All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation will be signed by such officers or agents and all endorsements for deposits to the credit of the Corporation will be made as authorized by the Board of Directors.

6.03 Loan or Grant Authority. No loans or advances will be contracted on behalf of the Corporation, and no note or other evidence of indebtedness will be issued in its name, except as authorized by the Board.

ARTICLE SEVEN CONTRACTS WITH DIRECTORS AND OFFICERS

7.01 Insider Dealing. Subject to any law, regulation, or contractual agreement of the Texas Business Organizations Code, no Director, officer or committee member will be interested directly or indirectly in any contract or program involving Corporation assets, relating to the operation conducted by it or in any contract for furnishing services or supplies to it, unless (a) the contract is authorized by a majority of Directors present at a meeting in which there is a quorum and vote without the interested Director's presence, (b) the facts and nature of the Director's interest is fully disclosed to the whole Board of Directors before the meeting in which the contract will be considered and (c) the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Furthermore, in accordance with Texas law and commissioner rule, a transaction with a current or former board member or officer of the charter school, who served within 5 years of the transaction, may require an independent appraisal, audit and prior notice to the TEA for TEA's review and approval prior to entering into such transaction.

7.02 Insider Loans. No loans or grants will be made by the Corporation to its Directors, officers or committee members during their term of office. The Directors who vote for or assent to, and any officer who participates in, the making of a loan to a Director or officer will jointly and severally be liable to the Corporation for the amount of the loan until it is repaid.

ARTICLE EIGHT INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.01 Liability. A Director or committee member will not be required to furnish any bond or surety for his services as a Director or committee member and will not be liable for the act or omission of any other Director.

8.02 Indemnification. Any person made or threatened to be made a party to any action in court or other proceeding because he is or was a Director or committee member will be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees, incurred in connection with the defense or settlement of the action, except where it is adjudged that the Director or committee member is liable for gross negligence, bad faith or willful misconduct in performing his duties. The right of indemnification will not exclude any other right of the Director or committee member. INDEMNIFICATION UNDER THIS SECTION IS SUBJECT TO ANY AND ALL PROHIBITIONS, RESTRICTIONS AND LIMITATIONS IMPOSED BY LAW.

8.03 Insurance. The Board of Directors will have the power to purchase and maintain at the Corporation's expense insurance on behalf of the Corporation, the Board of Directors, and others.

ARTICLE NINE AMENDMENT OF BYLAWS

9.01 Amendment. Except as otherwise provided in the Certificate of Formation, and subject to the power of the Board to amend or repeal these Bylaws, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote, provided that written notice setting forth in detail the proposed Bylaws revisions with explanations for the change is given at least three days previously. In the case of an emergency, which must be explained in the notice, two hours notice of a proposed amendment may be given to all Directors, and the Bylaws may be amended upon the unanimous vote of all Directors.

ARTICLE TEN MISCELLANEOUS

10.01 Fiscal Year. The fiscal year of the Corporation will begin on July 1 of each year and will end on June 30 of the next year.

10.02 Annual Report. The Treasurer shall obtain and will provide to the Board no later than 90 days after the close of the fiscal year a report containing the following information in appropriate detail.

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities during the fiscal year;
- (c) The revenues and receipts, both restricted and unrestricted to particular purposes, for the fiscal year.

- (d) The expenses or disbursements, for both general and restricted purposes, during the fiscal year;
- (e) The substantial activities and projects begun, in progress, and completed during the Fiscal year.
- (f) Such other information as may be requested by the Board.

The report will be accompanied by a report of an independent accountant, or in lieu of such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

10.03 Federal Tax Filing. The officers of the Corporation will be responsible for ensuring timely annual filing of IRS Form 990 within the timeframes of IRS rules.

10.04 Construction. Whenever the context requires, the masculine will include the feminine and neuter, and the singular will include the plural, and vice versa. If any portion of these Bylaws is declared invalid or inoperative, then so far as is reasonable the remainder of these Bylaws will be considered valid and operative and effect will be given to the intent manifested by the portion held invalid or inoperative.

10.05 Statutory and Other Authority. These Bylaws are subject to and governed by any applicable federal or state laws and regulations, including pertinent local ordinances and the Certificate of Formation.

DATED: _____, 2020

Rocketship Public Schools Texas

By: /s/ Peter Philpott
Peter Philpott, Director

**BOARD RESOLUTION
OF
ROCKETSHIP PUBLIC SCHOOLS TEXAS**

I. AMENDED AND RESTATED CERTIFICATE OF FORMATION

RESOLVED, that the form, terms and provisions of the Amended and Restated Certificate of Formation of the Corporation, attached hereto as **Exhibit A**, is hereby in all respects approved, and the Secretary is hereby instructed to cause same to be filed in the office of the Secretary of State of Texas, and in the Corporation's minute book the Corporation's Certificate of Filing, together with the duly certified duplicate original Certificate of Formation.

II. AMENDED AND RESTATED BYLAWS

RESOLVED, that the Bylaws appearing in that certain document entitled "Amended and Restated Bylaws of Rocketship Public Schools Texas", attached hereto as **Exhibit B**, are hereby adopted as the Bylaws of this Corporation.

RESOLVED FURTHER, that the Secretary of the Corporation is authorized and directed to certify a copy of such Bylaws and maintain them in the principal office of the Corporation for the transaction of its business, open for inspection by the directors at all reasonable times during office hours.

PASSED AND APPROVED BY THE MAJORITY OF MEMBERS OF THE BOARD OF DIRECTORS OF ROCKETSHIP PUBLIC SCHOOLS TEXAS, AT A LAWFULLY CALLED MEETING OF THE BOARD, HELD IN COMPLIANCE WITH THE TEXAS OPEN MEETINGS ACT, ON THE _____ DAY OF _____ 2020.

[Directors' Signature Page Follows]

ROCKETSHIP PUBLIC SCHOOLS TEXAS

Members Voting in Favor of Resolution:

Peter Philpott, Director

Alex Jimenez, Director

Walter Dansby Director

Reverend Ralph Waldo Emerson, Director

Loretta Burns, Director

Derek Carson, Director

Victoria Puente, Director

MiShon Landry, Director

Cynthia Prince, Director

Jennifer Brooks, Director

RPS - Texas Board Meeting

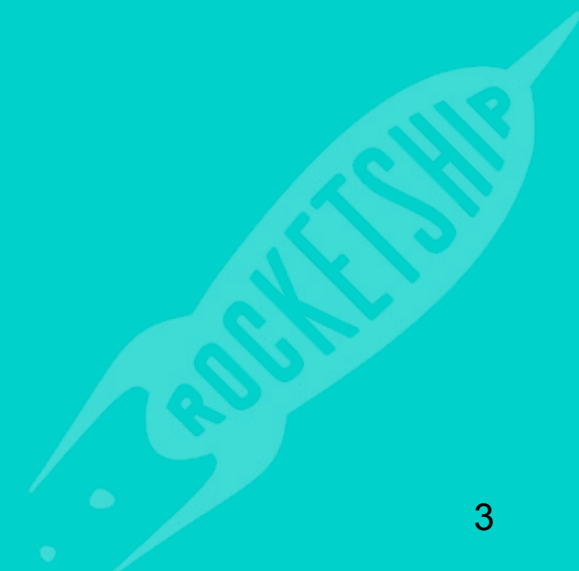
April 23, 2020



Agenda

	Agenda Item
I.	Call to Order
II.	Call to the Public
III.	Consent Agenda Items: <ul style="list-style-type: none"> A. Approve Minutes from the February 28, 2020 Board meeting. B. Appoint Derek Carson, Victoria Puente, MiShon Landry, and Cynthia Prince to the Rocketship Public Schools Texas Board of Directors for a three year-term through April 2023
IV.	Agenda Items: <ul style="list-style-type: none"> A. COVID- 19 Update by SaJade Miller & Preston Smith (10 min) B. Charter Application Updates, Next Steps and Commitments <ul style="list-style-type: none"> a. Sole Membership Discussion (15 min) b. Management Agreements Overview (5 min) C. Texas Open Meetings Act Training D. Fundraising- Updates, Next Steps, and Assignments (10 min) E. Parent Leadership Updates by Daiana & EOs (15 min)
V.	Action Items: <ul style="list-style-type: none"> A. Board Governance Structure (5 mins) <ul style="list-style-type: none"> a. Amended and Restated Certification of Formation b. Amended and Restated Bylaws c. Board Resolution
VI.	Executive Session: <i>Closed Session Under Tex. Gov. Code 551.072 (Facility negotiations)</i> <i>Closed Session Under Tex. Gov. Code 551.076 (Personnel matters)</i> <ul style="list-style-type: none"> A. Principal

COVID - 19 Update



Distance Learning

English Language Arts: Grade 3-5



Grade 3: Bedtime Poetry Read-Along

Tune in as Mr. Hernandez reads passages that help students understand poetry while winding down for bedtime.

[GET THIS RESOURCE](#)



VIDEO



Grade 3 Grammar

Learn about conjunctions in this video lesson and get connected to more grammar-related resources.

[GET THIS RESOURCE](#)



DOCUMENT



Grade 4: Understanding News Articles

Learn how to read and understand a non-fiction news article about Warriors basketball player, Stephen Curry.

[GET THIS RESOURCE](#)



VIDEO

Care Corps



Goals

1. Ascertain that 80-90% of your Rocketeers are engaged in Distance Learning on a daily basis.
2. Discerning the needs of families on a consistent basis and providing a team at each school dedicated to connecting them to local resources and helping them navigate procuring these resources

The mission of the Rocketship CareCorp is to support our most vulnerable families. Whether families are in need of food, shelter, technology or other resources, it is the CareCorp's responsibility to connect families with internal and external resources. The CareCorp will communicate family statuses to school and network leaders. If the family identifies a need beyond current resources, the CareCorp will connect the family with the appropriate internal partner.



Charter Application Updates



Next Steps in the Charter Process

Charter Process:

◇	Application released	Oct 4
◇	Mandatory TEA Info Session #1	Oct 12
◇	Mandatory TEA Info Session #2	Nov 1
◇	Application Submission Deadline	Jan 21, 2020
✓	External Reviews	Feb 28, 2020 – May 15, 2020
◇	Capacity Interviews	Jul 27, 2020
◇	TEA Recommendation	Aug 17, 2020
◇	SBOE Vote	Sep 11, 2020

We are here



Capacity Interview

What is the format?

- 1.5 hours for the interview
- 10 minutes to introduce the proposed school/model
- Remaining time: Q&A
- Possibility that it will be virtual due to COVID-19

Who is involved?

- Board & Superintendent: 6-8 seats at the table
 - Board members on the application need to be there
 - Full board would be very compelling
- Rocketship staff (CMO): in the second row
 - Ideally identified Principals are in the audience and introduced
- Families: Fill the room with people in Rocketship shirts (parents, adults, children)

What are they looking for?

- Want to see that the board will stand up for Texans to make sure kids are educated and money is managed properly
- That the community wants this school for their kids (as represented by the board) and Rocketship is going to carry out their vision
- Passion and commitment from the board members is going to be backed up by the skill and experience of Rocketship



Capacity Interview

What types of questions will be asked?

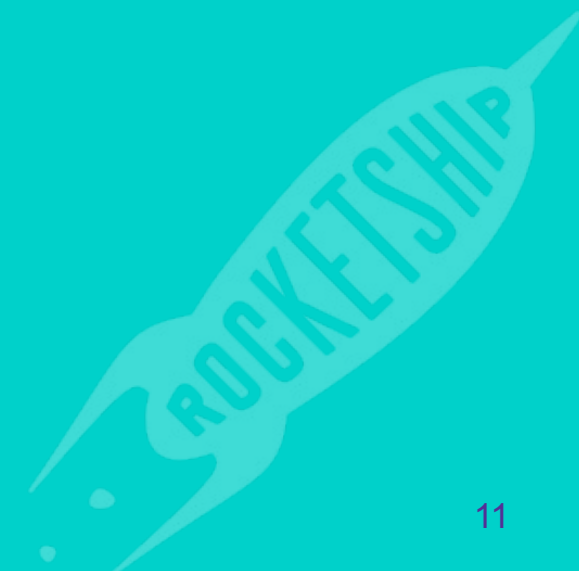
- Questions that fall into each bucket of the application:
 - Education Plan
 - Governance
 - Finance
 - Operations
- Board's decision to go with the CMO rather than open and operate a school on their own
- Particular scrutiny of:
 - Anything that would appear as if it's a conflict of interest
 - Anything in our audit reports or online that look unfavorable to Rocketship
 - Decision-making process of board vs. CMO:
 - Ensuring decisions are made in the best interest of students enrolled at TX schools
 - Relationship between local control of TX board and national CMO
 - How we serve special populations:
 - Special education
 - Bilingual program
 - Growth plan:
 - Viability of plan to open 4 campuses in 5 years
 - Facilities acquisition
 - Construction procurement processes



Governance Structure



Fundraising



Gaining Momentum

Wins

- Rainwater Foundation has invited us to apply for a grant
- Miles Foundation has invited us to apply for a grant
- In conversation with Charter School Growth Fund & Louis Calder Foundation - both are interested in funding TX

Call to Action

- Hired Missy Gail & Associates consultants to support with prospect research and connections identification with board members. Contract concluded on March 26th. SaJade looking to find a part-time consultant to focus on moves management.
- **We need board to mobilize and schedule introductions to SaJade/Preston, so they can gauge interest and warm up interested prospects.**

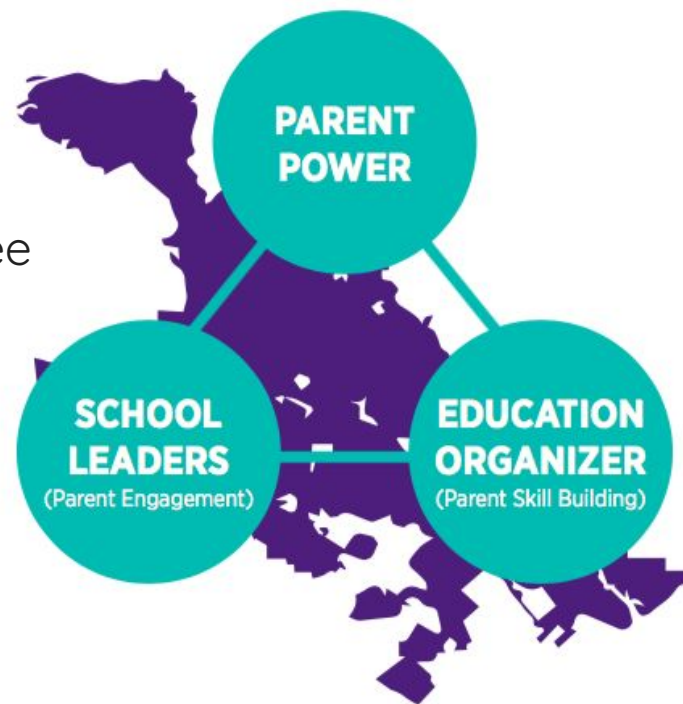
Parent Leadership & Organizing



Mission & Vision

Our mission is to ignite, organize, and propel parent power to advance educational equity, excellence, and options for our community.

Our vision is to build a Parent Organizing Committee at every region with core parent leaders who are actively organizing for school community and for regional action to grow the movement around educational equity. We develop Parent Leaders to become stakeholders that influence and drive community action in their school and community.



Organizing Cycle



Journey of a Parent Leader

9. Parent leader become organizer or lead in their community in other ways

7. Parent Leaders become mentors to new parents

5. Parent begins taking leadership role (e.g. chair research meeting, testimony)

3. Parent learn to organize through workshops and trainings

1. Recruited by organizer through 1:1 due to involvement or participation in organizing events

8. Parent Leader becomes involved in regional or state level organizing OR brings ideas for new organizing campaigns at school site/cross schools

6. Parent begins to recruit own leaders into POC

4. Parent begins leading components of POC or taking other leadership roles

2. Parent joins POC at own school/region as participant

"People cannot be held responsible for what they do not understand."



Parent Leadership in FW



Lety Gomez
FW Education Organizer



Angela Jones
FW Education Organizer



Our Work So Far....

* Most of our Engagement in South East Fort Worth



- We have **engaged over 60 CBOs** (childcare centers, community centers, churches, small business, and more)
- We have led over **15 information sessions or tabling sessions** in partnership CBOs
- **2 formal community meetings** in Lake Worth and Southeast/Stop 6
- Started a **FW Facebook Group** to gather online support
- Collected over **200 surveys** to understand the community and engage new parents
- Gathered a **list of over 300 parents** interested in RPS at various levels



South East Parent Organizing Committee

- Angela launched the team in the middle of February
- Parents in the POC were found through engaging community based organizations
- The SE POC has 8 members both African American and Latinx
- 5 POC meetings and 1 power meeting with this group, scheduled power meeting with FWISD Trustee Quinton Phillips



Effects of COVID 19

Current Challenges:

- FW community has several COVID 19 cases and in “shelter in place”-- makes it particularly hard to meet new parents in a funding region
- Some parents in our SE POC are affected by COVID-19 crisis, participation in the POC might decrease
- Research meetings with Lake Worth decision makers without Lake Worth POC

Working Through Challenges:

- Going wide-- running social media campaign and inviting families to learning sessions and connecting families to community resources
- 1:1s to identify needs and connect them to local resources and providing spaces for wellness
- Calling contact list to identify 2-3 parent leaders from Lake Worth to merge into FW POC



Where do we go next?

- Reaching out to the community virtually by holding **community meetings** with relevant topics once a month
- Hold **power meetings with about 7 key public officials** over the next 2-3 months
- Continuing to engage parents in the community by **holding 1:1s** after their attendance to virtual meeting or introductions by other parents
- Continue to **develop organizing capacity** of new leaders via trainings

How can you help?



- Connect us to stakeholders in Lake Worth or Northside FW
- Invite parents and community members to Virtual Community Meeting
 - Today at 6 pm- Distance Learning
 - May 7th at 6 pm
- If you know any parents you can connect us to that might want to learn more about RPS

Executive Session



