

**BYLAWS OF  
PALOUSE PRAIRIE EDUCATIONAL ORGANIZATION, INC.  
An Idaho Non-Profit Corporation  
(June 26, 2017)**

The undersigned, acting as the Board of Directors (“Board”) under the Nonprofit Public Corporation Act of the State of Idaho, adopt the following Bylaws for such corporation:

**ARTICLE I. CORPORATION’S OFFICES**

**Section 1.01** The Corporation’s principal office shall be fixed and located in the County of Latah, State of Idaho, as the Board shall determine. The Board is granted full power and authority to change the principal office from one location to another within the County of Latah, State of Idaho.

**ARTICLE II. CORPORATION MEMBERSHIP**

**Section 2.01** The Corporation has no members. The rights which would otherwise vest in the members vest in the Board. Actions which would otherwise require approval by a majority of all members requires only approval of a majority of all Board members.

**Section 2.02** Nothing in the Article II shall be construed to limit the corporation’s right to refer to persons associated with it as “members” even though such persons are not members, and no such reference by the corporation shall render anyone a member within the meaning of Idaho Code, Title 30, Chapter 3-34 of the Idaho Nonprofit Corporation Act. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote.

**ARTICLE III. PURPOSE**

**Section 3.01** In accordance with the Idaho Public Charter Schools Act of 1998, Chapter 52, Title 33, Idaho Code, the corporation is organized exclusively for educational purposes, (as “Educational” is defined in Section 501c(3) of the Internal Revenue Code of 1986), to create and operate a public charter school<sup>1</sup> for the education of Idaho children.

**Section 3.02** The Corporation is organized and will be operated as Palouse Prairie Educational Organization, Inc. The specific purposes for Palouse Prairie Educational Organization, Inc. are as follows:

<sup>1</sup> Made reference to a singular school January 24, 2013

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- A. To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Idaho.
- B. To engage in all activities and pursuits, and to support and assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- C. To engage in any and all other lawful purposes, activities, and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by or are consistent with Section 501(c)(3) of the Internal Revenue Code, the Idaho Nonprofit Corporation Act, and the Idaho Public Charter Schools Act.
- D. To operate the Palouse Prairie Educational Organization, Inc. in providing teaching opportunities for educators, as well as to engage in other activities dedicated to the educational process.
- E. To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any and all activities in furtherance of, incidental to, or connected with any purpose described herein.
- F. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors or officers. The corporation shall be authorized and empowered to pay reasonable compensation to non-board members for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein.
- G. 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 any candidate for public office, except as authorized under the Internal Revenue Code, of 1954, as amended.
- H. The property of this corporation is irrevocably dedicated to charitable and/or educational purposes within the meaning of Section 501 (c)(3), and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- I. The corporation shall not discriminate on the basis of race, age, color, national origin, religious belief, sex, or disability in any program, accommodation, or activity it sponsors. The corporation will comply with all federal and state requirements and laws.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section 4.01 Powers and Responsibilities**



- A. All corporate powers, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors except as may be otherwise provided by law or by these Bylaws. The Board may delegate the management of the activities of the corporation to others, so long as the affairs of the corporation are managed, and its powers exercised, under the Board's ultimate jurisdiction. If any such provision is made, the powers and duties conferred or imposed upon the Board of Directors shall be exercised or performed to such extent by such person or persons as shall be provided in the Bylaws.
- B. The Board of Directors for Palouse Prairie Educational Organization, Inc. will serve as the Board of Directors for the school<sub>1</sub> opened and/or operated by the corporation.
- C. The Board of Directors has complete responsibility for establishing and implementing the philosophy, vision, goals, objectives, operations, and accountability of the Corporation school<sub>1</sub>.
- D. Without limiting the generality of the powers here granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws, and the following specific powers:
- E. The Board will hold an annual meeting, with a date set by the Board, to review the school Charter<sub>1</sub> and Board Policies and Procedures; at this meeting Board Officers will be elected and meetings for the next year will be scheduled.
- F. No director shall have pecuniary interest directly or indirectly in any contract or other transaction pertaining to the maintenance or conduct of an authorized chartering entity and charter, or to accept any reward or compensation for services rendered as a director except as may be otherwise provided in Title 33, Chapter 52 of Idaho Code.

#### **Section 4.02 Board of Directors Membership**

- A. The Board of Directors will consist of a minimum of five (5) to a maximum of nine (9) voting members.
  - 7.1) The Board may extend beyond the minimum of five (5) members to fill any number of open positions to a maximum of nine (9) by a majority vote of the Board members present at a regular or special Board meeting.

**(8)** No two members of the same household shall be members of the Board at the

### **Section 4.03 Compensation of Board Members**

- A. Board members shall serve without compensation. However, the Board may approve reimbursement of a member's actual and necessary expenses while conducting official corporation business.

## **ARTICLE V. ELECTIONS OF BOARD MEMBERS**

### **Section 5.01 Board Member Elections – General**

- A. New members of the Board may be appointed by the existing Board as described in Section IX.B. or elected onto the Board as explained below.
- B. Elections of members of the Board of Directors will be held once per year on a date chosen by the Board unless no Board position terms are scheduled to end that year. The first election will take place within one (1) year of the first day in which a Corporation school is open for business.
- C. During any year in which Board terms are scheduled to expire, the Board will create a committee charged with recruiting and nominating qualified Board candidates and conducting an election, as described below. This Elections Committee shall consist of one (1) to five (5) people and may include a Board representative. The Committee will serve for one election cycle and be disbanded at the end of each fiscal year.
- D. The Elections Committee shall be charged with soliciting nominations from School Faculty and nominations, and/or self-nominations, from: (1) School Parents (in this capacity, "Parent" refers to both parents and legal guardians of current students), , and (2) the Community at large within the School's attendance area. The Elections Committee may also nominate individuals itself.
- E. The Elections Committee shall be charged with screening prospective nominees to ensure their qualifications and willingness to serve. The Elections Committee's Slate may consist of any number of Candidates, regardless of the number of upcoming Board vacancies.
- F. To be considered Qualified, Candidates must meet the conditions set forth in Article XIX Self-Dealing Transactions.
- G. The Elections Committee shall be charged to report to the Board its Slate of Qualified Nominees no later than 20 business days before the scheduled election date. The Board shall identify and appoint additional candidates should the Elections Committee fail to present a slate large enough to fill all the vacancies.

- H. The Elections Committee shall also present, along with its Slate, evidence of its efforts to invite nominations of qualified individuals from these key stakeholder groups: School Faculty, School Parents, and the Community and any other evidence it has to ensure that the diversity of interests of these groups will be represented among the prospective incoming Board (Candidates plus continuing Board members).

## **Section 5.02 Election Process**

### A. Mechanism of the Election

The election will occur at a date selected by the Board and will occur during a regular Board meeting or a Special meeting called for that purpose. Any such meeting will be announced and conducted according to Idaho Open Meeting Law. Voting by stakeholders may occur before the scheduled meeting and will be recorded by the Election Committee. Voting in advance of the meeting shall be closed 24 hours before the scheduled start of the meeting. At the meeting, the Board will collect final votes, close all voting, certify the election results as reported by the Elections Committee and confirm the newly elected Board members (see Section 5.02 C below).

### B. Qualified Voters

The roll of voters will be created by the Elections Committee to include each of the following groups: 1) The parents and legal guardians as maintained by the school as part of each child's registration. Each adult included as a parent or guardian on the day of the election will have one vote, regardless of the number of children in their care who are enrolled and regardless of which household is the child's primary residence. 2) Each of the employees of the school, including teachers, administrators and other paid staff will have one vote. 3) Any adult member of the Community residing in the Primary Attendance Area who has presented themselves to register to vote no later than 10 business days before the scheduled election will have one vote.

### C. Process of Election

The slate of candidates will be presented to the voters, and candidates will be afforded an opportunity to state their positions and reasons for running via a mechanism that, in the opinion of the Board, is equitable and will likely communicate the relevant information to the voters. This may include, but is not limited to: a written voter pamphlet, speeches at a meeting, or campaign materials.

- C.1. The Board will announce the election via a motion that describes the process and names the slate of Candidates and the number of seats open for election at a properly noticed Board Meeting.

C.2. Votes will be counted by the Elections Committee. The results of the election will produce a ranked list of the candidates, from highest to lowest votes



received. In the event of a tie, a vote by the sitting board will be used to select the winner.

C.3. Once the qualified candidates are in a list ranked by votes received, they will be assigned seats on the Board in descending order, with the candidate with the most votes assigned the seat with the longest term, downwards toward a candidate assigned the seat with the shortest term. If there are more candidates in the ranked list than there are vacant terms, the extra candidates will not be assigned seats.

C.4. The Board will record the results in a motion to seat the new Board commencing with the next fiscal year at the next regularly scheduled meeting following the election, noting, if needed, any candidate who lacked qualifications to serve.

D. Ensuring full Slate of Candidates

In the event that the Elections Committee fails for any reason to present a Slate of candidates with at least as many Qualified Candidates as there are vacancies to be filled, the Board may nominate sufficient qualified individuals to achieve such a slate of candidates prior to conducting the election.

## **ARTICLE VI. BOARD MEMBER TERMS**

### **Section 6.01 Board Member Terms**

- A. Founding Board Members are defined as members of the Board of Directors on the first day on which a Corporation school is open for business. Up to two Founding Board Members may serve until the second scheduled election after the first day in which a Corporation school is open for business. The remaining Founding Board Members will serve until the first scheduled election after the first day in which a Corporation school is open for business.
- B. Unless otherwise stipulated, Board members will serve for three (3) year term. Board members may serve multiple terms.
- C. The term of office of a Board member elected or appointed to fill a vacancy begins at the beginning of the next fiscal year for elected positions or as soon as practical for appointed positions, and continues:
  - 2) For the full term of office, or

3) For the balance of the un-expired term in the case of a vacancy created because of the resignation, removal, or death of a Board member, or

4) For the term specified by the Board in the case of a vacancy resulting from the increase of the number of Board members authorized.

- D. A Board member's current term of office shall not be shortened by any reduction in the number of Board members resulting from amendment of the Articles of Incorporation or the Bylaws or other Board action.
- E. A Board member's current term of office shall not be extended beyond that for which the Board member was elected by amendment of the Articles of Incorporation or the Bylaws or other Board action.
- F. If the Board votes to open additional Board positions, the position will be filled by the process in these Bylaws

## **ARTICLE VII. RESIGNATION OF BOARD MEMBERS**

- A. Subject to the provisions of Section 30-3-69 of the Idaho Nonprofit Public Corporation Act, any Director may resign effective upon giving written notice to the Chairman or Secretary of the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.
- B. Resignations are null and void until acted on by the Board in an official meeting, but may be withdrawn at any time until accepted by the Board.

## **ARTICLE VIII. REMOVAL OF BOARD MEMBERS**

- A. At a meeting of the Board of Directors called expressly for that purpose, the Board may remove a Board member and declare vacant the position of any Board member who has been convicted of a felony, or has been found to have breached any duty arising under Article 30-3-85 of the Idaho Nonprofit Public Corporation Act, or to be of unsound mind by any court of competent jurisdiction, or has a demonstrated attendance problem as described in the "Attendance" section of these Bylaws, by a majority vote of the Board members then in office.
- B. Removal of a Board member for one or more of the reasons listed above may be initiated by any member of the Board. The Board shall hold a special meeting for that purpose within ten week days of receiving such a request. Such meeting shall be conducted with regard for the reasonable due process rights of all parties and in public, except where the member for whom removal is sought requests a closed session. Where a closed session is held, the final action of the Board shall be taken in public. Notice to the Board Member shall be provided in written form within 10 days of such meeting.

C. Any Board member may be removed at such meeting without cause by a 60% vote of the Board members then in office.

## **ARTICLE IX. BOARD MEMBER VACANCIES**

- A. A Board member vacancy or vacancies shall be deemed to exist if any Board member dies, resigns, or is removed. Unfilled Board positions beyond the minimal membership requirements are also considered vacant.
  
- B. In the event that a Board vacancy occurs during the year, the Board may, at its discretion, recruit and appoint a qualified candidate to fill the vacancy for the balance of the fiscal year. The Board may also elect to leave the position vacant for the balance of the fiscal year. Regardless of Board action regarding the vacancy, the remaining term, beginning with the next fiscal year, will be filled by election as described above.

## **ARTICLE X. SCHOOL DIRECTOR**

- B.A. The School Director is hired by the Board. The School Director has day-to-day responsibility for the school of the Corporation, including carrying out the Corporation's goals and Board policy. The School Director will attend all Board meetings, report on the progress of the school, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.
  
- B.B. The Board shall delineate the duties of the School Director and shall use them as the basis for evaluating the School Director's performance. Unless specifically limited, the School Director may delegate to other staff the exercise of any powers and the discharge of any duties imposed by Board policy or a vote of the Board. The delegation of power or duty shall not relieve the School Director of responsibility for the actions taken under such delegation.
  - B.C. In order to perform their responsibilities, Board members must be familiar with the operations within the school. The School Director shall establish communication procedures which can enhance the Board member's understanding of student programs and school operations. Additionally, the records of the school shall be open for and available to inspection by any member of the Board.
  
- B.D. The School Director will serve as an ex officio Board member with no voting rights.
  
- B.E. The School Director will be responsible for hiring, assessing, and managing staff necessary to meet the goals of the Corporation. The number of, job descriptions, and contracts of staff shall be approved by the Board.

- B.F. The Board shall serve as the reviewer and the Corporation's final arbiter in regards to the lawful grievance of any member of the staff or public which is directed at or not resolved by the School Director.

## **ARTICLE XI. FACULTY REPRESENTATIVE**

- A. A Faculty Representative (current member of the School Faculty) will serve as an advisor to the Board and attend all Board meetings. The Faculty Representative is not a Board member, and serves as only an advisor with no voting privileges.
- B. The Faculty Representative shall give a report to the Board no less than semi- annually which may include evidence of student progress towards meeting educational goals, student work, teacher input, etc.
- C. When a Faculty Representative position is vacant, a replacement member will be elected by the teachers employed from volunteer teacher applicants by a majority vote of the total Faculty.
- D. Any faculty member may nominate themselves as a candidate for the Faculty Representative seat.
- E. Faculty Board Representatives will serve one (1) year terms.
- F. The Faculty Representative position will be considered vacant upon the last day of employment of a faculty member holding that position or upon the expiration of that member's term.

## **ARTICLE XI. BOARD MEETINGS**

- A. All official business must be conducted at a legal meeting of the Board of Directors with a quorum in attendance, and as stipulated by the Idaho Open Meeting Law of 1974.
- B. Regular Board meetings will be held at least once per month as scheduled annually. Regular meeting times and dates may be changed by a majority vote of the Board members present at a regular or special Board meeting.
- C. Special Board meetings may be called by the Chair or at the request of any two Board members or the School Director. At least three days written notice must be given.
- D. Announcement of Board Meetings will be publicized as stipulated per the Open Meeting Law and per Board Policy and Procedures.



- E. A simple majority of the quorum of Board members present at a regular or special Board meeting may pass all voting matters including acts, resolutions, propositions, etc., unless specified otherwise in these Bylaws.
- F. In exceptional circumstances, and with prior approval of the Chair, Board members may participate in a Board meeting through use of conference telephone or similar communication equipment, so long as all Board members participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting. All board meetings conducted by telephone conference call shall fully comply with the Idaho Open Meeting Act, Idaho Sections 67-2340 through 67-2347.
- G. Executive Sessions: All regular and special meetings of the Board of Directors shall be open to the public, except that, upon a majority vote of the members present at a regular or special Board meeting, an executive session closed to the public may be held to discuss sensitive matters as specified by the Idaho Open Meeting Act, Idaho Sections 67-2340 through 67-2347.1 Only those persons invited by the Board may be present during executive session. During executive sessions, the Board shall not make final policy decisions, resolutions, rules, regulations, or take formal actions. Formal actions, such as approving a contract or payment of funds, will be approved only in open sessions. Matters discussed in executive sessions shall remain confidential. The Board Secretary will keep separate minutes of all Executive Sessions.
- H. All members of the Board, including the Chair, shall participate and vote in all matters before the Board. The School Director and Faculty Representative shall attend and fully participate in all discussions of the Board, as long as there are no state or federal restrictions regarding conflict of interest.
- I. "The Standard Code of Parliamentary Procedure" shall govern the proceedings of the Board, except where specific procedural exceptions are adopted by the Board.
- J. The Chair presides over the Board meeting and establishes the agenda that will be followed.
- K. Every motion before the Board will have an appropriate discussion period. Those engaging in the discussion will first be acknowledged by the Chair before speaking. At the Chair's discretion, comments may be limited to a specified time frame (e.g. two minutes per individual comment). The Chair will acknowledge each person that is permitted to speak. When feasible all individuals will be given opportunity to express their opinions.
- L. Board meetings may include open public discussion, which is defined as any individual in attendance having the option to have their viewpoints heard on the motion before the Board. Such public discussion will be initiated by a motion by any Board member which



specifies the length of discussion period and time for each individual to speak, and the motion must be voted on immediately without debate. Upon the motion of a Board

member and majority vote of the Board members present, the open discussion may be rescinded.

- M. Every Board meeting will have time for open comment from the public, which is defined as any individual in attendance having the option to have their viewpoints or concerns heard on matters pertaining to the Corporation. The length of discussion period and time for each individual to speak will be determined by the Chair.

### **Section 11.01 Board Member Attendance**

- A. Board members are expected to attend each Board meeting of the Corporation and to participate fully in any committees of the Board of which they are a member.
- B. A Board attendance problem occurs if any of the following conditions exist in regard to a Board member's attendance at Board meetings:
  - 1) The member has two un-notified absences in a row. "Un-notified" means the member did not notify the Chair at least 24 hours before the upcoming meeting to indicate they would be gone from the upcoming meeting.
  - 2) The member has three notified absences in a row.
  - 3) The member misses one third of the total number of Board meetings in a twelve-month period.
- C. If an attendance problem occurs, a majority of the Board members present at a special Board meeting called for that purpose may vote to vacate the position, as described in the "Removal of Board members" section of these Bylaws.

## **ARTICLE XII. BOARD ACTIONS**

### **Section 12.01 Quorum**

- A. A quorum of the Board of Directors consists of a majority of the Directors in office immediately before a meeting begins. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise stipulated in these Bylaws.
- B. A majority of the number of committee members fixed and appointed by the Board of Directors or Chair, as the case may be, shall constitute a quorum for the transaction of business at a meeting of such committee. The act of the majority of the committee

members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 12.02** Committees

- A. The Board, by resolution adopted by a majority of the full membership of the Board of Directors, may create standing committees as needed.
- B. The chair and members of standing committees will be appointed by the Board Chair with the approval of the full membership of the Board of Directors. Committee chairs must be members of the Board.
- C. The Board, by resolution adopted by a majority of the members present at a regular or special Board meeting, may create ad hoc committees as needed.
- D. The chair and members of ad hoc committees will be appointed by the Board Chair with the approval of a majority of the members present at a regular or special Board meeting. Committee chairs must be members of the Board.
- E. The powers, rights, duties, and terms of Board Committees shall be enumerated in any resolution to create such committee.
- F. Nothing in these Bylaws shall be deemed to prohibit the Board of Directors from appointing committee members who may be non-directors, provided that such committees shall not have and may not exercise any of the powers of the Board of Directors.

### **Section 12.03** Advisory Councils

- A. The Board, by resolution adopted by a majority of the Board members present at a regular or special Board meeting, may establish advisory councils to perform functions that the Board from time to time deems necessary or beneficial to the Corporation school.
- B. The membership of advisory councils will be volunteer parents, employees, and/or community members approved by the Board.
- C. The role of an advisory council is to make recommendations to the Board or to act upon instructions of the Board.

### **Section 12.04** Board Self-Evaluation

- A. Each year the Board will formulate goals and objectives. The goals and objectives may include but are not limited to the Board functions of vision, structure, accountability and advocacy.
- B. The Board shall evaluate its own performance in terms of generally accepted principles of successful Board operations and in relation to its annual goals and objectives. The

Board self-evaluation shall address performance in the key functions of school Boards - vision, structure, accountability and advocacy. The

results of the self-evaluation shall be used in setting goals for the subsequent year and engaging in Board development activities where needed.

## **ARTICLE XIII. BOARD OFFICERS AND DUTIES**

### **Section 13.01 Election**

- A. Election of Officers of the Corporation shall be at annual elections of the Board by a majority of the Board members present after any new Board members are elected. An officer elected by the Board may be removed from that office without cause, at any time, by a 60% vote of the Board members then in office. Any Officer may resign at any time by giving written notice to the corporation, the resignation taking effect upon receipt of the notice or at a later date specified in the notice. Should an Officer position become vacant before annual elections, a new Officer shall be elected by a majority of the Board members present at a regular or special Board meeting and their term shall be until the next annual elections of the Board.

### **Section 13.02 Terms of Office**

- A. Each officer serves at the pleasure of the Board, holding office until resignation, removal or disqualification from service, or until his or her successor is elected.

### **Section 13.03 Officers**

- A. Officers of the Corporation - shall be a Chair, Vice Chair, Secretary, and Treasurer. Any two or more officers may be held by the same person, except that neither the Secretary nor Treasurer may serve concurrently as the Chair.
- B. Chair - The Chair shall preside at all meetings of the Board, represent the Corporation and the Board to outside agencies, oversee the business and affairs of the Board, be responsible for ensuring execution of orders and resolutions of the Board, and other duties as defined by the Board. The Chair will prepare an agenda for each meeting. The Chair shall have the full right to participate in debate without relinquishing the chair and shall have the right to vote on all matters put to a vote.
- C. Vice Chair - The Vice Chair shall have all powers and duties of the Chair in the absence or disability of the Chair. The Vice Chair shall perform duties from time to time as assigned by the Chair or the Board.
- D. Secretary - The Secretary shall be responsible for keeping full meeting minutes, record all acts and votes, and distribute those minutes as stipulated per Board Policy and Procedures. The Secretary shall perform duties from time to time as assigned by the Chair or the Board.

E. Treasurer - The Treasurer shall have full guardianship of school monies. The records of the accounts of the Board shall, at all reasonable times, be open for and available to

inspection by any member of the Corporation. The Treasurer shall perform duties from time to time as assigned by the Chair or the Board. The Treasurer will be bonded as required by Idaho Code 33-509. The Treasurer shall give a report to the Board no less than monthly at a regular meeting showing:

- 1) The money received by the Treasurer each month and from what source received
- 2) All monies disbursed and the purposes for which expended
- 3) The balance of general funds against anticipated future revenue and expenses.

#### **Section 13.04** Rights of Inspection.

- A. Every member of the Board has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation provided such inspection is conducted at a reasonable time after reasonable notice to the relevant party(ies), and provided that such right of inspection and copying is subject to the corporation's obligations to maintain the confidentiality of certain books, records, and documents under any applicable federal, state or local law.

### **ARTICLE XIV. POLICIES AND PROCEDURES**

#### **Section 14.01** Policy Development

- A. Written policies are a primary means by which the Board governs and guides the acts of the Corporation school. As such, the Board shall use policy development as a means to articulate the Board's educational goals and provide further clarification and definition regarding governance structures.
- B. Adoption of new policies or the revision or repeal of existing policies is solely the responsibility of the Board.
- C. The Board shall adhere to the following process in considering and adopting policy proposals to ensure that they are well examined before final adoption.
  - 1) First meeting - the proposal shall be presented for a first reading and discussion.
  - 2) Second meeting - the proposal shall be presented for a second reading, discussion and final vote.
  - 3) An amendment to a policy shall not require that the policy go through an additional reading except as the Board determines that the amendment needs further study and that an additional reading would be desirable.



- D. Under unusual circumstances, the Board may temporarily approve a policy to meet emergency conditions. However, the above process is required before the policy shall be considered permanent.
- E. If a policy is added or revised because of a change in the law over which the Board has no control, the policy may be approved at one meeting at the Board's discretion.

#### **Section 14.02 Administrative Procedures**

- A. The School Director shall develop administrative procedures as are necessary to ensure consistent implementation of policies adopted by the Board. When a written procedure is developed, the School Director may submit it to the Board as an information item. Such procedures need not be approved by the Board, though it may revise them when it appears that they are not consistent with the Board's intentions as expressed in its policies. Procedures need not be reviewed by the Board prior to their issuance; though on controversial topics, the School Director may request prior Board approval.

#### **Section 14.03 Changes to Board Approved Administrative Procedures**

- A. Changes to Board Approved Administrative Procedure require Board approval. Such changes may be approved in the same meeting as presented. The School Director shall have the authority in unusual or emergency circumstances to make changes to Board approved administrative procedures. It shall be the duty of the School Director to inform the Board promptly of such action and to make any appropriate recommendations for changes in the procedure at the next scheduled Board meeting.

#### **Section 14.04 Administration in Policy Absence**

- A. In cases when action must be taken and the Board has not provided guidelines in policy for such action, the School Director shall have the power to act, keeping in mind the educational philosophy and financial condition of the Board. It shall be the duty of the School Director to inform the Board promptly of such action and of the need for policy.

#### **Section 14.05 Suspension of Policies**

- A. In the event of special circumstances, the operation of any section or sections of Board policies, including those governing its own operating procedures, may be temporarily suspended by a majority vote of Board members present at any regular or special meeting. Reasons for suspension of Board policy shall be documented in Board minutes. Board policies established by law or by contract may not be suspended.

**ARTICLE XV. BOARD MEMBER INSURANCE**

- A. The Corporation may maintain sufficient insurance to protect the Board and its individual members against liability arising from actions of the Board or its individual members while each is acting on behalf of the Corporation and within his or her authority as a Board member.

#### **ARTICLE XVI. NON-LIABILITY OF BOARD OF DIRECTORS**

- A. The members of the Board of Directors shall not be personally liable for the corporation's debts, liabilities, or other liabilities.

#### **ARTICLE XVII. INDEMNIFICATION OF CORPORATE AGENTS**

- A. The corporation may, in accordance with the Idaho Public Charter Schools Act, indemnify any Board Member, officer, or employee of the Corporation against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person is made a party, or is threatened to be made a party, by reason of being or having been an officer, except in relation to matters as to which such person is judged to be liable for willful misconduct in the performance of such person's duties to the Corporation.
- B. All officers and directors of the corporation shall comply with the general standards of conduct contained in Idaho Code 30-3-80.

#### **ARTICLE XVIII. INSURANCE FOR CORPORATE AGENTS**

- A. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Board Member, officer, employee or other agent of the corporation, against any liability other than for violating provisions of laws relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of the Idaho Charter Schools Act.

#### **ARTICLE XIX. SELF-DEALING TRANSACTIONS**

- A. Except as may otherwise be provided by the Idaho Public Charter Schools Act or the Articles, no contract or other transaction between the Corporation and one or more of the Board members or any other corporation, firm, association or entity in which a Board Member of the Corporation has an interest shall not be allowed to do business with the corporation subject to the provisions section 33-5204 and 33-507 or other relevant sections of Idaho Code.

#### **ARTICLE XX. OTHER PROVISIONS**

**Section 20.01** Fiscal Year

- A. The fiscal year of the corporation begins on July 1<sup>st</sup> of each year and ends on June 30<sup>th</sup> of the following year.

**Section 20.02** Execution of Instruments

- A. Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of, or on behalf of the corporation. Such authority may be general or confined to specific instances.
- B. Unless so authorized, no officer, agent, or employee shall have any power to bind the corporation by any contract or engagement, to pledge the corporation's credit, or to render it liable monetarily for any purpose or any amount.

**Section 20.03** Checks and Notes

- A. Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation requires two signatures as specified by Board policy.

**Section 20.04** Construction and Definitions

- A. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Idaho Charter Schools Act and Idaho Nonprofit Corporation Act shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both a corporation and a natural person. The captions and headings in these Bylaws are for conveniences for reference only and are not intended to limit or define the scope or effect of any provisions.

**Section 20.05** Conflict of Interest

- A. Any Board Member, employee or committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure in writing of his or her interest to the Board or committee prior to its acting on such contract or transaction. For the purpose of this section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she, or a spouse is the party (or one of the parties) contracting or dealing with the corporation, or is a director, trustee or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the corporation. Such disclosure shall include all relevant and material facts known to such person about the contract

or transaction which might reasonably be construed to be adverse to the corporation's interest. The body to which such disclosure is made shall thereupon determine, by

majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist or can be reasonably construed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). Each of the Board members and the Board of Directors shall at all times comply with the Ethics in Government Act, Idaho Code sections 59-107 *et seq.* and shall comply with the General Standards for Directors, Idaho Code section 30-3-80. The minutes of the meeting shall reflect the disclosure made and the vote thereon and, where applicable, the abstention from voting and participation.

**Section 20.06** Manner of Giving Notice.

- A. Whenever provisions of any statute or these Bylaws require notice to be given to any director, officer, or other individual, they shall not be construed to mean personal notice. Such notice shall be given in writing and placed within public sight at the school in sufficient amount of time prior to the meeting or action to be taken as required by statute, the articles of incorporation, these Bylaws, and the corporation's policies or procedures. Said notice need not be given individually and may be given in one notice document.

**ARTICLE XXI. INTERPRETATION OF CHARTER**

- A. Whenever any provisions of these Bylaws are in conflict with the provisions of the Charter, the provisions of these Bylaws control.

**ARTICLE XXII. AMENDMENT OR CHANGES TO BYLAWS**

- A. Proposals for changes to the Bylaws must originate by a written motion during a regular or special Board meeting, specifying the addition, change, or deletion. The full text of the proposed change must be made available to the school community at least two weeks prior to the Board meeting in which the change(s) will be discussed.
- B. New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of members of the Board then in office.
- C. The final vote for changes to the Bylaws will occur during a regularly scheduled Board Meeting or a special meeting held for this purpose for which there has been given two weeks published notice as defined in these Bylaws.
- D. One copy shall be maintained of the original Bylaws of the Corporation. Whenever any amendment or new Bylaws are adopted, each successive change shall be separately

appended to the end of the document, indicating the date on which the change was authorized. If any Bylaws are repealed, the fact of repeal with the date of the meeting at



which the repeal was enacted must be stated in the book and until so stated, the repeal must not take effect.

- E. A second copy of the Bylaws shall be maintained which is subtitled with the date of the last change made to the Bylaws and which is in content the authoritative current version of the Bylaws.

**ARTICLE XXIII. DISSOLUTION**

- A. Upon the dissolution of the corporation, its assets shall be liquidated under the direction of the Board. Proceeds from the liquidation shall be used to pay any and all debts and liabilities of the corporation pursuant to Section 30-3-114 and 30-3-115 of the Idaho Code. Any excess amounts will be distributed as required by Idaho State Law.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Bylaws at 723 E. A Street, Moscow, ID 83843, STATE OF IDAHO, LATAH COUNTY at the meeting of the Board of Directors held on the 7<sup>th</sup> day of March 2006.

(Names and Signatures of the Initial Board of Directors)

William Rivers, Chair \_\_\_\_\_

Linda Sterk, Vice Chair \_\_\_\_\_

Tiffany Scriptor, Secretary \_\_\_\_\_

Daniel Granja, Treasurer \_\_\_\_\_

Anne Adams, Member \_\_\_\_\_

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