

## **BYLAWS OF BRABEION ACADEMY, INC.**

### **1 Name and offices**

#### **1.1 Name**

The name of the corporation shall be Brabeion Academy, Inc.

#### **1.2 Principal office**

The principal office of the corporation shall be located in Ada County, Idaho. The Corporation may have such other offices, either within or without the State of Idaho, as the board of directors may designate or as the business of the corporation may require from time to time.

#### **1.3 Registered office**

The registered office of the corporation required by the Idaho Business Corporation Act to be maintained in the State of Idaho may be, but need not be, identical with the principal office in the State of Idaho, and the address of the registered office may be changed from time to time by the board of directors.

#### **1.4 Purpose**

The corporation is organized and shall be operated exclusively for the specific purposes set forth in the corporation's Articles of Incorporation, namely educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

### **2 Board of Directors**

#### **2.1 General powers**

The business and affairs of the corporation shall be managed by its Board of Directors.

#### **2.2 Number, tenure and qualification**

The number of directors of the corporation shall consist of not less than 3 nor more than 9 persons and each directorship shall have a numerical designation as follows: Director 1, Director 2, Director 3 and so on. The number of directors serving on the Board of Directors may be increased or decreased from time to time by majority vote of the Board of Directors at a regular or special meeting of the Board of Directors. The names and addresses of the members of the first Board of Directors have been stated in the Articles of Incorporation.

All directors shall serve until replaced by a duly appointed replacement, removed pursuant to these Bylaws, or until the formation of a separate board.

Directors serve for staggered three-year terms. A majority of the Directors may reappoint existing Directors who are willing and able to serve for additional terms.

#### **2.3 Election of Directors**

Directors will be elected at the annual meeting of the Board of Directors based upon the following process:

1. Board of Director applicants will be required to complete a questionnaire;
2. Board of Director applicants will undergo a screening process, overseen by the then current Board of Directors.
3. The then current Board of Directors will nominate candidates from the pool of applicants for each open position, with no more than three candidates being nominated per position.
4. From the nominated candidates, the then current Board of Directors will elect the replacement Directors.
5. Information about Board openings and the time, date, and location of the election of

new Directors will be made public through various methods, including, but not necessarily limited to, publication in the local newspaper of widest distribution and sending notifications home with students.

## **2.4 Vacancies**

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the un-expired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the amount of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors.

## **2.5 Compensation**

By resolution of the Board of Directors, each director may be paid his/her expenses, if any, of attendance at each meeting of the Board of Directors. There shall be no salary or fixed sum paid to any director other than expenses of attending meetings or other authorized functions.

## **2.6 Presumption of assent**

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **2.7 Removal of director**

Any board member may be removed by majority vote of the board with or without cause.

## **2.8 Meetings by telephone or video communication**

Members of the Board of Directors or any Committee may participate in a meeting of the Board or Committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. Meetings must otherwise comply with the Idaho Open Meeting law.

## **2.9 Board Chair**

At its annual meeting, the Board of Directors shall elect from among its members a Board Chair who shall, when present, preside at all meetings of the Board of Directors and ensure the Board of Directors follows appropriate parliamentary procedures. The Board Chair is not the equivalent of president, but the same person may, if elected, serve as both the Board Chair and in any other office of the Board of Directors.

## **2.10 Board Vice Chair**

At its annual meeting, the Board of Directors shall elect from among its members a Board Vice Chair who shall assist the Board Chair. The Vice Chair shall possess the powers and perform the duties of the Board Chair during his or her absence or disability. The Vice Chair is not the equivalent of vice-president, but the same person may, if elected, serve as both the Board Vice Chair and in any other office of the Board of Directors.

## **2.11 Committees**

The Board of Directors may organize certain committees and appoint members of the Board of Directors to chair them. Committees could, but are not required, to include the following:

- Governance Committee

- Finance Committee
- Academic Excellence Committee
- Development Committee
- Strategic Planning Committee
- Marketing and Public Relations Committee
- Recruitment Committee

The Board of Directors may create and dissolve additional committees to function on an as needed basis. Members of the committees other than the chairperson need not be directors. Each committee may have two or more members, who shall serve at the pleasure of the Board of Directors. The provisions of this Article which govern meetings, action without meetings, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well.

### **3 Board Meetings**

#### **3.1 Annual meeting**

The annual meeting of the Board of Directors shall be held on the second Monday of August at 6 PM or at another time and date established by the Board of Directors. Directors elected during the annual meeting of the stakeholders of the Corporation shall assume the responsibilities of director at the first meeting of the Board of Directors immediately following the annual meeting of the Corporation. The failure to hold the meeting at the time stated shall not affect the validity of any corporate action. The election of Directors shall be the first order of business on the agenda for the annual meeting and Directors elected during the annual meeting shall assume the responsibilities of director immediately following the election process.

#### **3.2 Regular meetings**

The Board of Directors may establish, by action at a meeting or unanimous written consent, the time and place for holding subsequent regular meetings of the Board of Directors and they shall be held without the need of further notice. Absent Director action to the contrary, Regular meetings shall be scheduled for the second Monday of each month.

#### **3.3 Special meetings**

Special meetings of the Board of Directors may be called by or at the request of the chairman, the president or any two directors requesting a meeting. The person or persons authorized to call special meetings of the Board of Directors shall fix any place, either within or without the State of Idaho, as the place for holding any special meeting of the Board of Directors called by them.

#### **3.4 Public Meetings**

Except as otherwise set forth in these Bylaws, all meetings shall be open to the public. Pursuant to Title 33, Chapter 52 of the Idaho Code, all other provisions of Title 74, Chapter 2 of the Idaho Code shall be applicable to meetings called by the Directors of the Corporation in the same manner that a traditional school and the boards of trustees are subject to those provisions.

#### **3.5 Notice and Agendas**

Meeting notice and agendas shall comply with the Idaho Open Meeting Law. Not less than 48 hours prior to any regular meeting, including the annual meeting of the Board of Directors, agenda notice shall be published. Agenda items may be added subsequent to notice, provided a good faith effort was made to include all known agenda items in the published notice at the time of its publication.

Notice of any special meeting shall be given at least 24 hours prior thereto by written notice which could include text message, e-mail, fax or letter (either mailed or personally delivered) at his/her mailing address. If mailed, such notice shall be deemed to be delivered when deposited in the

United States mail, so addressed, with postage thereon prepaid. Any e-mail is deemed to be delivered the day it was sent. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

### **3.6 Quorum**

A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

### **3.7 Manner of taking action**

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

### **3.8 Meeting Minutes**

Written minutes shall be maintained at all meetings of the Board of Directors. Neither a full transcript nor a recording of the meeting is required. Minutes shall be available to the public within a reasonable time after the meeting, including: (a) Members of the Directors present; (b) Motions, resolutions, orders, or ordinances proposed and their disposition; (c) Results of all votes. Minutes of any executive sessions held by the Directors of the Corporation under Title 74, Chapter 2 of the Idaho Code may be limited to material, the disclosure of which is not inconsistent with the provisions of section 74-206, Idaho Code, but must contain sufficient detail to convey the general tenor of the meeting.

### **3.9 Executive Sessions**

Executive sessions, closed to any persons for deliberation on specified matters, may be held by the Board of Directors for those reasons outlined and specified in Title 67, Chapter 23 of the Idaho Code. Unless otherwise allowed by law, no Director may disclose the content of an executive session to an outside source.

## **4 Officers**

### **4.1 Numbers**

In addition to the Board Chair and Board Vice Chair identified in Section 2, the officers of the corporation shall be a president, a secretary, and a treasurer. In the discretion of the Board of Directors, vice-presidents (the number thereof to be determined by the Board of Directors) may be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and either secretary or treasurer.

### **4.2 Election and term of office**

The officers of the corporation shall be selected from the members of the Board of Directors and shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors held after the election of Directors. The initial Board of Directors shall select initial officers who shall serve until the first annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

### **4.3 Removal**

Any officer or agent may be removed by the Board of Directors whenever in its judgment, the best

interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

#### **4.4 Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

#### **4.5 President**

The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall be responsible to establish the agenda for all meetings of the stakeholders of the Corporation and all meetings of the Board of Directors and ensure that all participants in such meetings have access to the materials necessary to their participation. The president shall serve as the chief liaison between the Board of Directors and the school administration. The president and/or the board chair shall serve as the primary signing agent for all official board documents. The president shall also be responsible to ensure compliance by the Board of Directors with the charter contract, the board manual, if any, and these corporate bylaws.

#### **4.6 Vice president(s)**

In the absence of the president or in the event of his/her death, inability or refusal to act, the vice-president, if any, or in the event there be more than one vice-president, the vice-presidents in the order designated at the time of their election, (or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

#### **4.7 Secretary**

The secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records, excepting the financial records; (d) keep a register of the post office address of each board member which shall be furnished to the secretary by such board member; and (e) in general perform all duties incident to the office of secretary.

#### **4.8 Treasurer**

The treasurer shall: (a) serve as custodian of all financial records and inventory lists of the corporation; (b) track and record deposits from any source whatsoever in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article III of these bylaws; (c) serve as the chief liaison with the business manager for the school; and (d) in general perform all of the duties incident to the office of treasurer.

#### **4.9 Assistant secretaries and treasurers**

The assistant secretaries and assistant treasurers, if any, in general shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president or the Board of Directors.

#### **4.10 Salaries**

Officers shall serve without compensation other than reimbursement for authorized expenses.

### **5 Contracts, loans, checks, and deposits**

#### **5.1 Contracts**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

## **5.2 Loans**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

## **5.3 Checks, drafts, etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

## **5.4 Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation and in such banks, trust companies or other depositories as the Board of Directors may select.

## **6 Fiscal year**

The fiscal year of the Corporation shall begin on July 1 and shall end on June 30.

## **7 No private inurement**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. 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 provisions, 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, as amended; or
- (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, as amended.

## **8 Corporate seal**

The corporation shall not have a corporate seal.

## **9 Waiver of notice**

Whenever any notice is required to be given to any member of the Board of Directors of the corporation under the provisions of these Bylaws or under the provisions of the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **10 Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors at any regular or special meeting.

## **11 Indemnification**

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted under Idaho Code 30-3-88.

## **12 Dissolution**

On dissolution of the corporation, all of its net assets shall be distributed in accordance with the requirements of Idaho Code § 33-5212, more specifically to the authorized chartering entity or the public school income fund as required by statute. Assets acquired with federal funds shall be

returned to the authorized chartering entity for redistribution among other public charter schools. Any remaining assets shall be distributed exclusively to one or more organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as determined by the Board of Directors. No part of the net assets or net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the organization's mission.

### **13 Severability**

The invalidity of any provision of these bylaws shall not affect the other provisions.

### **Certificate**

The undersigned certifies that (s)he is the Secretary of Brabeion Academy, Inc., an Idaho nonprofit corporation, and that (s)he is authorized to execute this certificate on behalf of the corporation, and further certifies that the foregoing bylaws constitute the bylaws of the corporation as of this date, duly adopted by the directors of the corporation.

Date: \_\_\_\_\_

**Brabeion Academy, Inc.**

By: \_\_\_\_\_

Its: Chairman