**Forrest M. Bird Charter School**

**Board Bylaws**

Revised February 2019

Bylaws for the regulation, except as otherwise provided by the statute of its’ Articles of Incorporation, of Sandpoint Charter School Inc., an Idaho Nonprofit Corporation.

1. Membership

The corporation has no members. The rights which would otherwise vest in the members vest in the directors of the corporation (hereinafter “Board”) of Sandpoint Charter School Inc. Actions which would otherwise require approval by a majority of all members or approval by the members require only approval of a majority of the Board.

1. Board of Directors
2. Powers

The Board shall conduct or direct the affairs of the corporation and exercise its powers, in accordance with and subject to the limitations of the Chapter 52, Title 33 Idaho Code, and Idaho Non-profit Corporation Act 30-3-1 *et seq*. The Board shall concern itself primarily with broad questions of policy rather than with administrative detail. 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 are exercised, under the Board’s ultimate jurisdiction. 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:

1. Enacting policy;
2. To elect and remove Board of Director members;
3. Adopting courses of study and providing instructional aides;
4. Employing all staff members and fixing and prescribing their duties;
5. Approving the budget financial reports, audits, major expenditures, payment of obligations, and policies whereby the administration may formulate procedures, regulations, and other guides for the orderly accomplishment of business;
6. Estimating and seeking to provide funds for the operation, support, maintenance, improvement and extension of the school system;
7. Providing for the planning, expansion, improvement, financing, construction, maintenance, use, and disposition of physical plants of the school system;
8. Prescribing the minimum standards needed for the efficient operation and improvements of the school system;
9. Evaluating the educational program to determine the effectiveness with which the schools are achieving the educational purpose of FBCS;
10. Requiring the establishment and maintenance of records, accounts, archives, management methods, and procedures considered essential to the efficient conduct of school business;
11. Providing for the dissemination of information relating the FBCS necessary for creating a well-informed public
12. Qualifications, Terms, and Duties of Board Officers

The Board officers include the Chair, Vice Chair, Treasurer, and Secretary. These officers are elected at the annual organizational meeting. Each officer has the authority and shall perform the duties set forth in these Bylaws, to the extent consistent with the Bylaws, the duties and authority prescribed in a resolution of the Board or by direction of an officer with authority by the Board to prescribe the duties and authority of other officers.

1. Number of Board Members

The number of members of the corporation shall be not less than 3 nor more than 11. The Board shall fix the exact number of members, within these limits, by Board resolution or amendment of the Bylaws.

1. Election of the Board Members
2. The Board shall elect the members by the vote of a majority of current members, whether or not the number of members in office is sufficient to constitute a quorum, or by the sole remaining member.
3. The Board may elect any person who in its discretion it believes will serve the interests of the corporation faithfully and effectively.
4. The Term of Office of all members of the Board of Directors shall be one year. The Board shall provide for staggered three year terms of its members.
5. No member may serve for more than five (5) consecutive years.
6. The term of office of a member elected to fill a vacancy in these bylaws begins on the date of the member’s election and continues:

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

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

A member’s term of office shall not be shortened by any reduction in the number of members resulting from amendment of the Articles of Incorporation or the Bylaws or other Board action

A member’s term of office shall not be extended beyond that for which the members was elected by amendment of the Articles of Incorporation or the Bylaws or other Board action.

1. The Board shall elect members whose terms begin on July 1 of a given year at the Annual Meeting for that year, or at a Regular Meeting designated for that purpose, or at a Special Meeting called for that purpose.
2. Oath of Office: An oath of office is required to be administered to each Director, whether designated, elected, re-elected, or appointed. The Director is required to take his or her oath within ten days after the Director has notice of his or her election or appointment or within fifteen days from the commencement of his or her term of office. Before any Director, elected or appointed, enters upon the duties of his or her office, he or she must take the following oath:

*I do solemnly swear (or affirm,) that I will support the Constitution of the United States, and the Constitution of the State of Idaho, and that I will faithfully discharge the duties of Director of the Forrest M. Bird Charter School according to the best of my ability.*

The oath is required to be administered by the clerk or a Director. Additionally, the records of the Charter School are required to show that such oath of office has been taken and by whom the oath was administered. Finally, this information is required to be filed with the official records of the Charter School.

A Director who is elected by the Board holds office until the term of office expires, unless he or she:

1. Dies;
2. Resigns as Director;
3. Refuses to serve as Director;
4. Fails to attend two regular meetings of the Board without an acceptable excuse and is removed by a majority vote of Board of Directors;
5. Is removed without cause by the vote of two-thirds of the Directors then in office or such greater number as set forth in the Articles or Bylaws; or
6. Has been convicted of any felony or of any public offense involving the violation of his or her oath of office.

If the Director is designated or appointed, he or she holds office from the time he or she takes the oath of office until the original term of office to which he or she was designated or appointed expires, unless he or she:

1. Dies;
2. Resigns as Director;
3. Refuses to serve as Director;
4. Is removed according to an amendment to these Bylaws, if he or she was a designated Director;
5. Is removed by the person appointing the Director, if he or she was an appointed Director, unless otherwise provided in these Bylaws; or
6. Has been convicted of any felony or of any public offense involving the violation of his or her oath of office.
7. Removal of Board Members

The Board may remove a member without cause as provided by the Idaho Nonprofit Corporation Act. The Board may also remove any member without cause who:

1. Has failed to attend two or more of the Board’s Regular Meetings without notice in any calendar year
2. Has been convicted of any felony or of any public offense involving the violation of his or her oath of office.
3. Resignation

A board member may resign by giving written notice to the Board Chair or Secretary. The resignation is effective on the giving of notice, or at any later date specified in the notice. The Board shall accept the resignation at any duly convened regular or special meeting and proceed to fill the vacancy as provided by these Bylaws. A member may not resign without first giving notice to the ID Attorney General if the member’s resignation would leave the corporation without a duly elected board member in charge of its affairs.

1. Vacancies

A vacancy shall be declared by the Board of Directors within 30 days of when any of the following occurs: A Director:

1. Dies;

2. Resigns;

3. Is removed

4. Refuses to serve as Director; or

5. Completes his or her term of service.

A Director position shall also be vacant if the authorized number of Directors is increased.

A vacancy on the Board shall be filled in accordance with the Articles or Bylaws. The Board of Directors may fill the vacancy except as otherwise provided below. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by an affirmative vote of a majority of the remaining Directors.

Unless the Articles and Bylaws provide otherwise, if a vacant office was held by an appointed Director, only the person who appointed the Director may fill the vacancy.

If the vacant office was held by a designated Director, the vacancy shall be filled as provided in the Articles or Bylaws. In the absence of an applicable Article or Bylaw, the vacancy may be filled by the Board.

A vacancy that will occur at a specific later date, by reason of a resignation or otherwise, may be filled before the vacancy occurs but the new Director may not take his office until the vacancy occurs.

1. Compensation of Board Members

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

1. Principle Office

The corporation’s principle office shall be at the Forrest M. Bird Charter School or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in principle office on the copy of the Bylaws maintained by the Secretary.

1. Meetings of the Board
2. Place of Meetings: Board meetings shall be held at Forrest M. Bird Charter High School or at any other reasonably convenient place as the Board may designate.
3. Annual Meetings

An Annual meeting shall be held in June of each year for the purpose of electing members, making and receiving reports on corporate affairs, and transacting other business as comes before the meeting. Unless otherwise provided in these Bylaws, the Board shall elect a Board Chair, a clerk, a treasurer and such other officers as are elected by the Board. The clerk will be responsible for preparing minutes of the Directors’ meetings and for authenticating records of the Charter School. The same individual may simultaneously hold more than one office in a corporation.

If the Charter School holds an annual meeting, the normal order of business shall be modified for the annual organizational meeting by considering the following matters after the approval of the minutes of the previous meeting:

1. Welcome and introduction of newly-elected Board Members by the current Chair;

2. Swearing in of newly-elected Directors;

3. Call for nominations for Chair to serve during the ensuing year;

4. Election of a Chair;

5. Assumption of office by the new Chair;

6. Call for nominations and elections for remaining offices.

Policies and bylaws shall continue from year to year until and unless the Board changes them.

1. Regular Meetings

Regular meetings shall be held on a regular basis at minimum four times a year.

1. Special Meetings

Special meetings can be held at any time, called by the Chair or by any quorum of members, or as the school needs.

1. Adjournment

A majority of the Members present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Members if the time and place be fixed at the meeting adjourned, except if the meeting is adjourned for longer than 24 hours. Notice of the adjournment shall be given as specified in these Bylaws.

1. Notices

Annual meetings and Regular meetings may be held without notice as noted in the Bylaws or the Board fix the time and place of such meetings. Special meetings shall be held upon four days’ notice by first-class mail OR 48 hours’ notice delivered personally, by telephone, by facsimile or email. Notices will be deemed given when deposited in the United States mail, addressed to the recipient at the address shown for the recipient in the corporation’s records & first-class postage prepaid; when personally delivered in writing to the recipient; or when faxed, emailed, or communicated orally via in person or by telephone, to the Member or to a person whom it is reasonably believed will communicate it promptly to the Member.

1. Waiver of Notice

Notice of a meeting need not be given to a Member who signs a waiver of notice or written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or attends the meeting without protest prior to the meeting or at its commencement, of the lack of notice. The Secretary shall incorporate all such waivers, consents, and approvals into the minutes of the meeting.

1. Action By the Board
2. Quorum

A quorum consists of a majority of the fixed number of Members.

1. Action by the Board
2. Actions taken at board meetings: The actions taken and decisions made by a majority of the Board Members present at a meeting duly held at which a quorum is present are the actions and decisions of the Board, except for the purposes of electing Members, appointing committees and delegating authority thereto, or amending the corporation’s Bylaws, where the action of a majority of Members then in office is required by the Chapter 52, Title 33, Idaho Code or as set out in these Bylaws. The Board may continue to transact business at a meeting at which a quorum was originally present, even though members withdraw, provided that any action taken is approved by at least a majority of the quorum required.
3. Actions without a meeting: The Board may take any required or permitted action without a meeting if all the members individually or collectively consent in writing or via email to the taking of that action. Such consent shall have the same effect as a unanimous vote of the Board, and shall be filed with the minutes of the Board’s proceedings.
4. Board meeting by conference telephone or video telephone: Members may participate in a Board meeting through use of conference telephone, video telephone or similar communication equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.
5. Committees
6. Appointment of Committees: The Board may appoint one or more Board Committees by vote of the majority of members. The Board Chair shall appoint at least two Directors to serve on each committee, however, in no event shall a quorum be present while serving on a committee.
7. Authority of Board Committees: The Board may delegate to a Board committee any of the authority of the Board, except with respect to:
8. The elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees;
9. Adopt amend, or repeal the Articles or Bylaws;
10. Convene when a quorum is present; or
11. Make a decision or deliberate toward a decision for which a vote of the Board is required.
12. Procedures of Committees: The Board may prescribe the manner in which the proceedings of any Board Committee are to be conducted. In the absence of such prescription, a Board Committee may prescribe the manner in which the proceedings of its committee are conducted, except that the regular and special meetings of the committee are governed by the provisions of these Bylaws with respect to the calling of meetings.
13. Committees in the role of Advisory may be organized when appropriate to the extent authorized by these Bylaws. The composition of the advisory committees shall be broadly representative and shall take into consideration the specific task assigned to the committee. Only the Board shall have the authority to dissolve the committees it has created.

The Board will instruct each committee as to:

1. The length of time each member is invited to service;
2. The service the Board wishes the committee to render;
3. The resources the Board will provide;
4. The approximate dates on which the Board wishes to receive major reports;
5. Board policies governing citizens’ committees and the relationship of these committees to the Board as a whole, individual Board member, and other members of the professional staff; and
6. Responsibilities for the release of information to the press.
7. Standard of Care
8. Performance of Duties: Each member shall perform duties of a member, including duties on any board committee, in good faith, in a manner the member believes to be in the corporation’s best interest.
9. Participation in Voting

A quorum of the Board consists of a majority of the members in office immediately before a meeting begins. The action of the majority of the members present at a meeting at which a quorum is present shall be the action of the Board. A majority of the committee members fixed and appointed by the Board shall constitute a quorum for the transaction of business at a meeting of such committee. The action of the majority of the committee members present at a meeting at which a quorum is present shall be the action of the committee.

1. Executive Sessions
2. Executive sessions may be held during any meeting after the presiding officer has identified the authorization under this act for the holding of such executive session. Every member has a duty to maintain the confidentiality of all Board actions, including discussions and votes. Any member violating this confidence may be removed from the Board. Moreover, the FBCS Faculty or Student Representative may be disciplined, including immediate dismissal if Board information is disclosed without the Chair’s prior approval.
3. No executive session may be held for the purpose of taking any final action or making any final decision.
4. Labor negotiations may be conducted in executive session if either side requests closed meetings. Notwithstanding the provisions of section 67-2343, Idaho Code, subsequent sessions of the negotiations may continue without further public notice.
5. Officers
6. Officers
7. The officers of the corporation consist of a President (hereinafter “Chair”), Vice President (hereinafter “Vice Chair”), a Secretary and a Chief Financial Officer (hereinafter “Treasurer”). The corporation also may have such other officers as the Board deems advisable.
8. Executive Director/Chair: Subject to Board control, the Chair has general supervision, direction and control of the affairs of the corporation, and such other powers and duties as the Board may prescribe. If present, the Chair shall preside at Board meetings. Chair

The Board elects a Chair from its members for a one year term or such other terms as set forth in the Articles or Bylaws. Unless otherwise set forth in the Bylaws, the duties of the Chair are:

1. Preside at all meetings and conduct meetings in the manner prescribed by the Board’s policies;
2. Make all Board committee appointments;
3. Sign all papers and documents as required by law and as authorized by the action of the Board; and
4. Close Board meetings as prescribed by Idaho law.

The Chair is permitted to participate in all Board meetings in a manner equal to all other Board members, including the right to participate in debate and to vote. The Chair may not make a motion, but may second motions.

1. Vice Executive Director/Chair: If the Chair is absent or disabled, the Vice Chair shall perform all the Chair’s duties and when so acting, shall have all the Chair’s powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform other such duties as the Board may prescribe.
2. Secretary: The Secretary shall have such duties as listed
3. keep or cause to be kept, at the corporation’s principle office, or such other place as the Board may direct a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special), how authorized, the notice given, the names of those present, and the proceedings;
4. keep or cause to be kept a copy of the corporation’s Articles of Incorporation and Bylaws, with amendments;
5. give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and
6. have such other powers and perform such other duties as the Board may prescribe.
7. Treasurer: The Treasurer shall account for, with the support of the Business Manager,
8. adequate and correct accounts of the corporation’s properties, receipts and disbursements;
9. make the books of account available for inspection by any member;
10. account for, as requested but no less frequently than at the beginning of each quarter, an account of the corporation’s financial transactions and financial condition;
11. have such other powers and perform such other duties as the Board may prescribe.
12. Election, Eligibility and Term of Office
13. Election: The Board shall elect the officers annually at the Annual Meeting or a Regular Meeting designated for that purpose or at a Special Meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.
14. Eligibility: A Trustee may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the Chair.
15. Term of Office: 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.
16. Removal and Resignation

The Board may remove any officer, either with or without cause, at any time. Such removal shall not prejudice the officer’s rights, if any, under an employment contract. Any officer may resign at any time by giving written notice to the corporation, the resignation taking effect on receipt of the notice or at a later date specified in the notice.

1. Organizational Structure

The purpose of the Board is to monitor the finances, policy and charter direction of the school. Administration reports to the board at each meeting this information as well as events of the school. The school Business Manager directly reports to the Administration with key communication regarding finances to the board at meeting time.

1. Non-Liability of Trustees

The Members shall not be personally liable for the corporation’s debts, liabilities or other obligations.

1. Indemnification of Corporate Agents

The corporation may, in accordance with section 30-3-88 of the Act, indemnify any 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.

1. Insurance of Corporate Agents

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any member, officer, employee or other agent of the corporation, against any liability other than for violating provisions of law 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.

1. Self-Dealing Transactions

Except as may otherwise be provided by the Act or the Articles, no contract or other transaction between the Corporation and one or more of the Members or any other corporations, firm, association or entity in which a Member of the corporation has an interest shall be either void or voidable because of such relationship of interest or because such Members or a committee thereof that authorizes, approves or ratifies such contact or transaction or because such Member’s votes are counted for such purposes, if:

1. The material facts of such relationship or interest are disclosed or known to the Board or committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such action without counting the vote or consent of such Members.
2. The material facts of such relationship or interest are disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent, in which vote or consent such interested Members may participate to the extent that they are also members; or
3. The contract or transaction is fair to the Corporation at the time it is entered into and the material facts of such relationship or interest are fully and fairly disclosed or known to the Corporation.

If a majority of the Members then in office who have no interest in the contract of transaction vote to authorize, approve or ratify the contract or transaction, a quorum is present for the purpose of this Bylaw.

1. Other Provisions
2. Fiscal Year: The fiscal year of the corporation begins on July 1st of each year and ends on June 30th of the following year.
3. Execution of Instruments: 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 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.
4. Checks and Notes: 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 may be signed by the Chair, Treasurer and/or FBCS Administrator or Executive Director
5. Construction and Definitions: Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Idaho Charter Schools Act and Idaho Non-profit Corporation Act shall govern the construction of the Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, 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 of reference only and are not intended to limit or define the scope or effect of any provisions.
6. Conflict of Interest: Any member, officer, key 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 of his or her interest to the Board or committee prior to its acting on such contract or transaction. 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). The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest policies requiring:
7. regular annual statements from Members, officers, key employees to disclose existing and potential conflict in interest; and
8. corrective and disciplinary actions with respect to transgressions of such policies.
9. Amendment of Articles of Incorporation

The Board may amend its Articles of Incorporation at any time to add or change a provision that is required or permitted in the Articles or to delete a provision not required in the Articles consistent with Idaho law, the Charter, and the Performance Certificate. Unless the Articles provide otherwise, the Board of Directors may adopt the following amendments:

1. To delete the names and addresses of the initial Directors;

2. To change the information regarding the registered agent; and

3. To make any other change expressly permitted by the Idaho Nonprofit Corporation Act, Title 30, Chapter 30, Idaho Code, consistent with Idaho law, the Charter and Performance Certificate.

The Board shall provide notice of any meeting at which an amendment is to be voted upon, as set forth in the Charter School Policies and Idaho’s Open Meeting Laws. Additionally, the notice must also state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Articles and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment to the Articles must be approved by a majority of the Directors then in office.

Any amended or restated Articles shall be delivered to the secretary of state in accordance with the Idaho Nonprofit Corporation Act, Title 30, Chapter 30, Idaho Code.

1. Amendment of Bylaws

The Board may amend the Bylaws consistent with Idaho law, the Articles, the Charter, and the Performance Certificate. The Board shall provide notice of any meeting at which an amendment to the Bylaws is to be voted upon, as set forth in the Charter School Policies and Idaho’s Open Meeting Laws. Additionally, the notice must also state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment to the Articles must be approved by a majority of the Directors then in office.

A majority of the Members may adopt, amend or repeal these Bylaws at any regularly scheduled or special meeting of the Board.

CERTIFICATE OF SECRETARY

The undersigned does hereby certify that the undersigned is the Secretary of Sandpoint Charter School, Inc. a nonprofit public benefit corporation duly organized and existing under the laws of the State of Idaho, that the foregoing Bylaws of said corporation were duly and regularly adopted as such by the Board of Trustees of said corporation, whose Members are the only members of said corporation; and that the above and foregoing Bylaws are now in full force and effect.

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