

**BYLAWS OF
WHITE PINE CHARTER SCHOOL, INC.**
An Idaho Nonprofit Corporation

**ARTICLE 1
OFFICES**

Section 1.1 Offices

The Corporation's principal office shall be fixed and located in the County of Bonneville, State of Idaho, as the Board of Directors ("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 Bonneville, State of Idaho.

**ARTICLE 2
PURPOSE**

Section 2.1 Offices

The Corporation is organized exclusively for educational purposes within the meaning Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal income tax code, is organized exclusively to establish and maintain a public charter school in accordance with Title 33, Chapter 52 of the Idaho Statutes, and is operating exclusively as White Pine Charter School, pursuant to the provisions of Chapter 52 of Title 33, Idaho Code. The provisions for White Pine Charter School are as follows:

- a. To act and operate exclusively as a non-profit 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 purpose.
- 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 Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Idaho Nonprofit Corporation Act.
- d. To operate the White Pine Charter School in providing teaching opportunities for educators, as well as to operate other, similar enterprises 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 activity "in furtherance of, incidental to, or connected with any of the other purposes."
- f. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other persons, except that the corporation shall be authorized and empowered to

pay reasonable compensation for service 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 the 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 religious, 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. Upon the dissolution or winding up of the corporation, its assets remaining after payment or provision for payment, of all debts and
- i. The corporation shall not discriminate on the basis of race, color, national origin, religious belief, sex, or disability in any program, accommodation, or activity it sponsors. The corporation will comply with all federal requirements, including but not limited to: U.S. Code Title II, IX, and any other relevant federal or state codes applied currently or in the future through the equal protection clause of the 14th amendment to the U.S. Constitution.

**ARTICLE 3
NO MEMBERS**

Section 3.1 No Members

The Corporation shall have no members. Any action, which would otherwise by law require approval by a majority of all members or approval by the members, shall require only approval of the Board. All rights, which would otherwise by law vest in the members, shall vest in the Board.

Section 3.2 Associates

Nothing in the Article 3 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 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 4
BOARD OF DIRECTORS**

Section 4.1 Board of Directors

The number of Directors constituting the Board of the Corporation shall be not less than five (5) or more than seven (7) Directors. The Board shall consist of Directors serving terms of office as set forth below. The function of the Board can be described as policy making, advising and evaluating. The Board shall have the duty of directing

the business financial means by which the Corporation is conducted. The Board shall have the further duty of directing the financial means by which the educational program is conducted. The Board shall work with Administration to inform the needs, purposes, value and status of the charter school to community and stakeholders.

The makeup of the Board should be flexible, with the intent of having at least one Director who does not have children attending the school, and at least one director representing each active White Pine Charter School. No employee or spouse of an employee shall hold membership on the Board. All Directors must be individuals

Section 4.2 Powers of the Board of Directors

The Board, as a board, shall have the full power and duty to manage and oversee the Corporation's business and to pledge the credit, assets, and property of said Corporation when necessary to facilitate the efficient operation thereof. Authority is given to the Charter School Board of Directors by the State of Idaho as provided in the "Public Charter Schools Act of 1998." (I.C. 33-52) It is vital that all directors on the Board support and uphold the school's vision, mission, and goals, and that they all work together to move the school in the same direction, thus the conduct of the members of the Board must be consistent with the Corporation's vision and mission statements, and its core values.

Section 4.3 Appointment of Directors

For purposes of appointing Directors, the Board of Director positions are defined as follows: Director #1, Director #2, Director #3, Director #4, Director #5, Director #6 and Director #7. Each Director shall each be appointed to a three (3) year term of office for the years as set forth below.

- a. **Notification:** Each year, the Board shall give notice of open positions along with a schedule of related deadlines no later than sixty (60) days prior to the annual meeting. Candidates shall be required to submit a resume, cover letter, and biography to the Board Clerk prior to the screening committee's ranking meeting.
- b. **Screening Process:** Each Board applicant, including current Directors, must pass a background check and will be required to go through a screening process prior to the candidate interviews. An informal screening committee will be approved and appointed by the Board of Directors to review and rank each candidate packet. Stakeholders shall run the discussion and ranking process under the guidance of the Board representative. The committee shall consist of:
 - i. at minimum one member of the Board of Directors not up for reappointment.
 1. Board members may be excused by the Board Chair on a case-by-case basis.
 - ii. at minimum an equal number of any combination of stakeholders.
 1. Stakeholders are defined as faculty and staff members
 - iii. parents of students attending each active school
 - iv. founders of White Pine Charter School
- c. **Interviews:** All Ranked Applicants will be interviewed by the Board Directors at a public meeting prior to the Annual Meeting (either the Regular Meeting of the month prior, or at a Special Meeting for this purpose) and candidates will be nominated at the same meeting.

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- d. **Appointment:** Each Director shall be nominated by a majority vote of the current Board of Directors of White Pine Charter School. Directors shall be appointed (or reappointed) at the Annual Meeting each year.
 - e. **Voting:** For the purpose of appointing Directors, voting by the Board Directors currently in office shall be done in person.
 - f. If any of the open positions remain unfilled at the Annual Meeting after completing this appointment process, then those seats will remain open and be filled at a later date as a vacancy.
 - g. Campaigning for Board of Director positions shall not be permitted.

Section 4.4 Terms

- a. For the purpose of establishing staggered terms of office, the terms of office for all Directors shall be three (3) years in this order:
 - i. Directors #1, and #2, 2023 and every three (3) years after
 - ii. Directors #3, and #4, 2024 and every three (3) years after
 - iii. Directors #5, #6, and #7, 2022 and every three (3) years after
- b. Each Director shall serve until the annual meeting of the Corporation which follows the election or appointment of the successor.

Section 4.5 Resignation of Directors

Any Director may resign effective upon giving written notice to the Chairman of the Board, or the Secretary of the Board, as outlined in the provisions of Section 30-30-607 of the Idaho Nonprofit Public Corporation Act 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.

Section 4.6 Removal of Directors

- a. The Board may remove any director who has been:
 - i. convicted of a felony; or
 - ii. has been found to have breached any duty arising, under Idaho Code Title 30 Article Chapter 30, the Idaho Nonprofit Public Corporation Act; or
 - iii. has been found to be of unsound mind, by any court of competent jurisdiction; or
 - iv. has taken any action that conflicts with the school's vision, mission, and/or goals; or
 - v. has failed to attend four (4) or more meetings of the Board in any calendar year.
- b. Removal of a Director for one or more of the reasons listed above may be initiated by any member of the Board. Stakeholders with concerns about Board Directors' performance may submit their concerns to the Board Clerk for consideration of the Board. The Board shall hold a public meeting within ten (10) school attendance days of receiving such a request. Such meeting shall be conducted with regard for the reasonable due process rights of all parties in public, except where either the Board or the Director whose removal is sought requests a closed session. Where a closed session is held, the final action of the Board shall be taken in public

- c. A Director may be removed with cause or justifiable reason by a two-thirds majority vote of the Directors then in office.

Section 4.7 Vacancies

- a. A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, or is removed.
- b. A vacancy on the Board may be filled by a majority vote of the remaining Directors in office, even if less than a quorum. Each Director so appointed shall hold office until the expiration of the Director's term of office.

Section 4.8 Compensation of Directors

Directors shall not receive any compensation for their services; however, the Board may approve the reimbursement of a Director's actual and necessary expenses incurred in the conduct of the Corporation's business. Each Director shall serve until the annual meeting of the Corporation which follows the election or appointment of the successor.

Section 4.9 Employees

The board has the legal responsibility of employing and terminating employment of all certified employees according to the due process outlined in the school's personnel policy. The board may also assign the process of recruiting and recommendation of staff personnel to the Director of Schools in accordance with the personnel policy.

Section 4.10 Voting

Voting by the Board shall be in person or via telecommunications and no proxy voting on the Board may occur. Tie votes will be broken by the Chairman of the Board.

Section 4.11 Voting Progression

In the event the Chairman of the Board is unable to act as the tie breaker the responsibility will fall to the Vice Chairman. If neither the Chairman or Vice Chairman are unable to act as the tie breaker vote the responsibility will fall to the Secretary, and then to the Treasurer.

Section 4.12 Rights of Inspection

Every Director 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, 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. Treasurer.

Section 4.13 Rights of Inspection

An oath of office shall be administered to each Director, appointed or reappointed. The oath may be administered by the Board Clerk, or by a director of the charter school. The records of the charter school shall

show such oath of office to have been taken, by whom the oath was administered and shall be filed with the official records of the charter school enters upon the duties of his/her office, he/she must take the following oath:

I do solemnly swear (or affirm, if re-appointed) 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 White Pine Charter School to the best of my ability.

Section 4.14 Quorum

No business shall be transacted at any meeting of the Board unless a quorum of the directors is present. A quorum consists of a majority of the directors in office immediately before a meeting begins. A majority of the quorum may pass a resolution. The authorized number of Directors shall be the number of directors in office.

Section 4.15 Committees

The Board may create one (1) or more formal or informal committees of the board and appoint members of the Board to serve on them in accordance with the Idaho Attorney General's Open Meeting handbook. Each committee shall have one (1) or more Board members on it, who serve at the satisfaction of the Board. The committees may be subject to Idaho Open Meeting Laws pursuant to Idaho Code §67-2340 (et. seq.). Committees shall report to the full Board regularly at board meetings. Any recommendations from committees shall be reviewed by the Board, discussed and voted on as needed. A committee of the Board may not: 1) authorize distributions; 2.) pledge or transfer assets; 3.) elect, appoint, or remove directors; and 4.) adopt, amend, or repeal the articles of incorporation or bylaws. Once the task has been accomplished for which the committee was formed, it shall be dissolved.

Section 4.16 Validity of Instruments

Any note, mortgage, evidence of indebtedness, contract, deed, conveyance or other written instrument and any assignment or endorsement thereof executed or entered into between the corporation and any other person, shall be valid and binding on the corporation when signed by the Chairman of the corporation and approved by the Board. Any such instruments may be signed by other Officer(s) and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or amount.

ARTICLE 5 BOARD MEETINGS

Section 5.1 Place of Meeting

The place of all meetings of the Directors shall be the principal office of the Corporation in the County of Bonneville, Idaho, or at such other place as shall be determined from time to time by the Board; and the place at which such meetings shall be held shall be stated in the notice and call of meeting. .

Section 5.2 Annual Meeting

The annual meeting of the Directors of the Corporation for the election of Directors and Officers to succeed those whose terms expire and for the transaction of other business as may properly come before the meeting, shall be held each year during a Regular Board Meeting as determined by the Board, and shall be advertised as such in accordance with Idaho Open Meeting Law. If the annual meeting of the Directors be not held as herein prescribed, the appointment of Directors and Officers may be held at any meeting called thereafter, pursuant to these Bylaws

Section 5.3 Monthly Regular Meetings

Monthly Regular Meetings of the Directors of the Corporation may be scheduled in advance and advertised per Idaho Open Meeting Law. If no business needs to be addressed during any single month, that meeting may be canceled. The day of the Regular Meeting will be determined at the annual meeting of the Directors and may be reevaluated as needed.

Section 5.4 Notice of Meeting

Notice of the time and place of the annual meeting of the Directors or of any monthly meetings of the Directors shall not be given by mailing written or printed notice of the same but shall be posted at the school bulletin board and school website in accordance with Idaho Open Meeting Law.

**ARTICLE 6
BOARD MEETINGS**

Section 6.1 Officers

The Officers of the Corporation shall be Chairman of the Board, Vice Chairman, Secretary, and Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairman of the Board. Officers of the Corporation shall also be Directors of the Corporation. The Officers shall be elected each year at the annual meeting by the Board and serve a one (1) year term. One of the officers of the Corporation is required to sign all checks and drafts of the Corporation.

Section 6.2 Chairman of the Board

The Chairman of the Board is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction and control of the business of the Corporation. The Chairman of the Board shall preside at all meetings of the Board. The Chairman of the Board has the general management powers and duties usually vested in the office of President and General Manager of the Corporation as well as such other powers and duties as may be prescribed from time to time by the Board.

Section 6.3 Vice-Chairman

In the absence or disability of the Chairman of the Board, the Vice Chairman will perform all the duties of the Chairman of the Board and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairman of the Board. The Vice Chairman shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 6.4 Secretary

- a. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, including the following information of all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Idaho the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses.
- b. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all its members promptly after the meetings; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer; and shall have such other powers and perform such duties as may be prescribed from time to time by the Board.

Section 6.5 Treasurer

- a. The Treasurer of the Corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Board member.
- b. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated from time to time by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, and shall render the Board, upon request, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer will be bonded as required by Idaho Code 33-509. The Treasurer shall present an operating statement and report since the last preceding regular Board meeting, to the Board at all regular meetings. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board. The Treasurer will be covered by employee dishonesty insurance.

Section 6.6 Removal of Officer Positions

Any Officer may be removed, either with or without cause, by a majority of the Directors then in office.

Section 6.7 Vacancies of Officer Positions

A vacancy in any office because of death, resignation removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE 7 FISCAL AFFAIRS

Section 7.1 Fiscal Year

The fiscal year of the Corporation shall be from July 1st to June 30th.

ARTICLE 8 FISCAL AFFAIRS

Section 8.1 Manner of Giving Notice

Whenever provisions of any statute or these Bylaws require notice to be given to any Director, Officer or any other individual, they shall not be construed to mean personal notice. Such notice shall be given in writing and placed on the bulletin board of the Corporation in sufficient amount of time prior to the meeting or action to be taken as required by Statute, the Articles of Incorporation or these Bylaws; said notice need not be given individually and may be given in one notice document.

Section 8.2 Waiver

A waiver of any notice in writing, signed by a Director or Officer, whether before or after the time stated in said waiver for holding a meeting, or presence at any such meeting, shall be deemed equivalent to a notice required to be given to any Director, or individual.

ARTICLE 9 DISSOLUTION

Section 9.1 Dissolution

Upon dissolution of the Corporation, assets shall be distributed to creditors pursuant to Title 30, Chapter 30 of the Idaho Code, Idaho Nonprofit Corporation Act. After paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or corporations which are organized and operated exclusively for educational purposes and which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Service of 1986, or to a state or local government for public purpose as determined by the Board.

ARTICLE 10 AMENDMENTS

Section 10.1 Bylaws

- a. Amendment of these Bylaws shall be recommended to the Board solely by the informal Governance Committee and require at minimum one (1) final legal review.
- b. New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Board. Whenever any amendments or new Bylaws are adopted, fully executed, signed, and dated copies shall be placed in the Book of Bylaws with the original Bylaws, and shall not take effect until so copied. A copy of the complete, most current bylaws shall be posted on the school website at all times.

- c. Changes to the bylaws are not valid unless a signed, executed Certificate of Adoption or Amendment is attached. Any changes to the bylaws, once approved and executed, shall be delivered to the school's authorizer within a week of execution.

CERTIFICATE OF ADOPTION

I certify that the Board of Directors of White Pine Charter School, Inc., an Idaho Nonprofit Corporation, has adopted these bylaws as written, superseding all foregoing Amendments and Bylaws of such corporation. IN WITNESS WHEREOF, I have signed my name to this Certificate on

Mar 1, 2022
_____ (date)

EmmaLee Robinson
EmmaLee Robinson (Mar 1, 2022 14:26 MST)

EmmaLee Robinson
Chairman, Board of Directors
White Pine Charter School, Inc.