

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 nine (9) 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 further duty of directing the financial means by which the educational program is conducted. They shall also ensure that the community be informed of the needs, purposes, values and status of the charter school.

At least one Director shall not have children attending the School, and at least two directors shall be parents with children in attendance at the 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 operation of 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. 33-5201) The conduct of the members of the Board will be consistent with the Corporation's vision and mission statements, and its core values.

Section 4.3 Appointment and Election of Directors

- a) For purposes of appointing and electing 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. Director #2, Director #4, and Director #6 shall each be appointed to a three (3) year term of office as set forth below. Director #1, Director #3, Director #5, and Director #7 shall each be elected to a three (3) year term as set forth below.
- b) At the annual meeting of the Corporation, Directors shall be appointed in accordance with the provisions of Sections 4.3 (c) and (d). Thereafter, appointments and elections shall take place annually at the May Board meeting open to the public. Each year, candidates shall be required to submit a resume, cover letter, and biography no later than thirty (30) days prior to the board meeting at which the appointments and elections take place.
- c) Directors #2, #4, and #6 inclusive shall each be appointed by a majority vote of the current Board of Directors and founders of White Pine Charter School.
- d) For the purpose of appointing Directors, voting can be done in person or via absentee ballot. Absentee ballots are valid only if (1) voter is serving as a current board member at the time of the vote or is a founder and (2) the ballot (or envelope) is either date stamped by the school office or postmarked at least one week prior to the date of the May board meeting. Envelopes containing ballots must remain sealed until such time as they are opened to count votes.
- e) If a candidate is nominated by committee, as set forth in Section 4.3 (g) (ii), but does not receive a majority vote as set forth in Section 4.3 (d), the candidate shall not be appointed. Instead, the nominating committee shall repeat the process for nominating a candidate, and all applicable Sections of the appointment process as set forth in these Bylaws, except the thirty (30) day application deadline, shall apply so that a vote can be taken at the first general board meeting following the May board meeting.

- f) At the annual meeting of the Corporation, Directors shall be elected in accordance with the provisions of Section 4.3 (g).
- g) Directors for White Pine Charter School will be elected to fill vacancies on the Board by the process outlined below:
 - i. All Board of Directors applicants will be required to fill out and submit a resume, cover letter, and biography no later than thirty days prior to the date of election.
 - ii. All Board of Directors applicants will be required to go through a screening process, overseen by a committee that is appointed and approved by the Charter School Board of Directors. The committee shall consist of staff members or employees, parents of students attending the school, organizing members and founders of White Pine Charter School, and all members of the Board of Directors. Board members may be excused by the Board Chair if they are unavailable for the committee meetings.
 - iii. The committee will then nominate candidates for each open position.
 - iv. No more than three candidates per position shall be nominated.
 - v. Stakeholders of the school will then be asked to vote on the candidates. A stakeholder of the school is defined as one or more of the following: a parent of a child attending the school; staff members or employees of White Pine Charter School; White Pine Charter School board members and founders of the Charter School. Voting is limited to two votes per enrolled registered family at White Pine Charter School.
 - vi. The time, date, and location of all elections will be advertised by White Pine Charter School using, but not limited to, the following methods; public service announcements in newspapers and sending notification home with students.
 - vii. Voting in board member elections can be done in person or via absentee ballot. Absentee ballots are valid only if voter is named on the Stakeholder list and ballot is either date stamped by the school office or postmarked at least one week prior to the date of election. The cut-off for being listed as a stakeholder is thirty (30) days before the election so that the Stakeholder list can be compiled.
 - viii. If no candidate exists for an available elected position thirty (30) days prior to the scheduled election meeting, that position may be deemed by the nominating committee an appointed position for a single term immediately following the May meeting and all applicable Sections and subsections shall apply.
- h) Campaigning for Board of Director positions shall not be permitted on school premises during regular school hours.

Section 4.4 Term

- a) For the purpose of establishing staggered terms of office, the office for appointed and elected Directors shall be three (3) years in this order:
 - a. Directors #1, and #2, 2020 and every three (3) years after
 - b. Directors #3, and #4, 2021 and every three (3) years after
 - c. 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. This annual meeting is held the last Tuesday in June.

Section 4.5 Resignation and Removal

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 of the Board, or the 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. A Director may be removed with cause or justifiable reason by a majority of the Directors then in office.

Section 4.6 Vacancies

- a) A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, or is removed, or if the authorized number of Directors is increased.
- b) The Board may declare vacant the office of any director 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 failed to attend four (4) or more meetings of the Board in any calendar year.
- c) Removal of a Director for one or more of the reasons listed in Section 4.6(b) above may be initiated by any member of the Board or by a majority vote petition of the Stakeholders. The Board shall hold a public meeting within ten (10) school attendance days of receiving such a request or petition. 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.
- d) A vacancy on the Board may be filled by a majority vote of the remaining Directors, even if less than a quorum. Each Director so appointed or elected shall hold office until the expiration of the Director's term of office.
- e) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.7 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.

Section 4.8 Employees

The Board shall have the power to hire and fire employees of the Corporation either on an at will basis or via written contract whose duties shall be specified by the Board.

Section 4.9 Voting

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

Section 4.11 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.

Section 4.12 Oath of Directors

An oath of office shall be administered to each Director, whether elected, re-elected or appointed. The oath may be administered by the Secretary, 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. The Director is required to take his/her oath within ten (10) days after the Director has notice of his/her election or appointment, or within fifteen (15) days from the commencement of his/her term of

office. Before any Director elected or appointed enters upon the duties of his/her office, he/she must take the following oath:

I do solemnly swear (or affirm, if re-elected) 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 according to the best of my ability.

Section 4.13 Quorum

No business shall be transacted at any meeting of the Board unless a quorum of the members is present. A majority of the full membership of the Board shall constitute a quorum. A majority of the quorum may pass a resolution.

Section 4.14 Committees

The Board may create one (1) or more committees of the board and appoint members of the Board to serve on them. Each committee shall have one (1) or more Board members on it, who serve at the satisfaction of the Board. The creation of a committee and appointment of its members shall be by a majority vote of the Board members then in office. Each committee will keep minutes of its proceedings and shall report periodically to the Board and will comply with all 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 4.15 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 any other Director(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.

CERTIFICATE OF AMENDMENT

I certify that the Board of Directors of White Pine Charter School, Inc., an Idaho Nonprofit Corporation, has approved this Amendment and that the foregoing Amendments and Bylaws, constitute the Bylaws of such corporation. IN WITNESS WHEREOF, I have signed my name to this Certificate on

May 26, 2020 (date)

EmmaLee Robinson

**Chairman
White Pine Charter School, Inc.
Board of Directors**
