

**Amendment No. 4**

**BYLAWS  
OF  
WHITE PINE CHARTER SCHOOL, INC.**

An Idaho Nonprofit Corporation

**ARTICLE 4  
BOARD OF DIRECTORS**

**Section 4.3 Election of Directors paragraph d first sentence amended to read as follows:**

- d. After the initial year of operation, Directors will be elected to fill vacancies on the Board through nomination by the Board Governance Committee and a vote of the stakeholders of the Corporation prior to the Corporation's annual meeting.

**Section 4.6 Vacancies paragraph d amended to read as follows:**

- d. A vacancy on the Board may be filled through nomination by the Board Governance Committee and a majority vote of the remaining Directors. Each Director so elected shall hold office for the remainder of the term of the vacant position.

**Section 4.9 Voting amended to read as follows:**

Voting by the Board shall be in person, via telephone or via other virtual communication. No proxy voting on the Board may occur. A majority vote of the quorum present shall be required to pass all motions. Each board member shall possess only one vote.

**Section 4.10 Quorum amended to read as follows:**

A quorum consisting of a majority or more of the then current Directors must be assembled, via any means allowable per Idaho Open Meeting Law, to vote and conduct business.

**Section 4.12 Committees should be added as follows:**

The Board of Directors may establish committees to assist in carrying out its duties. Standing committees include an Executive Committee, a Governance Committee, and a Finance Committee. Ad hoc committees may include an Expansion Committee, Curriculum Committee, or other committees as the Board of Directors deems necessary to assist in carrying out its duties. The duties, authority, and responsibilities of all committees will be stated, in writing, and approved by the Board of Directors. All committee meetings must adhere to Idaho Open Meeting Laws.

- a. Executive Committee:

1. General Purpose – The Executive Committee is commissioned by and responsible to the Board to assume the primary responsibility for executing powers of the Board for urgent matters between regularly scheduled meetings, serving as a sounding board for management on emerging issues, and the supervision and performance evaluation of the school Administrator.
  2. Membership – The Executive Committee shall consist of the Officers of the Board. The Chairman of the Board shall serve as Chairman of the Executive Committee. The school Administrator will serve as a non-voting, staff representative to the Executive Committee.
  3. Duties and Responsibilities – The Executive Committee shall be responsible for:
    - i. Exercising powers of the Board for urgent matters between regularly scheduled meetings. Any action taken by the Executive Committee must be ratified by the Board of Directors at its next meeting.
      1. The Executive Committee does not have the authority to amend By-Laws, remove a Board Member from Office, fill a Board vacancy, hire or remove the Administrator, make decisions pertaining to the Administrator’s compensation, obligate the organization to new debt or sell and/or acquire a major asset.
    - ii. Serving as a sounding board for management on emerging issues, problems, and initiatives.
    - iii. Reporting to the board at the board’s next meeting on any official actions it has taken.
    - iv. Supervision and performance review of the Administrator. The Administrator will be excused from Executive Committee meetings while the committee discusses and prepares the Administrator’s performance review.
    - v. Planning periodic Board retreat for strategic planning purposes.
  4. Meetings – The Executive Committee will meet at such times as the Chairman or a majority of the members may direct.
- b. Governance Committee
1. General Purpose - The Governance Committee is commissioned by and responsible to the Board to assume the primary responsibility for matters pertaining to Board recruitment, nominations, orientation, training, and evaluation in accordance with the bylaws of the school as well as established policies and practices approved by the Board.
  2. Membership - The Governance Committee shall consist of at least two (2) and no more than three (3) Directors to be appointed by the Chairman of the Board. In addition, up to three (3) at large members of the community may be invited to serve on the Governance Committee. The Chairman of the Board shall also appoint its chairman. Members of the Governance Committee shall be appointed annually, and will serve one (1) year terms.
  3. Duties and Responsibilities – The Governance Committee shall be responsible for:
    - i. Analyzing the skills and experience needed on the Board.
    - ii. Creating a short and long-term board recruitment strategy.

- iii. Working with Chairman of the Board and School Administrator on a succession plan for board officers.
  - iv. Recruiting members to serve as members of the Board and develop a slate of trustees for consideration by the membership at the annual meeting in accordance with selection/election procedures outlined in these By-Laws.
  - v. Developing and reviewing annually the procedures for Board recruitment.
  - vi. Developing an orientation and training plan for new Board trustees.
  - vii. Developing and revising a Board member handbook outlining the responsibilities of the Board and Board members, Board policies, and other relevant information.
  - viii. Conducting Board education as needed.
  - ix. Regularly evaluating the effectiveness of Board meetings, and making recommendations for improvement to the Chairman and the full board as needed.
  - x. Annually coordinating an evaluation of the full board and individual Board members.
  - xi. Reporting to the Board of Directors at regular meetings of the Board in a manner determined by the Board.
4. Meetings – The Governance Committee will meet at such times as the Chairman or a majority of the members may direct.
- c. Finance Committee
1. General Purpose – The Finance Committee is commissioned by and responsible to the Board. It has the responsibility for working with the School Administrator and Business Manager to create the upcoming fiscal year budget; presenting budget recommendations to the Board; monitoring implementation of the approved budget on a regular basis and recommending proposed budget revisions; recommending to the Board appropriate policies for the management of the charter school's assets. The Finance Committee shall be assisted by the Administrator and Business Manager.
  2. Membership - The Finance Committee shall consist of at least two (2) and no more than three (3) Directors to be appointed by the Chairman of the Board. The Treasurer shall serve as a member of the Finance Committee. In addition, up to three (3) at large members of the community may be invited to serve on the Finance Committee. The Chairman of the Board shall appoint its chairman.
  3. Duties and Responsibilities – The Finance Committee shall be responsible for:
    - i. Preparing an annual budget for the charter school in collaboration with the School Administrator and Business Manager.
    - ii. Also in collaboration with the School Administrator and Business Manager, developing and annually revising a five-year financial forecast and develop long-range financial plans based on the forecast.
    - iii. Arranging for an annual audit to be provided to the Board of Directors.
    - iv. Providing oversight of the procurement process.
    - v. Reviewing monthly financial statements and variances from budget, and recommend action to the Board, as appropriate.

- vi. Developing and implement a Board-level training program to ensure that all trustees (especially those without a financial background) can be effective stewards of the school's financial resources.
  - vii. Reporting to the Board of Directors at regular meetings of the Board in a manner determined by the Board.
4. Meetings – The Finance Committee will meet at such times as the Chairman or a majority of the members may direct.

## **ARTICLE 6 OFFICERS AND DUTIES**

### **Section 6.2 Chairman of the Board is amended to read as follows:**

The Chairman of the Board shall preside at all meetings of the Board. The Chairman of the Board shall possess the power to sign all certificates, contracts or other instruments of the School which are approved by the Board. The Chairman of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.