

SIXTH AMENDED BYLAWS OF
NORTH STAR CHARTER SCHOOL, INC.

ARTICLE 1
OFFICES

Section 1.1 Offices

The Corporation's principal office shall be fixed and located in the County of Ada; 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 Ada, State of Idaho.

ARTICLE 2
PURPOSE

Section 2.1 Purpose

The Corporation is organized exclusively for educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal income tax code. Notwithstanding any other provision of these Bylaws to the contrary, the Corporation shall not carry on any activities not permitted of: (a) a corporation exempt from Federal income tax under Section 501 of the Internal Revenue Code of 1986 or the corresponding provisions of any future Federal income tax code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future Federal income tax code.

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 Section 30-3-34 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 Board shall consist of Directors elected or appointed for a two (2) year term of office as set forth below. The number of Directors constituting the Board of the Corporation shall be not less than five (5) or more than seven (7) Directors. 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.

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 operations of the Corporation's business and to pledge the credit, assets and property of said Corporation when necessary to facilitate the efficient operation thereof, and to perform all acts authorized of a Charter School Board by Idaho Code, as amended.

Section 4.3 Election of Directors

- (a) The term for the Board members shall be staggered to allow for continuity in the management of Corporation business, as follows:
 - a. Seat One: Elected every even year (parent seat)
 - b. Seat Two: Elected every even year (parent or community seat)
 - c. Seat Three: Elected every even year
 - d. Seat Four: Elected every odd year (parent seat)
 - e. Seat Five: Elected every odd year
 - f. Seat Six: Elected every odd year (parent or community seat)
 - g. Seat Seven: Elected every even year
- (b) No more than four (4) Directors may be a parent with one or more children attending the North Star Charter School.
- (c) In order to advance the cooperative spirit, set forth in the Charter for the Corporation, the Board shall also allow the elected President of the Parent-Teacher Organization (PTO) to

serve with the Board in a non-voting ex-officio capacity. This position does not participate in any executive sessions of the Board.

- (d) *(Amended February 16, 2023 by School Board.)*
Directors will be elected to the Board by vote of stakeholders of the Corporation according to the election process adopted by the Board in the school policy manual.

Section 4.4 Term

- (a) Directors shall be elected or appointed to a two (2) year term of office.
- (b) Each Director shall serve until the stakeholders at the annual meeting of the Corporation duly elect his/her successor, or they are otherwise removed or resign.

Section 4.5 Resignation and Removal

Subject to the provisions of Idaho Code, any Director may 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 or without cause by a majority vote of the Directors then in office, or for cause by a majority vote of the Stakeholders in accordance with Section 4.6(c).

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 §30-3-85 of the Idaho Nonprofit Public Corporation Act or found 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) The stakeholders may only recall (remove) a Director for one or more of the reasons listed in Section 4.6(b) above, in accordance with the procedure set forth in this Section. A request to recall a Director may be initiated by a Petition which identifies the specific basis of the recall as noted in 4.6(b) and is signed by no less than 15% of the eligible stakeholder at the

time of the petition. The Petition shall be presented to the Clerk of the Board. The Board shall hold a recall election in the same manner as regular elections, which shall be completed within 30 school days from the receipt of the Petition. The Director shall be recalled and removed from office, and their seat deemed vacant, if two thirds of the Stakeholders voting in the recall election vote in favor of the recall.

- (d) A vacancy on the Board may be filled by a majority vote of the remaining Directors, although less than a quorum. Each Director so elected shall hold office until the expiration of the term for the seat to which they were appointed.
- (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 terms 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. The corporation shall carry liability insurance covering the Corporation's business.

Section 4.8 Employees

The Board shall have the power to hire employees of the Corporation 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.

Section 4.10 Quorum

A quorum consisting of a majority of the then current Directors must be assembled to vote and conduct business.

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.

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 Ada, 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. No change in the place of meeting shall be made within three (3) days before the day on which an election of directors is to be held.

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 on the fourth Thursday of July, if not a legal holiday, and if a legal holiday, then on the day following, at 6:00 O'clock P.M. If the annual meeting of the Directors be not held as herein prescribed, the election of Directors and Officers may be held at any meeting called thereafter, pursuant to these Bylaws.

Section 5.3 Monthly Meetings

Monthly meetings of the Directors of the Corporation will not be mandatory but will be scheduled for the fourth Thursday of the month or at another time and location agreed to by the Board.

Section 5.4 Notice of Meetings

Notice of the time and place of any regular, annual, or special meeting of the Directors shall be given in compliance with Idaho Code by posting the same upon the school bulletin board and on the school web site at least five (5) days, and not more than ten (10) days, prior to the meeting. No special" meeting shall be held without at least a twenty-four (24) hour meeting and agenda notice, unless an emergency exists. An emergency is a situation involving injury or damage to persons or property, or immediate financial loss, or the likelihood of such injury, damage, or loss, when the notice requirements of this section would make such notice impracticable, or increase the likelihood or severity of such injury, damage or loss, and the reason for the emergency is stated at the outset of the meeting. Any meeting of the Board that includes an "executive session" shall also comply with Idaho Code.

ARTICLE 6 OFFICERS AND DUTIES

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.

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 and shall be a voting member on all matters subject to a board vote. The Chairman of the Board has the general management powers and duties usually vested in the office of President and General Manager of a 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 for 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 Corporations' Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of 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 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 cause to be deposited all money 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 to the Board, upon request, an account of all transactions as Treasurer and the financial condition of the Corporation. The Treasurer shall cause to be presented 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 by the board.

Section 6.6 Removal

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

Section 6.7 Vacancies

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 1 to June 30th.

ARTICLE 8 NOTICES

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 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, 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, after paying or adequately providing for the debts and obligations of the Corporation, any remaining assets shall be distributed to the school's then valid authorizer pursuant to Idaho Code and in a manner to ensure continued compliance with the Corporation's nonprofit tax-exempt status.

ARTICLE 10 AMENDMENTS

Section 10.1 Bylaws

New Bylaws may be adopted, or these Bylaws may be amended or repealed by a majority vote of the Board. Whenever any amendment or new Bylaws are adopted, copies shall be placed in the Book of Bylaws with the original Bylaws. If any Bylaws are repealed, the fact of repeal with the date of the meeting at which the repeal was enacted must be stated in the book and until so stated, the repeal must not take effect. Whenever any provision of the Bylaws is either amended or repealed, a marginal note shall be made thereon, indicating the place or page where the amendment or repeal may be found.

Approved by a vote of 4 in favor and 0 against at the special scheduled and noticed meeting held on the 30th day of April, 2019.