

**BYLAWS  
OF  
MONTICELLO MONTESSORI CHARTER SCHOOL, INC.**

1. OFFICES.

1.1 Principal Office. The principal office of Monticello Montessori Charter School, Inc., an Idaho corporation (“Corporation”), shall be located at 4707 S. Sweetwater Way, Ammon, Idaho, 83404.

1.2 Registered Office. The registered office of the Corporation required by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (“Act”), to be maintained in the State of Idaho shall be located at 4707 S. Sweetwater Way, Ammon, Idaho, 83404, and may be changed from time to time by the Board of Directors.

2. BOARD OF DIRECTORS.

2.1 General Powers and Standard of Care. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors except as may be otherwise provided in the Act or the Articles. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent by such person or persons as shall be provided in the Articles.

A Director shall perform such Director’s duties as a Director, including such Director’s duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director’s duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one (1) or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants or other person as to matters that the Director reasonably believes to be within such person’s professional or expert competence; or
- (c) a committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence; but such Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who performs such duties shall have no liability by reason of being or having been a Director of the Corporation.

2.2 Presumption of Assent. A Director of the Corporation who is present at a meeting of its Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action unless such Director’s dissent shall be entered in the minutes of the meeting or unless such Director shall file such Director’s written dissent to such action with the Secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Director who voted in favor of such action.

2.3 Election, Number and Term of Directors. During the initial year of operation, the Board shall be comprised of the Directors listed in the Articles of Incorporation and any other Directors elected by the then current Board. Such persons shall hold office until the first annual meeting of the Board of Directors and until their successors shall have been elected, qualified and ratified in the manner set forth in Section 2.4 hereof. After the initial year of operation, Directors will be elected to fill vacancies on the Board by a majority vote of the Board of Directors. The number of Directors serving on the Board of Directors shall be fixed by resolution of the Board of Directors. Each Director shall serve a term of two years.

2.3.1 Staggered Terms; Qualifications. At the time of election, the positions for which Directors are to be elected shall be divided into two (2) classes, each class to be as nearly equal in number as possible and Directors shall be elected accordingly by the existing Directors. The Directors elected to the first class shall hold office until the first annual meeting of the Board of Directors following the initial election of Directors and until their successors have been elected and qualified. The Directors elected to the second class shall hold office until the second annual meeting of the Board of Directors following the initial election of Directors and until their successors have been elected and qualified. At each annual meeting of the Board of Directors thereafter, the number of Directors equal to the number in the class whose term expires at the time of such meeting shall be elected to hold office until the second succeeding annual meeting of the Board of Directors. Each Director shall hold office until such Director's successor shall have been elected and qualified.

Each director shall be a resident of the State of Idaho at the time of his or her election or appointment. No Director shall be appointed to the Board, if his or her appointment would result in having more than a quorum of the members of the Board comprised of parents with one or more children currently enrolled in the Charter school.

2.3.2 Oath. Prior to and as a condition for the assumption of duties, 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 shall take his/her oath within ten (10) days after the Director has notice of his/her election or appointment, but in no event later than fifteen (15) days after the commencement of his/her term of office. Before any elected or appointed Director executes upon the duties of his/her office, he/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 Monticello Montessori Public Charter School according to the best of my ability.

## 2.4 Ratification of Directors.

2.4.1 Ratification Process. Commencing upon the first annual meeting of the Board of Directors following the issuance of a charter to the Corporation pursuant to the provisions of Chapter 52, Title 33, Idaho Code, the election of all Directors elected at such meeting shall be subject to ratification and approval in the manner set forth below. The elections of subsequent members of the Board of Directors shall also be subject to ratification in the same manner.

2.4.2 Notice of Meeting. Within ten (10) days after the date of an annual meeting at which a member of the Board is elected, the incumbent Board of Director shall call a meeting of all parents having a child or children enrolled in any charter school operated by the Corporation, which meeting shall be held for the purpose of submitting such election to a ratification vote of such parents. Such meeting shall be called by giving notice to all parents having at least one child enrolled in such charter school on the date of such annual meeting. Such notice shall state the date, time and

place of a meeting called for such purpose, which date shall be no earlier than seven (7) days following the date notice is given. Such notice shall also state that the purpose of the meeting is to ratify the election of all Directors of the Corporation elected at such annual meeting as provided in Section 2.3 above and shall include a list of the names of such Directors. Such notice shall be deemed to have been given when deposited in the United States Mail, postage prepaid, and addressed to at least one of the parents at the address given in conjunction with the enrollment of such child or children in the charter school or such other address as shall be delivered to the principal of the charter school or to the president or secretary of the Corporation. Notice shall also be deemed to have been given when emailed to the email address of at least one of the parents at the email address given in conjunction with the enrollment of such child or children in the Charter School or such other email address as shall be delivered to the principal of the Charter School or to the President or Secretary of the Corporation, provided a delivery confirmation is requested and received. Notice of such meeting may be waived in a writing signed by at least one parent who is entitled to vote at such ratification meeting, whether before or after the time slated for the commencement of the meeting. Notice shall also be deemed to be waived by the attendance of such parent or parents at such meeting.

#### 2.4.2.1 Alternate Means for Ratifying Election of Board Members.

Notwithstanding the provisions of section 2.4.2, the Board of Directors may adopt a resolution authorizing the ratification of newly elected Board Members at a meeting of parents convened immediately following the conclusion of the annual meeting of the Board of Directors. In such event, ratification shall occur in the same manner as set forth in section 2.4.2 and notice of such meeting shall also be given in the same manner as required by said section, except such notice shall be delivered not less than thirty (30) days prior to the date of the annual meeting and shall state the names of all candidates being considered for election at such meeting. In such event, once the notice has been sent to the parents, no other names or candidates shall be considered for election at such meeting, other than those listed in such notice.

2.4.3 Voting Qualification. The parent or parents of such child or children enrolled at the charter school as of the date of such meeting shall be entitled collectively to cast one vote for each director elected at the said annual meeting. In the event a guardian has been appointed for any child, then such guardian shall be entitled to cast one vote for each director so elected. The parents or guardians of such child or children may vote either in person or by a proxy signed by such parent or guardian and personally delivered to the president or secretary prior to the start of the meeting. Such proxy shall be invalid if executed more than 300 days prior to the date of the meeting. Such voting shall be by secret ballot and shall be supervised by the president or secretary of the Corporation. In the event the parents of any child or children cast conflicting votes, then such votes shall be invalid in their entirety.

2.4.4 Tabulation of Votes. At the conclusion of the balloting, the president and secretary of the Corporation shall count the votes prior to the adjournment of the meeting.

2.4.5 Ratification Number. In the event any Director so elected shall receive at least fifty percent (50%) of the votes cast at such meeting, such Director shall be deemed to have been ratified by the parents or guardians. In such event, the elector whose election is so ratified shall then serve for a term set forth in Section 2.3 above. In the event any candidate for ratification shall receive less than fifty percent (50%) of the votes cast at such meeting, then such candidate's election shall be deemed to have failed such ratification. In such event, the president or secretary of the Corporation shall communicate the results of the vote to the Board of Directors and the Board of Directors shall, within ten (10) days thereafter, elect another candidate to serve as a director of the Corporation. The election of such replacement candidate shall then be similarly subject to ratification in the same manner set forth above. In the event such replacement candidate fails to

obtain ratification, then the Board of Directors shall appoint yet another replacement candidate, whose election shall be deemed to be final, without further ratification vote.

2.5 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next regular election of Directors.

2.6 Removal of Directors. At a meeting of the Board of Directors called expressly for that purpose, any director may be removed with cause by a vote of a majority of the Directors then in office. Any Director may be removed at such a meeting without cause by a vote of two-thirds of the Directors then in office. For the purposes hereof, cause shall include, without limitation, any wilful breach of fiduciary duty or obligation owed to the Corporation, commission of a felony or a misdemeanor involving moral turpitude, wilful violation of any standard of ethics or conduct applicable to public officials, and wilful acceptance of any pecuniary benefit, directly or indirectly, arising from any contractual relationship with the Corporation.

### 2.7 Committees of Directors.

2.7.1 Membership. The Board of Directors may, by resolution adopted by a majority of the Directors, designate and appoint one or more Director committees, each of which shall consist of two or more Directors.

2.7.2 Authority. Director committees, to the extent provided in the resolution establishing the committee, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no Director committee shall have the authority of the Board of Directors in reference to (i) authorize distributions, (ii) approve assets, (iii) elect, appoint or remove directors or fill vacancies of the Board of Directors or on any of its committees, or (iv) adopt, amend or repeal the Articles or these Bylaws. The designation and appointment of any such Director committee and the delegation of authority to a Director committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board of Directors, or any individual Director.

### 2.7.3 Standing Director Committees.

a. Nominating Committee. At least 15 days prior to each annual meeting of the Board of Directors of the Corporation, the President shall submit for ratification and vote by the Board the names of at least 3 Directors of the Corporation to serve as the Nominating Committee. The President shall not serve as a member of the Nominating Committee

b. Other Standing Committees. Other Standing Committees may be constituted as determined from time to time by resolution of the Board of Directors of the Corporation.

2.7.4 Tenure. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until a successor is appointed unless (i) the committee is sooner terminated, (ii) such member is removed from the committee, or (iii) such member ceases to qualify as a member of the committee.

2.7.5 Chairperson. One member of each committee shall be appointed chairperson by the Board of Directors.

2.7.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

2.7.7 Resignation. Any committee member may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice of resignation, the resignation shall take effect upon receipt. Acceptance of the resignation shall not be necessary to make the resignation effective.

2.7.8 Removal. Any committee member may be removed by the person or persons authorized to appoint such member with or without cause.

2.7.9 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

2.8 Director's and Committee Meetings. Meetings of the Board of Directors, regular or special, or meetings of any committee designated hereby, may be held either within or without the State of Idaho.

2.8.1 Place of Meeting. The place of all meetings of the Directors shall be the principal office of the Corporation or at such other place as shall be determined from time to time by the Board; and the place at which such meetings are to be held shall be stated in the notice and call of the 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.

2.8.2 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 in June, during the Regular Board Meeting, 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.

2.8.3 Regular Meetings. Except as provided below, regular meetings of the Directors of the Corporation shall be held at such date, time and place as may be determined by resolution of the Board of Directors. No regular meeting shall be held during the months of July or December, provided nothing herein shall preclude the calling of a special meeting during such months.

2.8.4 Special Meetings. Special meetings may be called by the Chairman or by any two (2) Directors of the Board and may be held at any time.

2.8.5 Meetings Open to the Public. Except as provided herein, all meetings shall be open to the public and all persons shall be permitted to attend any meeting.

2.8.6 Telecommunications Devices at Meetings. Meetings may be conducted using telecommunications devices which enable all Directors of the Corporation participating in the meeting to communicate with each other. Such devices may include, but are not limited to, telephone or video conferencing devices or other similar communications equipment. Participation of Directors through telecommunications devices shall constitute presence in person by such Director at the meeting; provided however, that at least one (1) member of the Directors of the Corporation or the chief administrative officer of the Corporation shall be physically present at the location designated in the meeting notice in order to ensure that the public may attend such meeting in person and that the communications among Directors of the Corporation are audible to the public attending the meeting in person and to the other Directors of the Corporation.

2.8.7 Meeting Agendas. A forty-eight (48) hour agenda notice shall be required in advance of each regular meeting, however, additional agenda items may be later added, provided that a good faith effort was made to include in the notice all agenda items known at the time to be probable items of discussion and provided that the amendment is made in the manner stated in Idaho Code § 67-2343(4). The agenda for any Board meeting shall be prepared by the Secretary of the Corporation. Items submitted by the Board Chair or at least two (2) board members shall be placed on the agenda.

A twenty-four (24) hour meeting agenda shall be required in advance of a special meeting unless an emergency exists. An emergency is defined as any situation involving injury or damage to persons or property, or immediate financial loss, or the likelihood of such injury, damage or loss. The notice requirements for a special meeting shall be suspended if such notice is impracticable, or would increase the likelihood or severity of such injury, damage or loss. In the event that a special meeting is held based upon emergency purposes, the reason for the emergency must be stated at the outset of the meeting.

2.8.8 Notice of Meeting. Notice of the time and place of the annual meeting of the Directors or of any monthly meetings of the Directors need not be given by mailing written or printed notice of the same but shall be posted at the principal office of the Corporation at all times. No special meeting shall be held without at least a twenty-four (24) hour meeting notice unless an emergency exists. The notice for a special meeting shall include at a minimum the meeting date, time, place and name of the Charter School.

2.8.9 Executive Sessions. "Executive session" means any meeting or part of a meeting which is closed to any persons for deliberation on certain matters. An executive session may be held by the Directors of the Corporation for any of the reasons specified in Title 67, Chapter 23 of the Idaho Code. In order to convene into a duly authorized executive session all of the following must occur: 1) the presiding officer of the Directors of the Corporation must identify the authorization under Title 67, Chapter 23 of the Idaho Code for the holding of such executive session; 2) two-thirds (2/3) of the Directors of the Corporation present must vote in favor of holding of such executive session; and 3) said vote must be recorded in the minutes of the meeting showing the individual vote of each Director present. No executive session may be held for the purpose of taking any final action or making any final decision. Unless otherwise allowed by law, no Director of the Corporation may disclose the content of an executive session to an outside source.

2.8.10 Consent Agenda. To expedite business at a Board meeting, the Board may allow use of a consent agenda, which includes those items considered to be routine in nature. Any item which appears on the consent agenda shall be removed and placed on the regular agenda upon request of any Director prior to the start of the meeting. The remaining items may be voted on by a single motion. The approved motion will be recorded in the minutes, including a listing of all items appearing on the consent agenda.

2.8.11 Meeting Conduct and Order of Business. General rules of parliamentary procedure shall be used for every Board and Committee meeting. *Robert's Rules of Order* may be used as a guide at any meeting. The order of business shall be reflected on the agenda. Voting shall be by acclamation or show of hands.

2.8.12 Other Provisions of the Open Meeting Law. Pursuant to Title 33, Chapter 52 of the Idaho Code, all other provisions of Title 67, Chapter 23 of the Idaho Code shall be applicable to meetings called by the Directors of the Corporation in the same manner that a traditional school and the boards of school trustees are subject to those provisions.

2.9 Meeting Minutes. The Directors of the Corporation shall provide for the taking of written minutes of all its meetings. However, neither a full transcript nor a recording of the meeting shall

be required. All minutes shall be available to the public within a reasonable time after the meeting, and shall include at least the following information: (a) All members of the Directors of the Corporation present; (b) All motions, resolutions or orders proposed and their disposition; (c) The results of all votes, and upon the request of a member, the vote of each member, by name. Minutes of any executive sessions held by the Directors of the Corporation shall include a reference to the specific statutory subsection authorizing the executive session and shall also provide sufficient detail to identify the purpose and topic of the executive session, but shall not contain information sufficient to compromise the purpose of retiring into executive session.

Unofficial minutes shall be delivered to Directors in advance of the next regularly scheduled meeting of the Board. Minutes need not be read publicly, provided that the Directors have had an opportunity to review them before adoption. A file of permanent minutes of Board meetings shall be maintained in the corporate office and shall be available for public inspection within a reasonable period of time after the conclusion of a meeting.

2.10 Waiver of Notice. Whenever any notice is required to be given to any Director or committee member under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

2.11 Quorum and Voting Requirements. A majority of the number of Directors fixed by section 2.3 of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A majority of the number of committee members fixed and appointed by the Board of Directors or the President, as the case may be, shall constitute a quorum for the transaction of business at a meeting of such committee. The act of the majority of the committee members present at meeting at which a quorum is present shall be the act of the committee.

2.12 Action without a Meeting. Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

2.13 Compensation. Directors shall not be entitled to compensation for their services as directors but shall be entitled to receive from the Corporation reimbursement for any reasonable expenses incurred in performing services for the Corporation and in attending directors' meetings.

2.14 Director Conflicts of Interest. Any Director who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such a person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest.

No Director shall cast a vote on any matter which has a direct bearing on services to be provided by that Director, or any organization which such Director represents or which such Director has an ownership interest or is otherwise interested or affiliated, which would directly or indirectly financially benefit such Director. All such services will be fully disclosed or known to the Board members present at the meeting at which such contract shall be authorized.

2.15 Loans to Directors. The Corporation shall not lend money to or use its credit to assist its Directors or officers.

2.16 Liability of Directors for Wrongful Distribution of Assets. In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for or assent to any distribution of assets, other than in payment of its debts, when the Corporation is insolvent or when such distribution would render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations and liabilities of the Corporation, shall be jointly and severally liable to the Corporation for the value of such assets which are thus distributed, to the extent that such debts, obligations and liabilities of the Corporation are not thereafter paid and discharged.

A Director shall not be liable under this section if, in the exercise of ordinary care, such Director relied and acted in good faith upon written financial statements of the Corporation represented to such Director to be correct by the President or by the officer of the Corporation having charge of its books of account, or certified by an independent licensed or certified public accountant or firm of such accountants to reflect fairly the financial condition of the Corporation, nor shall such Director be so liable if, in the exercise of the ordinary care and good faith, in determining the amount available for such distribution, such Director considered the assets to be equal to their book value.

A Director shall not be liable under this section, if, in the exercise of ordinary care, such Director acted in good faith and in reliance upon the written opinion of an attorney for the Corporation.

A Director against whom a claim shall be asserted under this section and who shall be held liable thereon shall be entitled to contribution from persons who accepted or received such distribution knowing such distribution to have been made in violation of this section in proportion to the amounts received by them respectively.

### 3. OFFICERS.

3.1 Number. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors and such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person except for the offices of President and Secretary.

3.2 Election and Term of Office. The officers of the Corporation shall be elected annually at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, until such officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

3.3 Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

3.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

3.5 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the members of the Board of Directors. The President may sign, with the Secretary or any other

proper officer of the Corporation thereunto authorized by the Board of Directors, any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall co-sign all checks or other deposit account withdrawals in excess of five hundred dollars (\$500.00) and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

3.6 Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

3.7 Secretary. The Secretary shall attend all meetings of the Board of Directors and shall prepare and maintain proper minutes of those meetings. The Secretary shall be the custodian of the official seal of the Corporation, if any, and shall affix that seal on all documents executed on behalf of the Corporation, pursuant to due authorization by the Board of Directors. The Secretary shall have the custody of and properly protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legally affected. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

3.8 Treasurer. The Treasurer shall be the principal financial officer of the Corporation and shall have charge and custody of and be responsible for all funds of the Corporation. The Treasurer shall sign all checks and promissory notes of the Corporation and shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 5 of these Bylaws. The Treasurer shall keep or cause to be kept, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall submit to the Board of Directors and the President, when required, statements of the financial affairs of the Corporation. The Treasurer shall in general perform all of the financial duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

3.9 Salaries. The salaries of the officers, if any, shall be fixed from time to time by the Board of Directors. All compensation paid to an officer shall be reasonable and will be based on the following factors: (1) the amount and type of compensation received by others in similar positions, (2) the compensation levels paid in our particular geographic community, (3) the amount of time the individual is spending in their position, (4) the expertise and other pertinent background of the individual, (5) the size and complexity of the organization, and (6) the need of the organization for the services of the particular individual.

3.10 Officer Conflict of Interest. Officers of the Corporation shall comply with all standards of ethics or conduct applicable to public officials, including but not limited to the Idaho Ethics in Government Act.

#### 4. CHARTER SCHOOL POLICY.

4.1 Adoption and Amendment of Policies. The adoption of new policies and the revision and amending of existing policies shall be the sole responsibility of the Board of Directors. All policies shall conform to local, state, and federal laws as well as the rules and regulations of the Idaho Department of Education. Proposed new policies and proposed changes in existing policies shall be presented in writing for reading and discussion at a regular or special Board meeting. Such proposals may be referred to the superintendent for detailed study as needed prior to Board action on the proposal. Interested parties, including any Board member, citizen, or employee of the Board may submit views, present data or arguments, orally or in writing, in support of or in opposition to proposed policy. Any written statement by a person relative to a proposed policy or amendment should be directed to the Board Secretary prior to the second reading.

Proposed new policies and proposed changes in existing policies shall undergo a minimum of two (2) readings in the following manner:

- a. At a regular or special Board meeting the proposed new or amended policy shall be presented in writing for reading and discussion.
- b. The final vote for adoption shall take place no earlier than at the second reading of the particular policy.

Although approval of a new or amended policy requires a minimum of two (2) readings, temporary approval may be granted by the Board in lieu of formal policy to meet emergency conditions or special events which will take place before formal action can be taken.

All new or amended policies shall become effective upon adoption, unless a specific effective date is provided in the motion for adoption.

Policies as adopted or amended shall be made a part of the minutes of the meeting at which action was taken, and shall also be included in the Charter School's policy manual. Policies of the Charter School shall be reviewed annually by the Board.

4.2 Administration in Absence of Policy. In cases where action must be taken before the next board meeting and where the Board has provided no policies or guides for administrative actions, the Superintendent shall have the power to act. The Superintendent's decisions, however, shall be subject to review by action of the Board at its next regular meeting. In addition, it shall be the duty of the Superintendent to inform the Board of such action and the need for policy.

4.3 Suspension of Policies. Under circumstances which require a waiver of a policy, the policy may be suspended by a majority vote of the members present. In order to suspend a policy, all Directors must have received written notice of the meeting, including a statement indicating that the purpose of the meeting is to consider a proposal to suspend the policies with an explanation of the purpose of such proposed suspension. If such a proposal is not made in writing in advance of the meeting, the policies may only be suspended by a unanimous vote of all trustees present.

4.4 Policy Manuals. The Superintendent shall develop and maintain a current policy manual which contains the policies of the Charter School. Each administrator, as well as staff, students and other residents, shall have ready access to the manual. All policy manuals distributed to any employee or member of the public shall remain the property of the Charter School and shall be subject to recall at any time.

4.5 Administrative Procedures. The Superintendent shall develop such administrative procedures as are necessary to ensure consistent implementation of policies adopted by the Board.

When a written procedure is developed, the Superintendent shall deliver a copy to the Board prior to implementing such procedure. Such procedures need not be approved by the Board, though

they may be revised when it appears that they are not consistent with the Board's intentions as expressed in its policies. On controversial topics, the Superintendent may request prior Board approval.

## 5. MISCELLANEOUS.

5.1 Indemnification of Officers, Directors, Employees and Agents. The Corporation may indemnify Directors, officers, employees and agents of the Corporation to the extent permitted by, and in accordance with, the Act. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

5.2 Books and Records. At its registered office or principal place of business, the Corporation shall keep: (1) correct and complete books and records of account; (ii) minutes of the proceedings of its members and Board of Directors; and (iii) a record of the names and addresses of all Members. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

5.3 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

5.4 Contracts. The Board of Directors may authorize any officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

5.5 Checks, Drafts and Evidences of Indebtedness. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation as provided in these Bylaws or in such manner as shall from time to time be determined by the Board of Directors.

5.6 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. 5.7 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

5.7 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

5.8 Annual Financial Statements. The officers of the Corporation shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on the date, to be prepared and presented to the Directors at each annual meeting of the Board of Directors.

5.9 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of the following year, except that the first fiscal year shall begin on the date of incorporation.

5.10 Regulation of Internal Affairs. The internal affairs of the Corporation shall be regulated as set forth in these Bylaws to the extent that these Bylaws are lawful under the Act. With respect to any matter not covered in these Bylaws, the provisions of the Act shall be controlling so long as such provisions of the Act are not inconsistent with the lawful provisions of these Bylaws.

5.11 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation at any regular or special meeting.

The undersigned, being Secretary of the Corporation, does hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Corporation by unanimous consent of the Directors of the Corporation on the 2nd Day of June, 2022.

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Clerk of the Board

Monticello Montessori Public Charter School v.12

{2.3.1 Amended: June 2, 2022}

{2.4.4 Amended: June 2, 2022}

{2.8.2 Amended: June 2, 2022}