

## BYLAWS

Wood River Waldorf Methods School, A Public Charter School, Inc. Doing Business As Syringa Mountain School.

Filed and approved by the Idaho Secretary of State 7/10/2012

Last amended 12-3-15

*Amended Articles will be filed upon approval by the Public Charter School Commission*

### ARTICLE I

#### OFFICES

##### Section 1.1 Offices

The Corporation's principal office shall be fixed and located in the County of Blaine, State of Idaho, as the Board of Directors shall determine. The Board is granted full power and authority to change the principle office from one location to another within the County of Blaine, State of Idaho.

### ARTICLE 2

#### PURPOSE

##### Section 2.1 Purpose

The Corporation is organized exclusively for educational purposes within the meaning of Section 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 corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future Federal income tax code; or a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any fixture Federal income tax code.

### ARTICLE 3

#### NO SHAREHOLDERS/PARENT MEMBERS/MEMBERS

##### Section 3.1 No Shareholders

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

##### Section 3.2 Qualifying Parent/ Parent Members/Members

Nothing in the Article 3 shall be construed to limit the Corporation's right to recognize a "Qualifying Parent" as a Parent Member or Member of the Corporation. Parent Members or Members of the corporation may originate or take part in the discussion of any subject that may properly come before any meeting of the board, but may not vote except for election of Directors. The Corporations right to recognize and refer to its Parent Members or Members shall not render anyone a shareholder within the meaning of Idaho Code 30-334 of the Act.

##### Section 3.3 Founders and Admission Preference

For purposes of these Bylaws, a "Founder" is hereby defined as a person, including employees, parents, or staff of a public charter school, who has served for at least 6 months on the founders board or committees and has worked at least 100 hours on outside projects. The time on the founders board or committees and the hours on outside projects must be performed by the date of the first lottery. The Board of Directors of SMS will vote prior to the first lottery to identify qualified founders based on the criteria above.

3.4 For purposes of these Bylaws, a "Qualifying Parent" or Parent Member or Member is defined as a parent having a child or children enrolled in any charter school operated by the Corporation. As used herein, the term "parent" includes a person standing in parental relation to a child enrolled in the charter school, including a birth or adoptive parent, a foster parent, a legal guardian, or an adult family member a. who is caring for an enrolled child, b. with whom the child lives, and c. who is legally responsible for the child. The term does not include a person whose parent child relationship has been lawfully terminated or a person not entitled to possession of or access to a child under a court order.

### ARTICLE 4

#### BOARD OF DIRECTORS

##### Section 4.1 Board of Directors

The Board shall consist of Directors elected or appointed for a three (3) year term of office as set forth below. The number of Directors constituting the Board of the Corporation shall be an odd number not less than five (5) or more than fifteen (15) Directors. The exact number of Directors shall be set by Board resolution, which may be updated from time to time. The function of the Board can be described as fiscal management, 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. The Chair of the SMS Parent Association will serve as an ex-officio and voting member of the SMS Board assuming the same powers of a Board Director.

## BYLAWS

**Initial terms: Directors appointed or elected in the first year of incorporation will serve terms as follows:**

Phoebe Pilaro	2 years (parent)
Greg Bloomfield	3 years (parent) Board Chair
Ben Rogers	3 years (parent) Treasurer
Bobbi Filbert	Parent Council Representative
Randy	

The Parent Council Chair will serve on the Board as an ex officio member for the length of time they hold the position of Parent Council Chair.

### 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 et. seq.).

### Section 4.3 Election of Directors

Until October 1, 2015, the Board shall be comprised of the Directors listed in the Articles of Incorporation and any other Directors appointed by majority vote of the then-current Board based on committee performance, and having needed areas of expertise.

Beginning on October 1, 2016 and thereafter, Directors will be elected to fill vacancies on the Board by majority vote of Members of the Corporation at the Corporation's annual meeting.

The Board will establish a Nominating Committee to recruit and identify one or more candidates to fill each vacancy on the Board. Candidates are identified based on committee performance and having needed areas of expertise. The Nominating Committee is encouraged to include candidates from outside the School community, particularly when looking for candidates who have needed areas of expertise.

**Voter Qualification:** Except as provided herein, each Member may cast a vote for each Director elected at the annual meeting. In order to be qualified to vote, the Member must have at least one child enrolled at SMS as of the date of the Special meeting. If two or more members qualify as "parent" of an enrolled child, such Members shall be collectively entitled to cast one vote for each Director at the Special Meeting. Members with more than one child enrolled in SMS may only cast one vote for each Director regardless of the number of children they have enrolled. Prior to the casting of the votes, the President or Secretary of the Corporation shall verify the identity of the Members eligible to vote by requiring proof of identification in the form of a driver's license or other form of identification deemed satisfactory by the President or Secretary.

**Proxy:** Members may vote either in person or by a proxy signed by such member and personally delivered to the President or Secretary prior to the start of the meeting. Such proxy shall be invalid if executed more than 30 days prior to the date of the meeting. Such proxy will be invalid if issued by a Member who is subject to a collective voting right shared with at least one other Member and one of the Members subject to the collective voting right attends the meeting and votes in person.

**Tabulation of votes:** Voting shall be by secret ballot and shall be supervised by the President or Secretary of the Corporation. At the conclusion of the balloting, the President or Secretary of the Corporation shall count the votes prior to the adjournment of the meeting. At least 10% of the total number of qualifying votes must be cast at the Special Meeting in order to ratify an election of Directors. If less than 10% of the total number of qualifying votes is cast at the Special Meeting, the results shall be discarded and the Special Meeting shall be re-noticed as specified in Section 5.3 for a date not less than three (3) and not more than fourteen (14) days after the date of the Special Meeting at which an insufficient number of votes were cast.

**Ratification number:** An affirmative vote of the majority of votes cast for each Director at the Special Meeting is sufficient to ratify the election of the Director. In the event that any candidate for ratification shall not receive the affirmative vote of majority of votes cast at the meeting for that candidate, such candidate's election shall not have been ratified. In such event, the President or Secretary of the Corporation shall communicate the results of the vote to the Board, and the Board 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, the Board shall appoint yet another replacement candidate, whose election shall be deemed to be final, without further ratification vote.

### Section 4.4 Term

## **BYLAWS**

**Directors shall be elected or appointed to three (3) year terms of office except for the first year of incorporation, where seats will be staggered as listed above in 4.1.**

**Each Director shall serve until the Members, at the annual meeting of the Corporation, duly elects his/her successor.**

### **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 without cause by a majority of the Directors then in office.**

### **Section 4.6 Vacancies**

**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.**

**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 Section 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.**

**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 and 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.**

**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 next annual meeting of the Corporation.**

**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 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, whichever comes first. 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 the SMS Public Charter School according to the best of my ability.**

### **Section 4.8 Charter Board Code of Ethics**

**Upon election/appointment or within fifteen (15) days from the commencement of his/her term of office, whichever comes first, the Director will sign the Charter Board Code of Ethics. A file of signed Code of Ethics will be kept in the office of the Board Secretary or his/her designee.**

### **Section 4.9 Compensation**

**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 in an amount to be established by the Board.**

### **Section 4.10 Employees**

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

### **Section 4.11 Voting**

**Voting by the Board shall be in person or by proxy vote. Tie votes will be broken by the Chairman of the Board.**

### **Section 4.12 Quorum**

## **BYLAWS**

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 4.13 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 4.14 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 pleasure of the Board. The creation of a committee and appointment of members to it shall be by a majority vote of the Board members then in office. Once the task has been accomplished for which the committee was formed it shall be dissolved. 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. Each committee may keep minutes of its proceedings and shall report periodically to the Board. Committees shall report to the full Board regularly at Board meetings and any recommendations from committees shall be reviewed by the Board, discussed and voted on as needed.

### **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. Any such instruments may be signed by any other Director(s) and in such manner and 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 Blaine, 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 at the second Thursday of August, if not a legal holiday, and if a legal holiday, then on the day following, at 7:00 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 Regular Meetings**

Regular meetings of the Directors of the Corporation will be scheduled for the second Thursday of each month.

#### **Section 5.4 Special Meetings**

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

#### **Section 5.5 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.

#### **Section 5.6 Telecommunications Devices at Meetings**

All 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 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 other the Directors of the Corporation.

#### **Section 5.7 Meeting Agendas**

A forty-eight (48) hour agenda notice shall be required in advance of each regular meeting; however, additional agenda items may be added up to and including the hour of the meeting, provided that a good faith effort was made to include in the notice

## **BYLAWS**

all agenda items known at the time to be probable items of discussion. The agenda for any Board meeting shall be prepared by the Board's Secretary or under direction from the Board Secretary. Items submitted by the Board Chair or at least two (2) board members shall be placed on the agenda along with committee reports, and all other corporate business. Anyone associated with the Syringa Mountain School may also suggest inclusions on the agenda. Such suggestions must be received by the Board Secretary at least four (4) days before the Board meeting, unless of immediate importance. Individuals who wish to be placed on the Board meeting agenda must also notify the Board Secretary, in writing, of the request. The request must include the reason for the appearance.

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.

### **Section 5.8 Notice of Meeting**

Notice of the time and place of the annual meeting of the Directors or of any monthly meetings of the Directors shall be by written or printed notice of the same posted at the Charter School. The Board Secretary may email or physically deliver the agenda and meeting notice to Board members. 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 calling for the meeting.

### **Section 5.9 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 on the school website, and shall include at least the following information: (a) All members of the Directors of the Corporation present; (b) All motions, resolutions, orders, or ordinances 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 under Title 67, Chapter 23 of the Idaho Code may be limited to material, the disclosure of which is not inconsistent with the provisions of section 67-2345, Idaho Code, but must contain sufficient detail to convey the general tenor of the meeting.

Unofficial minutes shall be delivered to Directors in advance of the next regularly scheduled meeting of the Board with the agenda for the next Board meeting. Minutes need not be read publicly, provided that Directors have had an opportunity to review them before adoption. A file of permanent minutes of Board meetings shall be maintained in the office of the Board Secretary or his/her designate, to be made available within a reasonable period of time after a meeting for inspection upon written request.

### **Section 5.10 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 Chairman, acting Chairman or Vice Chairman of the Board of the Corporation must move for holding of an 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.

### **Section 5.11 Consent Agenda**

To expedite business at a Board meeting, the Board approves the use of a consent agenda, which includes those items considered to be routine in nature. Any item which appears on the consent agenda may be removed by any Director. Any Director who wishes to remove an item from the consent agenda shall give advance notice in a timely manner to the Secretary of the Board. The remaining items will 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.

### **Section 5.12 Meeting Conduct and Order of Business**

General rules of parliamentary procedure are used for every Board 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.

### **Section 5.13 Other Provisions of the Open Meeting Law**

Pursuant to Title 33, Chapter 52 of the Idaho Code, all other provision 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.

# BYLAWS

## ARTICLE 6

### OFFICERS AND DUTIES

#### Section 6.1 Officers

The Officers of the Corporation shall be Chair 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 at the pleasure of the Board for a term of one (1) year when their respective successor shall be elected. Individual Officers of the Corporation, have no authority over school affairs, except as provided by law or as authorized by the Board.

#### 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 a corporation as well as such other powers and duties as may be prescribed from time to time by the Board. The Chairman of the Board shall sign all papers and documents as required by law and as authorized by action of 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

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 about 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.

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

The Treasurer of the Corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and 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.

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 to the Board, upon request, an account of all transactions as Treasurer and of the financial condition of the Corporation. 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.

#### Section 6.6 Removal

Any Officer may be removed, for 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

### CHARTER SCHOOL POLICY

#### Section 7.1 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 to 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 or Chief

## **BYLAWS**

Administrative Officer for detailed study as needed prior to Board action on the proposal. The Board encourages the Superintendent or Chief Administrative Officer to contact other experts to have potential Board policy researched. 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:

At a regular or special Board meeting the proposed new or amended policy shall be presented in writing for reading and discussion.

The final vote for adoption shall take place not 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.

### **Section 7.2 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 or Chief Administrative Officer shall have to power to act. His/her 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 or Chief Administrative Officer to inform the Board of such action and the need for policy.

### **Section 7.3 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 which included 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 Directors present.

### **Section 7.4 Policy Manuals**

The Superintendent or Chief Administrative Officer 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 anyone shall remain the property of the Charter School and shall be subject to recall or revision at any time.

### **Section 7.5 Administrative Procedures**

The Superintendent or Chief Administrative Officer 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 or Chief Administrative Officer shall submit it to the Board as an information item. 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 or Chief Administrative Officer may request prior Board approval.

## **ARTICLE 8**

### **PUBLIC RECORDS REQUESTS**

#### **Section 8.1 Records Available to Public**

Every person has the right to examine and take a copy of any Charter School record at all reasonable times. All Charter School records except those restricted by state and federal law shall be available to citizens for inspection at the office of the Superintendent or Chief Administrative Officer or at a place designated by the Superintendent or Chief Administrative Officer.

#### **Section 8.2 Written Records Request Required**

All persons or entities requesting records must make a written request which includes the person or entity's name, mailing address and telephone number.

#### **Section 8.3 Copying Fee Schedule**

The copying fee schedule of the Charter School is as follows:

- (a) Copies of public records — 10¢ per page and any media such as CDs, DVDs or over-sized items at cost;
- (b) In addition to the costs set forth above, the Charter School will charge for the actual labor costs associated with locating and copying documents if:
  - (1) The request is for more than 100 pages of records;
  - (2) The request includes non-public information that must be redacted from the public records; and/or

## **BYLAWS**

**(3) The labor associated with locating and copying the records exceeds two (2) hours.**

**The advance payment of the cost of copying and the actual labor costs associated with locating and copying documents if the request meets the criteria above is required. However, the Charter School shall not charge any cost or fee for copies or labor when the requester demonstrates either: the inability to pay; or that the public's interest or the public's understanding of the operations or activities of government or its records would suffer by the assessment or collection of any fee.**

### **Section 8.4 Response to Request for Examination of Public Records**

**The Charter School shall either grant or deny a person's written request to examine or copy public records within three (3) working days of the date of the receipt of a request for public records. If a longer period of time is needed to locate or retrieve the records, the Charter School shall notify the person requesting the records of the same and provide the records to such person not later than ten (10) working days following the request. If the Charter School fails to respond within ten (10) working days after the requested is submitted, the request shall be deemed to be denied.**

**If the Charter School denies a person or entity's request to examine or copy records or denies in part and grants in part the request to examine and/or copy the records, the person legally responsible for administering the Charter School shall notify the person or entity in writing of the denial or partial denial of the request for the public record. In addition, the notice of denial or partial denial shall state that the attorney for the Charter School has reviewed the request or shall state that the Charter School has had an opportunity to consult with an attorney regarding the request for examination or copying of a record and has chosen not to do so. The notice of denial or partial denial shall also indicate the statutory authority for the denial and clearly indicate the right to appeal the denial or partial denial and the time periods for doing so.**

### **Section 8.5 Other Provisions of the Public Writings Law**

**Pursuant to Title 33 Chapter 52 of the Idaho Code, all other provision of Title 9, Chapter 3 of the Idaho Code shall be applicable to a request for public records in the same manner that a traditional school and the boards of school trustees are subject to those provisions.**

## **ARTICLE 9**

### **CONFLICTS OF INTEREST**

#### **Section 9.1 Direct or Indirect Pecuniary Interests**

**No Director shall have a pecuniary interest directly or indirectly in any contract or other transaction pertaining to the maintenance or conduct of the authorized chartering entity or charter school.**

#### **Section 9.2 Contracts Involving a Person Related to a Director within the Second Degree**

**The Board of Directors may accept and award contracts involving the public charter school to businesses in which the Director or a person related to him by blood or marriage within the second degree has a direct or indirect interest, provided that the procedures set out in Idaho Code §§ 18-1361 or 18-1361A are determined by legal counsel for the Board to be not applicable or followed.**

#### **Section 9.3 Contracts Involving the Spouse of a Director**

**Unless it is determined by legal counsel for the Board to be proper and except as provided in Idaho Code §§ 18-1361 or 18-1361A, the Board of Directors of any public charter school shall not enter into or execute any contract with the spouse of any member of such Board, the terms of which said contract require, or will require, the payment or delivery of any public charter school funds, moneys or property to such spouse. Any opinion from the Board's legal counsel shall be in writing.**

**Section 9.4 Consideration of Employment Involving a Person Related to a Director or a Director's Spouse within the Second Degree When any relative of any Director or relative of the spouse of a Director related by affinity or consanguinity within the second degree is to be considered for employment in a public charter school, such Director shall abstain from voting in the election of such relative, and shall be absent from the meeting while such employment is being considered and determined.**

## **ARTICLE 10**

### **FISCAL AFFAIRS**

#### **Section 10.1 Fiscal Year**

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

## **ARTICLE 11**

### **NOTICES**

#### **Section 11.1 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, the Articles of Incorporation or these Bylaws; said notice need not be given individually and may be given in one notice document.**

#### **Section 11.2 Waiver**



## BYLAWS

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 12 DISSOLUTION

#### Section 12.1 Dissolution

Upon dissolution of the Corporation, assets shall be distributed to creditors pursuant to Sections 30-3-114 and 30-3-115 of the Idaho Code. After paying or adequately providing for the debts and obligations of the Corporation, the remaining assets upon corporation, Idaho Nonprofit Corporation Act 30-3-113 (f)(ii) states its assets may be transferred to those persons whom the corporation holds itself out as benefiting or servicing. The asset would be held in public trust until it could be put to same or similar charitable use, by a nonprofit corporation which is organized and operated exclusively for educational purposes and which has established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or to a state or local government for public purpose as determined by the Board.

### ARTICLE 13 AMENDMENTS

#### Section 13.1 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, and immediately after them and shall not take effect until approved by the Authorizer. 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.

### CERTIFICATE OF BYLAWS

I certify that I am the initial agent of Wood River Waldorf Methods School, A Public Charter School, Inc. Doing Business As Syringa Mountain School, an Idaho Nonprofit Corporation, and that the foregoing Bylaws, constitute the Bylaws of such corporation.

IN WITNESS WHEREOF, I have signed my name to this Certificate on 10-24-13

A handwritten signature in cursive script, appearing to read "Mary Leman". The signature is written in black ink on a white background.