

MEETING OF THE BOARD OF TRUSTEES

July 11, 2013 6:30-8:00 PM

Wood River Insurance Meeting Room

- I. Call to Order and Welcome and Introductions
- II. Pledge of Allegiance
- III. Any Additions, Corrections, Modifications or Substitutions to the Current Agenda

- IV. Action Agenda
 - a. Approval of minutes from May 9, 2013 and June 11, 2013
 - b. Greg Bloomfield nomination and oath
- V. Information Agenda
 - a. Committee Updates: Site, Finance, PR/marketing
 - b. Changes to Bylaws-Founders definition, terms
 - c. Board protocol prior to authorization
 - d. Preparation for Commission Hearing, August 15th, 9:00 AM
Identify guests to testify; Dr. Keith Allred, BSU
Suggested information to Becquel Smith for PPT design
Partnerships, letters of support
Meeting with Lonnie Barber

- VI. Next board meeting August 13
- VII. Adjournment of July Board Meeting

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 Syringa Mountain School according to the best of my ability.

This agenda is subject to change. Please call 720-6327 for further information.

Section 3.2 Founders and Admission Preference

A "Founder" is defined as any person, including employees or staff of a public charter school, who make a material contribution toward the establishment of a public charter school. The criteria for determining what constitutes a material contribution shall be established by the Board of Directors. In addition, the Board shall determine in accordance with Idaho Code what admission preference, if any, shall be given to the child or children of a Founder.

3.3 For purposes of these Bylaws, a "Qualifying Parent" 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 not less than five (5) or more than nine (9) Directors. 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.

Initial terms:

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

<u>Dr. Mary Gervase</u>	<u>1 year</u>
<u>Travis Scott</u>	<u>1 year (parent)</u>
<u>Joy Higdon Spencer</u>	<u>1 year</u>
<u>Ben Rogers</u>	<u>2 years (parent)</u>
<u>Phoebe Pilaro</u>	<u>2 years (parent)</u>
<u>Kate Sokoloff</u>	<u>2 years</u>
<u>Don Keller</u>	<u>3 years</u>
<u>Greg Bloomfield</u>	<u>3 years (parent)</u>

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

(a) 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 or appointed in accordance with these bylaws.

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alison.henken 7/9/13 11:43 AM

Comment [1]: It is critical that you establish the definition of a founder in your bylaws in order to avoid confusion / disagreements when it comes time for your lottery. Is there a certain amount of time (hrs) or length of time (weeks / months) that a person must volunteer to be considered a founder? Can a person be considered a founder after the school has begun operations (ie. for the 2nd or subsequent lottery) if they were not considered a founder when the school began operations (ie. for the 1st lottery)?

(b) No more than ~~four (4)~~ ~~three (3)~~ Directors may be a parent with one or more children attending the Public Charter School.

(c) After the initial year of operation, ~~unless the Board deems it necessary to extend the election for an additional year~~, Directors will be elected to fill vacancies on the Board by vote of stakeholders of the Corporation at the Corporation's annual meeting. As used herein, "Stakeholders" shall include but are not limited to the parents and guardians of pupils then attending Public Charter School, faculty and employees of Public Charter School and members of the Public Charter School Parent-Faculty Association.

(d) 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.

(e) 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 300 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.

(f) 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.

(g) 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

(a) 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.

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