



BAILEY CHARTER ELEMENTARY SCHOOL
BOARD OF DIRECTORS GOVERNING BYLAWS

ADOPTED BY THE BOARD OF DIRECTORS OCTOBER 14, 2015

210 GENTRY WAY, RENO, NEVADA 89502

board@baileycharter.org www.baileycharter.org

ARTICLE I: INTRODUCTION; LEGAL STATUS

Introduction: The name of the charter school is Bailey Charter Elementary School (hereinafter referred to as the "School"). The School is located at 210 Gentry Way, Reno, Nevada 89502.

Legal Status: The School is a nonprofit corporation organized under Chapter 82 of the Nevada Revised Statutes. Unless otherwise provided in the Articles of Incorporation or in the Bylaws, the School may exercise any power or authority conferred on nonprofit corporations by law. Further, the School is a charter school pursuant to Nevada Revised Statute 386.527 sponsored by the Washoe County School District. The Governing Board of the School is an independent body under the authorization of the Board of Trustees of the Washoe County School District. The Board plans and directs all aspects of the school's operations; it maintains a school Charter and takes steps necessary to ensure the continuity and well-being of the school consistent with the mission stated in the Charter.

Statutes: The School shall operate in accordance with Nevada Revised Statutes (NRS), Chapters 82, 241 and 386.

ARTICLE II: PURPOSE AND MISSION

Purpose and Mission: The School is organized and shall be operated exclusively for charitable, religious, educational, scientific, and literary objects and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to promote such other charitable objects and purposes as determined by the Board of Directors, in its discretion and as set forth in Article III of the Articles of Incorporation. The purpose of the School is to provide education to children from grade kindergarten to grade six and shall be operated exclusively for educational objectives and purposes. The School's mission states: "*We are committed to providing a supportive environment, which encourages students to connect their knowledge to the real world through inquiry-based learning and differentiated instruction.*"

Non-Discrimination: The School shall not discriminate on the basis of race, religion, national origin, gender, age, disability, and sexual orientation, status as a Veteran, or other protected class in accordance with applicable federal or state laws in hiring or other employment practices of the School. Further, the School shall be open to all students in its authorized geographic area on a space available basis and shall not discriminate in its admission policies or practices on the basis of race, gender, religion, ethnicity or disability. The School shall conduct all of its activities in accordance with all applicable local, state and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of the charter public schools in the State of Nevada.

ARTICLE III: GOVERNING BODY

Powers and Duties: The business, affairs, and property of the School shall be managed by a Board of Directors. Without limiting the general powers conferred by these Bylaws and provided by law, the Board shall have, in addition to such powers, the following powers:

Perform any and all duties imposed on the Board collectively or individually by law or by these Bylaws;

Make and change policies, rules and regulations not inconsistent with law, or with these Bylaws, for the management and control of the School and its affairs, and of its employees, and agents; to lease, purchase, or otherwise acquire, in any lawful manner, for and in the name of the School, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the School's purpose and mission.

Approve an annual School calendar;

Establish and approve all major educational and operational policies;

Enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose;

Hire, supervise and direct an individual who will be responsible for the day-to-day operations of the School;

Approve the annual budget and financial plan which shall be monitored and adjusted as necessary throughout the year;

- 1) Submit a final budget to the state pursuant to statute and regulation;
- 2) To cause to be kept a complete record of all the minutes, acts and proceedings of the Board;
- 3) To cause an annual inspection or audit of the accounts of the School, as well as any other audits required by law, to be made by an accountant to be selected by the Board, showing in reasonable detail all of the assets, liabilities, revenues and expenses of the School and its financial condition.;
- 4) Ensure ongoing evaluation of the School and provide public accountability;
- 5) Uphold and enforce all laws related to charter school operations;
- 6) Improve and further develop the School;
- 7) Strive for a diverse student population, reflective of the community;
- 8) Ensure adequate funding for operation;
- 9) Carry out such other duties as required or described in the School's Charter.

Qualifications; Election; Tenure: The Board shall be composed of five (5) to eleven (11) Directors:

- 1) A person who is an active Nevada licensed elementary teacher;
- 2) A person who is an active or retired Nevada licensed teacher or administrator;
- 3) A person who possesses knowledge and experience in accounting, financial services, law or human resource;
- 4) A person who is a parent or legal guardian of a pupil that has been enrolled in the charter school for at least one (1) year who is not a teacher or an administrator at the charter school; and
- 5) A person who is involved in the local business community.

The Board's membership shall adhere to the statutory requirements of NRS 386.549. Roles and qualifications may overlap among board members, but each category must be specially filled by separate persons.

- 1) The parent or legal guardian Director may be nominated by the parent organization for the School.
- 2) A majority of Board Members must be residents of the State of Nevada.

The membership of the governing body of a charter school shall not include:

- 1) An employee of the governing body or charter school, including, without limitation, an administrator or teacher;
- 2) Except as otherwise provided in this paragraph, any person who:
 - a) Owns, operates, is employed by or receives compensation from a corporation, business, organization or other entity that enters into a contact with the governing body or charter school; or
 - b) Is related by blood or marriage to a person described in subparagraph 1).

Prospective Board members must:

- 1) Be invited by an existing Board member;
- 2) Be provided a copy of these *Board of Directors Bylaws and Rules of Governance*;
- 3) Be provided a copy of *Matters of Concern to Nevada Charter School Governing Body Members*;
- 4) Attend one meeting of the Board for introduction and questions to and from the Board;
- 5) Submit a letter of interest and resume to the School Administrator after attendance at a Board meeting.

- A. Upon election to the Board, all Board members must submit an *Affidavit for Service as a Member of the Governing Body of a Charter School*.
- B. All Board members shall be devoted to the purpose and mission of the School and shall represent the interests of the community.

The Board Members shall serve no more than one (1) consecutive three (3) year term. Terms shall be staggered so that no more than 1/2 of the Board shall be up for election in any one year, unless a vacancy(ies) needs to be filled. When the term of a Board Member has expired or when a Board member resigns, the remaining Board Members shall elect a new Board member to fill the vacancy. Former Board members may apply for existing positions after a one year hiatus.

The School shall notify its sponsor and the Department of Education within ten days of the selection of a new Board member and provide the sponsor and the Department of Education with the new member's resume and affidavit as required pursuant to NRS 386.549(1).

Board members shall be fingerprinted according to the NRS 386.588 procedure for employees of the school.

Section 3, Functions of the Board:

The functions of the Board include:

- Creating and maintaining a vision for the School;
- Adopting policy;
- Accountability;
- Continuous improvement;
- Serving as a liaison between the School and the community;
- Strategic planning;
- Creating and maintaining standards of curriculum, staff and operations;
- Collaboration with community, parents, staff and other educational organizations;
- Approval of school operating budget that reflects the priorities of the school;
- Hiring and evaluating the administrator;
- Serving as an advocate for the students, staff and community;
- Upholding ethical standards;
- Fundraising;
- Active participation in school activities.

Board member responsibilities and expectations include:

- Attend at least 80% of regular Board meetings; except under extenuating circumstances warranting Board approval;
- Chair and/or serve on a standing committee;
- a) School Climate: provide evaluation of staff, student and parent satisfaction;
- b) Administrator Evaluation: implement evaluation tool used by the local District;
- c) Strategic Planning: review on-going goals of the school and work with School Administrator to determine methods to best meet the goals.
- d) Grant Writing: seek funding authorities and participate in writing grant proposals.
- e) Capital Fundraising: seek possible funding sources for major additions or maintenance needs of the School.
- f) Parent Teacher Organization: attend Parent Teacher Organization meetings.
- g) Training of the Board: distribute an annual self-evaluation to Board members and determine training needed for Board members. Keep Board members up-to date with standards, educational trends, charter school issues, the school population and achievement, or functioning as a member of a non-profit Board via

emailed articles or summaries which need is indicated by the reported self-evaluations and provide or cause to be provided at least once a year training on indicated issues.

- 1) Participate in at least two (2) programs, activities and special events at the School;
- 2) Support and answer questions from businesses or civic groups regarding financial contributions to the School;
- 3) Invite a friend or associate to visit the school;
- 4) Recommend potential candidates for Board membership or someone to serve in an associate position on a committee or special project;
- 5) Be willing to make a planned bequest for the School as requested by the Board;
- 6) Actively support and assist with the special events of the School.

Section 4, Code of Ethics:

- 1) Uphold and enforce all laws relating to Charter school operation;
- 2) Make decisions in the best interest of the School, students, staff and parents;
- 3) Strive to serve a diverse student population reflecting our community;
- 4) Promote the continuing value of education;
- 5) Accurately portray the role of the School to the public;
- 6) Act in good faith in adopting School policy;
- 7) Do not disclose confidential matters.

Section 5, Board Protocol: Only the Board as a whole has authority. The Chairman of the Board, the school Administrator, and any other person so designated by the Board are the only spokespeople for the School; however, Board members are encouraged to disseminate Board decisions to the public and act as ambassadors to promote the School. Board meetings are for decisions and votes. Wherever possible, decisions should be consensus based. Members are encouraged to keep their discussions to the point.

Section 6, Annual Meeting: The annual meeting of the Board shall be held at the School in May of each year as the Board may determine. The annual meeting shall take the place of the regularly scheduled May meeting. Written notice stating the place, day, and hour of the meeting shall be given personally or mailed to each member of the Board at least three (3) business days prior to the date fixed for the annual meeting. Notice of the meeting must also be provided in accordance with Nevada's Open Meeting Law. The annual meeting shall be for the purpose of electing officers and new Board members and for the transaction of such business as may come before the meeting.

Section 7, Regular and Special Meetings: The Board shall establish a regular day and place for regular meetings that shall occur no less frequently than once a quarter and shall be held in the county in which the School is located. Special meetings of the Board may be called at any time by the Chairperson or by a majority of the Board. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice of the meeting must be provided in accordance with Nevada Open Meeting Law. Notice of the time and place of every regular or special meeting shall be given to each member of the Board via electronic format least three (3) business days before the date fixed for the meeting and to all those individuals who request notice of relevant meetings. The purpose of any regular or special meeting must be specified in the notice of such meeting. Minutes of each Board meeting shall be taken and shall be approved by the Board and kept at the School.

Section 8, Agenda: An agenda must be produced for each regularly scheduled board meeting in order to provide effective and efficient meeting practice. The agenda shall be prepared in accordance with NRS 241.020(2).

- a) Committee Reports shall be provided in written format and unless the relevant committee or the Board requests a recommendation for decision or substantial discussion, the committee shall be given no more than 10 minutes on the agenda.
- b) In addition to previously requested agenda items, any Board member may provide additional agenda items for the following meeting by providing, via e-mail, fax or regular mail, the School's supervising employee or administrator the request, noting its appropriate place on the normal agenda format, and a realistic time requirement for such item. Such requests must be received at least 24 hours prior to the posting deadline pursuant to Nevada Open Meeting Law.

Section 9, Quorum: A quorum at all meetings of the Board shall consist of a majority of the number of Directors then in office. Except as provided specifically to the contrary by these Bylaws, the act of a majority of the Directors in office at a meeting at which a quorum is present shall be the act of the Board. Proxy voting is not permitted.

Section 10, Vacancies: Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the Directors at a regular or special meeting of the Board. A Director elected to fill a vacancy resulting from death shall be elected for the unexpired term of such person's predecessor in office and shall hold such office until such person's successor is duly elected and qualified. Any Director elected to fill a vacancy resulting from removal or resignation shall be elected for a new term.

Section 11, Committees: The Board may designate from among its members, by resolution adopted by a majority of the entire Board, an Executive Committee, a Personnel Committee, a Finance Committee, an Academic Committee and one or more other committees, each of which shall consist of at least one Director and which shall have and may exercise such authority in the management of the School as shall be provided in such resolution or in these Bylaws. The Board shall not be permitted to delegate the powers to contract or financial or budget making authority. Any delegated activity or decision making authority may be unilaterally revoked at any time. All committee meeting shall be conducted in accordance with Nevada Open Meeting Law.

Section 12, Removal: Any member of the Board may be removed by the affirmative vote of two-thirds (2/3) of the Directors then in office, excluding the member at issue whenever in their judgment such removal would serve the best interests of School.

Section 13, Resignation: A resignation by a Board member shall be effective upon receipt by the Chairperson of a written communication of such resignation.

Section 14, Participation by Telephone: To the extent permitted by law, any member of the Board or committee thereof may participate in a meeting of such Board or committee by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other, and participation in such a fashion shall constitute presence in person at such meeting.

Section 15, Proxy Voting: Proxy voting is not permitted.

Section 16, Compensation: No member of the Board shall receive any compensation for serving in such office; provided that, the School may reimburse any member of the Board for reasonable expenses incurred in connection with service on the Board. Any such reasonable expenses that are not reimbursed by the School shall be construed as a gift to the School.

Section 17, Closed Sessions: Any Board member may call a Closed Session during any special or regular Board meeting for issues concerning personnel or other matters requiring confidentiality as approved by Nevada Open Meeting Law. All persons except Board members may be excluded from such Closed Sessions at the

discretion of the Chair. Following such meetings, an officer shall provide a general description of the matters discussed to be provided as the minutes of said Closed Session. No action may be taken in a Closed Session.

Section 18, Orientation/Training: New Board members shall be given an orientation by the Board prior to their first Board meeting. Written materials shall be provided in the form of a Board packet. All Board members shall be provided general board training no less than one time per year. Board members not participating in training shall be subject to removal.

Section 19, Rules of Order: The Board shall use Robert's Rules of Order. If a Board member is unable to attend a Board meeting, the Board member shall contact the Chairperson, Administrator or designated supervising employee prior to the meeting.

Section 20, Public Comment: Time shall be set aside at each Board and Committee meeting for public comment. After the speaker identifies his or her name, address and affiliations, public comment shall be limited and shall be stated as such on the Agenda.

ARTICLE IV: OFFICERS

Section 1, Number: The officers of the School shall include a Chair, Vice-Chair, Secretary, Treasurer, and such other officers as the Board shall deem necessary to elect.

Section 2, Election and Term of Office: The Board shall elect and appoint all officers of the School at the annual meeting of the Board, which officers shall be installed in office at such annual meeting to serve for terms of one year and until their successors have been duly elected and qualified. Should there be more than one nominee for a vacancy, the nominee receiving the greatest number of votes shall be declared elected and shall be installed in office at the annual meeting.

Section 3, Removal of Officers: Any officer of the School may be removed, either with or without cause, by a two-thirds (2/3) majority of the Directors then in office at any regular or special meeting of the Board.

Section 4, Chair: The Chair of the Board shall preside at all meetings of the Board. The Chair of the Board shall possess the power to sign all certificates, contracts or other instruments of the School which are approved by the Board. The Chair of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Section 5, Vice-Chair: In the absence of the Chair of the Board or in the event of the Chair's disability, inability or refusal to act, the Vice-Chair of the Board shall perform all of the duties of the Chair and in so acting shall have all of the powers of the Chair. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the Chair.

Section 6, Secretary: The Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board may order of all meetings of the Board with the time and place of holding, whether regular or special and if special, how authorized, the notice thereof given, the name or names of those present at the Board meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given and perform such other duties as may be prescribed by the Board from time to time. The Secretary of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Section 7, Treasurer: The Treasurer shall have oversight responsibility and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the School, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Board member. The Treasurer shall be charged with safeguarding the

assets of School and he or she shall sign financial documents on behalf of the School in accordance with the established policies of the School. He or she shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

Section 8, Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote for the unexpired portion of the term.

ARTICLE V: STAFF

The Board may appoint one employee to function as the administrator of the School (the "Administrator"). Such person may be delegated the authority to act in the absence of a specified policy provided that such action is consistent with the purpose and objectives of the Board and the School. Such person shall administer the School in accordance with Board direction and generally accepted educational practice.

ARTICLE VI: PARENT ASSOCIATION

There shall be a Parent Association to facilitate parent involvement with the School. The Parent Association shall have the right to select from those of its members who have participated in a School provided orientation program, a member to be on the Board.

ARTICLE VII: CONTRACTS, LOANS, AND DEPOSITS

Section 1, Contracts: The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific instances.

Section 2, Loans: No loans shall be contracted for or on behalf of the School and no evidence of indebtedness shall be issued in the name of the School unless authorized by a resolution of the Board. Such authority shall be confined to specific instances. No loan shall be made to any officer or Board member of the School.

Section 3, Checks, Drafts, and Notes: All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the School shall be signed by such officer or officers, or agents of the School and in such manner as shall be determined by the Board. The Chair and Administrator are authorized and required to sign all checks over the amount of \$50,000.00.

Section 4, Deposits: All funds of the School not otherwise employed shall be deposited to the credit of the School in such banks, trust companies, or other custodians located in the State of Nevada as the Board may select.

Section 5, Gifts: The Board may accept on behalf of the School any contribution, gift, bequest or devise for the general purposes or any special purpose of the School.

Section 6, Fiscal Year: The fiscal year of the School shall begin on July 1 and end on June 30.

ARTICLE VIII: PROPERTY

The property of the School shall be held and applied in promoting the general purposes of the School declared in these Bylaws. No property, including real estate, belonging to the School shall be conveyed or encumbered except by authority of a majority vote of the Board. Any such conveyance or encumbrance shall be executed by the Chair in the name of the School, and such instrument shall be duly approved by the Secretary or Treasurer of the School.

ARTICLE IX: INDEMNIFICATION

The Board of Directors may authorize the School to pay or cause to be paid by insurance or otherwise, any judgment or fine rendered or levied against a present or former Board member, officer, employee, or agent of the School in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a Board member, officer, employee, or agent of the School, provided that the Board shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he reasonably believed to be in the best interest of the School. Payments authorized hereunder include amounts paid and expenses incurred in satisfaction of any liability or penalty or in settling any action or threatened action.

ARTICLE X: AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors by an affirmative vote of two-thirds (2/3) of all the Directors then in office at any meeting of the Board, provided that the full text of the proposed amendment, alteration, or repeal shall have been delivered to each Director at least five (5) days prior to the meeting. Bylaws may not be amended without the approval of the school's sponsor.

ARTICLE XI: DISSOLUTION

Section 1. Revocation of Charter or Dissolution: The property of the Corporation is irrevocably dedicated to charitable purposes. Upon the dissolution, liquidation and winding up of the School, assets shall be distributed to one or more organizations entitled to exemption from federal income tax under § 501(c)(3), or shall be distributed to the federal government or to one or more state or local governments for a public purpose, which shall be the State of Nevada or the Sponsor if these parties desire them. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XII: CONFLICT OF INTEREST

Section 1. Duty to Disclose. Each officer and Director shall comply with the procedures of the School's conflicts of interest policy with respect to any transaction in which an economic benefit is provided by the Corporation to a Director or officer: (a) in exchange for services rendered, (b) in connection with the purchase or sale of one or more assets or services, or (c) in connection with any partnership, joint venture or revenue sharing arrangement (an "Applicable Transaction"). The Board may provide parameters from time to time defining transactions that are not subject to this policy to the extent that the authorized officers of the School comply with the parameters set forth in such policy, in which case such transaction will not be considered an Applicable Transaction.

Section 2. Approval of Applicable Transactions. Except as otherwise provided pursuant to the School's policy, all Applicable Transactions must be approved by the affirmative vote of a majority of a quorum of the Board in advance in accordance with the following procedures:

- (a) Disinterested Board. Any officer or Director that will benefit, directly or indirectly from such Applicable Transaction, shall not participate in any discussions with respect to the Applicable Transaction, except to the extent of the disclosure required hereunder and in the conflicts of interest policy and in response to inquiries of the disinterested members of the Board, and shall leave the room before the Board votes to approve or disapprove the Applicable Transaction.

(b) Acquisition of Relevant Data. The Board shall determine and obtain sufficient comparable data, including, but not limited to asset or business valuation appraisals, compensation surveys, copies of third-party bids or offers, and such other data necessary for the Board to determine, in good faith, that the value of the economic benefits provided to the officer or Director are fair in comparison to the assets, services or other consideration to be provided by the officer or Director to the School.

(c) Records of Proceedings. The Board shall document, before the implementation of the Applicable Transaction:

i. the name of the officer or Director, the nature of the Applicable Transaction, a summary of the comparable data reviewed, a summary of any other action taken to determine the economic fairness of the Applicable Transaction to the School, and the Board's decision as to whether such Applicable Transaction is approved; and

ii. the names of the persons who were present for discussions and votes relating to the Applicable Transaction, the content of the discussion, and a record of any votes taken in connection therewith.

ARTICLE XIII: PURPOSE OF THE BYLAWS

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the purposes of the School. These Bylaws shall never be construed in any such way as to impair the efficient operation of the School.

CERTIFICATION

I hereby certify that I am the duly elected and acting Secretary of the School, and that the foregoing Bylaws constitute the Bylaws of the School, as duly adopted by unanimous vote of the Board of Directors.

DATED this 14th day of October, 2015.

Tami Funk, Secretary