

BYLAWS – XAVIER CHARTER SCHOOL

ARTICLE 1: Offices

Section 1.1 Offices

The Corporation’s principal office shall be fixed and located in the County of Twin Falls, State of Idaho as the Board of Directors (“Board”) shall determine. The Board is granted full power and authority to change the principal office from one location to another within the County of Twin Falls, 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. Notwithstanding any other provision of these Bylaws to the contrary, the Corporation shall not carry on any activities not permitted of:

- (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future federal income tax code, or
- (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal income tax code.

ARTICLE 3: No Members

Section 3.1 No Members

The Corporation shall have no members and shall be managed by a board of at least five (5) directors. Any action which would otherwise by law require approval by a majority of all members or approval of the members shall require only approval of the Board of Directors. All rights, which would otherwise by law vest in the members, shall vest in the Board.

Section 3.2 Associates

Nothing in this Article 3 shall be construed to limit the Corporation’s right to refer to persons associated with it as “member” even though such persons are not members, and no such reference by the Corporation shall render anyone a member within the meaning of Section 30-3-34 of the Idaho Nonprofit Corporation Act. Such individuals may originate and take in the discussion of any subject that may properly come before any meeting of the Board, but may not vote.

ARTICLE 4: Board of Directors

Section 4.1 Board of Directors

- (a) The number of Directors constituting the Board of the Corporation shall be not less than five (5) or more than seven (7) Directors.
- (b) The Board of Directors shall consist of both appointed and elected Directors.

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- (c) An increase or decrease in the authorized number of Directors constituting the Board may be made at any time by a majority vote of the Board.
- (d) At no time shall there be more than two non-stakeholders on the Board.
- (e) The function of the Board is described but not limited to policy making, advising and evaluating. The Board shall have the further duty of directing the financial means by which the educational program is conducted. It shall ensure that the community be informed of the needs, purposes, values and status of the charter school.

Section 4.2 Powers of the Board of Directors

The Board, as a board, shall have the full power and duty to manage and oversee the 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. (Idaho Code Section 33-5201)

Section 4.3 Election/Appointment of Directors

- (a) One Director may be appointed by a majority vote of the Board; such ad hoc appointment is not mandatory and shall be done at the discretion of the Board and only after a determination by the Board that: (i) the appointed Director adds specific experience, education, or expertise to the Board where such is lacking; and (ii) such appointment is in the best interest of the Board. The ad hoc appointment shall not cause the number of Directors on the Board to exceed seven (7). At the time of the ad hoc appointment the Board will specify the length of time the appointee shall serve on the Board, not to exceed three (3) years. All remaining Directors shall be elected or appointed in accordance with the provisions of Section 4.3(b) and (c).
- (b) Director elections to fill elected seats will follow the process outlined below:
 - i. All applicants will be required to fill out a questionnaire.
 - ii. All applicants will be required to go through a screening process, overseen by a committee that is appointed by the Charter School Board of Directors. The committee shall consist of 2 staff members, a member of the Parent Faculty Association (PFA) Executive Committee and 2 members of the Board of Directors. Each respective organization will select their representative(s).
 - iii. The committee will then nominate to the Charter School Board of Directors, candidates for each open position who meet the qualifications set out in district policy.
 - iv. No more than three candidates per position shall be nominated. The Board of Directors will approve the candidates by majority vote. Only approved candidates will appear on the ballot.
 - v. Stakeholders of the school will then be asked to vote on the candidates. A stakeholder of the school is defined as one or more of the following: parents or legal guardians of a child attending Xavier Charter School; staff members or employees of Xavier Charter School; Xavier Charter School board members and founders of the Charter School that signed the charter petition.

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- vi. Xavier Charter School Board of Directors has final authority over all ballots.
- vii. Stakeholders of Xavier Charter School will be notified of the date, time, and location of all school board elections.

Voting on board member elections can be done in person or via absentee ballot.

- (c) Director appointments to fill regularly appointed seats will follow the process outlined below:
 - i. During the regularly scheduled Board meeting in May of each year the Board of Directors shall appoint Director(s) to replace those whose appointment(s) will expire in June of that year.
 - ii. New Directors shall be appointed by a majority vote of Directors present at the May meeting, provided there is a quorum present.
 - iii. Directors so appointed shall begin their term at the beginning of the corporate annual meeting in June of that year.

Section 4.4 Terms

- (a) Directors, with the exception of any ad hoc appointment, shall be elected or appointed to a three (3) year term of office. The terms for each seat shall be as follows:
 - a. Seat 1 (Appointed by the Board): The term shall begin in 2011 and expire in 2012, and every three (3) years thereafter.
 - b. Seat 2 (Elected): The term shall begin in 2015 and expire in 2018, and every two (2) years thereafter.
 - c. Seat 3 (Appointed by the Board): The term shall begin in 2010 and expire in 2013, and every three (3) years thereafter.
 - d. Seat 4 (Appointed by the Board): The term shall begin in 2011 and expire in 2014, and every three (3) years thereafter.
 - e. Seat 5 (Elected): The term shall begin in 2017 and expire in 2018, and every one (1) year thereafter.
 - f. Seat 6 (Appointed by the Board, if filled): The term shall be on the same cycle as Seat 3, with a term of three (3) years.
 - g. Seat 7 (Appointed by the Board, if filled): The term shall be on the same cycle as Seat 1, with a term of three (3) years.
- (b) Each elected Director shall serve until the stakeholders duly elect his/her successor. Each appointed Director shall serve until the end of the term of his or her seat.

Section 4.5 Resignation and Removal

Subject to the provisions of Section 30-3-9 of the Idaho Nonprofit 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. The effective date of resignation shall be no more than ninety (90) days from the date of written notice of resignation. A Director may be removed without cause by a majority vote of the Directors then in office.

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Section 4.6 Vacancies

- (a) A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, or is removed, or if the authorized number of Directors is increased.
- (b) The Board may declare vacant the office of any Director who has been convicted of a felony, or has been found to have breached any duty arising under Article 30-3-85 of the Idaho Nonprofit 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.
- (c) 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. The Board shall hold a public meeting within ten (10) school attendance days of receiving such a request. 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.
- (d) Recall of an elected Director may be initiated by a vote petition of the Stakeholders provided the following criteria and procedures are followed:
 - a. No petition for recall shall be circulated against any Director until that Director has actually held his or her office ninety (90) days.
 - b. No more than one petition for recall may be submitted in any fiscal year and a minimum of ninety (90) days must separate the submission of any recall petition from any other recall petition.
 - c. A petition for recall shall be instituted by filing with the Secretary of the Board of Directors or Clerk of the Board of Directors a verified written petition requesting such recall. The petitioner requesting the recall must be a stakeholder.
 - d. A petition for recall shall contain the following items:
 - i. Name of the Director to be recalled
 - ii. Factual basis and reasons for the recall in two hundred words or less
 - iii. Printed name, notarized signature, and address of the petitioner.
 - iv. Signature sheets containing no more than 20 lines each with the printed name, signature, and address of the signers of the petition. Each signature sheet must contain items i-iii.
 - e. Each and every signature sheet must be verified by the petitioner or other stakeholder who circulated the signature sheet and this verification must conform to the requirements in Idaho Code 34-1705.
 - f. To be valid, a recall petition must be signed by a verified number of stakeholders equal to or exceeding twenty percent (20%) of the number of stakeholders who cast votes for all candidates at the election at which the Director was elected.
 - g. The Secretary of the Board of Directors or the Clerk of the Board of Directors, once having received the petition, will examine the petition to verify whether or not the petition signers were stakeholders of Xavier Charter School at the time the petition was received. This examination period shall not exceed twenty one (21) calendar days from the date of receipt of the petition.
 - h. In the event that the petition is found to contain the required number of valid signatures, the Secretary of the Board of Directors or the Clerk of the Board of

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Directors will notify the Director being recalled and the petitioner by certified mail that the recall petition is in proper form.

- i. In the event that the petition is found not to have the required number of valid signatures, the Director will continue in office and no new recall petition may be circulated for a period of ninety (90) days against the same Director.
 - j. Once a recall petition has been successfully verified, a special recall election will be held within fourteen (14) calendar days after completion of the examination of the petition. The special election will be conducted in accordance with Section 4.3 (b) v-vii above. The ballot will contain the factual reasons for recall as listed on the recall petition and a rebuttal statement by the Director, if they wish to submit one. The ballot will be no greater than one page in length.
 - k. To recall any Director, a majority of the votes cast at the special recall election must be in favor of such recall, and additionally, the number of votes cast in favor of the recall must equal or exceed the votes cast at the last general election for that Director.
 - l. The board of canvassers for the special recall election shall consist of one member of the Board of Directors (which may not be the Director who is being recalled), one member of the Parent Faculty Association, and one member of the administrative team at Xavier Charter School.
 - m. The board of canvassers will meet within 24 hours of closure of the election to canvass the votes cast at the recall election. Immediately upon completion of the count, the Board member who canvassed the votes will declare the result of the election and this count shall be the final result.
 - n. If recalled, a Director shall be recalled as of the time when the results of the special recall election are declared and a vacancy in the office shall exist.
 - o. If a Director is recalled, the vacancy shall be filled as provided in 4.6 (e).
 - p. After one (1) unsuccessful recall election is held for any Director, no further recall petitions may be filed against the same Director during the remainder of the fiscal year. The specific reason for recall in one (1) recall petition cannot be the basis for any subsequent recall petitions during the remainder of that Director's current term of office.
- (e) A vacancy on the Board for any reason may be filled by appointment by a majority vote of the remaining Directors, although less than a quorum. Each Director so appointed shall hold office for the remainder of the term of the seat.
- (f) 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 Compensation of Directors

Directors shall not receive any compensation for their services; however, the Directors may approve the reimbursement of a Director's actual and necessary expenses incurred in the conduct of the Corporation's business. The Corporation shall carry liability insurance covering the Corporation's business.

Section 4.8 Employees

The Board shall have the power to hire employees of the Corporation whose duties shall be specified by the Board.

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Section 4.9 Voting

Voting by the Board shall be in person and no proxy voting on the Board may occur. The Chair is a member of the voting body, and he or she has exactly the same rights and privileges as all other members have, including the right to make motions, to speak in debate, and to vote on all questions. In meeting of a small board (where there are not more than about a dozen board members present), the presiding officer may exercise these rights and privileges as fully as any other member. When a tie vote results, the motion fails.

Section 4.10 Quorum

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

Section 4.11 Rights of Inspection

Every Director has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation provided such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the Corporation's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state or local law.

Section 4.12 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 or more Directors, 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 Directors 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.

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 Twin Falls, 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 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.

Section 5.2 Annual Meeting

The annual meeting of the Directors of the Corporation for the ratification of election results for newly elected Directors to succeed those whose terms expire, for election of Officers for the upcoming fiscal year and for the transaction of other business as may properly come before the meetings, shall be held each year during the first full day of June, at the principal office of the Corporation in the County of Twin Falls, Idaho. If the annual meeting of the Directors be not held

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as herein prescribed, the election of Directors and Officers may be held at the first meeting called thereafter, pursuant to these Bylaws.

Section 5.3 Regular Meetings

Monthly meetings of the Directors of the Corporation will not be mandatory. However, the schedule for the regular meetings for the year will be determined by the Directors during the Annual Meeting.

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 5.45 Notice of Meetings

Notice of the time and place of the annual meeting of the Directors or any monthly meetings of the Directors shall not be given by mailing written or printed notice of the same but shall be in a prominent place at Xavier Charter School and on the Xavier Charter School website in accordance with the Idaho Open Meeting Law.

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 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.

ARTICLE 6: Officers and Duties

Section 6.1 Officers

The Officers of the Corporation shall be Chairman of the Board, Vice Chairman, Secretary, and Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairman of the Board. Officers of the Corporation shall also be Directors of the Corporation. The Officers shall be elected each year at the annual meeting by the Board and serve a one (1) year term when their respective successor

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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. The Chairman of the Board will 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

(a) The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Idaho the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all its members promptly after the meetings; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer; and shall have such other powers and perform such duties as may be prescribed from time to time by the Board.

Section 6.5 Treasurer

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 book of accounts shall at all times be open to inspection by any Board member.

Section 6.6 Removal

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

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Section 6.7 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE 7: FISCAL AFFAIRS

Section 7.1 Fiscal Year

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

ARTICLE 8: NOTICES

Section 8.1 Manner of Giving Notice

Whenever provisions of any statute or these Bylaws require notice to be given to any Director, Officer or other individual, they shall not be construed to mean personal notice. Such notice shall be given in writing and placed on the bulletin board of the Corporation in sufficient amount of time prior to the meeting or action to be taken as required by statute, the Articles of Incorporation or these Bylaws; said notice need not be given individually and may be given in one notice document.

Section 8.2 Waiver

A waiver of any notice in writing, signed by a Director or Officer, whether before or after the time stated in said waiver for holding a meeting, or presence at any such meeting, shall be deemed equivalent to a notice required to be given to any Director, or individual.

ARTICLE 9: DISSOLUTION

Section 9.1 Dissolution

Upon Dissolution of the Corporation, assets shall be distributed to creditors pursuant to Sections 30-3-114 and 30-3-115 of the Idaho Code. All remaining assets will be distributed to the Idaho Public Charter School Commission, Boise, Idaho.

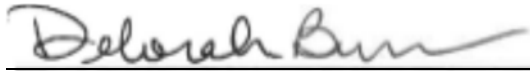
ARTICLE 10: AMENDMENTS

Section 10.1 Bylaws

New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Board. Whenever any amendment or new Bylaws are adopted, copies shall be placed in the Book of Bylaws with the original bylaws, and immediately after them, and shall not take effect until so copied. 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.

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IN WITNESS WHEREOF, these Bylaws were approved and adopted by Xavier Charter School's Board of Directors on September 26, 2019.

A handwritten signature in cursive script, reading "Deborah Burr", written in black ink. The signature is positioned above a horizontal line.

Deborah Burr, Chair
Xavier Charter School Board of Directors