
Bylaws

Article I

Introduction

I. Name and Address

The School is a public charter school pursuant to Chapter 388A and is sponsored by the State Public Charter School Authority. The Governing Board of the School is an independent body under the authorization of the Board of Trustees of the State Public Charter School Authority Board. The School's Board plans and directs all aspects of the school's operations.

II. Legal Status

The School is a public charter school pursuant to Chapter 388A and is sponsored by the State Public Charter School Authority. The Governing Board of the School is an independent body under the authorization of the Board of Trustees of the State Public Charter School Authority Board. The School's Board plans and directs all aspects of the school's operations.

III. Formation

The School is created under and shall operate in accordance with Nevada Revised Statutes, Chapter 388A and any other applicable State Statutes.

Article II

Membership

I. Membership Eligibility and Right

- A. Membership in this School is, and at all times shall be, considered a privilege and not a right. All of the rights of a member of the School shall cease upon the death of the member, resignation, or other termination of membership. No member may transfer membership or any rights arising therefrom.
- B. Any person shall be eligible for membership in this School, provided only that they have a sincere interest and desire to assist in carrying out and fulfilling the purposes for which the School has been created. Candidates for Board membership must successfully complete an application process and be approved by the Board of Directors
- C. Nominees for new membership can be presented to the Membership Committee or designee by any member of the Board of Directors. The Membership Committee or designee shall then make a recommendation to the Board on each application it receives and the Board may elect to accept or reject each application for membership as it sees fit.

- D. Nominees for new membership can be presented to the Membership Committee or designee by any member of the Board of Directors. The Membership Committee or designee shall then make a recommendation to the Board on each application it receives and the Board may elect to accept or reject each application for membership as it sees fit.

II. Termination of Membership

- A. Resignation: A resignation by a Board member shall be effective upon receipt by the Chairperson of a written communication of such resignation.
- B. Removal for cause: 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 the School.

III. Membership Fees Dues or Assessments

The Board of Directors shall determine the fees, dues or assessments, if any, associated with the types of members from time to time.

IV. Voting Power

A quorum shall exist when no less than fifty percent (50%) of the Members of the Board of Directors ("Directors") are represented in person. The Board may conduct business by majority vote at any properly noticed regular, annual, or special meeting. The certificate of the secretary that proper notice has been given to each Member shall be conclusive that such notice has in fact been given, and each Member with the exception any ex officio non-voting member shall be entitled to one (1) vote. Every act or decision of a majority of the active Members present in person shall be valid as the act of the Membership; provided, however, that the candidates for the Board of Directors receiving the highest number of votes up to the number of Directors to be elected shall be declared elected. Every person entitled to vote or execute consents shall have the right to do so in person.

V. Time and Place of Meeting

The Board shall establish a schedule 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. 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 by first class mail at 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.

- A. An agenda must be produced for each regular and special board meeting in order to provide effective and efficient meeting practice. The agenda shall be prepared in accordance with NRS 241.020(2).

VI. Annual Meeting

The annual meeting of the Board shall be held at the School in January of each year as the Board may determine. The annual meeting shall take the place of the regularly scheduled quarterly 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.

VII. Special Meetings

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 and comply with Nevada's Open Meeting Law for posting and the applicable *voting powers and requirements for a quorum* defined herein.

VIII. Participation by Technology

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 technology, including but limited to, telephone, Internet, 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.

IX. Proxy Voting

Proxy voting is not permitted.

X. Compensation

To the extent the Law provides, Directors may receive \$80 per meeting for attendance.

XI. 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 offered general board training no less than one time per year.

Article III

Board of Directors

I. Member – Board of Directors

The Board of Directors shall be composed of eight (8) Directors nominated and elected by the Board. Members of the Board of Directors are responsible for setting policy, setting budgets, approving programs and projects, overseeing committees, entering into contracts for the School, representing the School in transacting business, and service to the community. The Board of Directors shall comply with the following

- A majority of Members shall be residents of the county in which the School is sponsored.
- Members of the Board of Directors meet NRS 388A.320: a) two members with a valid teaching license, b) two members who possess knowledge and experience in business, c) one member that is a parent or legal guardian of an enrolled student at the School.
- Officers of the School are elected from this body. Members are elected and removed according to the Bylaws then in effect.

II. Member – Powers of Directors

Subject to the powers of the Members as provided by law or herein set forth, all organizational powers of the School shall be exercised by or under the authority of, and the business and affairs of the School shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have powers including:

- To change the principal office for the transaction of the business of the School from one location to another within Clark County; to fix and locate from time to time, one or more subsidiary offices of the School within the State of Nevada; to designate any place within Clark County for the holding of any Directors' or Members' meetings.
- To delegate to the Executive Officers any of the powers and authority of the Board of Directors of the business and affairs of the School, except the power to amend the Bylaws, subject to the control of the Board of Directors.
- To 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
- To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose.
- To evaluate the Chief Executive Officer and Chief Operations Officer of the School.

- To develop and approve the annual budget and financial planning which shall be monitored and adjusted as necessary.
- To submit a final budget to the state pursuant to statute/regulation.
- To cause an annual audit of the accounts of the School, as well as any other inspection 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.
- To cause to be kept a record of all the minutes, acts and proceedings of the Board.
- To ensure ongoing evaluation of the School to provide accountability.
- To uphold and enforce all laws related to charter school operations.
- To improve and further develop the School.
- To strive for a diverse student population, reflective of the community.
- To ensure adequate funding for operation.
- To solicit and receive grants and other funding consistent with the mission of the School to raise operating and capital funds.
- To carry out other duties as described in the School's Charter Contract.

III. Member – Board Composition

The eight (8) seats making up the Board of Directors shall comprise the following:

- Seat 1: Parent Director (see NRS 388A.320)
- Seat 2: Parent Director (Ex officio non-voting)
- Seat 3: Teacher Director (see NRS 388A.320)
- Seat 4: Teacher Director (see NRS 388A.320)
- Seat 5: Business Director (see NRS 388A.320)
- Seat 6: Business Director (see NRS 388A.320)
- Seat 7: Community Director
- Seat 8: Community Director

IV. Election

The Board of Directors shall fill vacancies which occur in the elected membership of the Board of Directors at the end of a Directors term in office. The Board of Directors may nominate

individuals to serve as Directors as well as take nominations from the community at large throughout the year. The Board Chair or designee(s) will review nominations and place a sufficient number of candidates to fill vacancies on the Board of Directors at the next regularly scheduled meeting of the Board. The Board may elect to approve the candidate(s) to fill vacancies with a majority vote of the Directors; otherwise, the continue searching for candidates.

V. Term of Office

With respect to the appointment of initial Directors, the terms of office shall be as follows: for Board seats 1 and 2, a term of one (1) year, for Board seats 3 through 5, a term of two (2) years, and for Board seats 6 through 8, a term of three (3) years. Seats will be filled in the following order: 1, 2, 3, 7, 4, 8, 5, 6.

After the initial appointments, Directors, with the exception of Parent Directors, may serve two (2) renewable two (2) year terms, or to serve the remaining portion of the term of a Director who cannot complete their term. Directors shall be elected from the community. Parent Directors may serve two (2) renewable one (1) year terms.

VI. Ex Officio Non-Voting Member

The school shall elect an ex officio non-voting "Parent Member" from the board of a substantially similar school from another county in the state of Nevada. The Board of Directors may determine that such a school or "Parent Member" does not exist and elect an additional parent member from the current School's current community to represent as an ex officio non-voting member on the Board.

VII. Holdover Authority

A Director on the Board may continue to serve after the end of the period prescribed for their maximum term limit until such time that a subsequent member is appointed to the position, but not to exceed 12 months or the Board by a majority vote determines there is a need to maintain board capacity. The maximum number of years any Member can serve is nine years.

VIII. Vacancies

The Board of Directors shall fill vacancies which occur in the elected membership of the Board of Directors between annual meetings for the unexpired term(s) of the elected member(s) causing the vacancy.

IX. Absences

Absences by Directors at Board of Director meetings will be excused with prior notice to the Chairman or designee. The Board may, from time to time, remove a Director from office based on an excessive number of absences from Board Meetings, as determined by the Board in their reasonable discretion. Prior removal from the Board for excessive absences shall not bar the election of a former Director to a new term of office.

X. Quorum

A quorum shall exist when no less than fifty percent (50%) of the Members of the Board of Directors (“Directors”) are represented. The Board may conduct business by majority vote at any properly noticed regular, annual, or special meeting. The certificate of the Secretary that proper notice has been given shall be conclusive that such notice has in fact been given, and each Director shall be entitled to one (1) vote with the exception of ex-officio non-voting members. Every act or decision of a majority of the active Directors present in person shall be valid as the act of the Board. Directors person entitled to vote or execute consents shall have the right to do so in person.

XI. Chief Executive Officer and Chief Operations Officer

The Board may retain the services of a Chief Executive Officer (CEO) and/or Chief Operations Officer (COO) as either an employee or an independent contractor on such terms and conditions as the Board may approve. The CEO and COO shall report to the Board Chair.

Article IV

Officers

I. Chair

The Chair of the Board shall preside at all meetings of the Board and communicate with staff when necessary on developing upcoming agendas. 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 have the general supervision, direction, and control of the business and affairs of the Executive Committee, and shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

II. Vice Chair

In the absence of the Board Chair 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.

III. Clerk

The Clerk 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 Clerk 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 Clerk of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

IV. First Secretary

The First Secretary to the Board is the Chief Operations Officer. This is a paid position as part of the school and this individual has no voting rights and does not sit on the Board. The First Secretary shall handle all communication to and from the Board and shall establish setting up the Board meetings, announcing the meetings to the Members and public, and processing paperwork for Board packets, agendas, meeting minutes.

V. Second Secretary

In the absence of the First Secretary or in the event of the First Secretary's disability, inability or refusal to act, the Second Secretary to the Board shall perform all of the duties of the First Secretary and in so acting, shall have all of the responsibilities and roles of the First Secretary in relationship to the Board.

VI. Election and Term of Office

The Officers of the School shall include a Chair, Vice-Chair, and Clerk. The Board shall elect 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 (1) year and until their successors have been duly elected and qualified. Should there be more than one (1) nominee for a vacancy, the nominee receiving the greatest number of votes by the Board of Directors shall be declared elected and shall be installed in office at the annual meeting.

VII. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.

Article V

Standing and Ad Hoc Committees

The Board may choose to appoint Standing Committees or Ad Hoc Committees from time to time. Whether active or inactive, the permitted Standing Committees shall be: Executive Committee; Development Committee, Personnel Committee, Finance Committee, Public Relations Committee, and Membership Committee. The Board may appoint an Ad Hoc Committee to address any issue or matter designated by the Board and not otherwise within the responsibility of a Standing Committee.

Chairpersons of the Standing Committees shall be appointed by the Board Chair and shall be selected from the Board of Directors. Said appointments shall be for the term of one (1) year, but may be renewed for successive one (1) year terms by the Chair. Members of Standing Committees shall be appointed by the Chairperson of the Standing Committee from the members of the School community. The Chairperson shall ensure that members of any Standing Committee or otherwise shall not constitute enough members of the Board of Directors to represent a quorum. Should the Chairperson of a Standing Committee desire to include a person that is not a member of the School community in the actions or deliberations of that committee, the prior approval of the Executive Committee is required. The Executive Committee may, from time to time, create and abolish such Special Committees as deemed necessary and proper in order to effectuate the purposes of the School.

The purpose of Committees is to make recommendations for effective and efficient operation of the school to the school's administrators as shall be provided in such resolution or in these Bylaws. The Board shall not be permitted to delegate the powers of the Board to any Committee with the exception of the Executive Committee.

Committees and Directors shall not be involved in handling the day-to-day details of running the School, dealing with specific personnel issues, or addressing individual student needs. The Board delegates the responsibility for running the charter school and implementing policies of the Board to the School's Administration and, specifically, the Chief Executive Officer.

Nothing in this Section precludes an individual Director from interacting with members of the public or the School. Members of the Committee are aligned with the how will versus how well philosophy of the Board of Directors. In short, the Directors are responsible for how well things get done; whereas, the School's Administration is responsible for how will things get done

I. Executive Committee

The Executive Committee shall be composed of the Chair, Vice Chair, and Clerk of the School. Each member of the Executive Committee shall have an equal vote. Meetings of the Executive Committee shall be held at such times and places as determined by the Committee. A simple majority of the number of members of the Executive Committee shall constitute a quorum. The Executive Committee may act for the Board of Directors when a quorum is present and specifically authorized by the Board of Directors or the Bylaws. The Executive Committee shall be responsible for seeing that adequate procedural safeguards are established for School funds

and any action taken by the Executive Committee. Said action, shall require ratification by the entire Board of Directors at the next regularly scheduled or special meeting

II. Finance Committee

The Finance Committee is the planning arm of the School. The Committee is responsible for developing the programs required to acquire capital and project funds needed to fulfill the School's projects. This Committee has the responsibility for overseeing the financial portfolio of the School, and the prudent investment of all assets, in a manner to assure maximum yield, with protection of adequate safeguards. This Committee shall be composed of not less than three (3) members of the school, at least one of which shall be a Director.

III. Public Relations Committee

The Public Relations Committee shall provide access to the community to communicate the philosophy, purpose, and program of the School in the most understandable manner. This Committee shall be composed of at least three (3) members, at least one of which shall be a Director.

IV. Membership Committee

The Membership Committee shall be responsible for recruiting new members from the School, processing the applications, requiring background checks, presentation and recommendation of said applications to the Board of Directors. This Committee shall be composed of at least three (3) members, at least one of which shall be a Director.

V. Personnel Committee

The Personnel Committee shall be responsible analyzing and overseeing practices and systems for the successful recruitment and retention of staff members at the School. This Committee shall be composed of at least three (3) members, at least one of which shall be a Director.

VI. Development Committee

The Development Committee shall be responsible for creating and overseeing academic and engagement programs offered by the School. This Committee shall be composed of at least three (3) members, at least one of which shall be a Director.

VII. 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.

VIII. 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 VI

Supporting Groups

The Board of Directors may appoint Alumni Members, Honorary Members, and Advisory Members. Members so appointed are not entitled to vote or hold office but may attend Board Meetings and serve on Standing or Special Committees

I. Alumni Members

Graduates from the School in good standing are granted renewable one (1) year term status. Alumni Members may, but are not required to, attend regular Board meetings. Alumni Members shall serve on one or more committees. Alumni Members may be removed from said position by the Chair at the recommendation of the Executive Committee.

II. Honorary Members

A community leader or respected individual who lends their name to legitimize the mission and work of the Board may serve as an honorary member. Honorary Members do not necessarily work actively on programs or projects, but may do so at the request of the Board of Directors. An Honorary Member is invited to serve in this capacity with the approval of and by the Board of Directors and may be removed for cause by a simple majority of the Board. Honorary members may include, but are not limited to, elected officials, celebrities, or respected community leaders.

III. Advisory Members

A highly qualified person, who offers their name and expertise in a field, in an active manner, as needed and accepted by the Board of Directors.

Article VII

Financial Matters

I. Gifts

The Board may accept on behalf of the School any contribution, gift, bequest, etc. for the general purposes or any special purpose of the School.

II. 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.

III. 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 Board determines that Chief Operations Officer is authorized and required to sign all checks for the school and succeeds to the Chief Executive Officer in his/her absence. In the absence of both appointed

administrators, the responsibility resides with the Chair of the Board or their designee. At any time, the Chair of the Board may revise this Section during public meeting and a majority vote of the Board to require additional signees (officer or officers, or agents of the School) to accompany the signature of the Chief Operations Officer of the school for any or all checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the School.

IV. Safeguards

It shall be the responsibility of the Executive Committee, to establish adequate safeguards for the receipt and disbursement of all funds or property contributed or tendered to the School.

V. Annual Review

There shall be an annual review of the affairs of the School by a certified public accountant or firm of public accountants selected by the Board of Directors who shall furnish an annual audit or compilation report, to the extent required by law, to the Board of Directors, and shall review that such federal and state tax returns and reports for filing by the School follows the law.

VI. Contacts

The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument with reasonable cause and in good faith and progress in the name of and on behalf of the School, and such authority may be general or confined to specific instances.

VII. 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 the Board. Such authority shall be confined to specific instances. No loan shall be made to any officer or Board member of the School.

VIII. Fiscal Year

The fiscal year of the School shall begin on July 1 and end on June 30.

Article VIII

Indemnification

I. Indemnification of Directors, Officers, and Employees

Every person who was or is a party or is threatened to be a party to or is involved in any action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a Director or officer of the School or is or was serving at the request of the School or for its benefit as a Director or officer of another School, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible

under Chapter 82 and 388A of Nevada Law from time to time against all expenses, liability, and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. The expenses of officers and Directors incurred in defending a civil or criminal action, suit, or proceedings must be paid by the Schools at which they are incurred and in advance of the final disposition of the action, suit, or proceedings upon receipt of an undertaking by or on behalf of the Director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the School. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such Directors, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of Directors, provision of law or otherwise, as well as their rights under this Article.

II. Policies of Insurance

The Board may cause the School to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the School, or is or was serving at the request of the School as a Director or officer of another School, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the School would have the power to indemnify such person.

III. Further Amendments

The Board of Directors may from time to time adopt further bylaws with respect to indemnification and may amend these bylaws to provide at all times the fullest indemnification permitted by Chapters 82 and 388A of Nevada Law.

IV. Limited Indemnification

Notwithstanding any other provision of these bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the School as an organization described in Section 501(c)(3) of the Internal Revenue Code or would result in liability under Section 4941 of the Internal Revenue Code.

Article IX

Amendment of the Bylaws

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 three (3) days prior to the meeting. Bylaw amendments are held pending until final ratification from the School's sponsor.

Article X

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 or designee in the name of the School, and such instrument shall be duly approved by the Board.

Article XI

Dissolution

If, at any time and for any reason, the School's charter is revoked or the School is dissolved, all assets of the School, after satisfaction of all outstanding claims by creditors, shall be disposed of or transferred to a nonprofit organization with goals and philosophies consistent with the School. This transfer may occur through the State of Nevada or the School's sponsoring agent to dispose of as they see fit.

Article XII

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.

Certificate of Clerk

I, the undersigned, do hereby certify that I am the duly elected and acting Clerk of the Nevada State High School Board, a Nevada nonprofit corporation, and the foregoing BYLAWS, comprising fourteen (14) pages; constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors.

DATED this ____ day of _____, 20__.

_____, Clerk

References

Adopted: [9/1/2004], 4/17/2008, 1/15/2009, 8/18/2011, 1/19/2012, 4/19/2012, 1/15/2015, 5/12/2016, 8/19/2021

Policy Review History: 9/1/2021, 9/1/2028

Legal Reference: Chapter 388A