

BYLAWS OF CARDINAL ACADEMY, INC.

Article 1. Name and offices

A. Name

The name of the corporation shall be Cardinal Academy, Inc.

B. Principal office

The principal office of the corporation shall be located in Ada County, Idaho. The Corporation may have such other offices, either within or without the State of Idaho, as the Board of Directors may designate or as the business of the corporation may require from time to time.

C. Registered office

The registered office of the corporation required by the Idaho Business Corporation Act to be maintained in the State of Idaho may be, but need not be, identical with the principal office in the State of Idaho, and the address of the registered office may be changed from time to time by the board of directors.

D. Purpose

The corporation is organized and shall be operated exclusively for the specific purposes set forth in the corporation's Articles of Incorporation, namely educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Article 2. Board of Directors

A. General powers

The business and affairs of the corporation shall be managed by its Board of Directors.

B. Number, tenure and qualification

The number of directors of the corporation shall consist of not less than 5 nor more than 15 persons and each directorship shall have a numerical designation as follows: Director 1, Director 2, Director 3 and so on. 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.

Directors 1, 4, 7, 10, and 13 shall hold office until the 2021 annual meeting of the Board of Directors, or until they shall have appointed successors, whichever shall first occur, or until their earlier death, resignation, or removal. Directors 2, 5, 8, 11, and 14 shall hold office until the 2022 annual meeting of the Board of Directors, or until they shall have appointed successors, whichever shall first occur, or until their earlier death, resignation, or removal. Directors 3, 6, 9, 12 and 15 shall hold office until the 2023 annual meeting of the Board of Directors, or until they shall have appointed successors, whichever shall first occur, or until their earlier death, resignation, or removal. The Directors stated in the Articles may, at any time prior to the designated annual meeting of the Board of Directors, appoint successors and/or additional directors up to the maximum number of directors allowed under these Bylaws and such directors shall serve until the designated annual meeting of the corporation.

Thereafter, all directors shall serve until replaced by a duly elected replacement or otherwise removed pursuant to these Bylaws. The term of service between appointments shall be a term of 3 years. Seats shall be staggered to ensure staggered transitions going forward. After the initial term of each seat directors shall serve for a term of 3 years.

C. Appointment of Directors

During the initial year of operations, the Board shall consist of those Directors appointed pursuant to the terms of these Bylaws. After the initial year of operations Directors will continue to be appointed by a majority vote of Directors at the Corporation's annual meeting as per Board-approved nominating policy.

D. Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum. A Director appointed to fill a vacancy shall be appointed for the un-expired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the amount of directors may be filled by appointment by the Board of Directors for a term of office continuing only until the next annual meeting.

E. Compensation

By resolution of the Board of Directors, each director may be paid his/her expenses, if any, of attendance at each meeting of the Board of Directors. There shall be no salary or fixed sum paid to any director other than expenses of attending meetings or other authorized functions.

F. Removal of Director

Any board member may be removed with or without cause by a supermajority vote of sixty (60) percent of all Board Directors present and voting. A Director may be removed only at a meeting of the Board of Directors called for the purpose of removing one or more Director(s). Said meeting and vote is not required in circumstances of the resignation or death of a Director. Any vacancy in the Board of Directors caused by removal, death, resignation, or an increase in the number of Directors by reason of amendment of the Bylaws shall be filled as specified in Section 2.D herein.

G. Meetings by telephone / Internet

Members of the Board of Directors or any Committee may participate in a meeting of the Board or Committee by means of conference telephone, online video chat, or similar communications equipment by which all persons participating in the meeting can hear each other at the same time as allowed through the state open meetings laws. Such participation shall constitute presence in person at the meeting. As public must be able to attend phone meetings, at least one Board member or an Administrator must be present at the posted meeting location. All board meetings shall comply with the Idaho Open Meeting laws.

H. Committees

The Board of Directors may create one or more committees and the Board Chair shall appoint members of the Board of Directors to chair them. Members of the committees other than the chairperson need not be directors. Each committee may have two or more members, as appointed by the Board Chair. The provisions of this Article which govern meetings, action without meetings, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well.

Article 3. Board Meetings

A. Annual meeting

The annual meeting of the Board of Directors shall be held at the time and date established by the Board of Directors. In the absence of a designation from the Board of Directors, the annual meeting shall be held on the 2nd Tuesday in June, or on such other date as the Board shall decide. The failure to hold the meeting at the time stated shall not affect the validity of any corporate action.

B. Regular meetings

The Board of Directors may establish, by action at a meeting or unanimous written consent, the time and place for holding subsequent regular meetings of the Board of Directors. The Board of Directors shall hold no less than three (3) Regular meetings from July of each year through June of the following year.

C. Special meetings

Special meetings of the Board of Directors may be called by or at the request of the Chair or at least three (3) directors. The person or persons authorized to call special meetings of the Board of Directors shall fix any place, either within Ada County in the State of Idaho, as the place for holding any special meeting of the Board of Directors called by them.

D. Public Meetings

Except as otherwise permitted by Idaho code, all meetings shall be open to the public. Pursuant to Title 33, Chapter 52 of the Idaho Code, all other provisions of Title 74, Chapter 2 of the Idaho Code shall be applicable to meetings called by the Directors of the Corporation.

E. Notice and Agendas

Agenda notices for regular meetings will be posted at least 5 days in advance, in order to comply with open meeting law. Agenda items may be added subsequent to notice provided a good faith effort was made to include all known agenda items in the published notice at the time of its publication.

Amendments to the agenda will follow the requirements of Idaho's open meeting laws.

Notice of any special meeting will comply with Idaho open meeting laws.

F. Quorum

A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

G. Manner of taking action

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Action required or permitted to be taken by the laws of the State of Idaho at a meeting of the Board of Directors may be taken without a meeting. If all the Directors consent to taking such action without a meeting, the affirmative vote of all of the Directors shall be the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director in one (1) or more counterparts, indicating each signing Director's vote or abstention on the action, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under the section shall have the effect of a meeting vote and may be described as such in any document. Actions taken via email shall be ratified at the next meeting of the Board of Directors. All actions shall comply with Idaho open meetings laws.

H. Meeting Minutes

Written minutes shall be maintained at all meetings of the Board of Directors. Neither a full transcript nor a recording of the meeting is required. Minutes shall be available to the public within a reasonable time after the meeting, including: (a) Members of the Directors present; (b) Motions, resolutions, orders, or ordinances proposed and their disposition; (c) Results of all votes. Minutes of any executive sessions held by the Directors of the Corporation under Title 74, Chapter 2 of the Idaho Code may be limited to material, the disclosure of which is not inconsistent with the provisions of section 74-206, Idaho Code, but must contain sufficient detail to convey the general tenor of the meeting.

I. Executive Sessions

Executives sessions, closed to any persons for deliberation on specified matters, may be held by the Board of Directors for those reasons outlined and specified in Title 74-206, Chapter 2 of the Idaho Code. Unless otherwise allowed by law, no Director may disclose the content of an executive session to an outside source.

Article 4. Officers

A. Numbers

The officers of the corporation shall be a Chair, Vice Chair, Secretary, and Treasurer.

B. Election and term of office

The officers of the corporation shall be selected from the members of the Board of Directors and shall be elected annually by the Board of Directors at the annual meeting of the stakeholders of the Corporation. The initial Board of Directors shall select initial officers who shall serve until the first annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

C. Removal

Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

D. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

E. Chair

At its annual meeting, the Board of Directors shall elect from among its members a Board Chair who shall, when present, preside at all meetings of the Board of Directors and ensure the Board of Directors follows appropriate parliamentary procedures. The Chair shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall be responsible to establish the agenda for all meetings of the stakeholders of the Corporation and all meetings of the Board of Directors and ensure that all participants in such meetings have access to the materials necessary to their participation. The Chair shall serve as the chief liaison between the Board of Directors and the school administration and as the primary signing agent for all official board documents. The Chair shall also be responsible to ensure compliance by the Board of Directors with the performance certificate, the board manual, if any, and these corporate Bylaws.

F. Vice Chair

In the absence of the Chair or in the event of his/her death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

G. Secretary

The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records, excepting the financial records; (d) keep a register of the post office address of each board member which shall be furnished to the secretary by such board member; and (e) in general perform all duties incident to the office of secretary.

H. Treasurer

The Treasurer shall: (a) serve as the chief liaison with the business manager for the school; and (b) in general perform all of duties incident to the office of treasurer.

I. Salaries

The officers shall serve without compensation other than reimbursement for expenses.

Article 5. Contracts, loans, checks, and deposits

A. Contracts

The Board of Directors 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 Corporation, and such authority may be general or confined to specific instances.

B. Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a majority vote of the Board of Directors. Such authority may be general or confined to specific instances.

C. Checks, drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by a majority vote of the Board of Directors.

D. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation and in such banks, trust companies or other depositories as the Board of Directors may select.

Article 6. Fiscal year

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

Article 7. No private inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions, the corporation shall not carry on any other activities not permitted to be carried on

- (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, as amended; or
- (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, as amended.

Article 8. Conflicts of interest

A. No Direct or Indirect Pecuniary Interests

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

B. Contracts Involving a Person Related to a Director within the Second Degree

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

C. Contracts Involving the Spouse of a Director

Unless it is determined by legal counsel for the Board to be proper and except as provided in Idaho Code §§ 18-1361, 18-1361A or 33-5204, the corporation shall not enter into or execute any contract with the spouse of any Director, the terms of which said contract require, or will require, the payment or delivery of any corporation funds, moneys or property to such spouse. Any opinion from the Board's legal counsel shall be in writing.

D. Consideration of Employment Related to a Director or a Director's Spouse within the Second Degree

When any relative of any Director or relative of the spouse of a Director related by affinity or consanguinity within the second degree is to be considered for employment at any school governed by the corporation, such Director shall abstain from voting in the election of such relative, and shall be absent from the meeting while such employment is being considered and determined.

Article 9. Corporate seal

The corporation shall not have a corporate seal.

Article 10. Waiver of notice

Whenever any notice is required to be given to any member of the Board of Directors of the corporation under the provisions of these Bylaws or under the provisions of the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 11. Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors at any annual, regular or special meeting.

Article 12. Indemnification

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted under Idaho Code 30-3-88.

Article 13. Dissolution

Upon dissolution, and once appropriate assets have been used first to satisfy payroll obligations, then to pay creditors, the school will donate or redistribute the remaining assets to the Public School Income Fund, in accordance with the requirements of Idaho Code 33-5212(2). Any assets bought with federal funds will be returned to the Idaho Public Charter School Commission and will not be used to pay creditors. Any remaining assets will be distributed to another charitable organization as required by the Internal Revenue Code.

Article 14. Severability

The invalidity of any provision of these bylaws shall not affect the other provisions.