

SNACS BOARD OF GOVERNANCE BYLAWS

NON-PROFIT STATUS

The Sierra Nevada Academy Charter School (“Corporation” or “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 Corporation may exercise any power or authority conferred on nonprofit public benefit corporations by law. Further, the Corporation is a charter school pursuant to Nevada Revised Statute 388A.270 sponsored by the Washoe County School District. The Governing Board of the Corporation is an independent body and shall govern in accordance with these Bylaws. The Board plans and directs all aspects of the school’s operations; it maintains the School’s Charter and takes steps necessary to ensure the continuity and well-being of the School consistent with the mission stated herein and in the Charter.

PURPOSE

The Corporation 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 Governance, in its discretion and as set forth in Article III of the Articles of Incorporation. Specifically, the purpose of the Corporation is to provide education to school age children and shall be operated exclusively for educational objectives and purposes.

NUMBER OF MEMBERS

The Board of Governance shall consist of at least five (5) members. The minimum membership and qualifications of governing body are established in NRS 388A.320 that requires:

- a. One member who is a teacher or other person licensed pursuant to chapter 391 of NRS or who previously held such a license and is retired, as long as his or her license was held in good standing.
- b. One member who:
 1. Satisfies the qualifications of paragraph (a); or
 2. Is a school administrator with a license issued by another state or who previously held such a license and is retired, as long as his or her license was held in good standing.
- c. One parent or legal guardian of a pupil enrolled in the charter school who is not a teacher or an administrator at the charter school.
- d. Two members who possess knowledge and experience in one or more of the

following areas:

1. Accounting;
2. Financial services;
3. Law; or
4. Human resources.

In addition to the members who serve as outlined above, the governing body of a charter school may include, without limitation, parents and representatives of nonprofit

organizations and businesses. Not more than two persons who serve on the governing body may represent the same organization or business or otherwise represent the interests of the same organization or business. A majority of the members of the governing body must reside in this State. If the membership of the governing body changes, the governing body shall provide written notice to the sponsor of the charter school within 10 working days after such change.

A person may serve on the governing body only if the person submits an affidavit to the Department indicating that the person:

Current Board of Governance of the SNACS shall appoint the new Board of Governance at the last meeting of the academic year.

QUALIFICATIONS OF MEMBERS

To qualify as a candidate for election as a member of the SNACS Board of Governance, an individual cannot be employed by SNACS and shall be of age of maturity in this state.

TERMS OF OFFICE

All members shall hold office for a period of three (3) years and/or until his or her successor is appointed and qualified.

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FILLING VACANCIES ON THE BOARD OF TRUSTEES

If any vacancy occurs on the Board of Governance, the members shall appoint a new member by voting at the next scheduled meeting.

REMOVAL FROM OFFICE

The SNACS Board of Governance serve at pleasure and may be removed at any time and for any reason the Board determines by a majority vote of the Board.

POWERS, DUTIES AND RESPONSIBILITIES.

Subject to the provisions of Nevada law, the business and affairs of the School shall be the responsibility of the Board of Directors as a whole. The Board shall have all duties and responsibilities required of them under Nevada law and the charter granted pursuant thereto and have all powers allowed thereunder. All such powers, duties, and responsibilities shall be exercised directly by the Board of Directors, at the direction of the Board, or through appropriate and clearly defined delegation to the School's supervising employee. The Board of Directors, in performing its duties, authority, and responsibility, shall cause and ensure that the school, without limitation:

- a. Develops annually a School schedule of events and activities;
- b. Adopts all policies required of the School under law and adjusts same when appropriate including a policy to enable Board decisions to remain free from conflict;
- c. Develops and approves an annual budget and financial plan which shall be monitored and adjusted as necessary throughout the year;
- d. Submits a final budget to the state pursuant to statute and regulation;

- e. Perform all audits required by law;
- f. Ensures ongoing evaluation of the school and provides public accountability;
- g. Upholds and enforces all laws relating to Charter School operations;
- h. Hires and evaluates a person who will be responsible for daily operation of the School;
- i. Improves the School and further develops the School;
- j. Strives for a diverse student population, reflecting the community;
- k. Insures adequate funding for the School's operation;
- l. Enters into appropriate contracts and ensures that all contracts into which the School has entered are performed according to such contracts

OFFICERS OF THE BOARD OF TRUSTEES

The Governing Body members shall be President, Vice President, Secretary, and Directors. These officers shall be elected at the last meeting of previous academic year.

DUTIES OF THE PRESIDENT

The President shall preside at all meetings of the governing body. He or she shall conduct all meetings in a timely manner and in accordance with the Policies, Regulations, and Bylaws adopted by the Board. He or she shall appoint committees of study when directed by the Board. He or she shall have the right, as other members of the Board, to discuss and ask questions during board meetings. It shall be the prerogative of the President, if there is no objection from other members, to move an agenda item to a different position during the course of any meeting. The President shall have the authority to sign all necessary documents related to the functions of SNACS as approved by the board and those required by law under Nevada Revised Statutes. The President shall hold office for one (1) year.

DUTIES OF THE VICE PRESIDENT

The Vice President presides at any meetings the President is absent. He or she shall take the position of President in the event the President is unable to perform his/her duties due to unforeseen and unavoidable circumstances.

DUTIES OF THE SECRETARY

The Secretary shall keep the work with SNACS staff to ensure accurate minutes of all meetings and transactions of the Board of Governance. The Secretary shall hold office for one (1) year.

THE CHIEF EXECUTIVE OFFICER

The Board of Governance shall appoint the Chief Executive Officer/Executive Director as the head administrator for the school. The Chief Executive Officer has full authority for the daily operation of the school, including hiring and firing of personnel with the exception of certified teachers and administrators.. The Chief Executive Officer shall recommend the hiring of certified teachers and administrators to the Board of Governance. Final approval shall be made by Board of Governance at the next board
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meeting. The Chief Executive Officer shall present a report to the Board in each meeting, if necessary. The Chief Executive Officer shall be evaluated yearly by the Governing Body as required by statute.

ADOPTION OF BYLAWS

The internal operation of the Board of Governance shall be governed by a set of bylaws adopted by the Board. Bylaws may be proposed by any member of the Board. Written notification of any proposal shall be sent to the members of the Board prior to a regularly scheduled Board meeting wherein it will be discussed and action taken. Final action shall be by a majority vote.

AMENDMENT OF BYLAWS

The bylaws of the Board shall be subject to amendment only upon a majority vote of all the members of the Board as amended by the board or Chief Executive Officer.

MEETINGS

Meetings are conducted by the President or in his or her absence by the Vice President.

REGULAR MEETINGS

The Board shall meet once per quarter as established at the last quarter meeting. The Board may need to change a scheduled meeting due to special circumstances a meeting date is changed or cancelled. The majority of the Board members or Chief Executive Officer shall request the President to call a meeting in the event a meeting is necessary.

VOTING

Board members in attendance must vote on all issues. Voting shall be by "yes," "no," or "abstain." If a Board member cannot be present at a meeting due to exceptional circumstances, a vote may be cast by means of a speakerphone.

PUBLIC MEETINGS OF THE BOARD

Notice of the Board's meetings and the meetings of the School's committees are subject to the Nevada Open Meeting Law. Therefore, notice of such meetings and the agenda related thereto shall be posted at least three days prior to the meeting. The Board shall maintain a list of all those who wish to be notified of the Board's regularly monthly meeting and the meetings of any of its subcommittees and shall send notice to all those who request notice of relevant meetings one full week prior to the meeting date.

PREPARATION OF AGENDA

The agenda of the Board of Trustees shall be prepared by the Chief Executive Officer in consultation with Board members, staff members and other groups or individuals directly concerned. The proposed agenda will be posted in compliance with NRS 241.020. Board members requesting an item to be placed on the agenda shall put in writing a request to the Executive Director at least 10 working days prior to the regularly scheduled meeting.

QUORUM

In all meetings of the Board, other than those for which the law requires all members be present, the presence of a majority of members shall constitute a quorum. No action of
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the Board is valid unless approved by a majority of the entire Board of five (5) members.

PROCEDURE

Except as provided by specific stipulations in the Bylaws of the Board, the Board shall conduct all of its meetings in accordance with Nevada Open Meeting Law.

BOARD MINUTES

The minutes of all official meetings of the Board are recorded and filed in the Executive Director's office and available on the school website. Minutes are considered public property after approval by the Board and are available for inspection. Inspection requests should be put in writing at least two business days prior to the requested time. Inspection requests will be granted in a timely manner based on availability of the Executive Director or his/her designee.

SPECIAL MEETINGS

Special meetings of the Board of Governance shall be held at the call of the President whenever there is sufficient business to come before the Board, or upon the written request of three (3) members of the Board, and in compliance with the provisions of the Nevada Open Meeting Law.

DISSOLUTION

Upon dissolution or other termination of the Corporation, any assets remaining after all debts of the Corporation have been paid shall be disposed of as provided in the Articles of Incorporation.

CONFLICTS OF INTEREST

Section 1. Duty to Disclose. Each officer and Director shall comply with the procedures of the Corporation'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 Corporation 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 Corporation'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 Corporation.

(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 Corporation, 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.

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.