

**RISE CHARTER SCHOOL BYLAWS OF KIMBERLY  
EXPLORATORY CHARTER  
SCHOOL, INC.**

**Article 1. Name and Offices**

**A. Name**

The name of the corporation shall be ~~Kimberly Exploratory Charter School, Inc~~ **RISE Charter School**.

**B. Mission and Vision**

Vision: Every ~~Kimberly Exploratory~~ **RISE** Charter School students will gain an understanding and appreciation for all aspects of their life. Our vision of student achievement has three dimensions: Mastery of Knowledge and Skills, High Quality Work, and Character.

Mission: Empowering lifelong learners through relevant self-directed exploration, collaboration, and personal responsibility.

**C. Principal Office**

The principal office of the corporation shall be located in Twin Falls 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.

**D. 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.

**E. 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 5 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 and 2 shall hold held office until the 2022 annual meeting of the Board of Directors, or until successors have been appointed, whichever shall first occur, or until their earlier death, resignation, or removal. Directors 3, 4, and 5 shall hold held office until the 2023 annual meeting of the Board of Directors.~~ 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 2 directors (for a total of 7 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 elections 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 so that up to, but no more than, 3 directors may be replaced each year at the annual meeting of the Corporation as set forth in these Bylaws. Directors may serve no more than 3 consecutive terms (for a total of 9 years).

Position Person Term Ending

Director 1 Danae Klimes June 2022, 2025, 2028, 2031, etc.

Director 2 Lacey Clinger June 2022, 2025, 2028, 2031, etc.

Director 3 Michelle Schutt June 2023, 2026, 2029, 2032, etc.

Director 4 June 2023, 2026, 2029, 2032, etc.

Director 5 June 2023, 2026, 2029, 2032, etc.

## C. Election 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 though it may be less than a quorum of the Board of Directors. A Director elected to fill a mid-term vacancy shall be elected for the un-expired term of his/her predecessor in office.

## E. Compensation

By resolution of the Board of Directors, each director may be reimbursed for actual and necessary 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 reimbursement of expenses of attending meetings or other authorized functions.

## F. Presumption of assent

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent **or abstention** shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## G. Removal of Director

Any board member may be removed with or without cause by majority vote of the board. 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). 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.

## H. 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 the public must be able to attend phone meetings, arrangements will be made to allow for their participation in the event a phone meeting is held. Pursuant to Idaho Open Meeting Law, at least one Board member or an Administrator must be present at the posted meeting location.

## I. Committees

The Board of Directors may create one or more committees and 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, who shall serve at the pleasure of the Board of Directors. The provisions of this Article which govern meetings, actions 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 date of the regularly scheduled June meeting. 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.

### C. Special meetings

Special meetings of the Board of Directors may be called by or at the request of the Board Chair or at least 2 directors. The person or persons authorized to call special meetings of the Board of Directors shall fix any place, either within or without 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

Meeting notices for regular meetings will be posted no less than 5 calendar days prior to the meeting and agenda notice will be posted at least 48 hours prior to the meeting, 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.

## 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

In addition to the Board Chair and Board Vice Chair, the officers of the corporation shall be a treasurer and clerk. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Board Chair and either Treasurer or Clerk.

### 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 organizational meeting. 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 and conduct meetings in the manner prescribed by the Board's policies. 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 for 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. Clerk

The Clerk shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors (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 clerk by such board member; and (e) in general perform all duties incident to the office of clerk and as prescribed by the Board and the School Administrator.

## 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 the duties incident to the office of treasurer as prescribed by the Board.

## 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. Corporate seal

The corporation shall not have a corporate seal.

### Article 9. 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 10. 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 regular or special meeting. Any changes in Bylaws will be provided to the authorizer within 30 calendar days of approval.

### Article 11. Indemnification

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

### Article 12. 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 authorized chartering entity, Kimberly School District in accordance with the requirements of Idaho Code 33-5212(2). Any assets bought with federal funds will be returned to Kimberly School District 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 13. Severability

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