



RISE CHARTER SCHOOL

Policy 1110 - Election, Designation, and Appointment

Election, Designation, and Appointment

The initial Directors are designated in the Articles or Bylaws or elected by the Incorporators. After the initial term, Directors shall be elected, appointed, or designated as provided in the Articles and Bylaws.

The Articles or Bylaws set forth the terms of Directors. Except for designated or appointed Directors, the terms of Directors may not exceed five years. A decrease in the number of Directors or term of office does not shorten an incumbent Director's term.

Except as provided in the Articles or Bylaws, the term of a Director filling a vacancy expires at the end of the unexpired term that such Director is filling.

Despite the expiration of a Director's term, the Director continues to serve until the Director's successor is elected, designated, or appointed, and qualifies, or until there is a decrease in the number of Directors.

The Articles or Bylaws may provide for staggering the terms of Directors by dividing the total number of Directors into groups. The terms of office of the groups need not be uniform.

Legal References:

I.C. § 30-30-202 Idaho Nonprofit Corporation Act - Incorporation - Articles of Incorporation

I.C. § 30-30-604 Idaho Nonprofit Corporation Act - Directors and Officers - Election, Designation and Appointment of Directors

I.C. § 30-30-605 Idaho Nonprofit Corporation Act - Directors and Officers - Terms of Directors Generally

I.C. § 30-30-606 Idaho Nonprofit Corporation Act - Directors and Officers - Staggered Terms for Directors

Policy History:

Adopted on: May 17 2021

Revised on:

Reviewed on:



RISE CHARTER SCHOOL

Policy 1140 - Vacancies

Vacancies

A vacancy shall be declared by the Board of Directors within 30 days of when any of the following occurs: A Director:

1. Dies;
2. Resigns;
3. Is removed
4. Refuses to serve as Director; or
5. Completes his or her term of service.

A Director position shall also be vacant if the authorized number of Directors is increased.

A vacancy on the Board shall be filled in accordance with the Articles or Bylaws. The Board of Directors may fill the vacancy except as otherwise provided below. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by an affirmative vote of a majority of the remaining Directors.

Unless the Articles and Bylaws provide otherwise, if a vacant office was held by an appointed Director, only the person who appointed the Director may fill the vacancy.

If the vacant office was held by a designated Director, the vacancy shall be filled as provided in the Articles or Bylaws. In the absence of an applicable Article or Bylaw, the vacancy may be filled by the Board.

A vacancy that will occur at a specific later date, by reason of a resignation or otherwise, may be filled before the vacancy occurs but the new Director may not take his or her office until the vacancy occurs.

Cross Reference:

§ 1240 Duties of Individual Directors

Legal References:

I.C. § 30-30-609 Idaho Nonprofit Corporation Act - Directors and Officers - Removal of Designated or Appointed Directors

I.C. § 30-30-610 Idaho Nonprofit Corporation Act - Directors and Officers - Vacancy on Board

Policy History:

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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.

B. Mission and Vision

Vision: Every Kimberly Exploratory Charter School student 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 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 office until the 2023 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. 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 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.

Position	Person	Term Ending
<i>Director 1</i>	Danae Klimes	June 2022
<i>Director 2</i>	Lacee Clinger	June 2022
<i>Director 3</i>	Michelle Schutt	June 2023
<i>Director 4</i>		June 2023
<i>Director 5</i>		June 2023

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 less than a quorum of the Board of Directors. A Director elected to fill a 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 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 herein.