

Partnership for Arkose Ridge Leadership Academy Bylaws, Adopted August 2014

PREAMBLE

The Partnership for Arkose Ridge Leadership Academy is a community organization linked to the proposed charter school, Arkose Ridge Leadership Academy.

On January 22, 2014 a group of 22 people met about forming a charter high school in the MatSu Borough School District (MSBSD). Out of that group, 11 people met again throughout the spring and summer. By July, a core group of 8 people committed to forming the Partnership for Arkose Ridge Leadership Academy. On July 23, 2014, the group became a non-profit entity with the State of Alaska (Alaska Entity #10022417); a Federal employee identification number was assigned on August 8, 2014 (EIN 47-1546466). The group is currently applying for a non-profit organization registered within the State of Alaska and organized under Section 501 (c)(3) of the United States Government Internal Revenue Service Code of 1986.

The following bylaws apply to the Partnership for Arkose Ridge Leadership Academy only; a charter with the MatSu School District determines the operation and management of Arkose Ridge Leadership Academy.

ARTICLE I – Name, office, fiscal year, governance, & non-discrimination

1. *Name*: The name of this corporation is Partnership for Arkose Ridge Leadership Academy, hereinafter referred to as PARLA.
2. *Office*: The main office will be at Arkose Ridge Leadership Academy, hereinafter referred to as ALA, once built. Currently and until then, communication will go through PARLA board member Tony Kristich, address: 3949 North Vista Circle, Palmer, Alaska, 99645.
3. *Fiscal Year*: The fiscal year of PARLA shall be July 1 through June 30. The Board of Directors may choose to alter this if determined necessary.
4. *Governance*: PARLA will be governed by a Board of Directors, as described in these bylaws.
5. *Non-discrimination*: PARLA shall not discriminate on the basis of race, religion, national origin, gender or age in either the hiring or other employment practices of the school or in its admission policies for students. Further, ALA shall be open to all students in its authorized geographic area on a space available basis. PARLA 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 charter public schools in the State of Alaska.

ARTICLE II- Purpose & general responsibilities

1. *Purpose*: PARLA will be a nonprofit corporation dedicated to engaging in charitable and educational activities within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law. PARLA aims to support the charter school and its teachers for the betterment of the school community and the greater MatSu community at large. Specific purposes of PARLA include:

- Provide financial support to ALA.
- Create connections between and among the school, students and parents, and community at large. This includes serving the functions and benefits of a parent teacher organization.
- Educate the community at large about ALA's mission, vision, values, and educational model.
- Any other purpose for which a nonprofit corporation may be organized under the laws of the State of Alaska.

2. *General responsibilities*:

- Collaborating and coordinating with all committees in the fulfillment of the mission, vision, and core values of ALA as stated in the charter.
- Raising funds for the school, as provided for in the IRS Code Section 501 (c)(3).
- Dispersing funds in accordance with the applicable rules and regulations to advance the purposes of the corporation.

ARTICLE III - Members

Any individual or organization interested in supporting the purposes of PARLA may contribute and/or become a member. Parents of students enrolled in the school and staff are encouraged to be members. Any question over an individual's or organization's eligibility for membership shall be resolved by the Board of Directors. A member may withdraw at any time by giving notice to the secretary of the corporation. The PARLA secretary will keep a record of members.

Although referred to as members, the common use of this term does not imply legal membership in or financial obligation to the corporation itself. No individuals associated with PARLA shall act on his/her own in the name of the corporation unless so authorized by these Bylaws or by resolution of the Board of Directors.

Members contribute to the purpose of the corporation through

- Time (participation in a committee) and/or
- In-Kind Donations and/or
- Cash donations

Members, unless on the Board of Directors, *do not* vote on decisions or matters discussed at Board meetings. They are encouraged to contribute their opinions, desires, concerns, etc.

ARTICLE IV - Board of Directors

1. *General Powers and Duties*: The Board of Directors shall have all corporate authority to conduct the affairs of the corporation in accordance with these bylaws. The Board of Directors

will vote on matters pertaining to the purpose of the corporation. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they deem appropriate. The Board of Directors shall possess and may exercise any and all powers granted to the corporation under the Alaska Nonprofit Corporation Act and its Articles of Incorporations, subject to the limitations set forth in the Articles and these Bylaws.

2. *Attendance and Number of Directors:* PARLA shall designate a Board of Directors who shall initially be appointed by a majority of the incorporators. Directors must attend at least 75% of all regularly scheduled meetings during the year. Failure to do so may warrant removal from the Board. Extenuating circumstances warranting an absence will be considered by a majority of Directors as need be. The minimal number of voting Directors shall be three, and the maximum number of voting Directors will be eleven.

3. *Non-voting Directors:* The Chosen Principal or Acting Principal, once under contract to the charter school, shall be a perpetual “ex officio” Director, but shall have no vote. A second non-voting position will be reserved for a paid employee of the charter school.

4. *Terms & Term Limitations:* Directors will recruit and elect new Directors as needed and at any time of year. Terms for Directors shall be at least one year, with an election after one year served or at the annual meeting, whichever comes first. There are no term limitations.

5. *Vacancies:* Any vacancy occurring on the Board shall be treated like an election of a new Director (see Article 5 below).

6. *Compensation:* Directors shall receive no salary or other financial compensation for their services to PARLA.

7. *Resignation:* Any Director may resign at any time by giving written notice to the Chair or Secretary of the Board. Directors are requested to give at least one month prior notice of voluntary resignation. Such resignation shall take effect at the time specified therein.

8. *Director Removal:* It is expected that Directors will communicate openly and respectfully. They must voice concerns and conflicts. If at any time, a majority of the voting board determines that a Director should be removed, a motion to remove the member can be brought to the board for discussion and vote.

9. *Conflict of Interest:* Service on the Board is a trust created in the interest of the Common Good and for the benefit of the school. It is the intent of these bylaws to maintain the community’s confidence by preventing the use of participation on the Board of Directors for private gain or any other improper purpose. Any Director who is reasonably found to be promoting a personal agenda inconsistent with the school’s mission, attempting to circumvent bylaws, or otherwise trying to receive personal benefit from Board actions may, by a majority vote of Directors, be removed from the board. Each Director must sign the Conflict of Interest policy; records will be kept on file by the Secretary.

ARTICLE V - Elections of Directors

When positions on the Board of Directors become vacant, the Board may call for nominations for Directors. Any Director may submit nominations to the Board for any vacancy that is to be filled. Positions will be voted on by a majority of the Board of Directors.

Voting must occur in person. If circumstances prevent a Director from voting, they may vote via voice or written communication. This sort of vote must be received no later than the end of the meeting at which voting occurs.

ARTICLE VI - Officers

1. *Officers:* The officers of PARLA shall be President, Vice Chair, Secretary, and Treasurer, each of whom must simultaneously be a Director. The Board may elect or appoint such other officers, including one or more assistant secretaries, as it shall deem desirable.

2. *Terms:* Protocols for terms of officers mimic those for Directors (see Section 4 of Article IV above).

3. *Removal:* It is expected that officers will communicate openly and respectfully. Directors will be encouraged to voice concerns and resolve conflicts in a productive manner. If at any time, a majority of the voting board determines that an officer should be removed, a motion can be brought to the Board for discussion and vote. Any officer may be removed from office by a majority vote of the full Board whenever in its judgment the best interests of the school would be served thereby. Removal from the Board is further discussed in Article 4, Section 8.

4. *Vacancies:* A vacancy in any office may be filled by a majority vote of the Board. Protocols for filling vacancies of an office position mimic those for a Director.

5. *President:* The President shall be the presiding officer at all PARLA meetings, including Board meetings. The President shall have such authority and perform such duties as shall be directed by the Board, including being a signature for the PARLA bank account (see Article IX).

6. *Vice Chair:* In the absence of the President, or in the event of his/her inability or refusal to act, the Vice Chair or other Board member designated by the President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice Chair shall perform such other duties as from time to time may be assigned to him/her by the Board.

7. *Secretary:* The Secretary shall keep minutes of PARLA meetings in computer files and/or in one or more books provided for that purpose, see that all notices and agendas are duly given and posted in accordance with the provisions of these bylaws or as required by law, keep an updated list of the mailing address, e-mail address, and telephone numbers of each Director and member, which includes volunteers, help maintain PARLA's website, and perform such other duties as from time to time may be assigned to him/her by the Board.

8. *Treasurer:* Each year, consistent with MSBSD budgetary timelines, the Treasurer shall present to PARLA's Board the annual budget for the forthcoming year that has been prepared by the

school administration so that the Board may ensure that it justly supports the mission and vision. The Treasurer will also present an update on the PARLA budget at each Board meeting, and in all ways shall be accountable to the Board. The Treasurer will serve as the financial liaison for all fund raising entities and will, as a signatory on the PALRA bank account (see Article IX), serve as the coordinator of all ALA funds not held by the MSBSD.

9. *Provisional Officers.* As of the date of adoption of these Bylaws, a provisional Board of Directors consists of the following Officers and Directors for the terms indicated:

<u>Name</u>	<u>Position</u>	<u>Beginning term</u>
Tony Kristich	President	August 2014
Vice-Chair	Sierra Doherty	August 2014
Kimbrough Mauney	Secretary and Treasurer	August 2014

ARTICLE VII – Meetings

1. *Annual, Regular, & Special Meetings:* It is PARLA’s philosophy to have open meetings.

PARLA’s annual meeting shall be held during March in each year at a convenient and agreed time, for the purpose of electing members of the Board and for the transaction of such other business as may come before the meeting. If the annual meeting or election of membership to the Board shall not be held on the day designated herein for any annual meeting and election, the board shall cause the annual meeting and election to be held at a special meeting as soon thereafter as possible.

The Board shall also hold regular meetings, typically monthly, but at least four (4) times a year. Parents, teachers, PARLA members, school staff members (once the school is established), and community members at large are hereby invited to such meetings.

Special meetings of the Board may be called by the President, school principal, or any three members of the Board. The Secretary shall notify Directors and members as with other meetings.

2. *Place & Notice of Meetings:* The Board may designate any place within the Mat-Su Valley as the place of meeting for any annual meeting, regular meeting, or special meeting. If no designation is made, the place of meeting shall be at ALA (once the school is established). Reminders of meeting will be given personally, by mail, by facsimile, by posting at the school, or by e-mail, to each member of the Board at least 2 days before the date set for such meeting. Notification shall state the place, day, and hour of any meeting. In addition, at least twenty-four (24) hours prior to each meeting, notice of and the agenda for each meeting shall be posted on the school’s website. Issues not posted on the agenda may nonetheless be raised, discussed, and voted upon at any meeting if deemed timely and appropriate by a majority of voting members present.

3. *Quorum & Manner of Acting:* Greater than fifty percent (50%+1) of the voting Directors of the Board constitutes a quorum. Telephonic or web-based electronic participation is permitted.

The act of a majority of the Directors at a meeting at which a quorum is present either in person or telephonically shall be the act of the group. If neither the president nor the vice president is present, the treasurer or secretary will preside at meetings.

4. *Executive Sessions & No Proxies:* All meetings of the Board shall be open to the public, except that, upon a vote of a majority of the Directors present, an executive session may be held to discuss matters including:

1. Attorney-client matters;
2. Service Contract (non-school staff) proposals or negotiations; and
3. Other matters as determined by the Directors

The motion requesting the executive session shall state the nature of the matter to be discussed. Only those persons invited by the Board or permitted by law may be present during an executive session. The Board shall not make final policy decisions, nor shall any resolution, rule, regulation, or formal action or any action approving a contract or any other final action, be approved at any session which is closed to the general public. Matters discussed during the executive sessions shall remain confidential among those attending. The Secretary shall maintain topical minutes of all executive sessions.

ARTICLE VIII - Committees

1. *Membership:* The Board, by resolution adopted by a majority of a quorum, may designate and appoint one or more committees to perform specific tasks. Committee members may include Directors as well as non-board members selected by the Board.

2. *Instructions & Responsibilities:* Each committee shall be clearly instructed as to the length of time each member is being asked to serve, the service the Board wishes each committee to render, the extent and limitations of responsibility, the resources the Board will provide, and the approximate dates on which the Board wishes to receive reports. Recommendations of special advisory committees shall be based on research and fact and shall be advisory to the Partnership.

3. *Powers and Prerogatives:* All recommendations of a committee must be submitted to the Board for official action. The Board shall have the power to dissolve any committee and shall reserve the right to exercise this power at any time during the life of any committee.

4. *Meetings:* Committees shall comply with the requirements concerning public meetings that are specific in ARTICLE VII, above.

ARTICLE IX - Contracts, Checks, Deposits, Funds & Accounting

1. *Contracts:* The Board shall have the authority to enter into contracts, execute and deliver instruments, and otherwise legally bind PARLA. The Board may delegate this authority, either in specific instances or in general, to the School and/or or his/her designee, or to any officer of the Board.

2. *Bank Accounts and Financial Transactions.* All Partnership monies shall be deposited in a bank account(s) in the name of Partnership for Arkose Ridge Leadership Academy. Signatories on any such accounts shall be the PARLA President, Treasurer, and the ALA principal.

Basic withdrawals or transactions involving the PARLA bank account monies, including deposits from grant monies, funds not held by MSBSD, and donations shall be approved the PARLA President and Treasurer. Any major expenses (over \$500.00) and changes to the PARLA budget must be approved by a majority vote of the PARLA board.

3. *Accounting:* The budget fiscal year will follow that of the MSBSD, beginning on July 1 and ending on June 30. The Treasurer or his/her designee shall present to the Board at each regular meeting a ledger itemizing all income, expenses and budget transfers since the prior regular meeting, and copies of all accompanying bank account statements. The Board may at any time cause a full or partial independent audit of PARLA monies to occur.

Article X - Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Article XI Limitation of Director Liability

To the full extent permitted by the Alaska Nonprofit Corporations Act, as it now exists or is subsequently amended, regarding the limitation or elimination of the liability of directors and officers, a Director or Officer of PARLA shall not be liable to the Partnership for monetary damages for breach of fiduciary duty as a director or officer. Any amendment or repeal of this section shall not adversely affect any right or protection of a Director or Officer for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal.

Article XII Amendments

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds vote of the Board who are present at any regular meeting or any special meeting (where a quorum is present), provided that the proposed change in the Bylaws has been submitted in writing to all of the members of the Board and posted publicly in the School office at least two (2) days prior to the meeting at which the proposed change will come up for a vote. Proposed changes to the Bylaws may be submitted by any member of the Board, by parents with students once enrolled in the School, or by the Principal, or teachers, once under contract with the School, for consideration by the board.

Certification & Adoption

The undersigned officers of the Partnership for Arkose Ridge Leadership Academy hereby certify that the above bylaws were duly adopted by the Board of Directors of the Partnership on the 21st day of August 2014.

Signature _____ Date _____

Officer's Printed Name _____

Signature _____ Date _____

Officer's Printed Name _____

Signature _____ Date _____

Officer's Printed Name _____