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Date: Thu, Jan 9, 2025 at 3:12 PM

Subject: FW: Charter update

To: [dnicklay@cdacharter.org](mailto:dnicklay@cdacharter.org) <[dnicklay@cdacharter.org](mailto:dnicklay@cdacharter.org)>

Hello Dan, all we need is an updated copy of the bylaws if the Board chooses to amend them at Monday's meeting. Once that is approved and acted on, please just shoot us over an updated copy and we'll update your folder. Let me know if you have any questions, and thanks for the heads up!

Jared Dawson

Program Manager, Idaho Public Charter School Commission

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BY-LAWS  
OF  
COEUR D'ALENE CHARTER ACADEMY, INC  
*A Non-For-Profit Corporation*

ARTICLE I

NAME

The name of the corporation shall be COEUR D'ALENE CHARTER ACADEMY, INC., and it is sometimes referred to as "the Corporation" or "the Academy."

ARTICLE II

PURPOSES

The purposes for which the corporation is formed are those set forth in its Articles of Incorporation, as from time to time amended. The Corporation is not formed for pecuniary for financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers.

ARTICLE III

SEAL

Section 1. The seal of the Association shall have inscribed thereon the name of the Association, the year of its organization and the words, "Non-Profit Corporation, Idaho".

Section 2. The Secretary of the Association shall have custody of the seal.

ARTICLE IV

FISCAL YEAR

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

ARTICLE V

## DIRECTORS

### Section 1. Selection.

The initial Board of Directors shall be selected as set forth in Article IX, subsection B, of the Articles of Incorporation. The number of directors shall be not fewer than three, and not more than fifteen.

Following selection of the initial Board of Directors, the Board of Directors shall select from among the Board of Directors a Nominating Committee which shall meet periodically and when the terms of the Board members expire or when a vacancy otherwise occurs. The Nominating Committee shall recommend at least one (1) candidate and not more than three (3) candidates to fill the vacated position. The Board may select from the candidates recommended by the Nominating Committee, ask the Committee for new candidates, and any Director may place a name in nomination at any time. The initial board having served their staggered terms, all board appointments will be three years in duration, expiring in November. There is no limit on the number of terms a director may serve.

All Directors selected shall share the educational philosophy of the COEUR D'ALENE CHARTER ACADEMY, INC.

The proposed candidate shall be drawn from three (3) groups of people: parents of Academy students; educators; and civic volunteers in Kootenai County. Recognizing that one person could be a representative of all three groups, the Nominating Committee and the Board itself shall try to maintain a balance on the Board from the three groups.

### Section 2 Board Conduct.

The Board of Directors shall conduct their affairs in a manner consistent with Idaho laws concerning governmental entities.

### Section 3. Board Powers.

- A. The Board shall have all the powers vested in it by the laws of the State of Idaho, including the Charter School Enabling Act as it is from time to time amended and all the powers vested in it by the Idaho Nonprofit Corporation Act, and including the power to set educational policies for the Academy.

- B. The Board of Directors shall adopt rules and regulations for the conduct of the affairs of this corporation and of its members not inconsistent with these By-Laws, shall appoint such standing committees as are provided for in Article VII of these By-Laws, and may appoint such special committees from time to time as may be necessary and convenient.
- C. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The Board of Directors may, by its own rules and regulations, regulate and fix times for regular and/or special meetings, and may further provide the manner and mode of giving notices thereof.
- D. The act by a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

## ARTICLE VI OFFICERS

Section 1. The officers of the corporation shall be a Chairman of the Board, a Vice Chairman, a President, Secretary and Treasurer. The Chairman shall be elected by a majority vote of the Board upon resignation or removal of a sitting Chairman. The Chairman shall remain in his or her office until the term of his/her Board appointment expires, or until he or she is removed from the position as described in Section 2 of these bylaws. Upon expiration of his or her term, the board shall entertain nominations for a new Chairman; the sitting Chairman may be nominated and re-elected. This same process shall be followed for the election and removal of the Vice Chairman. The Board of Directors shall, immediately following each annual meeting of the voting members, select a President/Principal who shall not be a member of the Board of Directors and a Secretary and a Treasurer who shall be members of the Board of Directors who shall hold each such office for the ensuing year. The offices of Secretary and Treasurer may be held by the same person. An Assistant Secretary may be appointed if desired by the Board to undertake such duties as may be delegated to him or her.

Section 2. Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in its best judgment the interest of this corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Such removal shall be in conformity with the provisions of Section 30-1-51, Idaho Code. Any director may be removed at a special meeting called for that purpose as provided in Section 30-1-39 of the Idaho Code.

Section 3. Any vacancy in any office caused by death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. The President shall be the principal executive officer of this corporation and shall, in general, supervise the management of the business and affairs of the corporation. He shall be present at all meetings of the Board of Directors. He may sign with the Secretary or any proper officer of the Corporation authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors have been authorized to execute, and in general he shall perform all duties incident to the office of the President, and such other duties as may be prescribed by the Board of Directors from time to time.

The Chairman of the Board shall preside at all meetings of the Board and shall be a voting member on all matters subject to a Board vote. In the absence of the Chairman of the Board, the Vice Chairman will perform all the duties of the Chairman of the Board and, when so acting, shall have all the powers of and be subject to all the restrictions upon, the Chairman of the Board. The Vice Chairman shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 5. If required by the Board of Directors, the Treasurer shall give bond for the faithful performance of his or her duties in such amount as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation and in general perform all duties incident to the office of Treasurer.

Section 6. The Secretary shall keep the minutes of the meetings of the voting members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law, be custodian of the corporate records and the seal of the corporation, and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with these provisions, keep a register of the post office addresses of each Director and in general perform all duties which are incident to the office of Secretary, and such other duties as may from time to time be assigned to him by the President or by the Board of Directors.

## ARTICLE VII COMMITTEES

Section 1. The Board of Directors shall appoint the following standing committees and delegate such authority to them as is consistent with their stated responsibilities and desirable for the best conduct of the affairs of the corporation, but such action shall not operate to relieve the Board of directors of any responsibility imposed on them by law.

### Section 2. Standing Committees:

A. Finance and Planning Committee. This committee shall be responsible for advising the Board of Directors regarding all financial matters of the corporation including long-range planning, and the proper operation, maintenance, management, and development of any facilities and activities of the corporation, and shall recommend to the Board of Directors by March 1 of each year a consolidated budget for the ensuing school year. Except under extraordinary circumstances, this committee will recommend a budget balancing anticipated income and expenditures.

This committee shall be comprised of a chairman appointed from the Board of Directors by the Directors and two (2) other members who shall be Board members.

~~B. Education Excellence Committee. This committee shall be responsible for advising the Board of Directors regarding ways in which the COEUR D'ALENE CHARTER ACADEMY may improve the academic and intellectual excellence of our students.~~

C. Scholarship Committee. This committee shall be responsible for identifying scholarships for the students at institutions of higher education and to advise and assist students and their parents in applying for such scholarships.

D. Fundraising Committee. This committee shall be responsible for fundraising and grant applications for the COEUR D'ALENE CHARTER ACADEMY, including the creation of a separate free-standing foundation and other related activities and to report to the Board from time to time and no less than semi-annually of its activities.

Section 3. Each standing committee set forth in Section 1, paragraphs B, C, and D above, shall be chaired by a member of the Board of Directors. It is not necessary that members of these committees shall be Directors.

Section 4. The Board of Directors, by resolution adopted by a majority thereof, may designate such additional committees as it may consider necessary and desirable for the proper conduct of the affairs of this corporation, shall have full discretion as to the composition, term and authority of committees or delegation thereto of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon them by law.

Section 5. All standing committees and other committees authorized by these By-Laws or appointed by the Board of Directors as permitted by these By-Laws shall, by their own rules and regulations, organize and conduct and operate their own committee in a manner not inconsistent with these By-Laws, the rules of the Board of Directors, or the requirements of the law.

Section 6. The Board of Directors may by two-thirds (2/3) affirmative vote remove any committee member from office with or without cause.

Section 7. The President with the advice and consent of the Board of Directors may appoint successors to serve out the unexpired term of any committee member who

may resign, be removed, or be disqualified from holding office or vacate his office for any reason whatsoever.

## ARTICLE VIII

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officer so authorized by these By-Laws, to enter into any contract or to execute and delivery any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances, but such action shall not operate to relieve the Board of Directors of any responsibility imposed on them by law or by these By-Laws.

Section 2. All checks, drafts or 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, or agent or agents of the corporation and in such manner as shall be from time to time determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Secretary, or Secretary and Treasurer if held by one individual, and countersigned by the President or Vice President of the corporation.

Section 3. All funds of this corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may direct or select.

Section 4. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose or for any special purposes of this corporation.

## ARTICLE IX

### AMENDMENTS



Section 1. These By-Laws may be amended, modified, or repealed by a majority vote of all Directors present at any regular or special meeting of the Directors.

Section 2. Within thirty (30) days following any meeting at which these By-Laws are amended, copies of said amendments shall be made available to the Directors. Copies of the full By-Laws as amended shall be prepared annually and made available on request to the Directors not less than sixty (60) days prior to beginning of the school year of the Academy.

ARTICLE X  
RECORDS

All books and records of the corporation may be inspected by any Director or his agent for any proper purpose and at any reasonable time.

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President

ATTEST:

\_\_\_\_\_  
Secretary