

**BYLAWS
OF
VICTORY CHARTER SCHOOL, INC.**

An Idaho Nonprofit Corporation
Amended January 28, 2025

**ARTICLE 1
OFFICES**

Section 1.1 Offices

Victory Charter School, Inc.'s (the "Corporation's") principal office shall be fixed and located in the County of Canyon, State of Idaho, as the Board of Directors ("Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another within the County of Canyon, State of Idaho.

**ARTICLE 2
PURPOSE**

Section 2.1 Purpose

The Corporation is organized exclusively for educational purposes within the meaning Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal income tax code.

Notwithstanding any other provision of these Bylaws to the contrary, the Corporation shall not carry on any activities not permitted of:

- (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future Federal income tax code, or
- (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal income tax code.

**ARTICLE 3
NO MEMBERS**

Section 3.1 No Members

The Corporation shall have no members. Any action that would otherwise by law require approval by a majority of all members or approval by the members, shall require only approval of the Board. All rights, which would otherwise by law vest in the members, shall vest in the Board.

Section 3.2 Associates

Nothing in the Article 3 shall be construed to limit the Corporation's right to refer to persons associated with it as "members" even though such persons are not members, and no such reference by the Corporation shall render anyone a member within the meaning of Section 30-3-34 of the Idaho Nonprofit Corporation Act. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1 Board of Directors

The Board shall consist of Directors elected or appointed to office as set forth below. The number of Directors constituting the Board of the corporation shall be not less than five (5) or more than seven (7) Directors. The function of the Board can be described as policy making, advising and evaluating. The Board shall have the further duty of directing the financial means by which the educational program is conducted. They shall also ensure that the community be informed of the needs, purposes, values and status of the charter school.

Section 4.2 Powers of the Board of Directors

The Board, as a board, shall have the full power and duty to manage and oversee the operation of the Corporation's business and to pledge the credit, assets and property of said Corporation when necessary to facilitate the efficient operation thereof. Authority is given to the Charter School Board of Directors by the State of Idaho as provided in the "Public Charter Schools Act of 1998." (I.C. 33-5201)

Section 4.3 Election of Directors

- (a) 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 provisions of Section 4.3 (b).
- (b) After the initial year of operation, Directors will be appointed to fill vacancies on the Board by majority vote of remaining Directors, even if less than a quorum, at the Corporation's annual meeting, held pursuant to Section 5.2.

Section 4.4 Term

- (a) During the initial year of operation half of the Directors may be selected by lottery or other method to serve an initial term of only one (1) year.
- (b) Each Director shall serve until his/her successor is appointed by the Board at the annual meeting of the Corporation.

Section 4.5 Resignation and Removal

Subject to the provisions of Section 30-3-69 of the Idaho Nonprofit Public Corporation Act, any Director may resign effective upon giving written notice to the Chairman of the Board, or the Secretary of the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. A Director may be removed without cause by a simple majority vote of the remaining board members.

Section 4.6 Vacancies

- (a) A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, or is removed, or if the authorized number of Directors is increased.
- (b) The Board may declare vacant the office of any Director who has been convicted of a felony, or has been found to have breached any duty arising under Article 30-3-85 of the Idaho Nonprofit Public corporation Act or to be of unsound mind, by any court of competent jurisdiction, or has failed to attend four (4) or more meetings of the Board in any calendar year or has been found working against, or failing to support the mission, vision and/or culture of the Harbor Method.
- (c) Removal of a Director for one or more of the reasons listed in Section 4.6(b) above may be initiated by any member of the Board or by a majority vote petition of the Stakeholders. The Board shall hold a public meeting within ten (10) school attendance days of receiving such a request or petition. Such meeting shall be conducted with regard for the reasonable due process rights of all parties and in public, except where either the Board or the Director whose removal is sought requests a closed session. Where a closed session is held, the final action of the Board shall be taken in public.
- (d) A vacancy on the Board may be filled by a majority vote of the remaining Directors, although less than a quorum. Each Director so elected shall hold office until the next annual meeting of the Corporation.
- (e) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.7 Compensation of Directors

Directors shall not receive any compensation for their services; however, the Board may approve the reimbursement of a Director's actual and necessary expenses incurred in the conduct of the Corporation's business. The Corporation shall carry liability insurance covering the Corporation's business.

Section 4.8 Employees

The Board shall have the power to hire employees of the Corporation whose duties shall be specified by the Board.

Section 4.9 Voting

Voting by the Board shall be in person and no proxy voting on the Board may occur. Tie votes will be broken by the Chairman of the Board.

Section 4.10 Quorum

A quorum consisting of a majority or more of the then current Directors must be assembled to vote and conduct business.

Section 4.11 Rights of Inspection

Every Director has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation provided such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the Corporation's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state, or local law.

ARTICLE 5 BOARD MEETINGS

Section 5.1 Place of Meeting

The place of all meetings of the Directors shall be the principle office of the Corporation in the County of Canyon, Idaho, or at such other place as shall be determined from time to time by the Board; and the place at which such meetings shall be held shall be stated in the notice and call of meeting. Board meetings shall comply with all laws and rules regarding open meetings, where applicable.

Section 5.2 Annual Meeting

The annual meeting of the Directors of the Corporation for the appointment of Directors and election of Officers to succeed those whose terms expire and for the transaction of other business as may properly come before the meeting, shall be held at the Regular July meeting. If the annual meeting of the Directors be not held as herein prescribed, the appointment of Directors and election of Officers may be held at any meeting called thereafter, pursuant to these Bylaws.

Section 5.3 Monthly Meetings

Monthly meetings of the Directors of the Corporation will not be mandatory, but shall be held at various times within the year as the Board determines.

Section 5.4 Notice of Meeting

Notice of the time and place of the annual meeting of the Directors or of any monthly meetings of the Directors shall not be given by mailing written or printed notice of the same but shall be posted at the school and to any other locations designated by the Board at its annual meeting.

No special meeting shall be held without at least a twenty-four (24) hour meeting notice unless an emergency exists. The notice for a special meeting shall include at a minimum the meeting date, time, place and name of the Charter School calling for the meeting.

ARTICLE 6 OFFICERS AND DUTIES

Section 6.1 Officers

The Officers of the Corporation shall be Chairman of the Board, Vice Chairman, Secretary, and Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairman of the Board. Officers of the

Corporation shall also be Directors of the Corporation. The Officers shall be elected each year at the annual meeting by the Board and serve a one (1) year term.

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Section 6.2 Chairman of the Board

The Chairman of the Board is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction and control of the business of the Corporation. The Chairman of the Board shall preside at all meetings of the Board. The Chairman of the Board has the general management powers and duties usually vested in the office of President and General Manager of a corporation as well as such other powers and duties as may be prescribed from time to time by the Board.

Section 6.3 Vice-Chairman

In the absence or disability 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 6.4 Secretary

- (a) The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, including the following information for all such meetings; the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Idaho the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all directors and their respective addresses.
- (b) The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all its members promptly after the meetings; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer; and shall have such other powers and perform such duties as may be prescribed from time to time by the Board.

Section 6.5 Treasurer

- (a) The Treasurer of the Corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Board member.
- (b) The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated from time to time by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, and shall render to the Board, upon request, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall present an operating statement and report, since the last preceding regular Board meeting, to the Board at all regular meetings. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 6.6 Removal

Any Officer may be removed, either with or without cause, by a majority of the Directors then in office.

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Section 6.7 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

**ARTICLE 7
FISCAL AFFAIRS**

Section 7.1 Fiscal Year

The fiscal year of the Corporation shall be from July 1st to June 30th.

**ARTICLE 8
NOTICES**

Section 8.1 Manner of Giving Notice

Whenever provisions of any statute or these Bylaws require notice to be given to any Director, Officer or other individual, they shall not be construed to mean personal notice. Such notice shall be given in writing and placed on the bulletin board of the Corporation in sufficient amount of time prior to the meeting or action to be taken as required by Statute, the Articles of Incorporation or these Bylaws; said notice need not be given individually and may be given in one notice document.

Section 8.2 Waiver

A waiver of any notice in writing, signed by a Director or Officer, whether before or after the time stated in said waiver for holding a meeting, or presence at any such meeting, shall be deemed equivalent to a notice required to be given to any Director, or individual.

**ARTICLE 9
DISSOLUTION**

Section 9.1 Dissolution

Upon dissolution of the Corporation, assets shall be distributed to creditors pursuant to Sections 30-3-114 and 30-3-115 of the Idaho Code. After paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or corporations which are organized and operated exclusively for educational purposes and which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or to a state or local government for public purpose as determined by the Board.

ARTICLE 10 AMENDMENTS

Section 10.1 Bylaws

New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Board. Whenever any amendment or new Bylaws are adopted, copies shall be placed in the Book of Bylaws with the original Bylaws, and immediately after them, and shall not take effect until so copied. If any Bylaws are repealed, the fact of repeal with the date of the meeting at which the repeal was enacted must be stated in the book and until so stated, the repeal must not take effect. Whenever any provision of the Bylaws is either amended or repealed, a marginal note shall be made thereon indicating the place or page where the amendment or repeal may be found.

CERTIFICATE OF BYLAWS

I certify that I am the Chairman of the Board of Victory Charter School, Inc., an Idaho Nonprofit Corporation, and that the foregoing Bylaws were amended on _____ (date).

Chairman of the Board

ATTEST:

Secretary of the Board

