MIDNIGHT SUN

FAMILY LEARNING CENTER

. . . where the sun never sets on learning

Midnight Sun Family Learning Center
Academic Policy Committee, Inc.

BYLAWS

MISSION STATEMENT

"Through a cooperative network of parent, teachers, and community members, the MSFLC will provide a safe, nurturing, family-oriented, multi- age learning environment supporting a highly rigorous academic program for higher education preparation with high standards of responsible citizenship. Current technology will be incorporated in all aspects of the students' education. MSFLC will promote academic excellence, character development and educational enthusiasm resulting in responsible, productive citizens."

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ARTICLE 1: NAME, OFFICE, FISCAL YEAR

SECTION 1. Name

The name of the Corporation shall be Midnight Sun Family Learning Center Academic Policy Committee, Inc.

SECTION 2. Office

The primary office of the Midnight Sun Family Learning Center Academic Policy Committee, Inc. shall be located at 7275 W. Midnight Sun Circle, Wasilla, AK. The Corporation shall have and continuously maintain within the State of Alaska a registered office, and a registered agent whose office is identical with such registered office, as required by the Alaska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the primary office, and the address of the registered office may be changed from time-to-time by the Academic Policy Committee.

SECTION 3. Fiscal Year

The fiscal year for the Corporation shall be from July 1 – June 30.

ARTICLE 2: PURPOSES

SECTION 1. Specific Purpose

The Corporation is organized for educational purposes, including, but not limited to, the following purposes:

A) The Corporation is specifically authorized to contract with the Matanuska- Susitna Borough School Board for the operation of the Midnight Sun Family Learning Center, a charter school of the Matanuska-Susitna Borough School District, hereinafter referred to as the MSFLC.

B) The Corporation is specifically authorized to serve as the Academic Policy Committee for MSFLC, hereinafter referred to as the APC and/or the Board.

SECTION 2. Internal Revenue Code Section 501(C)(3) Purposes

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

A) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code), 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.

B) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by the Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by the Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 3. Private Foundation Requirements and Restrictions

In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation:

A) Shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code.

B) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

C) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

D) Shall not make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code.

E) Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

SECTION 4. Prohibition Against Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be in distributable to, its members, Board members or trustees, 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 purposed of the Corporation.

SECTION 5. Distribution of Assets

Upon the dissolution of the Corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, foe a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 3: MEMBERSHIP

SECTION 1. Members of the Corporation

A) Each parent or legal guardian of every student currently enrolled in the MSFLC, as determined by the Academic Policy Committee (APC and/or the Board).

B) Each teacher and staff member employed at the MSFLC.

C) Any community member who has applied for membership, pursuant to review and approval by the Board, whereas the terms and conditions of such membership shall be determined by the Board. The number of community members shall be limited to no more than 10.

ARTICLE 4: GOVERNANCE

SECTION 1. General Powers

Midnight Sun Family Learning Center shall be governed by the Academic Policy Committee (APC), hereinafter referred to as the Board, in whom all powers of the Corporation shall be vested and shall at all times conduct themselves in the best interests of the Corporation and the MSFLC. The Board shall have the maximum power permitted by law, shall establish and adopt policy for the school, shall fulfill the duties and obligations prescribed in A.S. 14.03.250, et seq., as set forth in these Bylaws and the Contract with the Matanuska-Susitna School Board, and in accordance with State and Federal law.

SECTION 2. Specific Powers

In addition to the General Powers stated above, the Board shall exercise the following Specific Powers, including, but not limited to:

A) Enter into and administer the Contract with the Matanuska-Susitna Borough School Board for the operation of the MSFLC, hereinafter, referred to as the Contract, pursuant to the terms therein.

B) Review, approve and oversee the curriculum of the MSFLC consistent with State and Federal law; ensure the use of Core Knowledge Curriculum as outlined in the MSFLC Charter; and pursuant to the Contract with the Matanuska-Susitna Borough School Board.

C) Review and approve the annual and other budgets for the MSFLC, as well as adopt policies for financial management practices for the Corporation. All major and/or substantial financial decisions and/or changes to the budget(s) shall be reviewed and approved by the Board. The Board, at its discretion, shall determine the definition of "major and/or substantial financial decisions and/or changes".

D) Review, upon request by any parent, teacher, or staff, requests for any purchase of materials initially denied by the Chief Administrator and/or Principal.

E) Monitor, control, approve, and dispense use of sole discretionary funds of the Midnight Sun Family Learning Center Academic Policy Committee, Inc.

F) Review and enter into contracts, as permitted by law, these Bylaws and the Articles of Incorporation.

G) No action of any Board member, committee, authorized agent, or employee of the Corporation shall be binding upon the Corporation unless expressly ratified or authorized in advance by the Board.

H) The Board possesses certain legal powers and prerogatives which cannot be delegated or surrendered to others. Therefore, all recommendations of advisory committees must be submitted to the Board for review and approval. The Board shall, at any time, dissolve, modify, or revise any committee, at its discretion pursuant to these Bylaws.

I) Review and rule on any other questions, issues, or policies that may from time to time arise, to the extent permitted by law, these Bylaws, and the Articles of Incorporation.

SECTION 3. Duties and Responsibilities

It shall be the duty and responsibility of all Board members to:

A) Uphold the mission statement as stated in the MSFLC/Matanuska-Susitna School Board Contract. The Board shall also oversee accountability in academics, legal/risk management, finances, operations/maintenance, athletic activities, and capital budgeting issues of MSFLC.

B) Ensure that Midnight Sun Family Learning Center Academic Policy Committee, Inc. operates as a nonprofit, nonpartisan, noncommercial and nonsectarian organization. The names of members of the APC in their individual capacity or the name of Midnight Sun Family Learning Center Academic Policy Committee, Inc. shall not be used in connection with any commercial concern, any partisan interest, or for any purpose not appropriately related to the promotion of the responsibilities of the APC.

C) Perform all duties imposed on them collectively or individually by law, pursuant to the Articles of Incorporation, these Bylaws and the Contract with the Matanuska- Susitna Borough School Board.

D) Appoint and remove, employ, and discharge, and except as otherwise provided in these Bylaws, prescribe the duties of all officers, and agents in regard to third-party vendors/contractors.

E) Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed in compliance with these Bylaws and the Articles of Incorporation.

F) Meet at such times and places as required by these Bylaws and/or as required to conduct the Corporation's business.

G) Remain impartial, fair, and equitable in all matters before the Board, pursuant to these Bylaws, the Articles of Incorporation, and the Contract with the Matanuska-Susitna School Board.

H) At all times, promote and foster a positive image of the MSFLC.

I) APC email addresses are provided to Executive Board Members to use for official use only. The email addresses are property of the APC and are not to be used for personal gain. Abuse of email addresses and APC moniker can result in removal from Executive Board seat.

SECTION 4. Board Composition

A) Number, Term, and Qualifications:

1. Seat A - Parent Class Rep. *Elected*. One-year term.
2. Seat B - Parent Class Rep. *Elected*. One-year term.
3. Seat C - Parent Class Rep. *Elected*. One-year term.
4. Seat D - Parent Class Rep. *Elected.* One-year term.
5. Seat E - Parent Class Rep. *Elected*. One-year term.
6. Seat F - Parent Class Rep. *Elected*. One-year term.
7. Seat G - Parent Class Rep. *Elected.* One-year term.
8. Seat H - Parent Class Rep. *Elected*. One-year term.
9. Seat I - Teacher/ Staff K-1.
10. Seat J - Teacher/ Staff 2-3.
11. Seat K- Teacher/Staff 4-5.
12. Seat L - Teacher/Staff 6-8.
13. Seat M - Principal/Chief Administrator. *Ex officio.* Perpetual.
14. *As approved by APC*. Seat N - At-large (community/businessperson/additional parent rep). *Appointed*. One-year term.

B) The number of the Board shall be twelve (12) to fourteen (14) members. The term of the parent seats (A-H) and teacher/staff seats (I-L) shall be one (1) year. If the Board, at its discretion, appoints an individual(s) to the At-Large seat (N), the term of these seats shall be one (1) year. The Principal/Chief Administrator seat (M) shall be in perpetuity, *Ex Officio*. All seats (other than Seat M and those elected officers) on the Board shall terminate at the end of the Annual meeting of the Corporation, following the election of a new Board.

C) Parent Classroom Representatives (Seats A-H) shall consist of; one parent or legal guardian and/or grandparents of a student(s) currently enrolled in MSFLC, from each individual classroom, to serve a one (1) year term. Of which, only one (1) parent, legal guardian, and/or grandparent from each household may serve on the Board at a time. Any parent, legal guardian and/or grandparent who is also a teacher, staff member, or otherwise employed by the MSFLC shall not be eligible to hold a Parent Classroom Representative seat on the Board.

D) Teacher/Staff members shall serve as leaders in their areas of expertise in seats (I-L) and these seats shall consist of:

1. Seat I: One teacher or classroom assistant employed at MSFLC from one of the K-1 classrooms, to serve a one (1) year term.
2. Seat J: One teacher or classroom assistant employed at MSFLC from one of the 2-3 classrooms, to serve a one (1) year term.
3. Seat K: One teacher or classroom assistant employed at MSFLC from one of the 4-5 classrooms, to serve a one (1) year term.
4. Seat L: One teacher or classroom assistant employed at MSFLC from one of the 6-8 classrooms, to serve a one (1) year term.

E) Principal/Chief Administrator (Seat M) shall be held *Ex Officio* by the Principal/Chief Administrator of MSFLC, in perpetuity.

F) At-Large (Seats N): At its discretion, the Board may appoint a local community member, local businessperson, or an additional parent representative to one and/or both At-Large seats, who is also not a teacher, staff member or otherwise employed by the MSFLC, for a term not to exceed one (1) year or the remainder of that school year, if appointed after the start of the year. The Board, at its discretion, shall determine the definition of “community member or local businessperson”.

G) The Board and/or the Chair, at their discretion, may invite a representative of the Matanuska-Susitna Borough School District to attend APC meetings in an advisory capacity, but such school district representative shall not have any voting rights and shall not be entitled to attend any executive sessions unless invited by the Executive Committee.

SECTION 5. Voting Rights

The voting rights of the Board members shall be as follows:

A) Parent Classroom Representatives (Seats A-H), Teacher/Staff (Seats I-L) and At-Large (Seats N) shall have full voting rights on all issues and/or items brought before the Board, pursuant to these Bylaws and the Articles of Incorporation.

B) Principal/Chief Administrator (Seat M) shall have no voting rights and serve in an advice and report only capacity.

SECTION 6. Conflict of Interest

Service on the Board is a trust created in the interest of the common good and for the sole benefit of the MSFLC, in agreement with the articles set forth in these Bylaws, the purpose of which is to maintain confidence and prevent the use of this membership for private gain and/or any other improper purpose. To avoid conflict of interest:

A) Any member of the Board who has a financial interest and/or involvement in any project, proposal, item or contract before the Board; or has a financial interest and/ or involvement in any corporation, organization, partnership or any other entity which might benefit from any action(s) taken by the Board shall not: review, deliberate, or vote on any project, proposal, item, or contract or for any other reason that the Board may decide on the matter, would violate his/her duty of impartiality, fairness, and equity to the Corporation.

B) Any member of the Board who is employed and/ or under contract at the MSFLC, and/or otherwise supervised, evaluated, and under the direction of the Principal/Chief Administrator of the MSFLC, shall not review, deliberate, or vote on any evaluation of said Principal/Chief Administrator nor shall they participate or be members of any Principal Evaluation Committee.

C) Any member of the Board may challenge any other member(s) of the Board as having a conflict of interest. The Board shall allow for reasonable deliberation, at the discretion of the Chair. Immediately following the end of deliberation, the Chair shall call for a Roll-Call vote, properly recorded, which shall determine the status of the challenged member(s) prior to further consideration of the proposed project or issue.

D) Prior to debate on any proposed project or issue at committee or Board level, it shall be the responsibility of the Chair to identify any conflict of interest either by declaration or challenge. The challenge may be individual or applied to a group.

SECTION 7. Nomination and Election Procedures

A) **Nomination:** No later than the August Board meeting of each year, the Chair of the APC, with Board approval, shall appoint a Nomination and Election Committee of five (5) people, designating one as committee chair. At least two (2) of the committee members shall be a parent member of the APC and a teacher/staff member of the APC. The remaining three (3) members shall be any member of the Corporation. The committee shall oversee the nominations for open positions on the Board. The committee shall do the following:

1. Work with classroom teachers to accept nominations on an application prescribed by the Board, for candidates for membership to the Board, up to the week before the August Board meeting of the APC. Teachers will provide the APC their nomination(s) for their classroom representative within the first week of school.

2. In its discretion, nominate individuals who have not submitted said form from above, as candidates for positions on the Board.

3. Make available at the primary office of the MSFLC, copies of applications candidates submit to the committee.

4. Confirm all candidates are qualified to serve as Board members for the seat they have been nominated.

5. Post the list of nominees at the primary office of the MSFLC and send a copy to the Principal/Chief Administrator to send via electronic communication to all parents and staff of the MSFLC.

6. APC Nomination and Election Committee will contact all nominees to confirm

they understand the role of being a APC board member.

B) **Election:** Board members shall be elected by secret ballot at the Annual Meeting of the Corporation held in August, conducted by the Nomination and Election Committee, pursuant to these Bylaws and the Articles of Incorporation. The Chair shall instruct the Nomination and Election Committee to:

1. Prepare a secret ballot listing the candidates, by seat/seat classification, plus a space for write-in candidates for each seat classification the week before the regularly scheduled April meeting of the Board.

2. The three (3) non-Board members of the committee, who are also not running for a seat on the Board shall distribute, collect, and count the secret ballots, and otherwise oversee the election so that it is conducted in a fair manner.

3. Present to the Board the election results, which upon receipt, shall immediately vote to certify said results.

   Prepare a report stating the results of the election, which shall be kept at the primary office of the MSFLC, to be made available for review by the public and sent to the Principal/Chief Administrator to be sent via electronic communication to all parents and staff of the MSFLC.

C) **Eligibility To Vote:** Only parents, legal guardians, and/or grandparents of students enrolled in the MSFLC on the day of the election, teachers, teachers' aides, and staff otherwise employed at the MSFLC, are eligible to vote in elections. The Nominating and Election Committee, along with the APC Chair, shall be responsible for monitoring voter eligibility and resolving any disputes involving the casting of ballots.

D) **Write-in candidates:** Write-in candidates may be added to the secret ballot by any voter. If a write-in candidate is deemed eligible by the Nomination and Election Committee, pursuant to these Bylaws, votes for that candidate shall be counted in the same manner as nominated candidates. Should the write-in candidate receive a sufficient number of votes to win, the Nomination and Election Committee shall contact the candidate to inquire as to their willingness to serve on the APC. In the event the write-in candidate declines, the seat shall be offered to the candidate receiving the next highest number of votes.

E) **Casting of Ballots:** Secret ballots shall only be cast on the form prescribed by the Nomination and Election Committee, in person, at the Annual Meeting of the Corporation in April. Proxy, facsimile, e-mail, or other methods of voting not expressly authorized above are not permitted or valid. Eligible voters may only vote for one candidate per seat, including write-in candidates.

F) **Exceptions:** In the event that the Nomination and Election Committee presents a slate of nominees where the number of qualified nominees is less than or equal to the number of open positions, the APC may dispense with the election and, with a 2/3 vote of members of the Corporation present, seat the slate of nominees.

G) Immediately following the certification of the election results by the Board, the Board shall dissolve the Nomination and Election Committee until such time as it is required to be reconstituted, pursuant to these Bylaws and the Articles of Incorporation.

H) Chairperson and Secretary will hold their positions for a two-year cycle, beginning and ending their two-year term on even years. (e.g. 2026-2027 and 2027-2028)

I) Vice Chair and Treasurer will hold their positions for a two-year cycle, beginning and ending their two-year term on odd years. (e.g. 2025-2026 and 2026-2027)

SECTION 8. Vacancies

Vacancies on the Board, including Officer positions, shall exist on the death, resignation, disqualification, or removal of any Board member/Officer, and/or whenever the number of authorized Board members is increased. The Chair shall appoint any member of the Corporation, as an interim replacement to the Board, to include Officer positions, pursuant with the requirements set forth in these Bylaws for that seat on the Board. The interim Board member shall serve no longer than thirty (30) days from appointment, without being approved permanently by majority vote of the Board, which shall be required to vote on said replacement within the same thirty (30) day period. The replacement member of the Board and/or Officer shall serve for the unexpired term of their predecessor.

SECTION 9. Resignation of a Board Member

Members of the Board may resign at any time by giving written notice to the Chair and/or Secretary of the Board. Such resignation shall take effect at the time specified therein and, unless otherwise stated, the acceptance of such resignation shall not be necessary to make it effective. However, no Officer of the Board member may resign if the Corporation would then be left without a duly elected Board member in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state as required by state law.

SECTION 10. Removal of a Board Member

APC members are expected to attend all regular APC meetings. A request for an excused absence from a meeting must be communicated to the APC chair and secretary not less than 72 hours in advance or as soon as it is known, whichever is later. The APC may remove any APC member who has three (3) unexcused absences during a term.

Any member of the APC can be removed by a majority vote of the entire APC (not majority of a quorum) or when a board member is in violation of any part of these bylaws where it is stated that an infraction is subject to removal.

In the case of a violation of these Bylaws where it is stated that infractions are subject to removal the process for removal shall be as follows:

An APC member may be removed from the Board for any of the following:

A) Missing more than three (3) consecutive or four (4) total regular meetings in a school year;

B) A significant undisclosed conflict of interest;

C) Derogatory, slanderous, and/or unprofessional behavior;

D) Being convicted of any felony while serving as an APC member;

E) Unauthorized informal actions as defined in Article II, section 12;

F) Violating the Code of Ethics.

If a member is charged with any of the above allegations, by majority vote of the APC, the APC shall appoint an impartial investigative committee of five (5) persons to investigate the allegations and bring the decision of the committee to the board. The charge must be in writing and state the exact nature of the charge and be submitted at a regular meeting of the APC.

The APC shall have ten (10) working days to convene an impartial investigative committee. The investigative committee must be composed of impartial persons who are neither members, nor spouses of APC members, nor employees of the school. The investigative committee's recommendation shall be submitted in writing to all APC members three (3) days prior to the regular meeting at which the APC will act on the recommendation. If the investigative committee finds that there is no basis for removal from the APC, then the charges shall be dropped. Any person being investigated shall not lose their voting privileges during the investigation, or until the APC concludes the investigation to be warranted.

SECTION 11. Non-Liability, Indemnification, Insurance, and Compensation

A) **Non-Liability of Board Members**: Board members shall not be held personally liable for the debts, liabilities, or other obligations of the Corporation.

B) **Indemnification of Board Members**: The Board members shall be fully indemnified by the Corporation to the maximum amount permissible under the law.

C) **Insurance of Board Members**: Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Board member of the Corporation against liabilities asserted against or incurred by the Board member in such capacity or arising out of the Board member's status as such, whether or not the Corporation would have the power to indemnify the Board member against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

D) **Compensation:** Members of the Board shall not receive any monetary and/or non-monetary compensation for their service on the Board. However, they shall be allowed reasonable advancement or reimbursement of pre-approved expenses, by majority vote of the Board.

ARTICLE 5: OFFICERS

SECTION 1. Designation of Officers

The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer.

SECTION 2. Qualifications

Any parent board member or class representative of the Board of the Corporation, who is not otherwise employed at the MSBSD, may serve as an Officer of the Corporation.

SECTION 3. Removal

Any officer elected by the APC may be removed from office (but not from the APC) by a simple majority vote of the APC whenever in its judgment the best interests of the MSFLC would be served thereby.

SECTION 4. Election and Term of Office

The term of all officers of the APC shall be one (1) year. The officers of the APC shall be elected annually from among the members of the APC by a majority of members present at the first regular meeting following an election of the APC, or as soon thereafter as conveniently may be held.

SECTION 5. Financial Responsibility

The Officers of the Board have the highest financial responsibility placed on them for the operation of the Corporation. Chair, Vice Chair, and Secretary shall be added to the APC banking and gaming accounts upon assuming their roles as Officers of the Board. Implement dual signature policy with Chair, Vice Chair, and Secretary.

SECTION 6. Duties of the Chair

A) The chair shall be the presiding officer at all meetings of the APC. The chair shall have such authority and perform such duties, including:

1. Compiles the topics for business and, with the principal, sets the agenda for APC meetings. Any member of the APC may offer items to be heard or discussed at any meeting of the Board.

2. Runs meetings in accordance with the most recent edition of Robert's Rules of Order, Newly Revised.

3. Appoints, with the consent of the APC, all committee chairs and requires them to give reports of their actions to the APC Board.

4. Sets the time and place of all special meetings of the APC.

5. Speaks on behalf of the APC.

6. Serves as an ex-officio member of all committees and subcommittees.

7. Has the right, as other members of the APC, to make or second motions, to discuss questions, and to vote.

8. May not act for or on behalf of the APC without prior specific authority from a majority of the APC to do so.

9. All communications addressed to the chair shall be considered by them for appropriate action, which consideration may include consulting with legal counsel, and consideration by the APC.

10. Shall sign legal documents as required by law.

11. Ensures that APC members uphold their commitments and responsibilities to the school.

SECTION 7. Duties of the Vice Chair

In the absence of the chair, the vice chair or other APC member designated by the chair shall perform the duties of chair.

A. Fills in for chair as needed;

B. Responsible for APC member orientation and training;

C. Performs such other duties may be assigned by the APC.

SECTION 8. Duties of the Secretary

A) The Secretary shall:

1. Keep the minutes of the meetings of the APC in electronic files;

2. Ensure all notices and agendas are duly given and posted in accordance with the provisions of these bylaws or as required Open Meeting Act;

3. Keep an updated list of the mailing address, e-mail address, and telephone numbers of each member of the APC;

4. Establish and manage a "records management system" for all APC records;

5. Serve as the official archivist for all APC correspondence, nominations, and other related documents;

6. Maintain the master APC annual calendar;

7. Perform such other duties as assigned by the APC;

8. Serves as parliamentarian;

9. Posts agendas and approved minutes.

B) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

SECTION 9. Duties of the Treasurer

A) The Treasurer shall:

The APC treasurer shall present to the APC the annual budget for the forthcoming year, as prepared by the school principal or designee, and shall ensure that it justly supports the mission and goals of the school.

The treasurer will present a budget update at each APC meeting, and in all ways shall be accountable to the APC and the school board on budgetary matters. The treasurer shall ensure the audit is completed annually as specified in the APC bylaws and district policies.

1. Leads budget oversight process,

2. Presents recurring financial updates to APC,

3. Leads the Budget and Finance Subcommittee,

4. Remains familiar with the fiscal affairs of MSFLC and keep the APC informed thereof in the event that the School's Principal/ Business Manager is unable to so act,

5. Assists the APC in the development of financial policies and help ensure that performance aligns with the policy,

6. Shall not be a signer on any account nor shall have any authority to approve or authorize transactions or have responsibility for the financial performance of the school.

7. During the foundation period of the school the Treasurer may, at the request of the APC:

   a. 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;

   b. disburse the funds of the Corporation as may be ordered by the Board; or

   c. may render to the Board, upon request, an account of all transactions as Treasurer and of the financial condition of the Corporation.

B) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

SECTION 10. Committee Chairs

Committee Chairs shall:

A. Lead committees,

B. Present committee reports to APC,

C. Maintain records of committee and subcommittees,

D. Solicit volunteers for committee membership, present nominations to APC for approval, and maintain committee member contact information

ARTICLE 6: SCHOOL ADMINISTRATION

SECTION 1. Academic Policy Committee

The Academic Policy Committee, referred to as the Board, shall retain all powers of the Corporation, as stated in *Article 4, Section 1* of these Bylaws and shall, at its discretion, delegate and direct such administrative duties it deems appropriate to the Principal/Chief Administrator that are within its authority. Pursuant to State law, Matanuska-Susitna Borough School District Policy and the Contract with the Matanuska-Susitna School Board.

SECTION 2. Principal/Chief Administrator

A) The Principal/Chief Administrator of the MSFLC shall serve at the discretion of the Board, pursuant to *Article 4, Section 2.d* of these Bylaws, State law, Matanuska-Susitna School District Policy and the contract with the Matanuska-Susitna Borough School Board, for the operation of MSFLC. The Board shall not relinquish any authority granted under State law to evaluate, hire and/or dismiss the Principal/Chief Administrator. They shall have the following duties, including but not limited to:

1. Provides for operation of the school, supervision of the instructional program, and management of school personnel.

2. Works together with the Board for the good of the school and student achievement.

3. Identifies the needs of the school and reports them to the Board.

4. Provides the Board with written goals and objectives to meet the Board's expectations and defines his/her goals for the school.

5. Acts as advisor to the Board in areas needing policy development and revision.

6. Serves as the liaison between the Board and the Matanuska-Susitna Borough School District.

7. Administers the budget and assures that direct and indirect expenditures of school funds are within the legal requirements of the budget.

8. Presents a monthly financial report to the Board at the regularly scheduled meetings.

9. Obtains Board approval to transfer funds or make purchases exceeding the amount set by the Board.

10. Advises the Board on the educational needs of the students, the requirements of State and Federal Law and other directives.

11. Works with the Enrollment Committee to ensure applications and the lottery process of the MSFLC is in accordance with district policy.

12. Provides for the proper upkeep of facilities and maintenance of equipment.

13. Prioritizes long-range plans for preventive maintenance of buildings, equipment, and grounds.

B) Evaluation:

The APC shall meet with the Principal to discuss the evaluation, including commendations in areas of strength and recommendations for improving effectiveness. Staff members of MSFLC who are members of the APC may not participate in the Principal Evaluation process. The Principal and APC members shall agree upon and sign an evaluation summary. Additional evaluations may be arranged at any time during the school year at the request of either the APC or the Principal.

Principal Evaluation Criteria will be provided to the Principal by the first Board Meeting of each school year.

C) Selection/Removal:

The principal shall be selected by the APC in conjunction with MSBSD personnel policies. Removal of the principal will require a majority vote of the parent/guardian-elected members of the APC when in its judgment the best interests of the school would be served thereby and should follow the terms described in the principal's employment contract. If less than 2/3 voters are eligible then a unanimous vote is required.

Personnel issues must be coordinated with the district Human Resources office to ensure compliance with collectively bargained, administrative and statutory requirements with respect to the selection, hiring, termination, or non-retention of charter school administrators.

The Academic Policy Committee shall select a District principal - which may be the Charter School principal, a retired District principal, or a person on the District's eligible for hire list for administrators with a current Alaska Administrative Certificate, to evaluate certificated staff. The evaluator must be available to do on-site observations of the staff in order to monitor compliance with required Performance Standards. If a contract evaluator is currently employed as a principal within the District, the Superintendent's approval is required prior to entering into the contract.

The Charter School principal shall select, appoint, or otherwise supervise employees of the charter school, consistent with applicable bargaining agreements.

The Charter School principal shall perform other duties as assigned by the Academic Policy Committee.

ARTICLE 7: COMMITTEES

SECTION 1. Executive Committee

The Executive Committee shall be chaired by the Chair of the Board and be composed of the Officers of the Board, and one other Board member selected by the Board. The quorum of the Executive Committee shall be three (3) of the five (5) members. The Executive Committee shall be empowered to meet in special session to consider an issue or issues which demand prompt attention, which cannot wait until the next regular meeting of the Board. Any decisions made by the Executive Committee at such meetings shall be subject to ratification by the full Board at the next regular meeting. In the case of a regular meeting at which a quorum was not present, the Executive Committee is empowered to act within ten (10) days on behalf of the Board to consider an issue or issues which demands prompt attention and cannot wait until the next regular meeting of the Board, provided that at the regular meeting, at least 30 minutes are allowed for the gathering of a quorum; such action shall be limited to the previously prepared and distributed agenda and shall be an official action of the Board; this authority does not extend to amendment of the Bylaws.

SECTION 2. Standing Committees

A) For each Standing Committee, the Chair of the Board shall appoint the committee chair, with the approval of the Board. Each standing advisory committee shall consist of at least one member of the Board, with the remaining composition, duties, and scope to be determined by the Board, at its discretion. The Corporation shall have the following Standing Committees:

1. **Curriculum:** The Curriculum Committee, along with the Principal/Chief Administrator, shall review the curriculum of the MSFLC.

2. **Fundraising:** The Fundraising Committee shall be tasked with organizing schoolwide fundraising for APC accounts, not to take away from individual classroom fundraisers. They shall also work to obtain grants and oversee the necessary requirements of such grants.

3. **Parental Involvement:** The Parental Involvement Committee shall encourage and develop parental participation within the MSFLC, to include the use of MSFLC social media accounts, survey parents/legal guardians for experience/ skills that may benefit the school and working with Parent Class Representatives to increase engagement.

SECTION 3. Working Committees

A) From time to time and/or as prescribed in these Bylaws, the Board and/or the Chair may appoint a temporary working (a.k.a. special or select) committee(s) to accomplish a particular task or to oversee a specific area in need of control or oversight. The chairs of these committees shall be appointed by the Chair of the Board and any member of the Corporation may serve on these committees. The composition, duties, and scope to be determined by the Board, with no more than ten (10) members or as set forth in these Bylaws, pertaining to specific working committees as outlined below.

   1. **Nomination and Election Committee:** See *Article 4, Section 7* of these Bylaws pertaining to the term, duties, and composition of this committee.

   2. **School Advisory Committee: (As needed to hire a Principal)** No later than a week after the job posting closes, the Chair shall send out an application to the Members of the Corporation for those interested in participating on said committee. Ten (10) applicants shall be chosen to form the School Advisory Committee, along with the Chair and Vice-Chair of the Board, who shall also be members. This committee shall then put together a set of interview questions, review Principal/Chief Administrator candidate applications, narrow down the applicant pool for interviews, and select 2 of its members to serve on the Hiring Committee.

   3. **Hiring Committee: (As needed to hire a Principal)** The members of said committee shall be the Chair and Vice Chair of the Board, a Matanuska-Susitna School District Representative, and the 2 members chosen from the School Advisory Committee. This committee shall conduct the interviews of the chosen candidates for the Principal/Chief Administrator position of the MSFLC, using the interview questions provided by the School Advisory Committee and hire a candidate for said position.

   4. **Bylaw Committee:** No less than every three (3) years, a Bylaw Committee shall be formed to review these Bylaws and make recommendations to the Board for updates and revisions, if necessary.

SECTION 4. Action of Committees

All actions taken by any committee shall be in accordance with the articles set forth in these Bylaws, act within the bounds of the duties and scope it was formed, and all recommendations of said committees shall be in an advisory capacity only (except for Nomination & Election and Hiring Committees) and shall be submitted to the Board for final review and action.

ARTICLE 8: MEETINGS

SECTION 1. Open Meetings Act

The Board hereby formally adopts the Open Meetings Act, A.S. 44.62.310 et seq. ("the Act"). All meetings are open to the public and shall be conducted, and all notices and agendas posted, in accordance with the Act. If any portion of these Bylaws are more specific than the Act, then that portion of these Bylaws shall control over the Act, unless prohibited by law.

SECTION 2. Conduct of Meetings

Meetings shall be governed by the most current edition of Robert's Rules of Order, as far as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law, then those provisions shall govern.

SECTION 3. Place of Meetings

Meetings shall be held at the primary office of the Corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board.

SECTION 4. Annual Meeting

The Board shall hold an Annual Meeting of the Corporation members each year during the month of April for the election of Board members. Notice to the membership of the Corporation shall be made at least sixty (60) days in advance of the meeting and shall announce date, time, location, and general nature of the meeting. The Quorum requirement for the Annual Meeting shall be set at ten (10) percent of the membership of the Corporation.

SECTION 5. Regular Meetings

The Board shall hold regularly scheduled meetings on a regular day and week of the month, as determined by the Board at the beginning of the academic year. The schedule of which shall be sent out to all parent/legal guardians and teachers/staff of the MSFLC, as well as posted at the primary office of the MSFLC.

SECTION 6. Special Meetings

A) **Special Meetings of the Board:** Special meetings of the Board may be called by the Chair of the Board, the Vice Chair, the Secretary, by any two Board members, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board.

B) **Special Meetings of the Members**: In a petition to the Chair and signed by ten (10) percent of the members of the Corporation, a special meeting of the Membership shall be called within thirty (30) days of relieving such petition. The petition must state the purpose of such a meeting and only the specified purpose may be addressed at the Special Meeting.

SECTION 7. Emergency Meetings

Emergency meetings may be called at the discretion of the Chair. Unless all Board members participate in said emergency meeting, all actions will be reconsidered at the next regularly scheduled meeting.

SECTION 8. Notice of Meetings

A) Notice of regular or special meetings stating the place, day, hour and agenda shall be delivered to each member of the Board and posted at the school not less than one (1) day before the date set for such meeting. New issues not posted on the agenda may nonetheless be raised, discussed, and voted upon at any meeting.

B) Emergency meetings called by the Chair require no prior notice.

SECTION 9. Quorum

A quorum for Board meetings shall consist of the number of members greater than fifty (50) percent of the members of the Board. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum in not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 10. Executive Session

All regular and special meetings of the APC shall be open to the public, except that, upon a vote of a majority of the members present, an executive session may be held.

The APC reserves the right to enter into executive session as provided for in State Law on any agenda item. Executive sessions may be entered into for the following subjects as permitted by law:

1) matters the immediate knowledge of which would clearly have an adverse effect upon the finances of the District;

2) subjects that tend to prejudice the reputation and character of any person, provided that the person may request a public discussion;

3) matters which by law, municipal charter, or ordinance are required to be confidential; and,

4) matters involving consideration of government records that by law are not subject to public disclosure.

Motions to go into executive session should specify the subject of the proposed executive session without defeating the purpose of addressing the subject in private.

SECTION 11. Attendance

A) Members of the Board may, from time to time, participate by telephone or electronically by video conference and retain full voting privileges. If meeting is held with the use of teleconference, all votes must be held as roll call voting, as defined by Robert's Rules of Order.

B) No proxy and/or absentee voting shall be permitted.

C) See *Article 4, Section 10.B* for non-participation.

SECTION 12. Members Comment

Any member of the Corporation present at any Board meeting shall have the following opportunities to bring forth comments or issues before the Board.

A) Present a written statement to the Chair or Secretary before the meeting, that they will read during the Person's to Be Heard portion of the agenda. Each member shall be given two (2) minutes to read their statement, after which, answer any questions from Board members.

B) Members of the Corporation present at any Board meeting shall be invited by the Chair to comment on any proposed action before the Board, after a motion is pending and any Board member has commented. Members shall have no more than two (2) minutes to make their comment.

ARTICLE 9: EXECUTION OF INSTRUMENTS, FINANCE AND GAMING

SECTION 1. Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. Finance

The Board, along with the Principal/Chief Administrator, shall ensure that all financial aspects of the Corporation, handling of District funds, use of charge cards and discretionary spending, are used in a responsible manner. Pursuant to Matanuska-Susitna Borough School District policy, State law, and any provisions of these Bylaws and the Articles of Incorporation granting authority for the use of funds. No contracts shall be entered into for services that are already provided for by the Matanuska- Susitna

Borough School District through indirect funding. Such actions and misuse of funds would be considered fiscally irresponsible.

SECTION 3. Checks and Note

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation, shall be signed by such officers, agent or agents of the Corporation and in such manner as shall from time to time, be determined by resolution of the Board.

SECTION 4. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation, in such banks, trust companies, or the depositories as the Board may select.

SECTION 5. Gifts

The Board or its designees may accept on behalf of the Corporation any contribution, gift, bequest, or device for the nonprofit purposes of the Corporation. Only Officers of the Board may issue a receipt on behalf of the Corporation for such a contribution, gift, or bequest. However, receipts shall not establish the value of the contribution, unless the contribution is in cash.

SECTION 6. Gaming

Upon dissolution, any remaining net proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5).

ARTICLE 10: CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. Maintenance of Corporate Records

The Corporation shall keep at its primary office:

A) Minutes of all meetings of the Board, committees of the Board and, if the Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

B) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

C) A record of its members, if any indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

D) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Corporation at all reasonable times during office hours.

SECTION 2. Corporate Seal

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments; however, shall not affect the validity of any such instrument.

SECTION 3. Chair's Inspection Rights

Every Chair shall have the absolute right to, at any reasonable time, inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of the Corporation as may be required under the Articles of Incorporation, these Bylaws, and State law.

SECTION 4. Member's Inspection Rights

Every Member of the Corporation shall have inspection rights, for a purpose related to such person's interest as a member, consistent with State law, the Articles of Incorporation, these Bylaws and Matanuska-Susitna School District policy.

SECTION 5. Right to Copy and make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

The Corporation may charge any member requesting copies of Corporation records an amount equal to its cost of providing such copies.

SECTION 6. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of the Corporation to be so prepared and delivered within the time limits set by law.

ARTICLE 11: BYLAWS: AMENDMENT, CONSTRUCTION AND TERMS

SECTION 1. Amendment

A) These Bylaws may be altered, amended, or repealed, and new Bylaws adopted by a 2/3 vote of the Board, with a thirty (30) day prior notice to the membership of the Corporation. These Bylaws may also be amended by a majority of the Membership of the Corporation, at the Annual Meeting or a Special Meeting called by the Membership. Any proposed Bylaw amendments must be presented in writing, together with the signatures of ten (10) members, at the monthly meeting prior to the Annual Meeting or a duly called Special Meeting of the Members.

B) No less than every three (3) years, a Bylaw Committee shall be formed to review these Bylaws and make recommendations to the Board for updates and revisions, if necessary.

SECTION 2. Construction and Terms

A) If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

B) All reference in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of the Corporation, Certificate of Incorporation, or any other founding document of the Corporation filed with an office of this state and used to establish the legal existence of the Corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the

Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Review/Revision History

Revised by Committee - 03/2014
Heather Littau
Jeanne Troshynski
Art Godin
John Weetman
Leah Hamilton
Stacy Beesley
Jackie Foster

Amendment: Article 9 (11) Section 6 (5) *Gaming*, added by a majority vote of the APC Board on April 20, 2023

Revised by Committee - 03/2024
Brandolynn Collins - Chair
Kyle Brown - Vice Chair
Monica Smith - Teacher/ Board Member
Shawn Sidelinger - Teacher/ Board Member
Josh Lind - Parent Class Rep. Board Member
Leana Finney - Parent Member

Revised by Committee -10/23/25
Kate Chambers- Committee Chair/Teacher/Board Member
Haley Smith- Teacher/Board Member
Colleen Richards- Parent Member
Alexis McHoes- Board Member