COEUR D'ALENE CHARTER ACADEMY, INC.

An Idaho Nonprofit Corporation

BYLAWS

Originally adopted 1999

Amended January 13, 2025 (Article VII, Education Excellence Committee eliminated)

Amended September 14, 2026

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BYLAWS

OF

COEUR D'ALENE CHARTER ACADEMY, INC.

A Nonprofit 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 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, officers, or any other private person, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purposes as provided in Article III of the Articles of Incorporation.

ARTICLE III
SEAL

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

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

ARTICLE IV
FISCAL YEAR

The fiscal year of the Corporation 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. As provided in Article X of the Articles of Incorporation, the Corporation is

not a membership corporation and has no members; all corporate powers shall be exercised by or under the authority of the Board of Directors.

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. Consistent with Article IX, subsection D, of the Articles of Incorporation, any vacancy on the Board of Directors, whether caused by death, resignation, removal, or otherwise, shall be filled by the vote or written assent of a majority of the remaining Directors, and the person so selected shall serve for the period specified in the resolution or written assent by which he or she is selected, or until his or her earlier death, resignation, or removal. The initial board having served their staggered terms, all board appointments will be three years in duration, expiring at the annual meeting of the Board 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 the laws of the State of Idaho applicable to public charter schools and governmental entities, including, as required by section 33-5204, Idaho Code, the Idaho Open Meetings Law (chapter 2, title 74, Idaho Code), the Idaho Public Records Act (chapter 1, title 74, Idaho Code), the Ethics in Government Act (chapter 4, title 74, Idaho Code), the prohibitions against contracts with officers (chapter 5, title 74, Idaho Code), and sections 18-1351 through 18-1362, Idaho Code, on bribery and corrupt influence, each as amended from time to time.

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 Public Charter Schools Act, chapter 52, title 33, Idaho Code, as it is from time to time amended, and all the powers vested in it by the Idaho Nonprofit Corporation Act, chapter 30, title 30, Idaho Code, as it is from time to time amended, 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 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 Board Chair, a Vice Chair, a President, Secretary and Treasurer. The Board Chair shall be elected by a majority vote of the Board upon resignation or removal of a sitting Board Chair. The Board Chair shall remain in his or her office until the term of his or 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 Board Chair; the sitting Board Chair may be nominated and re-elected. This same process shall be followed for the election and removal of the Vice Chair. The Board of Directors shall, at the annual meeting of the Board, select the current Principal as the President 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. Consistent with Article IX, subsection C, of the Articles of Incorporation, any Director may resign by tendering his or her resignation to the remaining Directors, and any Director may be removed, with or without cause, by the vote or written assent of a majority of the remaining Directors.

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. Duties of Officers.

A. Board Chair. The Board Chair shall be the presiding officer of the Board and the senior officer of the Corporation, and shall, on behalf of and at the direction of the Board of Directors, exercise general oversight of its business and affairs. The Board Chair shall preside at all meetings of the Board and shall be a voting member on all matters subject to a Board vote. The Board Chair may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be

executed, subject to any delegation of authority made under Section 7 of this Article, and in general shall perform all duties incident to the office of Board Chair and such other duties as may be prescribed by the Board of Directors from time to time.

B. Vice Chair. In the absence of the Board Chair, the Vice Chair will perform all the duties of the Board Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Vice Chair shall have such other powers and perform such other duties as the Board may prescribe from time to time.

C. President. The President shall be the chief academic officer of the Academy and shall be responsible for the educational program, instruction, and academic operations of the Academy, consistent with the Academy's charter and the policies adopted by the Board of Directors. The President shall report and be accountable to the Board of Directors, shall attend all meetings of the Board of Directors unless excused by the Board Chair, and shall perform such other duties as may be prescribed by the Board of Directors from time to time. The President shall not have authority to execute contracts or other instruments on behalf of the corporation except as expressly authorized by resolution of the Board of Directors.

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, and oversee the receiving of and giving of receipts for monies due and payable to the corporation and in general perform all duties incident to the office of Treasurer.

Section 6. The Secretary shall ensure that the minutes of the meetings of the Board of Directors and of its committees are kept in an online secured file 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, ensure that a record of the post office addresses of each Director is maintained and in general perform or oversee all duties which are incident to the office of Secretary, and such other duties as may from time to time be assigned to him or her by the Board Chair or by the Board of Directors.

The Secretary shall also ensure that a copy of any amendment to the Articles of Incorporation or these By-Laws, and notice of any change in the Corporation's name or address, is provided to the Internal Revenue Service as requested in the Corporation's determination letter.

Section 7. Administration. The Board of Directors shall employ such administrators as it deems necessary for the operation of the Academy and the business of the Corporation, and shall prescribe their titles, duties, and authority by resolution or written job description. Administrators serve at the direction of and report to the Board of Directors. Authority to bind the Corporation, execute contracts, and direct its financial affairs shall be exercised only as delegated by the Board of Directors by resolution.

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 at the regular May board meeting 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 composed of a chair appointed from the Board of Directors by the Directors and one (1) other member who shall be a Board member.

B. 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.

C. Fundraising Committee. This committee shall be responsible for fundraising and grant applications for the COEUR D'ALENE CHARTER ACADEMY 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 2, paragraphs B and C above, shall be chaired by a member of the Board of Directors. It is not necessary that all 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, and shall have full discretion as to the composition, term and authority of committees so appointed, but the designation of such 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 Board Chair 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 or her 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 deliver 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 the corporate resolution and account authorization form approved by the Board of Directors.

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 devise for the general purposes 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. Because these By-Laws are incorporated into the Academy's charter pursuant to section 33-5205, Idaho Code, the Secretary shall confirm that, within forty-eight (48) hours following adoption of any amendment to these By-Laws, a complete copy of the By-Laws as amended has been submitted to the Idaho Public Charter School Commission, or such other authorized chartering entity as may then hold the Academy's charter, in accordance with the reporting requirements of that authorizer.

Section 3. Annual Meeting. The regular meeting of the Board held in November of each year shall constitute the annual meeting of the Board and shall be noticed as a regular meeting under the Idaho Open Meetings Law, chapter 2, title 74, Idaho Code, with the agenda identifying it as the annual meeting. At the annual meeting the Board shall fill Director positions whose terms expire, elect officers as provided in Article VI, appoint the chairs of the standing committees as provided in Article

VII, adopt or reaffirm the corporate resolution and account authorization form as provided in Article VIII, Section 2, receive annual conflict-of-interest disclosures from each Director, and confirm the appointment of the Corporation's registered agent as provided in Section 5 of this Article. Directors and officers shall continue to serve until their successors are elected and qualified. Failure to hold the annual meeting at the time specified shall not affect the validity of any corporate action, and the Board shall hold the annual meeting as soon as practicable thereafter.

Section 4. Periodic Review of By-Laws. At each annual meeting the Board shall review these By-Laws to confirm they remain consistent with the Articles of Incorporation, the Academy's charter, and applicable Idaho law, and accurately reflect the Corporation's governance and administrative structure. The Secretary shall record in the minutes that the review occurred and its result. Any amendment arising from the review shall be adopted in accordance with Section 1 of this Article and submitted to the authorized chartering entity as provided in Section 2 of this Article.

Section 5. Registered Agent and State Filings. The Corporation's registered agent shall be a current officer or Director, or such other person or entity as the Board designates by resolution. Any change in the registered agent shall be filed with the Idaho Secretary of State by the Secretary within thirty (30) days of the Board's action. The Secretary shall confirm that the Corporation's annual report has been filed with the Idaho Secretary of State on or before August 31 of each year and that the officers, directors, and registered agent reported therein are current, and shall report the filing to the Board at its next regular meeting.

ARTICLE X
RECORDS

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

_____
Board Chair

ATTEST:

_____
Secretary