

**BYLAWS OF
NORTHLAND PREPARATORY ACADEMY
GOVERNING BOARD**

ARTICLE I – NAME, OFFICE, AND SEAL

Section 1.1 Name of Corporation

The name of the corporation is NORTHLAND PREPARATORY ACADEMY (the “Corporation”).

Section 1.2 Principle Office

The principle office of the corporation shall be located in the City of Flagstaff, County of Coconino, State of Arizona.

Section 1.3 Other Offices

The Corporation shall also have offices at such other places within the State of Arizona as the Board of Directors (the “Board”) may designate.

Section 1.4 Corporate Seal

The corporate seal shall be inscribed with the name of the Corporation and the year and place of incorporation. The seal may be engraved, lithographed, printed, stamped, impressed upon or affixed to any contract, conveyance or other instrument executed by the Corporation.

ARTICLE II – BOARD OF DIRECTORS

Section 2.1 Powers

The Board shall constitute the governing body of the Corporation.

The Corporation’s activities, affairs and property shall be managed, directed and controlled, and its powers exercised by, and vested in, the Board. The Board shall have all powers necessary to carry out the purpose of the Corporation as specified in the Articles of Incorporation as amended, and the laws of the State of Arizona and of the United States.

Section 2.2 Number, Election, Qualification, Voting, Term

The Board shall consist of nine (9) persons. At least fifty-one per cent (51%) of the Directors shall be parents of students currently enrolled at Northland Preparatory Academy.

The Board Recruitment Committee shall prepare and distribute applications for Board membership and informational materials about the positions in a timely manner preceding the spring during which an election is held. Special efforts will be made by the Board Recruitment Committee to recruit candidates who bring diverse skills, backgrounds and experiences to contribute to a well-rounded and effective Board.

A slate of candidates will be presented by the Board Recruitment Committee to the Board at the February Board meeting. Candidates will be invited to speak at this meeting. Board elections will take place at the March Board meeting.

For Board elections, Board members must be elected by a majority vote of the Board of Directors present at the March Board meeting. At each meeting of the current Directors for election of new Directors, each Director shall have the right to vote for as many nominees as there are vacancies on the Board. In the event that a full Board of nine members is not elected by the conclusion of this meeting, the Board must fill all remaining positions through a majority vote of the Board of Directors by the conclusion of the next Board meeting.

The term of each Director shall begin in August and generally be three (3) years with approximately one-third (1/3) of the Directors elected annually. Each Director is limited to six (6) consecutive years of service as a Director.

Section 2.3 Expectations

1. Elected Board Members shall attend required training sessions and Board meetings between their election in the spring and the start of their term in August.
2. Board Members are expected to prepare for, attend and participate in all regularly scheduled Board meetings during a three-year term.
3. Board Members will forfeit their position if three unexcused meetings are missed in a Board term year (August – June).
4. Board Members are responsible for representing the Northland Preparatory Academy constituency including administrators, faculty, staff, and students in a positive way in the academy and community.
5. Board Members are also responsible to provide a mechanism for the membership to present issues to the Board and to promote NPA within the community.
6. Board Members are expected to participate in a minimum of one standing Board committee.

Section 2.4 Resignation

A Director may resign from the Board at any time by delivering a written notice to the Chair of the Board.

Section 2.5 Removal

A Director may be removed with or without cause at any time by the vote of two-thirds (2/3) of the Directors. Proper notice, as set out in Section 4.4 of these Bylaws, specifying the proposed

removal shall be given prior to the meeting of the Board at which such removal will be considered.

Section 2.6 Vacancies

A vacancy or vacancies shall exist in case of death, resignation, or removal of any Director. A vacancy of more than six months remaining in a term shall be filled by a majority vote of the Board from a slate of candidates. A vacancy with less than six months remaining in the term may or may not be filled at the discretion of the Board. Nominations may be made from the floor. The slate shall be presented at one meeting and voted upon at the next. Vote shall be written ballot or roll call. Each Director so elected shall hold office for the remainder of that term.

Section 2.7 Transfer of Membership

Board membership in this Corporation is not transferable or assignable. There shall be no proxy, alternate, or substitute membership on voting except as provided in these Bylaws.

Section 2.8 Compensation

The Directors shall serve as such without salary, but the Board may authorize the payment by the Corporation of reasonable expenses incurred by Directors in the performance of their responsibilities or as compensation for special services performed by any Director.

ARTICLE III – OFFICERS

Section 3.1 Titles

The officers shall consist of the Chair, Vice Chair, Secretary, Treasurer, and such other officers as the Board may designate, or as may be required by law.

No Director may hold more than one (1) office.

The Ex-officio Officer shall be the Superintendent of Northland Preparatory Academy.

Section 3.2 Election and Term of Office

The officers shall be nominated and elected annually at the August meeting each year. All officers must be directors and must receive the votes of a majority of the Directors present in order to be elected. The vote shall be by written ballot or roll call.

Section 3.3 Removal

Any Officer may be removed at any time, with or without cause, by majority vote of the Directors at a duly held meeting of the Board. Proper notice, as set out in Section 4.4 of these Bylaws, specifying the proposed removal shall be given prior to any meeting of the Board at which such removal shall be considered.

Section 3.4 Vacancies

A vacancy may be filled for the remainder of that term by a majority vote of the Board from a slate of candidates(s). In addition, nominations may be made from the floor. Vote shall be by written ballot or roll call.

Section 3.5 Chair and Vice Chair of the Board

The Chair shall preside at all meetings of the Board and shall have such other powers and duties consistent with these Bylaws as may be assigned by the Board. The Vice Chair shall possess the powers and discharge the duties of the Chair in the latter's absence of disability.

Section 3.6 Superintendent

The Superintendent shall be the Chief Executive Officer of the Corporation. The Superintendent shall exercise general and active management of the business of the Corporation, shall report to and advise the Board on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The Superintendent shall have the general powers and duties of management usually vested in the office of Superintendent and shall have such other powers and duties consistent with these Bylaws as may be assigned other duties including (i) the duty to attend all meetings of the Board, except in cases of illness or emergency; (ii) the duty to approve all material business transactions made in the name of the Corporation, which fall within the scope of the Superintendent's authority; and (iii) the power to make recommendations to the Board with regard to the hire, transfer, discharge and/or change of employment status of any contract school employee.

Section 3.7 The Secretary of the Board

The Secretary of the Board shall have the general powers and duties usually vested in the office of Secretary of a corporation and shall have other powers and duties consistent with these Bylaws as may be assigned by the Board, including the powers and duties to (i) be custodian of all records, documents and the seal of the Corporation, which are to be kept at the principle office of the Corporation; (ii) affix the corporate seal to any instrument requiring it and to attest to the same by the Chair or Vice Chair or other duly authorized officer or agent; (iii) keep the minutes of the Board meetings to be recorded in one or more books provided for that purpose, with the time and place of the holding of such meetings, how they were called or authorized, the notice given, the proper names of those present, and the proceedings indicated in the record; and (iv) to provide that proper notices are given in accordance with the provisions of the Bylaws. The Secretary of the Board shall comply with those duties by working in conjunction with the corporate staff. An assistant to the Secretary may be appointed by majority vote of the Board.

Section 3.8 The Treasurer of the Board

The Treasurer shall be responsible for all funds and securities of the Corporation and shall have general powers and duties usually vested in the office of Treasurer of a corporation and shall

have such other powers and duties consistent with these Bylaws as may be assigned to: (i) enter or cause the be entered regularly in the books to be kept by the Treasurer or under his or her direction for that purpose a complete and correct account of all monies received and disbursed by the Corporation; (ii) render a statement of the financial accounts of the Corporation to the Board at such times as may be requested; (iii) exhibit the books of account of the Corporation and all securities, vouchers, papers and documents of the Corporation in his or her custody to any member of designee of the Board upon request; and (iv) submit a full financial report to the members of the Corporation at the Annual Meeting. The Treasurer shall comply with those duties by working in conjunction with the corporate staff. An assistant to the Treasurer may be appointed by majority vote of the Board.

ARTICLE IV – MEETINGS OF THE BOARD

Section 4.1 Annual Meeting

The Annual Meeting of the Board shall be held on the first Tuesday of October of each year, unless otherwise specified by the Board. The Annual Meeting shall be held in Coconino County.

The agenda for the Annual Meeting must be posted at Northland Preparatory Academy, at least twenty-four (24) hours before the scheduled meeting time. Notice shall be given to Directors by mailing, faxing, electronic mailing, or delivering the same at least twenty-four hours before the meeting to the usual business, residence, electronic mail address, or transacted, the day, time and place of such meeting.

Section 4.2 Regular Meetings

Regular meetings of the Board may, but shall not be required to, be held on such fixed day as the Board may choose.

The Agenda of all Regular Meetings must be posted at Northland Preparatory Academy at least twenty-four (24) hours before the scheduled meeting time. Notice shall be given to Directors by mailing, faxing, electronic mailing, or delivering the same at least twenty-four hours before the meeting to the usual business, residence, electronic email address, or transacted, the day, time and place of such meeting.

Section 4.3 Special Meetings

Special meetings of the Board may be held at any time and at any place upon twenty-four (24) hours notice by the Chair, the Vice Chair in the Chair's absence, or upon the request of a majority of the Directors.

Each notice shall state the general business to be transacted, the day, time and place of such meeting, and by whose request it was called.

Section 4.4 Emergency Meetings

When an actual emergency is found to exist, a meeting of the Board may be convened without twenty-four (24) hours notice. In the case of emergency, the Board may hold an emergency meeting or executive session dealing with school issues provided a public notice is posted within twenty-four (24) hours after the meeting.

Section 4.5 Time and Place of Meeting

The time and place of all meetings of the Board shall be designated by the Chair. Meetings shall be held in Coconino County.

Section 4.6 Quorum

At all meetings of the Board, a majority of the members of the current Board shall be necessary and sufficient to constitute a quorum for the transaction of business. Participation via teleconference is permissible.

Section 4.7 Voting

At all regular meetings of the Board, except as expressly required by status, the Articles of Incorporation or these Bylaws, all matters shall be decided by a vote of a simple majority of the Directors voting at any meeting at which a quorum is present. Each Director shall be entitled to one (1) vote.

Section 4.8 Proxies

Proxy voting will not be allowed at any Board meeting.

Section 4.9 Conduct of Meeting

Except as otherwise provided by these Bylaws, Robert's Rules of Order shall apply.

ARTICLE V – RECORDS

Section 5.1 Application of the Arizona Public Records Law and other Laws

The Arizona Public Records Law, A.R.S. § 39-121 *et sequential*, Arizona statutes regarding definition, retention or destruction of public records, A.R.S. § 41-1346 through 1350, 1354, and the Arizona State Library, Archives, and Records Division regulations apply to all records of Corporation which are kept in connection with its operation of a charter school. The Family

Education and Privacy Rights Act (FERPA), 20 U.S.C. § 1232 *et sequential*, also applies to certain records of the Corporation in connection with its operation of a charter school.

Section 5.2 Records: Location and Inspection

There shall be maintained at the principle office of the Corporation all financial books and records of account, all minutes of the Board meetings, and committee meetings of the Corporation, and copies of all other material, corporate records, books, documents and contracts. All such books, records, minutes, lists, documents and contracts shall be made available for inspection at any reasonable time during usual business hours, by (i) any member of the public for any lawful and proper purpose, and (ii) any Director, or duly authorized representative thereof, for any lawful purpose. Upon leaving office, each Officer or agent of the Corporation shall turn over to a successor or the Chair, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such Officer or agent during that term of office.

ARTICLE VI – COMMITTEES

Section 6.1 Designation

The Board may establish and/or abolish such committees as it deems appropriate. Committee membership, duties and responsibilities shall be ratified annually by the Board. All Board committees shall have at least one Board member. The rules of procedure for each committee shall be determined by the respective committee, except that committee and other than advisory committees, will post an agenda that committees will prepare minutes or a recording of the meeting as required by the Open Meeting Law.

Committee members shall serve a minimum of two years. A Committee member may resign at any time with written notice to the Committee Chair. Such vacated positions may be filled by the Committee Chair. Any committee member filing a vacated position will complete the term of the resigning member.

ARTICLE VII – FISCAL MANAGEMENT

Section 7.1 Fiscal Year

The fiscal year shall commence on July 1 of each year and shall end on June 30 of the succeeding year.

Section 7.2 Deposit of Funds

All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be determined in such a manner as the Board from time to time may determine.

Section 7.3 Disbursements

All Disbursements by the Corporation shall be check except in the case of petty cash disbursements, which shall be drawn by check initially. All checks, drafts endorsements, notes and evidence of indebtedness of the Corporation shall be signed by one (1) or more Officers or agents of the Corporation and in such a manner as the Board may determine.

Section 7.4 Loans

No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board. Any such authorization shall relate to specific transactions, and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the Corporation.

Section 7.5 Contracts

The Chair may, in the name and behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation.

Section 7.6 Auditing

The Board, through the Treasurer, shall cause accounts of the Corporation to be audited annually by an independent C.P.A. firm.

ARTICLE VIII – INDEMNIFICATION

OF OFFICERS AND DIRECTORS

Section 8.1 Indemnification

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person was acting as a Director or Officer of the Corporation or Charter Sponsor, shall be indemnified by the Corporation against any and all liability. The reasonable expenses, including attorney's fees and costs, incurred by such person (or by the heirs, executors or administrators of such person) in connection with the defense or settlement of such action, suite or proceeding, or in connection with any appearance therein, shall be paid by the Corporation, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in performance of duties. Such right of indemnification shall not be deemed exclusive of any other right to which such director or Officer (or such heirs, executors, or administrators) may be entitled apart from this Article.

Section 8.2 Insurance and other Indemnification

The Board shall have the power to (i) purchase and maintain at the Corporation's expense, insurance on behalf of the Corporation and on behalf of the Charter Sponsor and others to the extent that power to do so has been or may be granted by statute, and (ii) give other indemnification to the extent permitted by law.

ARTICLE IX – AMENDMENT OF BYLAWS

Section 9.1 Alteration, Amendment or Repeal

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the Directors voting at any regular or special meeting, a quorum being assembled, provided that written notice of such meeting, setting forth in detail the proposed Bylaws revisions with explanations, be given not less than two (2) weeks before such meeting.

ARTICLE X – CONFLICTS OF INTEREST

Section 10.1 Abstention; Procedure

A Director shall not vote on any issue whose passage would affect that Director's financial gain or loss, or if that Director has a personal bias which would prevent objective thought and action. Any Director who believes a conflict of interest exists shall inform the Chair, or person presiding, of the conflict, and the Secretary shall so note in the minutes.

ARTICLE X – DISSOLUTION

Section 11.1 Distribution of Funds

In the event of dissolution of the Corporation, any funds directly donated to the Corporation shall be distributed to one or more regularly organized and qualified charitable, educational or health organizations. No part of these funds shall inure to the benefit of, nor be distributed to any Directors or employees.

These Bylaws have been duly amended by the Board on November 17, 2008, as attested to by the following signatures of the Directors.