

**BY-LAWS OF
MERIDIAN TECHNICAL CHARTER SCHOOL, INC.**

ARTICLE I

DIRECTORS MEETINGS

Section 1. **PLACE OF MEETING.** The place of all meetings of the directors shall be the principle office of the Association at Meridian, County of Ada, Idaho, or at such other place as shall be determined from time to time by the Board of Directors; and the place at which such meetings shall be held shall be stated in the notice and call of meeting. No change in the place of meeting shall be made within three (3) days next before the day on which an election of directors is to be held.

Section 2. **ANNUAL MEETING.** The annual meeting of the directors of the Association for the election of directors and officers to succeed those whose terms expire and for the transaction of other business as may properly come before the meeting, shall be held each year on the third Monday of April, if not a legal holiday, and if a legal holiday, then on the day following. If the annual meeting of the directors be not held as herein prescribed, the election of directors and officers may be held at any meeting called thereafter, pursuant to these By-Laws.

Section 3. **MONTHLY MEETINGS.** Monthly meetings of the directors of the Association will not be mandatory, but will be scheduled for the third Monday of each month if a director sees the need to have a meeting during the month.

Section 4. **NOTICE OF MEETING.** Notice of the time and place of the annual meeting of the directors or of any monthly meetings of the directors shall not be given by mailing written or printed notice of the same but shall be posted on the school website and at the main entrance of the Association at least three (3) days, and not more than ten (10) days, prior to the meeting.

ARTICLE II

BOARD OF DIRECTORS

Section 1. **BOARD.** The Board of Directors shall consist of the board members, which are elected for two (2) or three (3) year terms of office as set forth below, and the officers, which are elected to terms of office of two (2).

Section 2. **ELECTION OF BOARD MEMBERS.** There shall be a Board of Directors elected by the current Directors There shall be not less than five (5) and not more than nine (9) board members, each elected for one (1) year .

Section 3. **ELECTION OF OFFICERS.** There shall also be elected by the Directors of the Association, officers of the Association shall be President, Vice-President, Secretary/Clerk, and Treasurer, each to serve for one (1) year. Secretary/Clerk, Treasurer may be selected from among competent and responsible persons outside the membership of the board.

Section 4. **FUNCTION.** The function of the Charter School Board of Directors is policy making, advising and evaluating. The Board shall have the further duty of directing the financial means by which the educational program is conducted. They shall also ensure that the community be informed of the needs, purposes, values and status of the charter school.

Section 5. **POWERS OF THE BOARD OF DIRECTORS.** Authority is given to the Charter School Board of Directors by the State of Idaho as provided in the "Public Charter Schools Act of 1998." (I.C. 33-5201) The Board of Directors shall have the full power and duty to manage and oversee the operation of the Association's business and to pledge the credit, assets and property of said Association when necessary to facilitate the efficient operation thereof. The Board shall follow all federal and state statutes.

Section 6. **EXECUTIVE COMMITTEE.** The President of the Board shall have the power and authority to appoint an Executive Committee from the entire board. The entire board shall approve the appointees. The Executive Committee shall consist of three (3) people, one of which shall be the President of the Board. The Executive Committee shall have the authority to make interim decisions for the entire board. The actions of the Executive Committee during the time between regular meetings of the Entire Board shall be agenda items at the next regular meeting of the Entire Board and said actions shall be approved or disapproved by the Entire Board. Until the actions of the Executive Committee have been approved they shall be deemed to be interim actions of the Association subject to modification but for purposes of third parties they shall be binding acts of the Association.

Section 7. **COMPENSATION OF BOARD MEMBERS.** The members of the Board of

Directors and the officers of the corporation shall receive no compensation for their services.

Section 8. EMPLOYEES. The Board shall hire the Charter Administrator/Director who shall be the executive officer of the board with such powers and duties as the board may prescribe. The Charter Administrator/Director shall also act as the authorized representative of Meridian Technical Charter High School whenever such is required, unless some other person shall be named by the board to act as its authorized representative. The Board shall have the powers and duties as described in Idaho Code 33-513, 33-517.

Section 9. VACANCIES IN THE BOARD. The school administration or current Board members shall have the power to nominate any qualified person to fill any vacancy occurring in the Board after the annual meeting and the person so nominated to fulfill the vacancy shall be approved by the Board, and if approved, shall hold the position until the end of his/her predecessor's term.

Section 10. ABSENTEEISM FROM BOARD MEETINGS. Any member of the Board who is absent three (3) consecutive regular board meetings, may be dropped from the Board.

Section 11. VOTING. Voting by the Board shall be in person or virtual and no proxy voting on the Board shall occur. Tie votes will be broken by the President of the Board.

Section 12. TERM. Each Board member shall serve until his/her successor is duly elected at the annual meeting on the first anniversary of his/her election.

Section 13. QUORUM. A quorum of the Board is required at a meeting in order to transact business. A quorum will require that one-half or more of the Board shall be present.

ARTICLE III OFFICERS AND DUTIES

Section 1. OFFICERS. The officers of the Association shall be: President, Vice President, Secretary/Clerk, Treasurer, each of whom shall be elected by the Charter School Board of Directors.

Section 2. DUTIES OF THE PRESIDENT. The President shall be the executive officer of the Association; he/she shall preside at all meetings of the board of directors; he/she shall oversee the management of the business of the Association and shall see that all resolutions and policies of the Board are carried into effect.

Section 3. DUTIES OF THE VICE PRESIDENT. The duties of the Vice President shall be to act in the capacity of the President when the President is absent or incapacitated .

Section 4. DUTIES OF THE SECRETARY/CLERK. As Secretary he/she shall attend all

sessions of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He/She shall give or cause to be given notice of all meetings of the Board as required by these By-Laws and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep all important documents and records. The board may appoint an employee of the Association to perform these duties.

Section 5. DUTIES OF THE TREASURER. As Treasurer he/she shall work closely with the accounting and payroll departments. He/She shall approve all transactions to and from the accounts of the Meridian Technical Charter High School, this duty may be appointed to an employee of the Association. He/She shall report to the Board of Directors, at regular meetings, or whenever the Board may require, an accounting of all transactions and the financial condition of the Association.

Section 5. FINANCIAL AUTHORIZATIONS. Building Administration and officers of the Board of Directors shall have the authorization to perform financial operations on behalf of Meridian Technical Charter High School. When opening and closing financial accounts, authorization by two (2) administrators or officers shall be required.

ARTICLE IV

RECALL AND PROCEDURE

Section 1. Any officer or other member of the Board of Directors may be recalled by a vote of the Board of Directors.

Section 2. Charges of recall are to be presented to the Board of Directors by any officer, any Board member, or Building Administration. A quorum must be present. The accused should be present. Both sides of the case are to be presented. Voting to recall must be by secret ballot. The recall will be decided by a simple majority vote

ARTICLE V MEMBERSHIP

Section 1. There shall be no membership in the Association.

ARTICLE VI FISCAL AFFAIRS

Section 1. FISCAL YEAR. The fiscal year of the Association shall be from July 1st to June 30th.

Section 2. The Association shall have a charitable, education, or civic purpose within the meaning of Section 501c(3) of the Internal Revenue Code of 1954, or as amended and shall always maintain that status.

Section 3. The Association shall not operate for profit and shall only make distribution of income or revenue to realize and further the objectives and purposes of the school.

ARTICLE VII NOTICES

Section 1. MANNER OF GIVING NOTICE. Whenever provisions of any statute or these By-Laws require notice to be given to any director, officer or other individual, they shall not be construed to mean personal notice. Such notice shall be given in writing and placed on the school website and at the main entrance of the Association in sufficient amount of time prior to the meeting or action to be taken as required by Statute, the Articles of Incorporation or these By-Laws; said notice need not be given individually and may be given in one notice document.

Section 2. WAIVER. A waiver of any notice in writing, signed by a director or officer, whether before or after the time stated in said waiver for holding a meeting, or presence at any such meeting, shall be deemed equivalent to a notice required to be given to any director, or individual.

ARTICLE VIII

DISCRIMINATION AND DISSOLUTION

Section 1. DISCRIMINATION. The Meridian Charter School admits students of any race, color, and national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to its students and does not discriminate on the basis of race in administration of its educational policies, administration policies, scholarship programs, and other school administered programs.

Section 2. DISSOLUTION. In the event of the dissolution of the Association, all properties real and personal, belonging to the Association shall be donated to the Joint School District Number 2 (dba West Ada School District).

ARTICLE IX

AMENDMENT TO BY-LAWS

Section 1. AMENDMENTS. These By-Laws may be repealed or amended, or new By-Laws adopted by 60% majority vote of the voting directors at any regular meeting thereof, or by a 60% majority of any meeting especially called for that purpose .

Whenever any amendment or new By-Laws are adopted, By-Laws will be updated to include most recent changes with the original By-Laws, and shall not take effect until so copied.

The forgoing By-Laws were regularly adopted by the Meridian Technical Charter School, Inc., on the 17th day of April, 2023, at Meridian, County of Ada, Idaho, and therefore were ratified at the meeting of the Board of Directors of such corporation, held on the 17th day of April, 2023.