

Bylaws

of the
High Desert Montessori School:
A Washoe County School District Public Charter School
(Amended on 28th of February, 2018)

Article I **Introduction**

Section I: Name, Location and Address

The name of this Charter School is the High Desert Montessori School, hereafter referred to as ‘HDMS’ or ‘School’. It maintains its offices at 2590 Orovada Street, Reno, Nevada.

Section II: Legal Status

The School is a nonprofit corporation organized under Chapter 82 of the Nevada Revised Statutes. Unless otherwise provided in the Articles of Incorporation or in the Bylaws, the Corporation may exercise any power or authority conferred on nonprofit public benefit corporations by law. Further, the School is a charter school pursuant to Nevada Revised Statute 388A.270 sponsored by the Washoe County School District. The Governing Board of the School is an independent body and shall govern in accordance with these Bylaws. The Board plans and directs all aspects of the school’s operations; it maintains the School’s Charter and takes steps necessary to ensure the continuity and well-being of the School consistent with the mission stated herein and in the Charter.

Section III: Purpose and Mission

The School is organized and shall be operated exclusively for charitable, religious, educational, scientific, and literary objects and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to promote such other charitable objects and purposes as determined by the Board of Directors, in its discretion and as set forth in Article III of the Articles of Incorporation. Specifically, the purpose of the School is to provide education to children from early childhood through high school and shall be operated exclusively for educational objectives and purposes. The School exists to make Montessori education accessible to all children regardless of economic status and cultural background.

Section IV: Non-Discrimination

The School shall not discriminate on the basis of race, color, religion, national or ethnic origin, gender, age, disability, sexual orientation, status as a Vietnam-era or special disabled Veteran, or other protected class in accordance with applicable federal or state laws in hiring or other employment practices of the School. Further, the School shall be open to all students in its authorized geographic area on a space available basis and shall not discriminate in its admission policies or practices on the

basis of race, color, gender, religion, ethnicity or disability. The School shall conduct all of its activities in accordance with all applicable local, state and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of the charter public schools in the State of Nevada.

Article II

Governance

Section I: Board Members

A Board consisting of at least 5 and no more than 11 individuals governs the HDMS. The minimum composition of the Board shall conform to the statutory mandate at NRS 388A.320 that requires:

(1) One member who is a teacher or other person licensed pursuant to **chapter 391** of NRS or who previously held such a license and is retired, as long as his or her license was held in good standing, with two (2) years' experience teaching.

(2) One member who:

(a) Satisfies the qualifications of paragraph (a); or

(b) Is a school administrator with a license issued by another state or who previously held such a license and is retired, as long as his or her license was held in good standing.

(3) One parent or legal guardian of a pupil enrolled in the School who is not a teacher or an administrator at the School.

(4) Two members who possess knowledge and experience in one or more of the following areas:

(a) Accounting;

(b) Financial services;

(c) Law; or

(d) Human resources.

2. All Board Members should share a devotion to the purpose and Mission of the School. To extent feasible, persons with Montessori training, including certification from AMS or AMI, will be recruited for board membership. The Board Members shall represent the interests of all residents of Washoe County.

Section II: Selection of Board Members

1. The selection of a new Board Member to fill any vacancy shall be the exclusive right of the Board of Directors. It takes a majority vote of the Board to approve a new Board Member.

2. Except with respect to paragraph 3 of this section, the Supervising Employee or Board Members shall recommend appropriate persons to the Board for new board membership.

3. One member shall be selected from the Parent Association described in Article VII.

4. The School shall notify the Washoe County School District within ten days of the selection of a new Board Member.

5. All new Board Members shall prepare an affidavit for submission to the Department of Education indicating that he/she has not been convicted of a felony or of an offense involving moral turpitude and that he/she has received training and material designed to assist the member to act as a governing board member.

Section III: Terms

1. Board Members shall serve four-year terms. Such terms shall be staggered in successive two-year increments. The terms for Board Members run from July 1st to June 30th of the relevant year.
2. Subject to law, Board Members are restricted to three consecutive terms.

Section IV: Vacancies

1. Vacancies may occur either by resignation, removal or death. Upon receipt of a Board Member's written resignation, the agenda for the next regularly scheduled meeting will include an item by which the board may accept such written resignation. The resignation may be withdrawn up until the Board takes formal action.
2. Upon resignation or removal of a Board Member, the Board may appoint another person to fill the unexpired term or begin a new-term in its discretion.

Section V: Powers, Duties and Responsibilities of Governing Supervisors.

1. Subject to the provisions of Nevada law, the business and affairs of the HDMS shall be the responsibility of the Board of Directors as a whole. The Board shall have all duties and responsibilities required of them under Nevada law and the charter granted pursuant thereto and have all powers allowed thereunder. All such powers, duties, and responsibilities shall be exercised directly by the Board of Directors, at the direction of the Board, or through appropriate and clearly defined delegation to the School's Supervising Employee. The Board of Directors, in performing its duties, authority, and responsibility, shall cause and ensure that the school, without limitation:
 - a. Develops annually a School schedule of events and activities;
 - b. Adopts all policies required of the School under law and adjusts same when appropriate including a policy to enable Board decisions to remain free from conflict;
 - c. Develops and approves an annual budget and financial plan which shall be monitored and adjusted as necessary throughout the year;
 - d. Submits a final budget to the state pursuant to statute and regulation;
 - e. Perform all audits required by law;
 - f. Ensures ongoing evaluation of the school and provides public accountability;
 - g. Upholds and enforces all laws relating to Charter School operations;
 - h. Hires and evaluates a person who will be responsible for day to day operation of the School;
 - i. Improves the School and further develops the School;

- j. Strives for a diverse student population, reflecting the community;
- k. Insures adequate funding for the School's operation;
- l. Enters into appropriate contracts and ensures that all contracts into which the School has entered are performed according to such contracts.

2. Board Members may receive compensation in accordance with NRS 388A.320.

3. The Board may delegate such of its collective responsibilities and duties to a committee of the Board or to one Supervising Employee who may be an Administrator as it deems appropriate and necessary so long as the delegation includes mechanisms by which the Board is able to maintain its accountability for such responsibilities. Such delegated duties and responsibilities may only be delegated pursuant to a vote of a majority of the then existing Board.

Section VI. Orientation/Training.

New Board Members will be given an orientation prior to their first Board meeting. Written materials shall be given to new Board Members in the form of a board packet.

Board Members will receive general board training no less than one time per year at a board retreat

Section VII. Board Protocol

The Board shall use Robert's Rules of Order unless otherwise specifically described in these Bylaws.

Section IX. Removal

Subject to law to the contrary, Board Members may be removed for cause upon an affirmative vote of a majority of the then existing board members. The Board shall adopt standards to ensure that any removal will not be arbitrary or capricious. Such standards may address, without limitation, issues such as moral turpitude, attendance, participation or disruptive behavior.

Section X. Insurance.

The school shall purchase errors and omission insurance for its Board Members.

Article III

Officers

Section I: Responsibilities of Officers.

The Board shall elect the following officers: Chairman, Vice Chairman, Secretary, and Treasurer though the office of Secretary and Vice Chairman may be combined. Such officers shall be governing supervisors, either elected or appointed.

1. The Chairperson shall be responsible to conduct board meetings efficiently and in accordance with the published agenda assuring that the agenda's time frames are adhered to and shall have such other powers and duties as may be prescribed by the Board.
2. The Vice Chair shall be responsible to conduct board meetings in the absence, inability, or refusal to act of the Chairperson and shall exercise and discharge any other duties as may be required by the Board.
3. The Secretary shall certify the minutes of the board meetings and shall cause to be kept, at the principal's office or such other place, as the Supervisors shall direct, a book or file of minutes of all meetings and actions of the Board. Further, the Secretary shall give or cause to be given, notice of all board and board subcommittee meetings and shall ensure the safekeeping of all official correspondence and board records.
4. The Treasurer, as the Chief Financial Officer, shall insure that a draft annual budget and relevant updates are produced for Board approval as well as ensure that the School's financial affairs are conducted pursuant to its financial policies and generally accepted accounting principles. The Treasurer shall ensure that adequate and correct books and records of accounts of the assets and business transactions of the Board are maintained and shall ensure that the book of accounts shall be open to inspection by any Board Member at all reasonable times. The Treasurer shall chair the finance committee.

Section II. Terms and elections.

1. The Board shall elect officers in June of each year.
2. Officers serve one-year terms.
3. Officers may serve up to two consecutive one-year terms.
4. Vacancies occurring prior to the end of a term shall be filled by a majority vote of the Board Members to fill the unexpired term.

Article IV

Committees

Section I: General

1. The Board, by majority vote of all its members, may designate one or more committees, each consisting of at least one Board Members, to serve at the pleasure of the Board to assist it in performing its duties.
2. Though such committees shall perform all responsibilities and duties explicitly assigned it by the Board, the Board may not delegate any of its statutory duties to such committees nor delegate the powers to enter into contracts, or to hire and terminate employees to any such committee.
3. The Board may request such committees to make recommendation to the full Board for approval concerning such matters and such committees are encouraged to propose actions to the

Board when appropriate.

4. Upon the creation of a committee, the Board shall outline the committee's responsibilities, duties, tasks, and authority with enough specificity to allow such committee to clearly understand its role. The Board may amend, from time to time, such role for good cause.

5. The Board may unilaterally revoke, by a majority of its members, any delegated activity or decision making authority it has given to any such committee at any time.

Section II: Specific Committees

Identification. There may be a Finance Committee, a Personnel Committee, Academic Committee and Governance Committee; Other committees will be identified as needed.

1. Personnel Committee

a) Membership: If the Board of Directors chooses to have a Personnel Committee, rather than to perform the below described functions itself, only Board Members may serve on the Personnel Committee.

b) Function:

1.b.i. Annual review of designated supervising employee with recommendation to the full Board.

1.b.ii. Periodic review of staffing patterns to ensure that such is consistent with School's annual and five-year plans.

2. Finance Committee:

a) Membership: The Finance Committee will perform the below described functions itself, that committee shall include a minimum of one Board Member. If there is only one Board member on the finance committee, it shall be the Treasurer. Regardless of the number of Board members on this committee, the Treasurer shall be the committee's chairperson.

b) Meetings: The finance committee shall meet a minimum of 4 times a year and must notify the full Board if a special meeting must be called to deal with budget exigencies.

c) Function:

2.c.i. Ensure that a draft budget for the next fiscal year is presented to the entire Board no later than April 1st of each year and that updates of the budget are presented to the Board as necessary throughout the year.

2.c.ii. Assure that all contractual commitments are being appropriately discharged.

2.c.iii. Ensure that relevant and adequate financial statements are presented to the Board in a timely manner.

2.c.iv. The Board shall not delegate any financial or budget making or modification authority to the Finance Committee, however such committee is responsible to make informed and reasoned recommendations to the full Board including major contracts, grants or

donations.

- 2.c.v. Ensure that the School's financial affairs are properly functioning pursuant to standard accounting practices, state law and the requirements of the School's charter.
- 2.c.vi. Ensure that the School's final budget is submitted to the Department of Education on or before June 8th of each school year or other date upon regulatory change.
- 2.c.vii. Ensure that any and all contracts into which the School enters to assist it with its financial affairs including any audit required are periodically reviewed for sufficiency and their performance.

3. Academic Committee:

- a) Membership: If the Board of Directors chooses to have an Academic Committee rather than perform the below described functions itself, such committee shall be composed of the or more statutorily defined teachers on the Board and the School's designated Supervising Employee.
- b) Function:
 - 3.b.i. Implementation of the policies adopted by the Board as they relate to the academic program and the development and implementation of the School's academic program subject to those matters under the law and the School's charter, which the Board cannot delegate. However, for such academically related matters, this committee is responsible for making appropriate recommendations for approval of the full Board. The committee shall, however, fully inform the full Board of its activities by no less than written quarterly reports.

4. Board Governance Committee:

- a) Membership: The Governance Committee shall perform the below described functions itself, such committee shall be composed of at least two (2) Board members and the School's designated Supervising Employee.
- b) Function:

- 1.1.1.1.I. Create and communicate individual board member roles and responsibilities
- 1.1.1.1.II. Manage board composition and nomination process, including new member orientation
- 1.1.1.1.III. Encourage board development
- 1.1.1.1.IV. Assess board effectiveness
- 1.1.1.1.V. Prepare board leadership

Article V. Staff

The Board may designate one of its employees to function as the administrative head of the school. Any such person must have the qualifications described in NAC 386.100 subsection 2 and *preferred to*

have significant Montessori experience with certification from a MACTE accredited institute. Such person shall have the authority to act in the absence of a specific policy provided that such action is consistent and not in conflict with the general aims and objectives of the Board. Such person is the Executive Officer for the School and shall administer the School in accordance with Board direction and generally accepted educational practices. In the absence of an administrative head, the Board shall designate a supervising employee, who shall be charged with the hiring, firing and supervision of other school personnel and who shall discharge the duties assigned by the Board. The Board hires the supervising employee or administrative head for the School and sets their compensation. The term can be for any length the Board chooses. The Board, annually, shall evaluate any such staff person.

Article VI

Meetings

Section I: Regular Meetings

The Board, by a majority of its members, shall establish a regular day and place for meetings that shall occur no less frequently than quarterly.

Section II: Special Meetings of the Board

Special meetings of the Board, for any purpose, may be called at any time by any of the officers upon notice sufficient to meet the requirements of the Nevada Open Meeting Law.

Section III: Annual Meeting

The Annual Meeting shall occur in May of each year. Such meeting takes the place of the regularly scheduled meeting for that month and is the meeting at which officers are selected and new Board Members are selected

Section IV: Open Meeting Law

Notice of the Board's meetings and the meetings of the School's committees are subject to the Nevada Open Meeting Law. Therefore, notice of such meetings and the agenda related thereto shall be posted at least three days prior to the meeting. The Board shall maintain a list of all those who wish to be notified of the Board's regularly monthly meeting and the meetings of any of its subcommittees and shall send notice to all those who request notice of relevant meetings one full week prior to the meeting date. Washoe County School District, as the School's sponsor, shall be notified of all Board meetings.

Section V: Agenda for Regularly Scheduled Board Meeting

1. Format of the Agenda: The agenda's format shall conform to effective and efficient meeting practice. Committee reports, if any, shall be provided in written format and unless the relevant committee or the Board requests a recommendation for decision or substantial discussion, the committee shall be given no more than 10 minutes on the agenda.
2. Creation of the Agenda. There shall be an agenda item at the end of each agenzed meeting denoted "next and future agenda items".
3. Additions to the Agenda. In addition to those items described and requested at the previous meeting, any Board member may provide additional agenda items for the following meeting by providing, via e-mail, fax or regular mail, the school's Supervising Employee or Administrator the request, noting its appropriate place on the normal agenda format, and a realistic time requirement for such item. The school's Supervising Employee or Administrator must receive such requests 10 calendar days or more prior to the next Board meeting.
4. Prioritization. If, in the opinion of the Board Secretary, inclusion of all such items necessitates a meeting of longer than two hours in length, s/he, in consultation with the other officers, shall request those items that are informational to be provided in written format and provided by noon on the day that the agenda is sent out, and reduce the time allocation to such items to five minutes or less. If such adjustment still does not bring the estimated time of the Board meeting to less than 2 hours, the officers shall delete items from the agenda based on the following criteria:

 - a. Items requiring decision of the Board have a higher priority than discussion of emerging issues.
 - b. Any items bumped from the agenda shall be given priority at the next Board meeting
5. Action items. Any item upon which there is potential Board action shall be sufficiently described to enable a person reading the agenda to know the specific subject of the proposed action and the decision requested.
6. Length of meetings. Board agendas shall be structured so that the normal business of the Board will be accomplished in a two-hour period of time. The Chair shall responsibly enforce the agenda and the time frames given
7. The Board Chairperson shall approve the published agenda.

Section VI: Quorum

1. A majority of Board Members shall constitute a quorum for the transaction of business. Except as described in these bylaws (e.g. where more than a majority of all Board members is required), any act or decision done or made by a majority of the Board Members present at a meeting duly held at the time a quorum is present, shall be regarded as an act or decision of the Board, subject to the provision of Nevada law.
2. A Board Member participating by telephone may contribute to a quorum for any decision or act made or done if such person was present by phone and available to interact during all of the presentation(s), discussion and decision relevant to the decision or act.

3. Proxy voting is not allowed.

Section VII: Closed Session

Any Board Member may close a meeting during any special or regular Board meeting where issues concern those of personnel or other matters requiring confidentiality, provided such closing is in compliance with Open Meeting Law.

Section VIII. Minutes

Minutes shall be taken at all Board and Committee meetings and shall be approved by the Board Secretary and kept in the school. Such minutes are public records.

Section IX. Public Comment.

Time shall be set aside at each Board and Committee meeting for public comment in accordance with Open Meeting Law. After the speaker identifies his or her name, address, and affiliations, public comment shall be limited to no more than three minutes.

Article VII

Parent Association

There shall be a Parent Association to facilitate parent involvement with the school. The Parent Association has the right to select from those of its members who have participated in a School provided Montessori orientation program, a member to be a member of the Board of Directors.

Article VIII

Indemnification

The Board of Directors may authorize the School to pay or cause to be paid by insurance or otherwise, any judgment or fine rendered or levied against a present or former Board member, officer, employee, or agent of the School in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a Board member, officer, employee, or agent of the School, provided that the Board shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he reasonably believed to be in the best interest of the School. Payments authorized hereunder include amounts paid and expenses incurred in satisfaction of any liability or penalty or in settling any action or threatened action.

Article IX

Revocation of Charter or Dissolution

The property of the Corporation is irrevocably dedicated to charitable purposes. Upon the dissolution,

liquidation and winding up of the Corporation, assets shall be distributed to one or more organizations entitled to exemption from federal income tax under § 501(c)(3), or shall be distributed to the federal government or to one or more state or local governments for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

Article X

Conflict of Interest

Section 1. Duty to Disclose. Each officer and Director shall comply with the procedures of the School's conflicts of interest policy with respect to any transaction in which an economic benefit is provided by the Corporation to a Director or officer: (a) in exchange for services rendered, (b) in connection with the purchase or sale of one or more assets or services, or (c) in connection with any partnership, joint venture or revenue sharing arrangement (an "Applicable Transaction"). The Board may provide parameters from time to time defining transactions that are not subject to this policy to the extent that the authorized officers of the School comply with the parameters set forth in such policy, in which case such transaction will not be considered an Applicable Transaction.

Section 2. Approval of Applicable Transactions. Except as otherwise provided pursuant to the School's policy, all Applicable Transactions must be approved by the affirmative vote of a majority of a quorum of the Board in advance in accordance with the following procedures:

(a) Disinterested Board. Any officer or Director that will benefit, directly or indirectly from such Applicable Transaction, shall not participate in any discussions with respect to the Applicable Transaction, except to the extent of the disclosure required hereunder and in the conflicts of interest policy and in response to inquiries of the disinterested members of the Board, and shall leave the room before the Board votes to approve or disapprove the Applicable Transaction.

(b) Acquisition of Relevant Data. The Board shall determine and obtain sufficient comparable data, including, but not limited to asset or business valuation appraisals, compensation surveys, copies of third-party bids or offers, and such other data necessary for the Board to determine, in good faith, that the value of the economic benefits provided to the officer or Director are fair in comparison to the assets, services or other consideration to be provided by the officer or Director to the School.

(c) Records of Proceedings. The Board shall document, before the implementation of the Applicable Transaction:

i. the name of the officer or Director, the nature of the Applicable Transaction, a summary of the comparable data reviewed, a summary of any other action taken to determine the economic fairness of the Applicable Transaction to the School, and the Board's decision as to whether such Applicable Transaction is approved; and

ii. the names of the persons who were present for discussions and votes relating to the Applicable Transaction, the content of the discussion, and a record of any votes taken in connection therewith.

Article XI

Amendment of Bylaws

These bylaws may be amended by a two-thirds majority of its then existing members, providing a fourteen-day written notice has been given prior to the meeting during which the bylaws are amended and that the issues generating the proposed bylaw change were discussed at the prior regularly scheduled meeting.

Certification of the Secretary

I, the undersigned, certify that I am the presently elected Secretary of the High Desert Montessori School created pursuant to Nevada Statute. The above-amended bylaws, consisting of 11 pages, are the bylaws of the School as amended at a meeting of the Board of Directors held on February 28, 2018.

_____ Board Secretary

_____ Date

Article IX

BOARD PROTOCOL POLICY

1. Only the Board as a whole has authority. We agree that a Board member will not take action or give direction individually to the Principal. We do not expect staff or the Principal to act on individual statements, suggestions, direction or advice from individual Board members. We agree that once the Board has acted, only the Board can change that action. Board members who need information to make decisions are asked to make their requests to the Principal with a cc to the Board President.
2. The Board Chairperson is the spokesperson for the Board regarding decisions made by the Board. The Principal is the primary spokesperson for the School. All Board members are encouraged to assist with School communication in the community and we agree our public presentations will accurately and fairly reflect Board decisions and process.
3. We agree that any Board member that testifies before any public or legislative body that they will first state the Board's position before their own. We agree that we will inform the Principal of any contacts made with Legislators by Board members on any issue. Regarding legislation on which the Board has not taken a position, the Principal will keep the Board informed of the School response. Board members will inform colleagues and the Principal of their testimony at legislative hearings.
4. Board meetings are for decision-making, action, and votes. Board discussion should be concise and pertinent to the issue. If a Board member needs more information or has questions, the Principal should be contacted before the meeting.
5. In order to enable the Board to make the best possible decisions, there should be no surprises at Board meetings
6. The last stop, not the first, will be the Board. We agree to follow the chain of command and insist that others do so as well. While the Board is eager to listen to its constituents and staff, each inquiry is to be referred to the person who can properly and expeditiously address the issue.
7. Recognizing our responsibility to act in a manner that is professionally ethical and governed by common decency and not to expose the District to litigation, we will consult personally with the Principal when we have concerns about the performance of the same. Alternatively, we will consult with the Board Chairperson and the Principal, or we will request an Executive Session in concert with one other Director and take up our concerns with the Board as a whole. We will not speak negatively about the Principal with anyone outside the Board or the School's legal counsel, and we will take no action to undermine the authority or reputation of our employee, i.e., the Principal. Conduct of a Board member is very important. We agree to avoid words and actions that create a negative impression of an individual, the Board, the Principal, any member of the staff, or the School. We encourage debate and differing points of view, and we will do it with care and respect.
8. The Board will consider research, best practices and public input in its decision-making process.
9. Board meetings are where the Board does its work in public. We agree to speak to the issues on the agenda and attend to our fellow Board members. Facts and/or the information that will be needed from the administration will be referred through the Principal.
10. Violation of these principles will be addressed by the Board Chairperson and can range from

discussion to censure.

- a. Process for Addressing Board Member Violations: The Board and its individual members are committed to faithful compliance with the provisions of the Board's Policies, Bylaws, Code of Ethics, and Protocol. In the event of a member's violation of any of the above, the Board will seek remedy by the following process:
 - i. If possible, a conversation will take place between the Board member who is perceived to have violated the provisions of the Board's Policies, Bylaws, Code of Ethics, or Protocols and the Board member who believes the violation has occurred.
 - ii. Conversation between the offending member, the Board Chairperson, and the alleging member. In the event the Board Chairperson is the offending member, the Board Vice Chair will hold the meeting with the alleging Board member present.
 - iii. Discussion in a Board self-evaluation between the offending member and the full Board with a member of the Nevada Association of School Boards, or agreed upon facilitator.
 - iv. As a last resort, and only after thoughtful deliberation, the Board may vote to censure the offending member of the Board.