BYLAWS

OF

The Honors Academy of Literature

ARTICLE I

INTRODUCTION; LEGAL STATUS

Section 1. The name of the charter school is The Honors Academy of Literature (hereinafter referred to as the "School"). The School is located at 195 N. Arlington Ave. Reno, Nv 89501.

Section 2. Legal Status. The School is a charter school pursuant to Nevada Revised Statute 388A.270 sponsored, by the Nevada State Public Charter School Authority ("Sponsor"). The Governing Board of the School is an independent body and shall be governed in accordance with these bylaws. The Board of Directors plans and directs all aspects of the school's operations, maintains the School's Charter and ensure operations consistent with the purpose and mission.

Section 3. Statutes. The School shall operate in accordance with Nevada Revised Statutes, Chapter 388A.

ARTICLE II

PURPOSE AND MISSION

Section 1. Purpose and Mission. The purpose of the School is to provide high quality education to children from kindergarten to eighth (8) grade and shall be operated exclusively for educational objectives and purposes. The School, in partnership with its parents and community, strives to instill in its students high standards for academic achievement, leadership, creativity, integrity, responsibility and citizenship. The charter School will encourage the use of effective methods of teaching through diverse and quality literature across curriculum.

Section 2. Non-Discrimination. The School shall not discriminate on the basis of race, religion, national origin, gender, age, disability, and 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, 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 III

GOVERNING BODY

Section 1. Powers and Duties. The business, affairs, and property of the School shall be managed by a Board of Directors, herein referred to as the "Board". The Board shall govern the School, maintain overall control of the School and be responsible for the operation of the School. Without limiting the general powers conferred by these Bylaws and provided by law, the Board shall have, in addition to such powers, the following powers:

(a) Perform any and all duties imposed on the Board collectively or individually by law or by these Bylaws;

(b) To make and change policies, rules and regulations not inconsistent with law, or with these Bylaws, for the management and control of the School and its affairs, and of its employees, and agents; to lease, purchase, or otherwise acquire, in any lawful manner, for and in the name of the School, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the School's purpose and mission.

(c) To develop an annual School schedule of events and activities;

(d) To establish and approve all major educational and operational policies to the extent deemed necessary by the board;

(e) To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose;

(f) To hire, supervise and direct an individual who will be responsible for the day-today operations of the School;

(g) To develop and approve the annual budget and financial plan which shall be monitored and adjusted as necessary throughout the year;

(h) To submit a final budget to the Nevada Department of Education pursuant to statute and regulation;

(i) To cause to be kept a complete record of all the minutes, acts and proceedings of the Board;

(j) To cause an annual inspection or audit of the accounts of the School, as well as any other audits required by law, to be made by an accountant to be selected by the Board; and the inspection and audit shall show in reasonable detail all of the assets, liabilities, revenues and expenses of the School and its financial condition.

(k) To ensure ongoing evaluation of the School and provide public accountability;

(l) To uphold and enforce all laws related to charter school operations;

(m) To improve and further develop the School;

(n) To strive for a diverse student population, reflective of the community;

(o) To ensure adequate funding for operation;

(p) To solicit and receive grants and other funding consistent with the mission of the School with the objective of raising operating and capital funds;

(q) To critically evaluate the performance of any contractor for the School and select another contractor if the contractor is not performing his or her duties or services in a satisfactory manner;

(r) To carry out such other duties as required or described in the School's Charter; and

(s) The Board may decide to recognize a single Parent/Teacher Organization for the School, subject to any rules, requirements and/or restrictions the Board may impose on that organization.

Section 2. Qualifications; Election; Tenure. The Board shall consist of a minimum of five (5) and no more than nine (9) members representing the diversity of the community the school proposes to serve in areas of expertise including but not limited to legal, technology, media, finance, and curriculum.

The minimum composition of the Board shall conform to the statutory mandate at NRS 388A.320 the requires:

a. 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.
b. One member who:
    1. Satisfies the qualifications of paragraph (a); or

2. 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.

c. One parent or legal guardian of a pupil enrolled in the charter school who is not a teacher or an administrator at the charter school.

d. Two members who possess knowledge and experience in one or more of the following:
    1. Accounting
    2. Financial services
    3. Law; or
    4. Human resources

(a) Directors shall be appointed at the Annual Meeting of the Board, held each May. Terms of office shall begin on July 1 following the Annual Meeting and shall conclude on June 30 of the final year of the appointed term. No more than 5 board members may be up for reappointment in any single year to maintain continuity.

(b) Directors who are newly appointed shall serve an initial one (1) year term, after which they may be reappointed to a full two-year term. This provision does not apply to directors appointed to fill a vacancy.

(c) The School shall notify its Sponsor and the Department of Education within ten days of the selection of a new Board Director and provide the sponsor and the Department of Education with the new Director's resumes and affidavits as required pursuant to NRS 388.320 and any other applicable statutory or regulatory provision.

(d) Board Directors shall be fingerprinted according to the NRS 388.323 procedure for employees of the school.

(e) The Board shall maintain accurate records of appointment and reappointment dates in alignment with Epicenter and the Board Center systems. All appointments and term expiration shall be reflected in meeting agendas and minutes to ensure compliance with bylaws.

Section 4. Annual Meeting. The annual meeting of the Board shall be held in May of each year, or such other month as the Board may determine. The annual meeting shall take the place of the regularly scheduled meeting. Written notice stating the place, day, and hour of the meeting shall be given personally or mailed to each Director of the Board at least three (3) business days prior to the date fixed for the annual meeting. Notice and conduct of the annual meeting shall comply with the Nevada Open Meeting Law and the audio recordings shall be available to the Sponsor. The annual meeting shall be for the

purpose of electing new Board Directors and for the transaction of such business as may come before the Board.

Section 5. Regular and Special Meetings. The Board shall establish a regular day and place for regular meetings that shall occur no less frequently than once a quarter and shall be held in Washoe County. Special meetings of the Board may be called at any time by the President or by a majority of the Board. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice and conduct of the annual meeting shall comply with the Nevada Open Meeting Law and the audio recordings shall be available to the Nevada State Board of Education. Notice of the time and place of every regular or special meeting shall be given to each member of the Board by first class mail or by email at least three (3) business days before the date fixed for the meeting and to all those individuals who request notice of relevant meetings. The purpose of any regular or special meeting must be specified in the notice of such meeting. Minutes of each Board meeting shall be taken and shall be approved by the Board and kept at the School.

Section 6. Agenda. An agenda must be produced for each board meeting except as otherwise permitted under the Nevada Open Meeting Law and these Bylaws. The agenda shall be prepared in accordance with NRS 241.020(2). In addition to previously requested agenda items, any Board Director may provide additional agenda items for the following meeting by providing the requested agenda item, via email, fax, or regular mail to the School's supervising employee or administrator noting its appropriate place on the normal agenda format, and describing a realistic time requirement for such item. Such requests must be received at least 24 hours prior to the posting deadline pursuant to Nevada Open Meeting Law.

Section 7. Board Composition and minimum Membership. The Board shall consist of no fewer than five (5) members. If at any time the number of members falls below five (5), the only action the Board may take is to appoint additional members to reach the minimum required.

Section 8. Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the Directors present at a regular or special meeting of the Board. No employees of the charter school, especially the administrator, may suggest or provide names of proposed members. A Director elected to fill a vacancy resulting from death, resignation, or removal shall be elected for the unexpired term of such person's predecessor in office and shall hold such office until such person's successor is duly elected and qualified.

Section 9. Committees. The Board may designate from among its Directors, by resolution adopted by a majority of the entire Board, an Executive Committee, a Budget Committee, a Financial Planning Committee, a Curriculum committee, a grant Committee, a Recruiting Committee, a Community Partner Committee, a Public Relations Committee, and one or more other committees, each of which shall consist of at least one (1) Director and which shall have and may exercise such authority in the management of the School as shall be provided in such resolution or in these Bylaws. Committee reports shall be provide in written format and unless the relevant committee or the Board request a recommendation for decision or substantial discussion the committee shall be given no more than 10 minutes on the agenda. The Board shall not be permitted to delegate the powers to contract, financial or budget making authority. Any delegated activity or decision making authority may be unilaterally revoked at any time. All committee meeting shall be conducted in accordance with the Nevada Open Meeting Law.

Section 10. Removal. Any Director of the Board may be removed by the affirmative vote of two-thirds (2/3) of the Directors then in office, excluding the Director at issue whenever in their judgment such removal would serve the best interests of School.

Section 11. Resignation. A resignation by a Board Director shall be effective upon receipt by the President of a written communication of such resignation.

Section 12. Participation by Telephone. To the extent permitted by law, any Director of the Board or committee thereof may participate in a meeting of such Board or committee by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other, and participation in such a fashion shall constitute presence in person at such meeting.

Section 13. Quorum

a. 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 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.
b. A Board Member participating by telephone or virtually 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 the of the presentation(s), discussion and decision relevant to the decision or act.
c. Proxy voting is not allowed.

Section 14. Compensation. No Director of the Board shall receive any compensation for serving in such office except as provided in NRS 388A.405 which allows for up to $80 dollars per meeting salary if voted affirmatively by the Board. In addition, the School may reimburse any Director of the Board for reasonable expenses incurred in connection with authorized service on the Board.

Section 15. Closed Sessions. Any Board Director may call a Closed Session during any special or regular Board meeting for issues concerning personnel or other matters requiring confidentiality in accordance with the Nevada Open Meeting Law. All persons except Board Directors may be excluded from such Closed Sessions at the discretion of the President. No action may be taken in a Closed Session.

Section 16. Orientation/Training. Orientation and training for incoming members will be provided by the Board.

Section 17. Protocol. The Board shall use Robert's Rules of Order, unless stated otherwise herein. If a Board Director is unable to attend a Board meeting, the Board Director shall contact the President, person, Administrator or designated supervising employee prior to the meeting.

Section 18. Public Comment. Time shall be set aside at each Board and Committee meeting for public comment in accordance with the Nevada Open Meeting Law. After the speaker identifies his or her name, address and affiliations, public comment may be limited to the extent permitted by law.

Section 19. Contracts. The Board may authorize any officer or officers, agent or agents, employee or employees to enter into any contract or other instrument on behalf of the school, and such authority may be general or confined to specific instances. Except as herein provided or as authorized by the board, no officer, agent, or employee shall have any power or authority to bind the school by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

ARTICLE IV

OFFICERS OF THE BOARD

Section 1. Number. The officers of the Board shall include a President, Vice President, Secretary and Treasurer, and such other officers as The Board of Directors shall deem necessary.

Section 2. Appointment of Officers. Officers of the Board shall be appointed annually at the Annual meeting in May. Officer terms shall commence July 1 shall not exceed the director's appointed term.

Section 3. Suspension and Removal. Any employee of the School appointed by the Board of Directors may be removed or suspended by a majority vote of the Board of Directors at any time, with or without cause. Any agent or employee appointed or employed by the President may be removed or discharged or suspended by him at any time, with or without cause.

Section 4. Powers and Duties of the President. The President of the Board shall preside at all meetings of the Board. The President of the Board shall possess the power to sign all certificates, contracts or other instruments of the School which are approved by the Board. The President of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Section 5. Powers and Duties of the Vice-President(s). The Vice-President(s) of the Board shall generally assist the President of the Board, and shall perform such duties as may be assigned to him/her by the Board of Directors. In the event of the death, resignation, absence, or inability to act of the President of the Board, he/she shall assume and discharge pro tempore the powers and duties of the President of the Board..

Section 6. Powers and Duties of the Secretary. The Secretary shall be secretary of the Board of Directors. S/He shall keep the minutes of all meetings of the Board of Directors, shall have charge of the books and records, and shall serve all notices to the Directors. In general, s/he shall perform all duties incident to his/her office.

Section 7. Powers and Duties of the Treasurer. The Treasurer of the Board shall have oversight responsibility and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the School, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Board Director. The Treasurer shall be charged with safeguarding the assets of the School and he or she shall sign financial documents on behalf of the School in accordance with the established policies of the School. He or she shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

Section 8. Compensation. The salaries of all School employees shall be fixed by the Board of Directors..

ARTICLE V

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the School shall be July 1 to June 30.

Section 2. Disposition of Monies Received. All checks and drafts of funds of the School shall be deposited from time to time to the credit of the School in such Nevada banks, trust companies, or to other Nevada depositaries as the Board of Directors may from time to time designate. All checks shall be drawn out of the regular check books of the School and upon the stub of each such check. The purpose and amount for which the same is drawn shall be specified. All checks, notes, drafts, bills of exchange, acceptances, or other orders for payment of money or other evidences of the indebtedness of the School shall be signed as shall from time to time be designated by resolution of the Board of Directors. The administrators of the school can sign checks or enter into contracts up to $20,999.99. Only one administer signature is required. Any check or contract in an amount over $20,999.99 will require supplementary signature from the Board of Directors.

Section 3. Notice. Whenever, under the provisions of these Bylaws, notice is required to be given to any Director, it shall not be construed to be limited to personal notice, but such notice may be given in writing by depositing the same in a Post Office or letter box in a postpaid, sealed wrapper, addressed to such Director at the latter's last known address, and the time when the same shall be thus mailed shall be deemed to be the time of the giving of such notice.

Section 4. Books and Records. The Bylaws and such other books and records of the School as are required by law or as may, from time-to-time, be prescribed by The Board of Directors, shall be kept at the principle office of the School for inspection by all who are authorized or have the right to inspect the same. All other books and records of the school shall be kept at such places as may be prescribed from time-to-time by the Board of Directors.

Section 5. Singular and Plural, Etc. It is understood that any and all references to the plural shall include the singular and any references to the masculine shall include the feminine and vice versa, as indicated by the context and number of parties involved.

Section 6. Faxed and Electronic Signatures. A faxed or electronic signature of any Director shall have the same force and effect as an original signature.

Section 7. Amendments to Bylaws. The Board of Directors shall have power to make, amend, or repeal the Bylaws of the School at any meeting or at a special meeting called for the purpose. A 2/3 vote is required to amend, alter, or repeal the Bylaws. Any amendments to the Bylaws must be approved by the Sponsor before the amendment takes effect.

Section 8. Unenforceable or Illegal Provisions. In the event any provision contained in these Bylaws are found to be illegal or unenforceable, that provision shall be stricken and all other provision contained herein shall remain in full force and effect.

Section 9. Indemnification. The Board of Directors may authorize the School to pay or cause to be paid by insurance or otherwise, any judgement 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 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 and action or threatened action.

Section 10. Conflict of Interest

Section 1. Duty of 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 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 Transactions.

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.

In Witness Whereof, we, being all the Directors of the Board of Directors of The Honors Academy of Literature, have hereunto set our hands this 23 day of September, 2025

_____ Director

Terri Strickland
Terri Strickland (Sep 22, 2025 09:26:02 PDT) _____ Director

Brett Guisti
Brett Guisti (Sep 22, 2025 08:37:08 PDT) _____ Director

Sierra Novello
Sierra Novello (Sep 22, 2025 13:22:29 PDT) _____ Director

Katherine Dirk (Sep 19, 2025 16:05:19 PDT) Director

Rebecca Dorangricchia (Sep 22, 2025 11:48:57 PDT) Director

John Arrascada Director

Yolanda Robles-Wicks (Sep 22, 2025 13:37:02 PDT) Director

Marena Kelley (Sep 19, 2025 09:16:56 PDT) Director

Signature: Roger Helwig (Sep 19, 2025 10:13:35 PDT)

Email: roger@academyoflit.org