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 in Reno, Nevada (location to be determined).

Section 2. Legal Status. The School is a charter school pursuant to Nevada Revised Statute 386.527 sponsored, upon approval, by the **State Board of Education .** The Governing Board of the School is an independent body under the authorization of the Board of Trustees of the State Board of Education. The Board of Directors plans and directs all aspects of the school's operations.

Section 3. Statutes. The School shall operate in accordance with Nevada Revised Statutes, Chapter 386.

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-to-day 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. Formation. Pursuant to NAC 386.345 which outlines the responsibilities for prospective Board members and places restrictions on Board membership, the first Board formed after the approval of a charter issued pursuant to NRS 386.527(4) or NRS 386.527(6) shall consist of 8 of the 9 Directors of the Committee to Form the School. Former Committee Directors prohibited from Directorship on the Board by NAC 386.345 or other applicable statute or regulation shall resign from the Board at its first meeting. After advertising the vacancies for the School Board of Directors on the School website and social media cites, th remaining Board Directors shall fill all vacancies created by resignations or these Bylaws at the first meeting.

At the first meeting upon formation of the Board, the Board of Directors shall elect officers. The officer positions on the Board include: (1) President (2) Vice President (3) Secretary and (4) Treasurer. The responsibilities of each Board Officer are listed in Article IV. Those officers shall remain on the Board for four years. The other five members shall remain on the Board for three years.

Section 3. Qualifications; Election; Tenure. The first Board formed will consist of 8 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. In order to change the number of initial Board members from the requisite 8 members, action in an open board meeting is required. Subsequent Boards shall be composed of **five (5)** to **nine (9) members** in areas of expertise including but not limited to legal, technology, media, finance, and curriculum. In order for the number to change, action in an open board meeting is required. Directors shall be subject to the following requirements, restrictions and prohibitions:

(a) The Board shall adhere to the statutory requirements of NRS 386.549 which requires that the governing body of the school consist of (1) at least one teacher who holds current licenses to teach issued pursuant to chapter 391 of NRS or who previously held a license

to teach issued pursuant to chapter 391 of NRS and is retired as long as his or her license was held in good standing. The Board shall also consist of (2) One member who satisfies the foregoing qualifications as outlined in Section 3(a)(1), or who 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;

(b) Pursuant to NRS 386.549, the Board must consist of, without limitation, one parent or guardian of a pupil enrolled in the charter school who is not a teacher or an administrator at the charter school, and two members who possess knowledge and experience in one or more of the following areas: (1) accounting; (2) financial services; (3) law or (4) Human resources. Pursuant to NRS 386.549, the Board may consist of parents and representatives of nonprofit organizations and businesses. Not more than two persons who serve on the Board may represent the same organizations or business or otherwise represent the interest of the same organizations or business. A majority of the Directors of the Board must reside in this State. If the Directorship of the Board changes, the governing body shall provide written notice to the sponsor of the charter school within ten working days after such change.

(c) Following the first board, all subsequent boards shall be appointed by The Board at the annual meeting. The Board of Directors shall consider public comment on the nominated prior to appointment. No employees of the charter school, especially the administrator, may suggest or provide names of proposed members.

(d) Appointments: Interested parties must submit a letter of intent for consideration of appointment a minimum of six (6) weeks prior to the annual meeting. Vacancies shall be advertised in the School newsletter, website and social media sites.

(e) A majority of Board Directors shall be residents of Washoe County, which is the county in which the school is located.

(f) All Board Directors shall be devoted to purpose and mission of the School and shall represent the interests of the community.

(g) The Board of Directors shall serve two consecutive (2) year terms (not to succeed four years total). Thus, no person will be able to serve more than 4 years on the board (two two-year terms). Terms shall be staggered so that no more than four members of the Board shall be up for appointment in any one year, unless a vacancy(ies) needs to be filled. Elected officers of the first Board, shall remain on the board for four years, the other five positions shall remain on the Board for three years.

(h) 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 386.549(1) and any other applicable statutory or regulatory provision.

(i) Board Directors shall be fingerprinted according to the NRS 386.588 procedure for employees of the school.

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 Nevada State Board of Education. 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. Quorum. A quorum at all meetings of the Board shall consist of a majority of the number of Directors then in office. Except as provided specifically to the contrary by these Bylaws, the act of a majority of the Directors in office at a meeting at which a quorum is present shall be the act of the Board. No actions will be taken by the Board that lacks the requisite number of teachers pursuant to NS 386.549, and no actions will be taken by the Board that lacks a majority vote of the quorum. The only action that may be taken by the Board lacking the required number of members or lacking three qualified teachers is action to add members, including qualified teachers, who will bring the governing body back into compliance with statute and these Bylaws.

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. Proxy Voting. Proxy voting is not permitted.

Section 14. Compensation. No Director of the Board shall receive any compensation for serving in such office except as provided in NRS 386.549(5) which allows for up to $80 dollars per meeting salary if voted affirmatively by the Board, not to exceed one meeting per month. 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 exiting Board member in whose position the incoming Board member intends to fill. If the exiting Board member was removed from his/her position, the President or Vice President of the Board will provide orientation and training to the incoming Board member. If the incoming Board member requests additional training or orientation, the President or Vice President of the Board shall provide the incoming Board member with additional training in the areas requested by the incoming Board member.

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 and Approval of School Employees . The Board of Directors, at its first meeting after July 1st of every year, shall appoint and/or approve all employees of the School to serve for terms of one (1) year.

The Board of Directors may from time to time, by resolution, appoint such additional administrators, and additional administrative assistants of the School as it may deem advisable; prescribe their duties, and fix their compensation. All such appointed administrators and administrative assistants shall be deemed employees of the School and are not to be confused with Board members. All additional Directors and administrative assistants of the School shall be chosen and appointed in such manner, and shall hold their office for such terms as The Board of Directors may by resolution prescribe.

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. Returns and Statements. It shall be the duty of each employee of the School to make and file any and all returns, reports, lists, or statements required by law to be made and filed by him/her, and to make full report to the Board of Directors respecting the affairs of the School in his/her charge whenever he/she may be requested to do so.

Section 9. 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 State Board of Education 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.
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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 ____ day of _____, 200_.

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