

## **Bylaws of the Coeur d'Alene Charter Academy Parent Organization (CPO)**

### **Section I – Purpose**

The purpose and function for which the organization is formed are as follows:

- A. The entity is organized exclusively for charitable and educational purposes.
- B. This organization shall not carry out any other activities not permitted to be carried on by an organization exempt from federal income tax under Section (c)(3). The organization shall not participate in any political campaign in any manner. The organization shall not attempt to influence legislation.
- C. To fundraise and generate revenue to be allocated to support the purposes of this organization. These funds can be used for, but not limited to, equipment, travel expenses, meals, facility improvements and fees, awards, and apparel.
- D. To support the students and staff of Coeur d'Alene Charter Academy through grants and other methods as seen as beneficial by the members of the CPO.
- E. To act as trustee under any trust incidental to the purposes of the corporation and to receive, hold, invest, administer, and expend funds and property subject to such trust.
- F. To make contracts and do all other acts necessary or expedient for administration of the affairs and attainment of the purposes of the corporation.

### **Section II – Members**

Any guardian or CDA Charter Academy staff supportive of our mission statement who has signed up with their name and contact information may be a member. Any attending member **of meetings** has member voting privileges.

### **Section III – Executive committee**

**A) Number of Officers in the Executive Committee.** The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Two or more offices may be held by one person except the offices of President and Secretary.

1) **President.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee. The President has no vote except in the case of a tie.

2) **Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

3) **Secretary.** The Secretary shall give notice of, **or approve,** all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

4) **Treasurer.** The treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, and shall make reports of corporate finances as required, but no less often than quarterly.

B) **Selection of officers.** Officers will be appointed by the **Board of Directors** at the annual meeting by the current (incoming) board **or during any properly called meeting of the Board of Directors where a quorum is present in the event of an officer's or chairpersons's position being vacated.** Each officer shall serve a two year term or until a successor has been elected and qualified. A person shall not be eligible to serve more than two (2) consecutive terms in the same office.

C) **Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the corporation with or without cause. **Any vacancy that occurs for any reason may be filled by an individual who is eligible, qualified, and elected by the Board of Directors during a properly called meeting of the Board of Directors.**

#### D) **Responsibilities of the Executive Board:**

- 1) Approve the President's creation and dissolution of all necessary Committees and Chairpersons.
- 2) Set the date and time of general membership meetings and give members timely notification.
- 3) Approve goals and budget targets annually.

#### **Section IV – Directors**

A) **Board of Directors.** The Board of Directors shall consist of the executive committee, the Coeur d'Alene Charter Academy Activities director **(not required)** or their designee at their discretion (not required), and **the** chairperson from each committee. **COMMITTEE IS DEFINED BELOW IN THE COMMITTEE SECTION – A "committee" shall be defined by any group who has a specific purpose to further the purposes of the organization chosen to be represented by the current board during the annual meeting.** Proxy votes shall not be permitted except by special circumstance at board discretion. **If the chairperson is unable to attend a meeting,** one person may represent no more than two committees, and have no more than one vote. A committee representative may also serve as an executive committee member, but may represent no more than one committee and have no more than one vote.

B) **Annual Meeting.** Annual meeting and selection of the Board of Directors An annual meeting shall be held once each calendar year for the purpose of appointing the executive committee, filling any empty directors' seats and transacting such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors. All current members in attendance are eligible to vote for board representatives for each committee. These representatives become the new board of directors, along with the executive committee which they appoint.

C) **Quorum.** A majority of the directors present shall constitute a quorum at the meeting. Any open directors' seats shall not be counted in the quorum until that seat is filled. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time and place without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

D) **Committees and Chairpersons.** A committee shall be defined by any group who has a specific purpose to further the purposes of the organization chosen to be represented by the current board at a properly called board meeting where a quorum is present. Committees of the organization are designated by the board at any properly called meeting of the board of directors. ~~at the annual meeting of the board of directors.~~ Committee chairpersons are selected on a volunteer basis and approved by the board of directors at any properly called meeting of the board of directors.

E) **Organizational meeting of the board.** The Board of Directors shall meet immediately after the election for the purpose of appointing its new Executive Committee, approving new committee chairpersons, and transacting such other business that may be deemed appropriate.

F) **Regular Meeting.** The Board of Directors shall meet on an as-needed basis with a minimum of annually to accomplish the business of the organization. Notice of meetings shall state the place, date, time and hour of the meeting and if for a special meeting, the manner to be agreed upon at the annual meeting or as defined in these bylaws. This includes but is not limited to: telephone, electronic communication such as email or texting, or US mail. This communication shall occur at least 7 days prior to the meeting.

G) **Special Meeting.** Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing two days notice in a communication form to be determined by the board or by email, text message, or U.S. Mail. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

H) **Executive Meetings.** The executive committee may meet as necessary to discuss matters of business at any time. Minutes of the meeting shall be kept and presented to the board of directors.

I) **Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors. The Board shall keep written minutes of its proceedings in its permanent records.

J) **Emergency or Informal Action.** Should action be required when it is not possible to assemble the Board of Directors in a properly called meeting or when the Executive Committee explicitly cannot assume the powers of the full board, written or oral approval of the approved action by a board majority may be obtained in a poll of the entire Board of Directors authorized by the President or a majority of the executive committee. Any action so taken shall be recorded in the minutes of the next properly called meeting.

K) **Removal/Vacancies.** A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, **may be filled by any qualified and eligible individual selected by the remaining directors. An election for this individual may occur at any properly called meeting of the remaining Board of Directors.** A director appointed to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

L) **Records.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization.

M) **Budgets.** The Board of Directors shall approve the annual budget of the organization during the annual meeting upon recommendation of the Executive Committee. Additional allocations to other Coeur d'Alene Charter Academy needs may occur during the year at board discretion.

N) **Grants.** The organization will give grants throughout the year as defined by the current executive committee. Grants can be given for any use that meets the purpose of the organization. Any board director or member of the organization in attendance can vote on any grant request. A majority of those in attendance approves the grant.

O) **Start up organization.** The initial Board of Directors shall be the Board as defined in the first articles of Incorporation as filed with the state of Idaho. They will appoint an initial executive committee. The first elected board will take over duties after the first general booster membership meeting.

P) **Coordinators.** **Coordinators are designated volunteer contacts for various functions within the organization. Coordinators are given permission by the board to carry out certain specific functions within committees, the organization, or during events.**

## **Section V – Voting**

The board of directors, as defined in section IV shall be responsible for voting on all budget matters, approving directors and executive committees, approving bylaws and any other Board business. All members in attendance may participate in voting for grant requests.

## **Section VI**

The Board of Directors may authorize any officer or officers of this corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

A) All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation over the sum of \$500 shall be signed by not less than two officers of the corporation in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or assistant treasurer and countersigned by the president or Vice President of the corporation.

B) All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

C) The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## **Section VII – Amendments**

These bylaws may be amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or any duly noticed special meeting of the Board of Directors, if at least five days written notice is given of such meeting with recommended changes.

## **Section VIII – Indemnification**

Any director, officer, or former director and his/her heirs, executors and administrators, shall be indemnified by the corporation against expenses reasonable and necessarily incurred by such director or officer by reason of being or having been such director or officer, except in relation to matters as to such he shall be adjudged in such action, suit, or proceedings to be liable for gross negligence and/or intentional misconduct in the performance of such duty or otherwise unauthorized actions of the director or officer.

The organization shall maintain at least a minimal amount of Directors and Officers insurance at all times.

## **Section IX – Dissolution of organization**

In the event of the dissolution of the organization, the assets shall be distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged or adequate provision shall be made therefore. Assets not held upon a condition requiring a return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to Coeur d'Alene Charter Academy, known to be an exempt organization. I certify that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the initial Board of Directors on January 7, 2013.

Benjamin McGaughey, Board Member (President)

Lisa Kovarik, Board Member (Vice President)

Stephanie Holecek, Board Member (Treasurer)

Mary Jane Rose, Board Member (Secretary)

[Revised 3/2/2021]