

**BYLAWS**  
**OF**  
**MARIPOSA ACADEMY**

**ARTICLE I**  
**INTRODUCTION; LEGAL STATUS**

Section 1.     Name, Location and Address. The name of the charter school is Mariposa Dual Language Academy, “A Public Charter School” (hereinafter referred to as the “School”). The School is located at 3875 Glen Street, Reno, Nevada 89502.

Section 2.     Legal Status. The School is a charter school pursuant to Nevada Revised Statute 388A sponsored by the Washoe School District. The Governing Board of the School is an independent body under the authorization of the Board of Trustees of the Washoe County School District. The Board plans and directs all aspects of the school’s operations.

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

**ARTICLE II**  
**PURPOSE AND NON-DISCRIMINATION**

Section 1.     Purpose. The purpose of the School is to provide education to children from Pre-Kindergarten through 5th grade and shall be operated exclusively for educational objectives and purposes. The purpose for which the School exists is to promote academic achievement through Dual Language Learning and will celebrate the diverse heritage and culture of the community

Section 2.     Non-Discrimination. The School shall not discriminate on the basis of race, religion, national 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, 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. 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) Establish and approve all major educational and operational policies;

(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 state 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, showing 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) Solicit and receive grants and other funding consistent with the mission of the School with the objective of raising operating and capital funds;
- (q) Carry out such other duties as required or described in the School's Charter.

Section 2. Qualifications; Election; Tenure. The Board shall be composed of seven Directors.

(a) The Board shall adhere to the statutory requirements of NRS 388A.320 which requires at a minimum:

(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.

(b) A majority of Board Members shall be residents of the State in which the school is located.

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

(d) Board member terms shall be for three years, renewable in perpetuity. Terms shall be staggered so that no more than 1/3 of the Board shall be up for election in any one year, unless a vacancy needs to be filled. The directors shall be divided into three classes, with the term of office of the first class to expire at the first annual meeting after the date these Bylaws are executed; the term of office of the second class to expire at the second annual meeting after these Bylaws are executed; the term of office of the third class to expire at the third annual meeting after these Bylaws are executed, and thereafter for each such term to expire at each third succeeding annual meeting after such election.

(f) The School shall notify its sponsor and the Department of Education within ten days of the selection of a new Board Member and provide the sponsor and the Department of Education with the new member's resumes and affidavits as required pursuant to NRS 388A.320.

(g) Board members shall be fingerprinted according to the NRS 388A.323 procedure for employees of the school.

Section 3. Annual Meeting. The annual meeting of the Board shall be held at the School in May of each year as the Board may determine. The annual meeting may take the place of the regularly scheduled monthly meeting. Written notice stating the place, day, and hour of the meeting shall be given personally or mailed to each member of the Board at least three (3) business days prior to the date fixed for the annual meeting. Notice of the meeting must also be provided in accordance with Nevada Open Meeting Law. The annual meeting shall be for the purpose of electing officers and new Board members, reviewing and update the bylaws, reviewing progress and setting new long and short term goals, completing general Board training, complete self evaluation, update annual calendar and for the transaction of such business as may come before the meeting.

Section 4. 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 the county in which the School is located. Special meetings of the Board may be called at any time by the Chairperson 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 of the meeting must be provided in accordance with Nevada Open Meeting Law. 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 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 5. Agenda. An agenda must be produced for each regularly scheduled board meeting in order to provide effective and efficient meeting practice. The agenda shall be prepared in accordance with NRS 241.020(2).

In addition to previously requested agenda items, 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. Such requests must be received at least one week prior to the posting deadline pursuant to Nevada Open Meeting Law.

Section 6. Minutes. Minutes must be produced for each regularly scheduled board meeting. The minutes must be produced in accordance with NRS 241.020

Section 7. Procedures. The presiding officer of the meeting may not make a motion. All motions require a second. No vote may be taken without a motion being introduced.

Section 8. Annual Goals and Objectives. The board shall adopt appropriate goals and meeting dates for the Board at the annual meeting in May. The administrator shall submit a written report to the board by June 30th each year that includes the degree to which the goals and objectives have been accomplished.

Section 9. Board Evaluation. The board shall evaluate its own performance annually. The board is encouraged to participate in appropriate conferences, workshops and conventions.

Section 10. 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. Proxy voting is not permitted.

Section 11. Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the Directors at a regular or special meeting of the Board. A Director elected to fill a vacancy resulting from death 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. Any Director elected to fill a vacancy resulting from removal or resignation shall be elected to fill the unexpired term.

Section 12. Committees. The Board may designate from among its members, by resolution adopted by a majority of the entire Board, (1) an Executive Committee, (2) a Personnel and Bylaws Committee, (3) a Finance Committee, (4) an Academic Committee and one or more other committees as the Board deems necessary, 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. The Board shall not be permitted to delegate the powers to contract or financial or budget making authority. Any delegated activity or decision-making authority may be unilaterally revoked at any time. All committee meetings shall be conducted in accordance with Nevada Open Meeting Law.

(a) The Executive Committee shall be composed of the Officers of the Board (Chair, Vice President, Secretary, Treasurer) and have the authority to act on behalf of the full board between meetings in an urgent situation. Any actions taken by the Executive Committee due to an urgent situation is required to be voted upon by the full board at the next full board meeting. Further, the Executive Committee shall establish well defined board evaluations and perform evaluation of the school's Administrator to be presented to the full board on a regular basis.

(b) The Personnel and Bylaws Committee shall be responsible for reviewing and updating the Bylaws on an as-needed basis and shall be responsible for assisting the Administrator with personnel issues that may arise.

(c) The Finance Committee is primarily organized to review and present the annual budget and longer term financial planning to the board. Further, it is intended for the committee to review with the external auditor's internal controls and ensure the review and distribution of reports to the board in a timely, accurate, and user-friendly basis.

(d) The Academic Committee's primary responsibility is to work with the Administrator to define academic success, ensure that all Board members know the academic goals and devise clear and consistent measures to monitor these goals.

Section 13. Removal. Any member of the Board may be removed for having three or more unexcused absences in a year, or by the affirmative vote of two-thirds (2/3) of the Directors then in office, excluding the member at issue whenever in their judgment such removal would serve the best interests of School.

Section 14. Resignation. A resignation by a Board member shall be effective upon receipt by the Chairperson of a written communication of such resignation.

Section 15. Participation by Telephone. To the extent permitted by law, any member 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 16. Proxy Voting. Proxy voting is not permitted.

Section 17. Compensation. No member of the Board shall receive any compensation for serving in such office; provided that, the School may reimburse any member of the Board for reasonable expenses incurred in connection with service on the Board.

Section 18. Closed Sessions. Any Board member may call a Closed Session during any special or regular Board meeting for issues concerning personnel or other matters requiring confidentiality as approved by Nevada Open Meeting Law. All persons except Board members may be excluded from such Closed Sessions at the discretion of the Chair. Following such meetings, an officer shall provide a general description of the matters discussed to be provided as the minutes of said Closed Session. No action may be taken in a Closed Session.

Section 19. Orientation/Training. New Board members shall be given an orientation by the Board prior to their first Board meeting. Written materials shall be provided in the form of a Board packet. All Board members shall be provided general board training no less than one time per year. Board members not participating in training may be subject to removal.

Section 20. Protocol. The Board shall use Robert's Rules of Order, unless stated otherwise herein. If a Board member is unable to attend a Board meeting, the Board member shall contact the Chairperson, Administrator or designated supervising employee prior to the meeting. The Board has authority only as a group. No individual Board member shall act for the Board in matters concerning the school, except as otherwise set forth in these bylaws. The President of the Board, the School Administrator, and any other person so designated by the board are the only spokespeople for the school; however, board members are encouraged to disseminate board decisions to the public. Board meetings are for decisions and votes. Wherever possible, decisions shall be consensus based. The Board President shall conduct the meetings in an efficient manner according to the approved agenda.

Section 21. Public Comment. Time shall be set aside at each Board and Committee meeting for public comment. After the speaker identifies his or her name, address and affiliations, public comment shall be limited and shall be stated as such on the Agenda.

## **ARTICLE IV OFFICERS**

Section 1. Number. The officers of the School shall include a Chair, Vice-Chair, Secretary, Treasurer, and such other officers as the Board shall deem necessary to elect.

Section 2. Election and Term of Office. The Board shall elect and appoint all officers of the School at the annual meeting of the Board, which officers shall be installed in office at such annual meeting to serve for terms of one (1) year and until their successors have been duly elected and qualified. Should there be more than one (1) nominee for a vacancy, the nominee receiving the greatest number of votes shall be declared elected and shall be installed in office at the annual meeting.

Section 3. Removal of Officers. Any officer of the School may be removed, either with or without cause, by a two-thirds (2/3) majority of the Directors then in office at any regular or special meeting of the Board.

Section 4. Chair. The chair shall preside at all meetings of the board in accordance with Open Meeting Laws of the State of Nevada. The Chair 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 chair may not make a motion but can discuss the motion and vote on the motion. The chair shall set the agenda for the meeting. The chair has the authority to set all non-regular meetings of the board. The chair shall have the authority to sign all necessary documents for the operation of the school. The chair may appoint board members to serve as committee members or liaisons. The Chair 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. Vice-Chair. In the absence of the Chair of the Board or in the event of the Chair's disability, inability or refusal to act, the Vice-Chair of the Board shall perform all of the duties of the Chair and in so acting, shall have all of the powers of the Chair. The Vice-Chair

shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the Chair.

Section 6. Secretary. The Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board may order of all meetings of the Board with the time and place of holding, whether regular or special and if special, how authorized, the notice thereof given, the name or names of those present at the Board meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given and perform such other duties as may be prescribed by the Board from time to time. The Secretary of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Section 7. Treasurer. The Treasurer 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 member. The Treasurer shall assist in the preparation of the budget, monthly financial reporting and periodic audits. The Treasurer shall be charged with safeguarding the assets of 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. The treasurer shall cause to be kept accurate financial records of the school.

Section 8. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote for the unexpired portion of the term.

## **ARTICLE V STAFF**

The Board may appoint one employee to function as the administrator of the School (the "Administrator"). Such person may be delegated the authority to act in the absence of a specified policy provided that such action is consistent with the purpose and objectives of the Board and the School. Such person shall administer the School in accordance with Board direction and generally accepted educational practice.

## **ARTICLE VI CONTRACTS, LOANS, AND DEPOSITS**

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted for or on behalf of the School and no evidence of indebtedness shall be issued in the name of the School unless authorized by a

resolution of the Board. Such authority shall be confined to specific instances. No loan shall be made to any officer or Board member of the School.

Section 3.     Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the School shall be signed by such officer or officers, or agents of the School and in such manner as shall be determined by the Board. The Chair and Administrator are authorized and required to sign all checks over the amount of \$2,500.00.

Section 4.     Deposits. All funds of the School not otherwise employed shall be deposited to the credit of the School in such banks, trust companies, or other custodians as the Board may select.

Section 5.     Gifts. The Board may accept on behalf of the School any contribution, gift, bequest or devise for the general purposes or any special purpose of the School.

Section 6.     Fiscal Year. The fiscal year of the School shall begin on July 1 and end on June 30.

## **ARTICLE VII PROPERTY**

The property of the School shall be held and applied in promoting the general purposes of the School declared in these Bylaws. No property, including real estate, belonging to the School shall be conveyed or encumbered except by authority of a majority vote of the Board. Any such conveyance or encumbrance shall be executed by the Chair in the name of the School, and such instrument shall be duly approved by the Secretary or Treasurer of the School.

## **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 AMENDMENTS**

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors by an affirmative vote of two-thirds (2/3) of all the Directors then in office at any meeting of the Board, provided that the full text of the proposed amendment, alteration, or repeal shall have been delivered to each Director at least five (5) days prior to the meeting. Bylaws may not be amended without the approval of the school's sponsor.

## **ARTICLE IX 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 School 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 DISSOLUTION**

If, at any time and for any reason, the School's charter is revoked or the School is dissolved, all assets of the School, after satisfaction of all outstanding claims by creditors, shall be disposed of to the State of Nevada or the sponsor to dispose of as they see fit.

## **ARTICLE XII PURPOSE OF THE BYLAWS**

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the purposes of the School. These Bylaws shall never be construed in any such way as to impair the efficient operation of the School.

## **CERTIFICATION**

I hereby certify that I am the duly elected and acting Secretary of the School, and that the foregoing Bylaws constitute the Bylaws of the School, as duly adopted by unanimous vote of the Board of Directors.

DATED this \_\_\_\_ day of \_\_\_\_\_, 2020

\_\_\_\_\_  
Secretary