

**BY-LAWS
OF
CHINOOK MONTESSORI CHARTER SCHOOL, INC.**

Article I

Offices

Section 1. The principal offices of the corporation in the State of Alaska shall be located in the City of Fairbanks, Fourth Judicial District: The corporation may have such other offices, either within or without the state of Alaska, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Article II

Board of Directors

Section 1. The board of directors is responsible for ensuring the fulfillment of the mission of the Charter School. The Board shall:

- maintain the vision of the Charter, including being aware of the school history, policies, and goals
- foster communication throughout the school community
- nurture a sense of community
- review the school operating budget
- (2015) Be advised prior to making large changes to the school operating budget
- (2015) Oversee the disbursement of Chinook Inc. funds
- review and recommend Charter changes
- address major school facility issues
- address parental and student issues as requested

Members of the Board shall have no authority over the school as individuals; they have authority only when acting as a body duly called in session.

Section 2. Number of Directors

The Board of Directors shall consist of seven members until changed by a duly adopted amendment of these by-laws.

Section 3. Election and Appointments, Qualifications of Board, Term

- a) The board shall consist of four Charter School teachers (Seats A, B, C, D), two parents who have children attending the Charter School (Seats E, F), and one other parent who has children attending the Charter School or a community member at large who does not have a child attending the Charter school (Seat G).
- b) Each Director shall serve a term of three years. Seats A, B, C, and D shall have no restriction on the number of consecutive terms. Seats E, F, and G shall have a maximum of two consecutive terms. The terms shall have staggered expiration dates. All terms shall expire following the fall elections. The Directors for Seats A, B, C, and D shall be selected by a vote of the Charter School teachers. Candidates for the Directors for Seats E, F, and G shall be selected by a majority vote of the parents from a candidate slate of two nominated by the outgoing board. The board shall then review all timely expressions of interest in view of the primary responsibilities of the Board, as well as the following qualifications. Candidates for Seats E and F must have been Chinook parents for at least two years by the end of the current school year and must have fulfilled parent volunteer hours. The election shall be held no later than the third week of April. The formal appointment of Board members shall become effective at the first meeting of the Board of the next school year. The newly elected board members may attend the remaining board meetings of the current school year as observers.

Section 4. Removal

Directors may be removed from office at any regular, annual or special meeting of the Board by the affirmative vote of two-thirds of the Directors then in office. Attendance at board meetings is expected. Frequent absences may result in dismissal from the Board.

Section 5. Resignations

A Director may resign at any time by giving written notice to the President or Secretary of the Board. Such resignation shall be effective at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies

If a position on the Board becomes vacant by reason of death, resignation, retirement, or removal or different inability to serve, then the vacancy shall be filled by appointment based on the affirmative vote of the then remaining Directors. A Director appointed to fill a vacancy shall serve the unexpired portion of the term.

Article III

Meetings

Section 1. Time of Meetings

The regular meeting of the Board shall be held at the date, time and place as determined by the Board. The Board shall meet regularly to discuss the school's operations and hear reports and updates from each board member, consider and adopt policies, and consider requests and concerns from parents, students, and teachers concerning issues that impact the entire school.

Section 2. Place of Meeting

The Board of Directors may designate any place, either within or outside the State of Alaska as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 3. Annual Meeting

The Annual Meeting of the Board shall be held on the first regularly scheduled board meeting following the board election, or at the date, time and place as determined by the Board. At the annual meeting, the Board shall elect officers and consider such other business as may properly be brought before the meeting.

Section 4. Special Meetings

Special Meetings for any purpose or purposes may be called at any time upon request of any three Board members. Any Director or the President may call the meeting upon receiving the requisite request. The business transacted at any such meeting shall be limited to the purpose or purposes stated in the notice thereof.

Section 5. Notice of Meetings

Notices of all regularly scheduled meetings shall be given to Board members and the school community not less than 24 hours before the meeting except in case of an emergency. The notice shall state the matters to be presented for consideration.

Section 6. Quorum

The quorum for any meeting of the Board shall be four members as represented in person, by proxy, or by teleconference. No formal action may be taken at any meeting at which a quorum is not present. When only a quorum exists, the Board shall act by unanimous vote unless otherwise required by the Bylaws. If more than a quorum is present, every act or

decision done or made by a majority of the Directors present at a meeting duly held shall be regarded as the act of the Board.

Section 7. Proxies

At all meetings, a member may vote by proxy executed by the member. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting.

Section 8. Adjournments

A quorum may adjourn any meeting to meet again at a stated place, date, and hour; however, in the absence of a quorum, a majority of the directors present at any regular or special Board meeting may adjourn from time to time until the time fixed for the next regular Board meeting.

Article IV

Board of Directors

Section 1. General Powers

The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Expenses

By resolution of the Board, the Directors may be paid their expenses, if any, incurred while fulfilling the obligations of their duties.

Section 3. Committees

The Board may provide for such standing or special committees, as it deems desirable and discontinues the same at its pleasure. Each committee shall have such powers and perform such duties not inconsistent with the law or other charter agreement, as provided by the Board. If the provision is made for any such committee, the members thereof shall be appointed by the Board, other parents who have students attending the Charter School, or community members at large. Vacancies in such committees shall be filled by the Board.

Article V

Officers

Section 1. Appointment and Term of Office

Officers of the Board of Directors shall be nominated and elected by a majority for the Board at its annual meeting. Each officer will hold office until the next annual election, and until a successor is chosen unless said officer shall resign, be removed, or otherwise be disqualified

to serve. The elected officers of the Board are President, Vice-President, Secretary, and Treasurer. One person may hold and perform the duties of any two of the four offices simultaneously except those of President and Vice-President.

Section 2. Other officers

The Board may elect or may authorize the President or some other officer or any committee to appoint, such other officers or agents, as the Board may deem necessary or advisable. Such officers hold office for such period, have such powers and perform such duties as may be provided in these Bylaws or as the Board or officer or committee appointing the officer may from time to time determine.

Section 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies

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

Section 5. President

The President shall be the principal executive officer of the corporation, and subject to the control of the Board of Directors, shall, in general, supervise and control all of the affairs of the corporation.

The President shall preside at all meetings of the Board; call special meetings of the Board; appoint members to all committees of the Board; prescribe duties of officers of the Board as necessary; serve ex-officio as a member of all committees; sign on behalf of the Board all statement of assurance, contracts, proposals, and other commitments previously approved by the Board, and informational reports; and perform the usual and ordinary duties of the office.

Section 6. Vice-President

The vice-President shall preside at all meetings in the absence of the President and shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President may sign, with the President or other proper officer of the Board, documents, which the Board of Directors has authorized to be executed.

Section 7. Secretary

The Secretary shall attend all Board meetings and keep or cause to be kept, in his or her custody in the Charter School Building, a book recording the minutes of all Board meetings

setting forth the place, date, time and decisions made; whether at a regular or special meeting and if a special meeting, how the meeting was authorized; the notice thereof given; the names of those present and absent at the meeting; and the proceedings thereof. The Secretary shall give or cause to be given notice of all Board meetings as required. The Secretary may have the authority to sign documents. The Secretary shall see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized. The Secretary shall perform such other duties and have such other authorities as are delegated to him/her by the Board.

Section 8. Treasurer

The Treasurer shall, subject to the direction of the Board, act as custodian of all moneys belonging to the Charter School, receive all moneys belonging the Charter School, deposit funds of the Charter School and disburse funds as ordered by the Board, and keep full and accurate accounts of receipts and disbursements in books belonging to the Charter School; and such other powers and authority incident to the office of Treasurer and shall perform such other duties as may be prescribed by the Board or these Bylaws.

Article VI

Execution of Instruments

Section 1. Contracts

The Board shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Charter School, and such authority may be general or confined to specific instances.

Section 2. Checks

All checks, drafts, and orders for the payment of money issued in the name of the corporation up to Two Thousand Dollars (\$2000.00) may be signed by the President, Vice president, or Treasurer of the board. All checks, drafts, or other orders for the payment of money, over Two Thousand Dollars (\$2000.00), shall be signed by two such officers. No check or instrument for the payment of money to the Charter school shall be endorsed otherwise than for deposit other the credit of the Charter School.

Article VII

Books and Records

Section 1. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the corporation may be inspected by any Board member, for any purpose at any reasonable time.

Section 2. The corporate books and records shall include an annual budget of Chinook Inc. and other budgets as required by the board.

Section 3. Fiscal Year. The fiscal year of the corporation shall end on June 30.

Section 4. Seal. The Board of Directors shall provide the corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "Corporate Seal".

Article VIII

Amendments

These Bylaws may be added to, altered, amended or repealed by unanimous consent of the Board of Directors then in office at any regular or special meeting, if written notice of the proposed addition, alteration, amendment or repeal shall have been given to each Board of Directors member at least 7 days before the meeting.

Article IX

Explanation of Purpose

The Chinook Montessori Charter School, Inc. is a non-profit corporation dedicated to providing education to children.

IN WITNESS WHEREOF the following directors certify the adoption of these by-laws at a meeting of the directors held on the 19th day of April, 2008.

Seat A	Barb Smith	_____
Seat B	Paul Fontes	_____
Seat C	Wendy Demers	_____
Seat D	Lyn Gilbert-Gard	_____
Seat E	Brandi Berg	_____
Seat F	Sue Mitchell	_____
Seat G	Mike Mathers	_____

By-Law Change for Article II, section 1 was Approved February 9, 2015