

BYLAWS OF
AMERICAN CLASSICAL SCHOOLS OF IDAHO, INC.

I. PURPOSE

As set forth in its Articles of Incorporation, the American Classical Schools of Idaho, Inc.(hereafter “ACSI”), is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

Notwithstanding any other provision of these Bylaws to the contrary, the Corporation shall not carry on any activities not permitted of:

- a) A corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future Federal income tax code; or
- b) A corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal income tax code.

II. MEMBERSHIP

The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Governing Board. All rights, which would otherwise vest in the members, vest in the Governing Board.

III. GOVERNING BOARD

The Governing Board will serve as the governing body of AMERICAN CLASSICAL SCHOOLS OF IDAHO, INC. and shall be known as the Board of Directors of American Classical Schools of Idaho (the “Board”).

A. Authority

- 1. **General.** The Board shall provide oversight of its member schools and the ACSI Corporation to ensure all its member schools accomplish the student outcomes within parameters identified in each member school’s charter.
- 2. **Delegation to the Chief Executive Officer.** The ACSI Chief Executive Officer (hereafter “CEO”) shall be held responsible for keeping the Board informed of all matters within its purview so that the Board can fulfill its responsibilities. The CEO will have primary responsibility for all aspects of operations and day-to-day management of the ACSI Corporation. School leaders will have primary

responsibility for all aspects of operations and day-to-day management of member schools.

3. **Individual Member's Authority.** A member of the Board is a public officer but has no power or authority individually. Powers rest with the Board, and not in the members, either individually or otherwise and these powers must be exercised by the Board at a public meeting in regular or special called meetings, with action duly recorded in its minutes.
4. **Binding Authority.** The Board shall not be bound in any way by any action or statement on the part of any individual Board member except when such a statement or action is in pursuance of specific instructions from the Board. Any such exception shall be stated in the minutes of a Board meeting.
5. **Advanced Notice.** The Board recognizes the importance of timely communication among its members and between the Board and the CEO. The CEO or his/her designee will strive to ensure that the Board is given prior notice of matters submitted by members for deliberation at meetings. Notice should be sufficiently ahead of meetings to comply with the meeting notice requirements under the Idaho Open Meeting laws.

B. **Powers.** The Governing Board's powers and authority are set forth in each member school's charter and the Idaho Code and all applicable laws and regulations. Complete and final control of all matters pertaining to its member schools educational system shall be vested in the Board. The Board shall include the following powers and duties:

1. Those powers as set forth in the member schools charters that are not inconsistent with federal or state laws or constitutions, or as otherwise set forth in the Public Charter Schools Act as amended.
2. Employ the Chief Executive Officer of the ACSI Corporation, establish evaluation criteria for the CEO, and perform annual evaluations of the CEO's performance.
3. To appoint and remove Directors.
4. To provide oversight of the affairs of ACSI and its rules, regulations and policies.
5. To enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of ACSI.
6. To act as trustee under any trust incidental to ACSI's purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust.
7. To acquire real or personal property, in the name of ACSI, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property.
8. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
9. To indemnify and maintain insurance on behalf of any of its Directors, officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of the Chapter 52, Title 33, Idaho Code and limitations noted in these Bylaws.

10. To provide oversight over the hiring of employees either on an at-will basis or via a written contract.

C. Number of Directors

The number of voting Directors of ACSI shall be not less than three (3) nor more than eleven (11). The Board may have non-voting members of the board as determined below. The Board shall fix the exact number of Directors, within these limits, by Board resolution or amendment of the Bylaws.

D. Appointment of Directors

1. The Board shall appoint the Directors by a vote of a majority of the voting Directors then in office, whether or not the number of directors in office is sufficient to constitute a quorum, or by the sole remaining director. The Board shall consist of individuals who will serve the interests of ACSI faithfully and effectively.

2. Terms of Office

a. The term of office of all members of the initial Board of Directors shall be staggered, by designating approximately one-third of the Directors to one-, two- and three-year terms. Following the expiration of those designated terms, the term of each Director shall continue for three years.

b. The term of office of a Director appointed to fill a vacancy in these Bylaws begins on the date of the Director's appointment and continues for the balance of the un-expired term.

E. Removal of Directors

1. The Board may remove a Director without cause as provided by the Idaho Nonprofit Corporation Act. The board may also remove any Director with cause who:

a. has failed to attend four or more of the Board's Regular Meetings in any calendar year;

b. has been declared of unsound mind by a final order of court; has been convicted of any felony;

c. has been found by a final order or judgment of any court to have breached any duty imposed by the Idaho Nonprofit Corporation Law;

d. violates the confidence of an executive session (see Section VI.F. below); or

e. for such other good causes as the Board may determine.

2. Written notice of removal of an appointed director shall be given to the individual and the removal is effective as of the date of notice, unless the notice specifies a future effective date.

F. Resignation by Director

A Director may resign by giving written notice to the Board Chair or Secretary. The resignation is effective on the giving of notice, or at any later date specified in the notice.

G. Vacancies

A vacancy is deemed to occur on the effective date of the resignation of a Director, upon the removal of a Director, upon declaration of vacancy pursuant to these Bylaws, or upon a Director's death, or any other cause. A vacancy is also deemed to exist upon the increase by the Board of the authorized number 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 appointed and qualified.

H. Compensation of Directors

Directors shall serve without compensation. However, Board members may be reimbursed for actual and necessary expenses while conducting ACSI business.

IV. PRINCIPAL OFFICE

ACSI's principal office shall be at the ACSI registered office as noted in the Articles of Incorporation, or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in principal office on the copy of the bylaws maintained by the secretary.

V. MEETINGS OF THE BOARD

A. Place of Meetings

Board Meetings shall be held at ACSI's principal office or at any other reasonably convenient place as the Board may designate and in compliance with the Idaho Open Meetings Law, Idaho Code §§ 74-201 through 74-208.

B. Annual Meetings

An Annual Meeting shall be held each year at such date as determined by the Board, for the purpose of installing Directors, electing officers, making and receiving reports on corporate affairs, and transacting other business as comes before the meeting.

C. Regular Meetings

Regular Meetings shall be held on the second Wednesday of the month, or at such other date as determined by the Board, at the principal office and shall be open to the public. With proper notice, the Chair may reschedule or cancel regular meeting(s) to avoid holding meetings on holidays, to ensure the availability of a quorum of Directors, or for other valid cause, providing no less than 11 regular meetings per year are held and cancellation of consecutive back-to-back meetings does not occur.

D. Special Meetings

Special Meetings can be held at any time, called by the Chair or by any three Directors and shall comply with the Idaho Open Meeting Law.

E. Adjournment

A majority of the Directors present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at

the meeting adjourned, except if the meeting is adjourned for longer than 24 hours. Notice of the adjournment shall be given as specified in these Bylaws.

F. Notices

Notices of Board Meetings shall be given as required by the Idaho Open Meeting Law.

G. Waiver of Notice

Notice of a meeting need not be given to a Director who signs a waiver of notice or written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or attends the meeting without protest prior to the meeting or at its commencement, of the lack of notice. The Secretary shall incorporate all such waivers, consents and approvals into the minutes of the meeting.

H. Meeting Agendas.

Meeting agendas shall be created, amended and posted in accordance with the Idaho Open Meeting Law.

VI. ACTIONS BY THE BOARD

A. Quorum

A quorum consists of a majority of the fixed number of voting Directors.

B. Action by the Board

1. **Actions Taken at Board Meetings.** The actions taken and decisions made by a majority of the voting Directors present at a meeting duly held at which a quorum is present are the actions and decisions of the Board, except for the purposes of appointing committees and delegating authority thereto, or amending ACSI's Bylaws, where the action of a majority of voting Directors then in office is required by Chapter 52, Title 33, Idaho Code or as set out in these Bylaws. The Board may continue to transact business at a meeting at which a quorum was originally present, even though Directors withdraw, provided that any action taken is approved by at least a majority of the quorum required.
2. **Board Meeting by Telecommunication Devices.** Directors may participate in a Board meeting through use of telecommunication devices, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting. All board meetings conducted by telephone conference call shall fully comply with the Idaho Open Meeting Law.

C. Committees

1. **Appointment of Committees.** The Board may appoint one or more Board Committees by vote of the majority of Directors. A Board Standing Committee will consist of at least one Director, who shall serve at the pleasure of the Board.
2. **Authority of Board Committees.** The Board may delegate to a Board committee any of the authority of the Board, except with respect to:

- a. the filling of vacancies on the Board or any committee which has the authority of the Board.
 - b. the amendment or repeal of any Board resolution or the adoption of new resolutions.
 - c. the amendment or repeal of Bylaws or the adoption of new Bylaws.
 - d. the appointment of other committees of the Board, or the members of the committees.
 - e. the expenditure of corporate funds to support a nominee for Directors.
 - f. the approval of any self-dealing transaction, as defined by Chapter 52, Title 33, Idaho Code.
3. Procedures of Committees. The Board may prescribe the manner in which the proceedings of any Board Committee are to be conducted. In the absence of such prescription, a Board Committee may prescribe the manner in which the proceedings of its committee are conducted, except that the regular and special meetings of the Committee are governed by the provisions of these Bylaws with respect to the calling of meetings.

D. Standard of Care

1. Performance of Duties. Each Director shall perform all duties of a Director, including duties on any Board Committee, in good faith, in a manner the Director believes to be in ACSI's best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.
2. Reliance on Others. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:
 - a. one or more officers or employees of the corporation whom the Directors believes to be reliable and competent in the matters presented;
 - b. legal counsel, independent accountants or other persons as to matters that the Director believes are within that person's professional or expert competence; or
 - c. a Board Committee on which the Director does not serve, as to matters within its designated authority, provided the Director believes the Committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.
3. Investments. In investing and dealing with all assets held by ACSI for investment, the Board shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of ACSI's capital. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board. No investment violates this section where it

conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to ACSI.

E. Participation in Voting

A quorum of the board consists of a majority of the Directors in office immediately before a meeting begins. The action of the majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board. A majority of the committee members fixed and appointed by the Board shall constitute a quorum for the transaction of business at a meeting of such committee. The action of the majority of the committee members present at a meeting at which a quorum is present shall be the action of the committee.

F. Executive Sessions

Executive sessions may be held during any meeting after the presiding officer has identified the authorization under this act for the holding of such executive session pursuant Idaho Code Section 74-206. Every Director has a duty to maintain the confidentiality of all Board executive session deliberations, and discussions. Any Director violating this confidence may be removed from the Board.

No executive session may be held for the purpose of taking any final action or making any final decision.

VII. OFFICERS

A. The Officers of ACSI consist of a President (hereinafter “Chair”), Vice President (hereinafter “Vice Chair”), a Secretary and a Treasurer. The Secretary position may be filled by the Board clerk. ACSI also may have such other officers as the Board deems advisable.

1. Chair. Subject to Board control, the Chair leads the Board to provide oversight of ACSI. If present, the Chair shall preside at Board meetings. The Chair shall be a voting director.
2. Vice Chair. If the Chair is absent or disabled, the Vice Chair shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform other such duties as the Board may prescribe. The Vice Chair shall be a voting director.
3. Secretary. The Secretary shall:
 - a. keep or cause to be kept at ACSI's principal office, or such other place as the Board may direct, a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings. The book of minutes may be kept electronically;
 - b. keep or cause to be kept a copy of ACSI's Articles of Incorporation and Bylaws, with amendments;

- c. give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and
 - d. have such other powers and perform such other duties as the Board may prescribe.
 - 4. Treasurer. The Treasurer shall assist the Board in the oversight of ACSI schools and ACSI corporation financial management.
- B. Election, Eligibility and Term of Office
 - 1. Election. The Board shall elect the officers annually at the Annual Meeting or a Regular Meeting designated for that purpose or at a Special Meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.
 - 2. Eligibility. A Director may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the Chair.
 - 3. Term of Office. Each officer serves at the pleasure of the Board, holding office until resignation, removal or disqualification from service, or until his or her successor is elected.
- C. Removal and Resignation

The Board may remove any officer, either with or without cause, at any time. Such removal shall not prejudice the officer's rights, if any, under an employment contract. Any officer may resign at any time by giving written notice to ACSI, the resignation taking effect on receipt of the notice or at a later date specified in the notice.

VIII. ADVISERS TO THE BOARD

The Board may utilize advisers to provide advice to the Board on items on which the adviser has a particular skill, education or expertise. Advisers are not board members and do not have authority to make decisions on behalf of the Board or ACSI. Advisers are appointed by a majority vote of the Board.

IX. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for ACSI's debts, liabilities, or other obligations.

X. INDEMNIFICATION OF CORPORATE AGENTS

ACSI may, in accordance with Idaho Code §30-30-626, indemnify any Director, officer, or employee of ACSI against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person is made a party, or is threatened to be made a party, by reason of being or having been an officer, except in relation to matters as to which such person

is judged to be liable for willful misconduct in the performance of such person's duties to ACSI.

All officers and directors of ACSI shall comply with the general standards of conduct contained in Idaho Code § 30-30-623.

XI. INSURANCE FOR CORPORATE AGENTS

The Board may, through adoption of a resolution or simple motion, authorize the purchase and maintenance of insurance on behalf of any Director, officer, employee or other agent of ACSI, against any liability other than for violating provisions of laws relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not ACSI would have the power to indemnify the agent against such liability under the provisions of the Idaho Charter Schools Act.

XII. SELF-DEALING TRANSACTIONS

Except as may otherwise be provided by the Act or the Articles, no contract or other transaction between ACSI and one or more of the Directors or any other corporation, firm, association or entity in which a Director of ACSI has an interest shall be voided of doing business with ACSI subject to the provisions section 33-5204 and 33-507 or other relevant sections of Idaho Code.

XIII. OTHER PROVISIONS

A. Fiscal Year

The fiscal year of ACSI begins on July 1st of each year and ends on June 30th of the following year.

B. Execution of Instruments

Except as otherwise provided in these Bylaws, the Board may, through adoption of a resolution or simple motion, authorize any officer or agent of ACSI to enter into any contract or execute and deliver any instrument in the name of, or on behalf of ACSI. Such authority may be general or confined to specific instances.

Unless so authorized, no officer, agent, or employee shall have any power to bind ACSI by any contract or engagement, to pledge ACSI's credit, or to render it liable monetarily for any purpose or any amount.

C. Checks and Notes

Except as otherwise specifically provided by the Board (via majority vote at a public meeting or by resolution), checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of ACSI may be signed by the Chair or ACSI CEO.

D. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Idaho Charter Schools Act and Idaho Nonprofit Corporation Act shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both a corporation and a natural person. The captions and headings in these Bylaws are for conveniences for reference only and are not intended to limit or define the scope or effect of any provisions.

E. Conflict of Interest

Any Director, Officer, key employee, or committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure in writing of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to ACSI's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist or can be reasonably construed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). Each of the Directors and the Board of Directors shall at all times comply with the Ethics in Government Act, Idaho Code sections 74-401 *et seq.* and shall comply with the General Standards for Directors, Idaho Code section 30-30-623. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest policies requiring:

- a. regular annual statements from Directors, officers, key employees to disclose existing and potential conflict of interest; and
- b. corrective and disciplinary actions with respect to transgressions of such policies.

For the purpose of this section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she, or a spouse is the party (or one of the parties) contracting or dealing with ACSI, or is a director, trustee or officer of, or has a significant financial or influential interest in the entity contracting or dealing with ACSI.

F. Interpretation of Charter

Whenever any provisions of these Bylaws are in conflict with the provisions of the Charter, the provisions of these Bylaws control.

G. Directors Right to Inspect Corporate Records

Every director shall have the right at any time to inspect all books, records, documents, and physical properties of the Corporation to the extent permitted by state and federal laws and rules and subject to the confidentiality rights of staff, students and others.

XIV. AMENDMENT


A majority of Directors may adopt, amend or repeal these Bylaws at any regularly scheduled or special meeting of the Board with appropriate public notice as required herein.

The foregoing Bylaws were regularly adopted by the Board of Directors of AMERICAN CLASSICAL SCHOOLS OF IDAHO, INC. at the meeting of the Board of Directors held on the 22nd day of February 2024.


Chairman of the Board

CERTIFICATE OF SECRETARY

The undersigned does hereby certify that the undersigned is the Secretary of the American Classical Schools of Idaho, a nonprofit corporation duly organized and existing under the laws of the State of Idaho, that the foregoing Bylaws of said corporation were duly and regularly adopted as such by the Board of Directors of said corporation, whose Directors are the only members of said corporation; and that the above and foregoing Bylaws are now in full force and effect.


Secretary of the Board