

# Bylaws of Spokane International Academy

## ARTICLE I OFFICES

**1.01 Registered Office and Registered Agent.** The registered office of the Corporation (Spokane International Academy – “SIA”) shall be located in the state of Washington at such a place as may be fixed from time to time by the Board of Directors upon filing of such notice as may be required by law. The registered agent shall have a business office identical with such registered office.

## ARTICLE II CHARITABLE PURPOSES/NEGATION OF PECUNIARY GAIN

**2.01 Charitable purposes.** SIA is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, as designated in the Articles of Incorporation, filed with the Secretary of State on May \_\_\_\_, 2014, and as amended thereafter.

Notwithstanding any provisions of these Bylaws to the contrary, SIA shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization qualified for tax-exempt status under 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. Furthermore, SIA shall neither conduct nor carry on any activities, which subject it to liability for excise taxes imposed pursuant to 4941, 4942, 4943, 4944, or 4945 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

SIA shall not devote any part of its activities to carrying on propaganda, nor shall it participate or intervene in the political campaign on behalf of any candidate for public office.

**2.02 Negation of pecuniary gain.** No part of the net earnings of SIA shall ever inure to or for the benefit of or be distributable to its directors, officers, or other private persons, except that SIA shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

## ARTICLE III MEMBERS

**3.01 Membership.** SIA shall have no members.

## ARTICLE IV BOARD OF DIRECTORS

**4.01 Number and Powers.** The management of all the affairs, property, and interests of SIA shall be vested in a Board of Directors. The Board of Directors shall consist of no fewer than eight (8) and no more than fourteen (14) Members. The terms of the directors shall be three (3) years, expiring at the annual meeting following their election. One-third of the Board shall be elected in any given year. At each annual meeting, the directors shall be elected to succeed the directors whose terms expire at such meeting. In addition to the powers and authorities expressly conferred upon it by these Bylaws and

Articles of Incorporation, the Board of Directors may exercise all such powers of SIA and do all such lawful acts and things necessary to carry out the business of SIA.

**4.02 Term limits.** Directors may serve up to a maximum of three (3) terms or a total of nine (9) years, after which he or she may not be re-elected for one (1) term. Notwithstanding the foregoing, in the event SIA cannot find a new member to fill the vacant position of the Board of Directors, the remaining members of the Board of Directors may, by unanimous vote, elect to waive the term limits provision for such period.

**4.03 Change of Number.**

- a. The current number of directors serving may at any time be increased or decreased, between eight (8) and fourteen (14) Members, by a majority vote of the entire Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent member.
- b. The number of directors authorized to serve on the Board of Directors under these Bylaws may at any time be increased or decreased by an amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

**4.04 Vacancies.** All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors. At such time as the Board of Directors may drop below the minimum number of eight (8), whether by resignation, death or otherwise, the Board of Directors shall be authorized to carry out business with that reduced number for the maximum period required to fill the vacant position(s). A director elected to fill any vacancy shall hold office for the unexpired term of the predecessor director and until a successor is elected and qualified.

**4.05 Regular Meetings.** Regular meetings of the Board of Directors may be held at SIA's business office or at such other place or places, either within or without the state of Washington, as the Board of Directors may from time to time designate. The annual meeting shall be held each year during the month of August at a date, time and place as the Board of Directors shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the Board of Directors held, with the proper notice, not less frequently than once each calendar quarter. Minutes shall be kept at all meetings of the Board of Directors.

**4.06 Special Meetings.** Special meetings of the Board of Directors may be called at any time by the Board Chair or upon written request by any two directors. Such meetings shall be held with proper notice and held at the registered office of SIA or at such other place or places as the directors may from time to time designate. Minutes shall be kept of all Special Meetings.

**4.07 Notice.** Notice of all meetings of the Board of Directors (regular, annual and special) shall be provided in accordance with the Washington Open Public Meetings Act, and given to each director by seven (7) days prior service of the same by email, letter or personal delivery.

**4.08 Posting Electronic Notice.** Notice may be provided to directors by posting the notice on an electronic network and delivering to such directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient.

**4.09 Quorum.** A majority of the Members of the entire Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

**4.10 Manner of Acting.** The act of the majority of the directors present at a meeting at which there is a quorum shall be the act of the Board of Directors, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington Law.

**4.11 Meetings by Telephone.** Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board of Directors or committee via conference call, video call, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation via such means shall constitute presence in person at a meeting. In accordance with public meeting requirements, all information related to how to access these meetings will be posted at SIA, and provided for on the meeting Notice.

**4.12 Voting.** Unless otherwise identified herein, the voting on any motion or resolution shall pass by a simple majority vote of the members present at the meeting. Each member of the Board of Directors is entitled to one vote on any issue. Voting by proxy is not allowed.

**4.13 Registering Dissent.** A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director's dissent or abstention is specifically requested to be recorded in the minutes at the time of the meeting, or the director shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

**4.14 Loans.** No loans shall be made by the Corporation to any director.

**4.15 Removal.** Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the entire Board of Directors. Notice stating that a named director shall be considered for removal and the cause, if any, for such removal must be provided in accordance with the Washington Open Public Meetings Act, and mailed to the director prior to a duly called meeting of the Board of Directors at the same time and in the same manner prescribed for the notice of the meeting.

## ARTICLE V OFFICERS

**5.01 Designations.** SIA shall have, without limitation, a Board Chair and a Secretary. All officers shall be elected at the annual meeting for terms of one (1) year by the Board of Directors. Such officers shall hold office until their successors are elected and qualify. Any two or more offices may be held by the same person, except the offices of Board Chair and Secretary.

**5.02 Board Chair.** The Chair shall preside at all meetings of the Board of Directors, shall perform such other duties as are incident to the office or are properly required of the Chair by the Board of Directors.

**5.03 Vice Chair.** During the absence or disability of the Chair, the Vice Chair shall exercise all the functions of the Chair. The Vice Chair shall have such powers and discharge such duties as may be assigned to the Vice Chair from time to time by the Board of Directors.

**5.04 Secretary and Assistant Secretary.** The Secretary, or his/her designee, shall issue notices for all meetings, shall keep minutes of all meetings, shall have charge of the corporate books, shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary of the Board of Directors and shall maintain all committee reports.

**5.05 Treasurer.** The Treasurer, or his/her designee, shall have access to and keep all financial records for SIA. They shall also render to the Board of Directors from time to time as may be required, an account of all transactions undertaken by SIA and of the financial condition of SIA. The Treasurer shall have no authority to spend or to allow the spending of money from any accounts held in the name of SIA. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. The Treasurer shall provide a monthly report of the financial condition of SIA to the Board of Directors. They are also required to serve as the chair of the finance committee.

**5.06 Delegation.** If any officer of the Corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any person it may select.

**5.07 Vacancies.** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board of Directors.

**5.08 Other Officers.** The Board of Directors may appoint or retain such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**5.09 Loans.** No loan shall be made by the Corporation to any officer.

**5.10 Term-Removal.** The officers shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the entire Board of Directors.

**5.11 Reimbursements.** The officers of the Corporation shall receive no salary. However, officers shall be reimbursed for reasonable expenses actually incurred in the performance of their duties.

**5.12 Repayment.** Any payments made to a director, officer, or other employee of SIA for compensation, salary, bonus, interest, rent, or expense incurred by the party which shall be determined to be unreasonable in whole or in part by the Internal Revenue Service pursuant to 4941(d)(2)(E) of the Internal Revenue Code of 1986, as amended, shall be reimbursed to SIA by such director, officer, or employee to the full extent of such determination of unreasonableness. It shall be the duty of the Board of Directors to enforce repayment of each such amount. In lieu of repayment by the director, officer, or employee, subject to the determination of the Board of Directors, amounts may be withheld from the future compensation or expense reimbursement payments of the director, officer, or employee, to the extent permitted by law, until the amount owed shall have been recovered.

## ARTICLE VI EXECUTIVE DIRECTOR/SCHOOL LEADER

**6.01 Executive Director/School Leader.** The Board of Directors may select an Executive Director/School Leader who shall be responsible for the administration and conduct of the business and affairs of SIA pursuant to guidelines established by the Board of Directors. The Executive Director/School Leader may be compensated for services in that capacity in such amount and manner as the Board of Directors shall determine.

**6.02 Board Service.** The Executive Director/School Leader may serve on the Board of Directors in a nonvoting capacity at the discretion of the Board of Directors.

**6.03 Liaison.** The Executive Director/School Leader shall act as a liaison between the Board of Directors and the staff and employees of SIA. The Executive Director/School Leader shall have primary authority with respect to SIA employees, pursuant to any personnel or other policies adopted by the Board

of Directors, while leaving the ability for the Board of Directors to ultimately make decisions that are in the best interest of the Corporation. The Executive Director/School Leader shall also make salary recommendations for the employees of SIA.

**6.04 Removal.** The Executive Director/School Leader may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the entire Board of Directors.

**6.05 Loans.** No loan shall be made by the Corporation to the Executive Director/School Leader.

## ARTICLE VII COMMITTEES

**7.01 Creation.** The Board of Directors may appoint, from time to time, standing or ad hoc committees. Such committees may be vested with such powers as the Board of Directors may determine by resolution passed the Board of Directors. Provided that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any Member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the Corporation or adopting a plan for the distribution of the assets of the Corporation; amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee or such other act(s) as only the Board of Directors may perform under the Corporation's Articles of Incorporation and Bylaws or otherwise under law.

**7.02 Notice and Minutes.** All committee meetings are required to provide notice of the meetings as required under Washington's Open Public Meetings Act. All committees shall keep regular minutes of the transactions of their meetings and shall promptly provide them to the Secretary to be recorded in books kept for that purpose. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any Board Member of any responsibility imposed by law.

### **7.03 Standing and Ad Hoc Committees.**

- a. **Standing Committee.** A committee designated as a Standing Committee shall serve continuously until such time as the Board of Directors dissolves such committee by a vote of the Board of Directors. Standing Committees will be charged with assisting the Board of Directors with the continuous management and operation of SIA.
- b. **Ad Hoc Committee.** A committee designated as an Ad Hoc Committee shall be formed by a vote of the Board of Directors, and shall serve on a temporary basis for the purpose of assisting the Board of Directors in any particular matter as the Board of Directors may designate. Ad Hoc Committees shall be automatically dissolved at the conclusion of the matter for which they were created or upon a vote of the Board of Directors.

**7.04 Membership.** Membership on Standing or Ad Hoc Committees shall be by appointment of the Board of Directors. Upon formation of a committee, at least one Board Member or officer shall be designated to serve on such committee. The Board Member or officer serving on the committee shall be the liaison between the Board of Directors and the committee.

**7.05 Duties - Communication with Board of Directors.** Committees shall be charged with whatever duties the Board of Directors may designate in accordance with the purposes for which the committee was created. All committees shall have an obligation to ensure that the minutes of committee meetings are kept and regular reporting is made to the Board of Directors.

**7.06 Dissolution.** Standing Committees shall serve indefinitely until dissolution by the Board of Directors. The Board of Directors shall have the ability to dissolve any Standing Committee at any time by a majority vote of the entire Board of Directors. Ad Hoc Committees may be dissolved by a simply majority vote of the Board Members present at any regularly scheduled meeting, and may also be automatically dissolved upon completion of the purposes for which they were created.

#### ARTICLE VIII RULES OF PROCEDURE

The rules of procedure at meetings of the Board of Directors and committees of the Board of Directors shall be rules as adopted by the Board of Directors, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any further resolution of the Board of Directors.

#### ARTICLE IX DEPOSITORIES

The monies of SIA shall be deposited in the name of SIA in such bank or credit union as the Board of Directors shall designate. Money will be spent and recorded in accordance with the established financial policies of SIA.

#### ARTICLE X NOTICES

All notices shall be made in accordance with the Washington Open Public Meetings Act. Except as may otherwise be required by law, any notice to any director or officer may be delivered personally or by mail or e-mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address, postage prepaid. If e-mailed, the notice shall be deemed to have been delivered when sent, unless returned by an automated notification of failure to deliver.

#### ARTICLE XI INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

SIA shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law, but shall not be required to indemnify anyone in a suit filed against SIA, or by SIA against the officer, director, employee or agent. SIA shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not SIA would have the power to indemnify such person against such liability under the provisions of this Article.

#### ARTICLE XII CONTRACTS AND CONVEYANCES

All contracts, deeds, conveyances, negotiable instruments, and other instruments of like character which have first been approved by the Board of Directors shall be signed by the Chair or Vice Chair and by the Secretary or as otherwise directed by the Board of Directors. No contract of any officer of SIA shall be valid without previous authorization or subsequent ratification of the Board of Directors.

#### ARTICLE XIII BOOKS AND RECORDS

SIA shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principle place of business, or at the office of its transfer agent or registrar, a record of its Directors, giving the names and addresses of all Directors.