

**AMENDED AND RESTATED BYLAWS
OF
LIBERTY CHARTER SCHOOL
(Formerly Nampa Charter School, Inc.)
July 2012**

Article I – Membership

The Corporation shall have no members.

Article II – Board of Directors

A. Powers

The Board shall conduct or direct the affairs of the Corporation and exercise its powers subject to the limitations of the Idaho Nonprofit Corporation Act, the Articles of Incorporation, and these Bylaws. The Board may delegate the management of the activities of the Corporation to others so long as the affairs of the Corporation are managed and its powers are exercised under the Board's ultimate jurisdiction.

Without limiting the generality of the powers here granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws and the following specific powers:

1. To appoint and remove officers, agents, employees of the Corporation; to prescribe powers and duties for them; and to fix their compensation.
2. To conduct, manage, and control the affairs and activities of the Corporation and to make rules and regulations.
3. 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 the Corporation.
4. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, encumber, convey, or otherwise dispose of such property.
5. 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 Idaho Nonprofit Corporation Act and the limitations noted in these Bylaws.

B. Number of Directors and Term

There shall be five (5) Directors of the Corporation serving in staggered terms for which not more than two (2) such terms will expire in any year. The five (5) seats of the Directors shall be designated, solely for identification, with the letters A through E, and the expiration for the terms of the Directors.

The Directors' terms shall expire at the adjournment of the Annual Meeting of the Directors in the year set by each letter designation. Directors will be appointed to serve three-year terms.

C. Appointment of Directors

1. Qualification. The Directors holding seats A and B shall be either a parent or guardian of a student enrolled in the School at the time of their appointment.

The Directors holding seats C and D need not be a parent or guardian of a student, but must be conversant with and supportive of the Harbor School Method™ as evidenced by their service for at least five (5) years as a Director on Liberty Charter School's Board of Directors while Rebecca Stallcop was an administrator, by having taught for at least five (5) years at liberty Charter School while Rebecca Stallcop was an administrator, or by having been endorsed or certified as being conversant with both the philosophy and technique of the Harbor School Method™ be either Rebecca Stallcop or the entity holding the intellectual property rights for the Harbor School Method™.

The Director holding Seat E must either (i) be the parent or guardian of a student enrolled in the School at the time of appointment, or (ii) meet the criterion for appointment to Seats C or D.

2. Appointing. Directors will be appointed to fill vacancies on the Board by majority vote of remaining Directors, even if less than a quorum, at the Corporation's annual meeting, held pursuant to Section IV.B.
3. Term. Directors shall be appointed to a three (3) year term of office. Each Director shall serve until his/her successor is appointed by the Board at the annual meeting of the Corporation.

D. Removal of Directors

A Director may be removed without cause as provided by in the Idaho Nonprofit Corporation Act. A Director may also be removed for the following acts:

1. Has failed to attend four (4) or more of the Board's Regular Meetings in any calendar year;
2. Has been declared of unsound mind by a final order of court;
3. Has been convicted of a felony; or
4. Has been found by a final or judgment of any court to have breached any duty imposed by the Idaho Nonprofit Corporation Act.

E. Resignation of a 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 any later date specified in the notice.

F. Vacancies

A vacancy shall be declared by the Board of Directors when any person has been appointed but has failed to qualify for office, or within 30 days of when any Director shall (a) die; (b) resign as Director; (c) refuse to serve as Director, (d) without excuse acceptable to the Board of Directors, fail to attend four (4) consecutive Regular Meetings of the Board; or (e) be removed as provided in the Bylaws.

Such declaration of vacancy shall be made at any Regular or Special Meeting of the Board of Directors, at which any of the above-mentioned conditions are determined to exist.

Any vacancy on the Board may be filled by an appointment made by the Board of Directors.
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G. Compensation of Directors

Directors shall serve without compensation. However, the Board may approve reimbursement of a Director's actual, reasonable, and necessary expenses directly related to the performance of a Director's duties and obligations as a member of the Board of Directors.

Article III – Principal Office

The Corporation's principal office shall be at 9955 Kris Jensen Lane, Nampa, Idaho 83686, or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in the principal office on the copy of the Bylaws maintained by the Secretary.

Article IV – Meetings of the Board

A. Place of Meetings

Board Meetings shall be held at the Corporation's principal office or at any other reasonably convenient place as the Board may delegate. Board meetings shall comply with all laws and rules regarding open meetings, where applicable.

B. Annual Meetings

The annual meeting of the Directors of the Corporation for the appointment of Directors and election of Officers to succeed those whose terms expire and for the transaction of other business as may properly come before the meeting, shall be held each year at the **Regular July meeting**. If the annual meeting of the Directors be not held as herein prescribed, the appointment of Directors and election Officers may be held at any meeting called thereafter pursuant to these Bylaws.

C. Regular Meetings

Regular meetings shall be held at various times within the year as the Board determines.

D. Special Meetings

A Special Meeting shall be held at any time called by any two (2) Directors.

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 twenty-four (24) hours, notice of the adjournment shall be given as specified in these Bylaws.

F. Notices

Notice of the time and place of the annual meeting of the Directors or of any monthly meetings of the Directors shall not be given by mailing written or printed notice of the same but shall be posted at the school and on the Liberty Charter School website.

No special meeting shall be held without at least a twenty-four (24) hour meeting notice unless an emergency exists. The notice for a special meeting shall include at a minimum the meeting date, time, place and name of the Charter School calling for the meeting.

Article V – Action by the Board

A. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present at such meeting, a majority of the Directors present may adjourn the meeting.

B. Action by the Board

The actions done and decisions made by a majority of the Directors present at a meeting duly held at which a quorum is present are the actions and decision of the Board. 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.

C. Committees

1. **Appointment of Committees.** The Board may appoint one or more Board Committees by vote of the majority of Directors. A Board Committee will consist of not less than two (2) Directors, 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. Filling vacancies on the Board or any Committee which has the authority of the Board.
 - b. The amendment or repeal of any Board resolution.
 - 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 approval of any self-dealing transaction, as defined by the Idaho Nonprofit Corporation Act.
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 of conducting its proceedings, 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 the Corporation'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 Director 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 the Corporation 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 probably safety of the Corporation'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 the Corporation.

E. Rights of Inspection

Every Director has the right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information in addition to any obligations imposed by any applicable federal, state, or local law.

F. Participation in Discussions and Voting

Every Director has the right to participate in the discussion and vote on all issues before the Board or any Board Committee, except that a Director shall be excused from the discussion and vote on any matter involving: (a) a self-dealing transaction, (b) conflict of interest, (c) indemnification of that Director, or (d) any other matter at the discretion of a majority of the Directors then present.

G. Open Meeting Laws

All meetings or other Board action of the Board of Directors shall be subject to the Open Meeting Laws of the State of Idaho.

Article VI – Officers and Elections

A. Officers

The officers of the Corporation consist of a President (hereinafter "Chair"), Vice President (hereinafter "Vice Chair"), a Secretary (hereinafter "Secretary"), and a Treasurer (hereinafter "Treasurer"). The Corporation also may have such other officers as the Board deems advisable.

1. Chair. Subject to Board control, the Chair has general supervision, direction, and control of the affairs of the Corporation, and such other powers and duties as the Board may prescribe. If present, the Chair shall preside at Board meetings.
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 such other duties as the Board may prescribe.
3. Secretary. The Secretary shall: (a) keep or cause to be kept, at the Corporation'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 is Special, how authorized), the notice given, the names of those present, and the proceedings; (b) keep or cause to be kept a copy of the Corporation'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: (a) keep or cause to be kept adequate and correct accounts of the Corporation's properties, receipts, and disbursements; (b) make the books of account available at all times for inspection by any Director; (c) deposit or cause to be deposited the Corporation's monies and other valuables in the Corporation's name and to its credit, with the depositories the Board designates; (d) disburse or cause to be disbursed the Corporation's funds as the Board directs; (e) render to the Chair and the Board, as requested but no less frequently than once every fiscal year, an account of the Corporation's financial transactions and financial condition; (f) prepare any reports on financial issues required by an agreement on loans; and (g) have such other powers and perform such other duties as the Board may prescribe.

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. Officers of the Corporation must also be duly appointed Directors of the Corporation. A Director may hold any number of offices, except that neither the Secretary nor the 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. If an officer resigns or is removed as a Director, then such individual shall also be removed as an officer.

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 the Corporation, the resignation taking effect on receipt of the notice or at a later date if specified in the notice.

Article VII – Non-Liability of Directors

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

Article VIII – Indemnification of Corporate Agents

The Corporation shall indemnify any Director, officer, employee, or other agent of this Corporation who has been successful (1) on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, the Corporation's agent, or (2) in defense of any claim, issue, or matter therein. In such case, the Corporation will provide indemnity against expenses actually and reasonably incurred by the person in connection with such proceeding.

If the corporate agent either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation, but only to the extent allowed by, and in accordance with the requirements of, the Idaho Nonprofit Corporation Act.

Article IX – Insurance for Corporate Agents

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director, officer, employee, or other agent of the Corporation against any liability other than for violating provisions of law 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 the Corporation would have the power to indemnify the agent against such liability under the provisions of the Idaho Nonprofit Corporation Act.

Article X – Self-Dealing Transactions

The Corporation shall not engage in any self-dealing transactions, except as approved by the Board. “Self-dealing transaction” means a transaction to which the Corporation is a party in which one or more of the Directors has a material financial interest (“interested Director(s)”). Notwithstanding this definition, a transaction which is part of a public or charitable program of the Corporation is not self-dealing transactions, and are subject to the Board’s general standard of care, if the transaction (a) is approved or authorized by the Board in good faith and without unjustified favoritism, and (b) results in a benefit to one of more Directors or their families because they are in a class of persons intended to be benefited by the program.

Article XI – Other Provisions

A. Fiscal Year

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

B. Execution of Instruments

Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power to bind the Corporation by any contract or engagement, to pledge the Corporation’s credit, or to render it liable monetarily for any purpose or any amount.

C. Checks and Notes

Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, order for the payment of money, and other evidence of indebtedness of the Corporation may be signed by the Chair or Treasurer.

D. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the 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 convenience of reference only and are not intended to limit or define the scope of 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 of Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board of 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 the Corporation’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, 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). 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:

1. Regular annual statements from Directors, officers, and key employees to disclose existing and potential conflicts in interest; and
2. 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 is the part (or one of the parties) contracting or dealing with the Corporation, or is a director or officer of or has a significant financial or influential interest in the entity contracting or dealing with the Corporation.

F. Interpretation of Charter

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

Article XII – Amendment

A majority of the Directors may adopt, amend, or repeal these Bylaws.

Certificate of Secretary

The undersigned does hereby certify that he or she is the Secretary of Liberty Charter School, Inc., an Idaho nonprofit corporation duly organized and existing under the laws of the State of Idaho, that the foregoing Amended and Restated Bylaws of said Corporation were duly and regularly adopted as such by the Board of Directors of said Corporation at its meeting on _____, 2008; and that the above and foregoing Amended and Restated Bylaws are now in full force and effect.

Secretary