

BYLAWS OF THE NOVA SCHOOL ASSOCIATION

Article I Name

The name of the corporation is The NOVA School Association ("NOVA").

Article II Offices

The principal and registered office of the NOVA School Association is 2020 22nd Avenue SE, Olympia, Washington 98501. The office and/or the name of the registered agent maybe changed at any time by the Board of Trustees.

Article III Purposes and Organization

- 1. Operation of NOVA School:** The primary purpose of the corporation is to establish and operate the NOVA School for academically capable youth, and to enrich the education development of capable youth in the community. NOVA School is an independent middle school for academically talented students offering innovative curriculum in a uniquely personal environment designed to challenge, motivate, and stimulate capable learners.
- 2. Nondiscrimination Policy:** The NOVA School Association believes that every person has the right to educational and workplace surroundings that are free from all forms of unlawful discrimination. It is the NOVA School Association's policy that no person will be subjected to unlawful discrimination based on race, color, gender, gender identity, religion, age, marital status, sexual orientation, or any other basis prohibited by law. NOVA School's non-discrimination policy applies to all facets of its administration.
- 3. IRS 501(c)(3) Compliance:** The NOVA School Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code

Article IV Board of Trustees

- 1. Powers.** The business and affairs of the NOVA School Association is managed by the Board of Trustees ("the Board"). The Board sets the overall policy guiding the business and affairs of NOVA.
- 2. Number, Tenure, Selection of Trustees.** The Board consists of no fewer than seven (7) or more than twenty (20) people. Each trustee holds office for the term for which he or she is elected or until his or her successor is elected and qualified, or until earlier removed from office. The trustees are elected by the Board, including those trustees whose term will expire upon the election for the new trustees. The trustees serve a term of three (3) years, which may be modified to achieve staggered terms. The terms of the trustees are staggered so that the approximately one-third (1/3) of the trustees' terms end each year. No trustee may serve more than three terms, or nine consecutive years. Trustees are elected at the May meeting. In selecting new Board members, the Board will not discriminate on the basis of race, disability, gender, color, religion, national origin, or sexual orientation.
- 3. Compensation.** Trustees may not receive any compensation for their services as trustees, but

they may be reimbursed for reasonable expenses. Trustees who are also employees shall not participate in the decision as to his or her compensation as an employee.

4. **Removal and resignation.** A trustee may resign at any time. A trustee may be removed from the Board or from any committee, with or without cause, whenever, in the Board's judgment, the best interests of NOVA will be served by such removal. A trustee may be removed by a majority vote of a quorum of the trustees present at any annual or regular meeting or special meeting of the Board called for that purpose, provided that any trustee to be removed is notified in advance of such meeting and is provided a statement of the reason(s) for his or her removal. The trustee to be removed must be given an opportunity to be heard at the meeting at which such vote is to be taken.
5. **Vacancies.** Any vacancy occurring on the Board for any reason may be filled by the affirmative vote of a majority of the remaining trustees, though less than a quorum of the Board.

Article V Meetings of the Board of Trustees

1. **Annual Meeting.** The annual meeting of the board is held in June each year, unless otherwise ordered by the Board, for the purpose of electing officers and committee members, and reviewing the results of the operations of the NOVA School Association. Traditionally, both the outgoing trustees and the new trustees attend this meeting. New Board members attend as non-voting observers. The terms of outgoing trustees expire at the end of the meeting. The meeting dates for the following year are set at this meeting. Minutes of this meeting are considered notifications of the meeting dates for the following year.
2. **Regular Meetings.** The Board or the Executive Committee of the Board may change the dates of previously scheduled regular meetings with reasonable notice to Board members. No meeting is held during July unless otherwise directed by the Board. A meeting may be cancelled by the Executive Committee if the Executive Committee determines there is a lack of business or anticipated lack of attendance.
3. **Special Meetings.** The President or any three (3) trustees may call a special meeting of the Board at any time. The President or Secretary causes each trustee to be notified of the date, time, place and purposes of the meeting, at least 24 hours prior to the meeting. Notice may be provided by mail, fax, telephone call, or email. Final action may not be taken on any matter not included in the notice of the special meeting.
4. **Quorum.** A majority of the Board constitutes a quorum for the transaction of business at any meeting of the Board.

Action Taken Without Meeting. When efficiency or time sensitivity reasonably requires, the Board may take action without the formality of a meeting if all Board members entitled to vote on the matter unanimously consent to the action to be taken. This unanimous consent may be carried out using mail, fax or electronic mail. The written resolution and return mail, fax or email consents will be recorded in minutes submitted to the Board for approval at the next regular meeting. The return mail, fax, or email will be retained until the minutes are approved.

Article VI Officers

1. **Numbers and Elections.** At the annual meeting, the Board elects from its trustees a President, one or more Vice-Presidents, Secretary and Treasurer, each of whom continues to serve as a

trustee for the remainder of his or her term. The Board may create or abolish such other offices as it may deem necessary, and the person filling those offices need not be trustees.

2. **Term of Office.** The terms of each officer are one year from election or until his or her successor is elected, except for the President and Treasurer who may serve a two-year term. The Past President and Past Treasurer are encouraged to continue as trustees for the year after their terms in office.
3. **Resignation or Removal.** Any officer may be removed by the Board, with or without cause, whenever in the board's judgment the best interests of NOVA will be served. Such removal is without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not of itself create contract rights. Any officer may resign at any time by delivering written notice to the President of the Board.
4. **President.** The President presides at all meetings of the Board, sets the agenda with the assistance of the Executive Committee, executes all documents authorized by the Board, and advises and assists the Board with implementation of policy and programs.
5. **Vice-President.** The Vice-President performs the duties of the President during the President's absence or incapacity, together with such other duties as the Board or the President determines.

Article VII Head of School

The Board appoints the Head of NOVA School who is a **non-voting** member of the Board. The Head of School is responsible to the Board for the implementation of NOVA's policies and programs with the duties given to him or her by the Board. The Head of School is responsible for the overall administration of NOVA on a daily basis and has responsibility for:

- enrollment and the handling of admissions guidelines set by the Board;
- the hiring and termination of NOVA's staff, staff evaluation and pay, in conjunction with personnel policies adopted by the Board;
- ultimate disciplining of students;
- preparation of an annual budget, in conjunction with the Treasurer and finance committee, covering anticipated revenues and expenditures of NOVA and presentation of the budget to the Board for approval;
- maintenance and repairs within the guidelines set by the Facilities Committee;
- organization and implementation of in-service training programs for staff;
- participating in all fund-raising plans;
- health and safety of students;
- handling of all financial matters regarding the daily operation of NOVA within the guidelines set by the Finance Committee;
- attending meetings and seminars of educational associations;
- holding staff meetings and coordinating parent-teacher meetings;
- curriculum development and execution and coordination of testing programs.

In carrying out his or her responsibilities, the Head of School consults regularly with the Board and Board committees as appropriate. The compensation of the Head of School is set by the Board. There is no limitation on the term of the Head of School.

Article VIII Committees

1. No committee will incur indebtedness or otherwise make commitments legally binding upon the corporation, without Board permission.
2. Committees may include members who are not trustees.
3. **Executive Committee.** The Executive Committee consists of the President, Vice President, Head of School Past President, and others appointed by the Board. This committee plans for and guides the work of the Board. The board may delegate to the Executive Committee the powers and authority of the board in the management of the business and affairs of the corporation to the extent permitted by provisions of the law.
4. **Finance Committee.** The Board appoints a Finance Committee of no fewer than three (3) members, including the Head of School. This committee is responsible for making recommendations to the Board for the financial affairs of NOVA, including investment of general and special funds; submitting the annual budget, including the annual tuition, to the Board for approval; and selection and termination of an auditor and reviewing the audit results.
5. **Advancement Committee.** The Board appoints an Advancement Committee of no fewer than three (3) members. The Advancement Committee is responsible for making recommendations to the Board on matters relating to advancement activities, establishing annual fundraising goals for NOVA, reviewing for approval all proposed fundraising activities, and overseeing NOVA's fundraising and advancement activities.
6. **Strategy Committee.** The Strategy committee will be comprised of no fewer than (3) members. The Strategy Committee is responsible for managing the ongoing Real-Time Strategic Plan for the Board. Also, the Committee will coordinate big question development, as well as review and maintain the real-time strategy screen.
7. **Terms of Committee Members.** Unless sooner removed by the Board, the terms of committee members will be one year. Committee members may serve successive terms on committees and may serve on more than one committee. Each committee chair will make reports to the Board as needed or as requested by the President or the Board.
8. **Additional Committees.** The Board, by resolution adopted by a majority of the Board, may designate and appoint other committees.

Article IX Contracts, Checks, Deposits, and Gifts

1. **Contracts.** The Board may authorize any officer or other representative of the corporation to execute contracts on behalf of NOVA. Such authority may be general or confined to specific instances.
2. **Checks, Drafts, Etc.** All checks, order for payment of money, or other indebtedness issued in the name of NOVA must be signed by an officer or representative of NOVA who is designated by the Board. The Board may designate certain officers or other representatives of the corporation to execute instruments in limited amounts.
3. **Funds.** All income, contributions, and grants shall be deposited promptly in accounts to the credit of NOVA in such banks, trust companies or other depositories as the Board selects.
4. **Gifts.** The Board may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

Article X Books and Records, and Fiscal Year

- 1. Books and Records.** NOVA will cause to be established and maintained in accordance with generally accepted accounting principles, books and records of account, and will keep minutes of the proceedings of the Board.
- 2. Fiscal Year.** The Fiscal year of NOVA begins on the first day of July each calendar year and ends on the last day of June of each calendar year.

Article XI Amendment

- 1. Bylaws.** These bylaws may be amended, altered, or repealed by majority vote of the Board at any regular or special meeting of the Board, if the notice of the meeting includes that a change in the bylaws will be proposed at the meeting.
- 2. Articles.** The articles of incorporation of NOVA may be amended, altered or repealed by majority vote of the Board at any regular or special meeting of the Board, if the notice of the meeting includes that a change in the articles of incorporation will be proposed at the meeting.

Article XII Indemnification of Trustees and Officers

Any person who is or was a trustee or officer of NOVA shall be indemnified by NOVA against all expenses, action, suits, judgments, penalties, fines liabilities and claims and amounts paid in settlement of any thereof (including attorney's fees and any expense of establishing a right to indemnification) to the fullest extent permitted under applicable law, including but not limited to Chapter 23B.08.320 and 23B.08.500-.600 of the Revised Code of Washington. NOVA shall have the power to indemnify any employee or agent of NOVA to the fullest extent permitted by law (including advances of expenses), and as to any officer who is not a trustee of NOVA and any employee or agent of NOVA who is not a trustee, NOVA shall have the power to provide indemnification to such further extent as not prohibited by law. NOVA may purchase and maintain insurance on behalf of any such person, employee or agent to the fullest extent permitted by law.

I hereby certify the foregoing to be the bylaws of the NOVA School Association, which were adopted, as amended, at a regular meeting of the Board of Trustees on June 12th, 2018.

 . June 12th, 2018
Rebecca Green, Secretary