

BYLAWS
OF
ROLLING HILLS PUBLIC CHARTER SCHOOL, INC.
An Idaho Nonprofit Corporation

ARTICLE 1
OFFICES

Section 1.1 Offices

The Corporation's principal office shall be fixed and located in the County of Ada, State of Idaho as the Board of Directors ("Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another within the County of Ada, State of Idaho.

ARTICLE 2
PURPOSE

Section 2.1 Purpose

The Corporation is organized exclusively for educational purposes within the meaning Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal income tax code.

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.

ARTICLE 3
NO MEMBERS

Section 3.1 No Members

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

the Board.

Section 3.2 Associates

Nothing in the Article 3 shall be construed to limit the Corporation's right to refer to persons associated with it as "members" even though such persons are not members, and no such reference by the Corporation shall render anyone a member within the meaning of Section 30-3-34 of the Idaho Nonprofit Corporation Act. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote.

ARTICLE 4

BOARD OF DIRECTORS

Section 4.1 Board of Directors

The Board shall consist of Directors elected or appointed for a two (2) year term of office as set forth below. The number of Directors constituting the Board of the Corporation shall be not less than five (5) or more than seven (7) Directors. The function of the Board can be described as policy making, advising and evaluating. The Board shall have the further duty of directing the financial means by which the educational program is conducted. They shall also ensure that the community be informed of the needs, purposes, values and status of the charter school.

Section 4.2 Powers of the Board of Directors

The Board, as a board, shall have the full power and duty to manage and oversee the operation of the Corporation's business and to pledge the credit, assets and property of said Corporation when necessary to facilitate the efficient operation thereof. Authority is given to the Charter School Board of Directors by the State of Idaho as provided in the "Public Charter Schools Act of 1998." (I.C. 33-5201)

Section 4.3 Election of Directors

(a) During the initial year of operation, the Board shall be comprised of the Directors listed in the Articles of Incorporation and any other Directors elected by the then current Board or appointed in accordance with provisions of Section 4.3 (c).

(b) After the initial year of operation, Directors will be elected to fill vacancies on the Board by vote of stakeholders of the Corporation at the Corporation's annual meeting. As used herein, "Stakeholders" shall mean the parents and guardians of pupils then attending Rolling Hills Public Charter School, faculty and employees of Rolling Hills Public Charter School, members of the Rolling Hills Public Charter School Parent-Faculty

Association and such other persons and entities as the Board determines to be stakeholders of the Corporation.

Section 4.4 Term

(a) Directors shall be elected or appointed to a two (2) year term of office. However, during the initial year of operation half of the Directors, shall be selected by lottery or other method to serve an initial term of only one (1) year.

(b) Each Director shall serve until the stakeholders at the annual meeting of the Corporation duly elect his/her successor.

Section 4.5 Resignation and Removal

Subject to the provisions of Section 30-3-69 of the Idaho Nonprofit Public Corporation Act, any Director may resign effective upon giving written notice to the Chairman of the Board, or the Secretary of the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. A Director may be removed without cause by a majority of the Directors then in office.

Section 4.6 Vacancies

(a) A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, or is removed, or if the authorized number of Directors is increased.

(b) The Board may declare vacant the office of any director who has been convicted of a felony, or has been found to have breached any duty arising under Article 30-3-85 of the Idaho Nonprofit Public Corporation Act or to be of unsound mind, by any court of competent jurisdiction, or has failed to attend four (4) or more meetings of the Board in any calendar year.

(c) Removal of a Director for one or more of the reasons listed in Section 4.6(b) above may be initiated by any member of the Board or by a majority vote petition of the Stakeholders. The Board shall hold a public meeting within ten (10) school attendance days of receiving such a request or petition. Such meeting shall be conducted with regard for the reasonable due process rights of all parties and in public, except where either the Board or the Director whose removal is sought requests a closed session. Where a closed session is held, the final action of the Board shall be taken in public.

(d) A vacancy on the Board may be filled by a majority vote of the remaining Directors, although less than a quorum. Each Director so

elected shall hold office until the next annual meeting of the Corporation.

(e) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.7 Compensation of Directors

Directors shall not receive any compensation for their services; however, the Board may approve the reimbursement of a Director's actual and necessary expenses incurred in the conduct of the Corporation's business. The Corporation shall carry liability insurance covering the Corporation's business.

Section 4.8 Employees

The Board shall have the power to hire employees of the Corporation whose duties shall be specified by the Board.

Section 4.9 Voting

Voting by the Board shall be in person and no proxy voting on the Board may occur. Tie votes will be broken by the Chairman of the Board.

Section 4.10 Quorum

A quorum consisting of a majority or more of the then current Directors must be assembled to vote and conduct business.

Section 4.11 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 such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the Corporation's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state or local law.

ARTICLE 5

BOARD MEETINGS

Section 5.1 Place of Meeting

The place of all meetings of the Directors shall be the principal office of the Corporation in the County of Ada, Idaho, or at such other place as shall be determined from time to time by the Board; and the place at which such meetings shall be held shall be stated in the notice and call of meeting. No change in the place of meeting shall be made within three (3) days before the day on which an election of

directors is to be held.

Section 5.2 Annual Meeting

The annual meeting of the Directors of the Corporation for the election of Directors and 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 on the third Monday of July, if not a legal holiday, and if a legal holiday, then on the day following, at 7:00 o'clock P.M. If the annual meeting of the Directors be not held as herein prescribed, the election of Directors and Officers may be held at any meeting called thereafter, pursuant to these Bylaws.

Section 5.3 Monthly Meetings

Monthly meetings of the Directors of the Corporation will not be mandatory, but will be scheduled for the third Monday of each month if a Director sees the need to have a meeting during the month.

Section 5.4 Notice of Meeting

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 bulletin board and website at least three (3) days, and not more than ten (10) days, prior to the meeting.

ARTICLE 6

OFFICERS AND DUTIES

Section 6.1 Officers

The Officers of the Corporation shall be Chairman of the Board, Vice Chairman, Secretary, and Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairman of the Board. Officers of the Corporation shall also be Directors of the Corporation. The Officers shall be elected each year at the annual meeting by the Board and serve a one (1) year term.

Section 6.2 Chairman of the Board

The Chairman of the Board is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction and control of the business of the Corporation. The Chairman of the Board shall preside at all meetings of the Board. The Chairman of the Board has the general management powers and duties usually vested in the office of President and General Manager of a corporation as well as such other powers and duties as may be prescribed from time to time by the Board.

Section 6.3 Vice Chairman

In the absence or disability of the Chairman of the Board, the Vice Chairman will perform all the duties of the Chairman of the Board and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairman of the Board. The Vice Chairman shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 6.4 Secretary

(a) The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Idaho the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all its members promptly after the meetings; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to kept or filed by the Treasurer; and shall have such other powers and perform such duties as may be prescribed from time to time by the Board.

Section 6.5 Treasurer

(a) The Treasurer of the Corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Board member.

(b) The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated from time to time by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, and shall render to the Board, upon request, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall present an

operating statement and report, since the last preceding regular Board meeting, to the Board at all regular meetings. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 6.6 Removal

Any Officer may be removed, either with or without cause, by a majority of the Directors then in office.

Section 6.7 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE 7 FISCAL AFFAIRS

Section 7.1 Fiscal Year

The fiscal year of the Corporation shall be from July 1st to June 30th.

ARTICLE 8 NOTICES

Section 8.1 Manner of Giving Notice

Whenever provisions of any statute or these Bylaws require notice to be given to any Director, Officer or other individual, they shall not be construed to mean personal notice. Such notice shall be given in writing and placed on the bulletin board of the Corporation in sufficient amount of time prior to the meeting or action to be taken as required by Statute, the Articles of Incorporation or these Bylaws; said notice need not be given individually and may be given in one notice document.

Section 8.2 Waiver

A waiver of any notice in writing, signed by a Director or Officer, whether before or after the time stated in said waiver for holding a meeting, or presence at any such meeting, shall be deemed equivalent to a notice required to be given to any Director, or individual.

ARTICLE 9 DISSOLUTION

Section 9.1 Dissolution

Upon dissolution of the Corporation, assets shall be distributed to creditors pursuant to Sections 30-3-114 and 30-3-115 of the Idaho Code.

- After paying or adequately providing for the debts and obligations of the Corporation, the remaining assets, Idaho Nonprofit Corporation Act 30-3-113 (f) (ii) states its assets may be transferred to those persons whom the corporation holds itself out as benefiting or servicing. The asset would be held in public trust until it could be put to same or similar charitable use, by a nonprofit corporation which is organized and operated exclusively for educational purposes and which has established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or to a state or local government for public purpose as determined by the Board.

ARTICLE 10 AMENDMENTS

Section 10.1 Bylaws

New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Board. Whenever any amendment or new Bylaws are adopted, copies shall be placed in the Book of Bylaws with the original Bylaws, and immediately after them, and shall not take effect until so copied. If any Bylaws are repealed, the fact of repeal with the date of the meeting at which the repeal was enacted must be stated in the book and until so stated, the repeal must not take effect. Whenever any provision of the Bylaws is either amended or repealed, a marginal note shall be made thereon indicating the place or page where the amendment or repeal may be found.

CERTIFICATE OF BYLAWS

I certify that I am the initial agent of Rolling Hills Public Charter School, Inc., an Idaho Nonprofit Corporation, and that the foregoing Bylaws, constitute the Bylaws of such corporation. IN WITNESS WHEREOF, I have signed my name to this Certificate on _____ (date).

Justin S. Reynolds

Articles of Incorporation
Rolling Hills Public Charter School, Inc.

The undersigned, being a mature person of full age and a citizen of Idaho and the United States, naturally acting as the incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article 1

The name of the corporation is Rolling Hills Public Charter School, Inc.

Article 2

The corporation is organized exclusively for educational purposes within the meaning Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal income tax code.

Notwithstanding any other provision of these Articles 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.

Article 3

The principal office of the corporation is located in Ada County, Idaho. The street address of the registered office is: 372 S. Eagle Rd. #155, Eagle, Idaho 83616.

The registered agent for the corporation at such address is: Doug Varie

Article 4

The initial mailing address of the corporation is:

Rolling Hills Public Charter School, Inc.
372 S. Eagle Rd. #155, Eagle, ID 83616

Article 5

The corporation is a nonprofit corporation under the laws of the state of Idaho. The corporation shall have all powers allowed by law including, without limitation, those powers described in Section 30-3-24 of the Idaho Code, as amended and supplemented.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its officers, trustees, employees, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article 6

The corporation shall exist perpetually or until dissolved according to law.

Article 7

The corporation shall have no members.

Article 8

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws as adopted from time to time by the Board of Directors.

Article 9

The number of directors constituting the Board of Directors of the corporation shall be fixed by the Bylaws, but in no event shall there be less than four (4) nor more than seven (7) directors. The names and addresses of the initial directors are:

Name	Address
Justin Reynolds	372 S. Eagle Rd. #155, Eagle, ID 83616
Doug Varie	372 S. Eagle Rd. #155, Eagle, ID 83616
Nancy Despain	372 S. Eagle Rd. #155, Eagle, ID 83616
Paul Pieroni	372 S. Eagle Rd. #155, Eagle, ID 83616
May Slaughter	372 S. Eagle Rd. #155, Eagle, ID 83616
John Currie	372 S. Eagle Rd. #155, Eagle, ID 83616

Article 10

The procedure for appointing and replacing Directors shall be set forth in the Bylaws.

Article 11

These Articles may be amended only upon the unanimous consent of all Directors.

Article 12

The corporation shall not issue certificates of stock and no dividends

or pecuniary profits shall be declared or paid to the Incorporators and Directors thereof.

Article 13

The names and address of the Incorporator is:

Kristine Reynolds 372 S. Eagle Rd. #155, Eagle, ID 83616

Article 14

Upon dissolution of the Corporation, assets shall be distributed to creditors pursuant to Sections 30-3-114 and 30-3-115 of the Idaho Code.

- After paying or adequately providing for the debts and obligations of the Corporation, the remaining assets, Idaho Nonprofit Corporation Act 30-3-113 (f) (ii) states its assets may be transferred to those persons whom the corporation holds itself out as benefiting or servicing. The asset would be held in public trust until it could be put to same or similar charitable use, by a nonprofit corporation which is organized and operated exclusively for educational purposes and which has established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or to a state or local government for public purpose as determined by the Board.

Signature of Incorporator:

Kristine Reynolds