

Alpine Academy

Board Bylaws

Adopted by the Board of Directors on September 18, 2025

Article I – Name and Legal Status

The name of this public charter school is Alpine Academy College Preparatory High School (“Alpine Academy” or “the School”). Alpine Academy is a nonprofit corporation organized under the laws of the State of Nevada and operating pursuant to a charter contract authorized by the State Public Charter School Authority (SPCSA). These bylaws serve as the governing rules for the Board of Directors (“the Board”) of Alpine Academy.

Article II – Purpose

Alpine Academy exists exclusively for educational and charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code. Its mission is to provide a rigorous, relevant, and relationship-based education that prepares students for postsecondary success, career readiness, civic engagement, and lifelong learning. The School shall operate in accordance with its charter contract, applicable provisions of Nevada law, and all federal statutes and regulations governing public charter schools.

Article III – Members

The corporation shall have no members. All rights, powers, and responsibilities otherwise afforded to members by law are vested in the Board of Directors.

Article IV – Board of Directors

Section 1. General Powers

The affairs of Alpine Academy shall be managed under the direction of the Board. The Board shall establish policy, ensure compliance with applicable law, approve budgets and financial plans, safeguard public funds, and hire, support, evaluate, and if necessary terminate the Executive Director.

Section 2. Composition and Qualifications

The Board shall consist of not fewer than five (5) and not more than eleven (11) voting directors, as required by NRS 386.549. Directors shall be selected to ensure compliance with statutory composition requirements, including at least one member who is a licensed Nevada teacher, one member who is a licensed Nevada administrator, and members with demonstrated competence in finance, law, or business.

Section 3. Election and Term

Directors shall be elected by a majority vote of the seated Board. Each Director shall serve a three-year term and may be re-elected. Terms shall be staggered to ensure continuity.

Section 4. Removal and Vacancies

A Director may be removed for cause by a two-thirds vote of the remaining Directors. Vacancies shall be filled by majority vote of the Board.

Section 5. Duties and Responsibilities

Each Director owes fiduciary duties of care, loyalty, and obedience to the School. Directors shall attend meetings, review materials in advance, maintain confidentiality where required, disclose conflicts of interest, and comply with training requirements set by SPCSA.

Article V – Officers

The officers of the Board shall consist of a Chair, Vice Chair, Secretary, and Treasurer. Officers shall be elected annually by the Board at its organizational meeting and shall serve one-year terms, subject to re-election.

The Chair presides over meetings, sets agendas with the Executive Director, ensures effective governance, and represents the School before external stakeholders. The Vice Chair assists the Chair and performs duties in the Chair's absence. The Secretary maintains records of meetings, ensures compliance with Open Meeting Law (OML) posting requirements, and attests to official documents. The Treasurer oversees financial oversight, chairs the Finance Committee, and ensures compliance with fiscal policies.

Article VI – Meetings

The Board shall hold regular meetings in accordance with Nevada's Open Meeting Law, with at least four meetings per year. Notices and agendas shall be posted in compliance with NRS 241. Special meetings may be called by the Chair or by any two Directors with proper notice. Meetings may be held virtually if permitted by law. A majority of the seated Directors shall constitute a quorum. Actions shall be taken by majority vote unless a greater proportion is required by law or these bylaws.

Article VII – Committees

The Board may establish standing or ad hoc committees to support its work. Standing committees shall include at minimum a Finance Committee, a Governance Committee, and an Audit and Risk Committee. Committees shall have no independent authority except as delegated by the Board, and their work shall be advisory unless specifically granted decision-making power.

Article VIII – Parliamentary Authority

Meetings shall be conducted using Robert's Rules of Order, Newly Revised, except where inconsistent with law, the charter contract, or these bylaws.

Article IX – Conflicts of Interest

Directors shall comply with NRS 281A and Board-adopted conflict of interest policies. Any Director with a financial or personal interest in a matter before the Board shall disclose the conflict and abstain from discussion or voting.

Article X – Amendments

These bylaws may be amended by a two-thirds vote of the full Board at a duly noticed meeting, provided that proposed amendments have been distributed to all Directors at least seven days in advance. Any amendments shall be submitted to the SPCSA for review and approval as required by law.

Article XI – Indemnification

To the fullest extent permitted by Nevada law, Alpine Academy shall indemnify and hold harmless its Directors, officers, employees, and agents against any liability and expenses incurred in the course of their authorized duties, except in cases of willful misconduct, fraud, or gross negligence.

Article XII – Dissolution

In the event of dissolution, the Board shall designate a trustee or administrator to oversee the winding up of the School. All assets remaining after payment of debts and obligations shall be distributed in accordance with the charter contract and applicable law, including the return of public funds to the State of Nevada.

Certification

These bylaws were duly adopted by the Alpine Academy Board of Directors at a meeting held on September 18, 2025, and shall remain in effect until amended or repealed.

Board Chair _____ Date: _____

Appendices

Appendix A – Code of Ethics for Directors

Each Director of Alpine Academy shall place the interests of students and the mission of the School above personal or political interests, abide by state and federal law, maintain confidentiality of matters discussed in closed session, avoid conflicts of interest, respect the authority of the Board as a collective body, and engage in ongoing governance training and professional development.

Appendix B – Conflict of Interest Disclosure Form

Each Director shall annually sign and submit a Conflict of Interest Disclosure Form, affirming understanding of the Board’s policy and disclosing any business, financial, or personal interests that may present an actual or potential conflict.

Appendix C – Meeting Procedures Under Nevada’s Open Meeting Law

All Board meetings shall comply with NRS Chapter 241, including but not limited to: posting agendas at least three business days in advance, providing public comment opportunities at the beginning and end of each meeting, keeping minutes that include the substance of discussion and votes taken, and conducting closed sessions only as expressly permitted by law.

Appendix D – Board Committee Charters

The Finance Committee shall review budgets, financial reports, audits, and recommend fiscal policy to the Board.

The Governance Committee shall oversee recruitment, orientation, and evaluation of Board members.

The Audit and Risk Committee shall oversee internal controls, compliance, and risk management.

Appendix E – Document Retention and Public Records Policy

The School shall maintain Board records, financial records, contracts, and policies in accordance with Nevada public records law and the charter contract. Records shall be available for inspection upon lawful request, except where confidentiality is required by law.

Appendix F – Compliance Crosswalk: NRS & SPCSA Alignment

NRS 386.549(1): Board Composition

- Requirement: At least one licensed teacher, one licensed administrator, and members with expertise in finance or law.
- Bylaws Alignment: Article IV, Section 2 specifies statutory composition and qualifications.

NRS 386.549(2): Number of Directors

- Requirement: Minimum of 5 and maximum of 11 voting members.
- Bylaws Alignment: Article IV, Section 2 establishes Board size within statutory range.

NRS 386.549(3): Governing Authority

- Requirement: The Board has full power and duty to operate the charter school.
- Bylaws Alignment: Article IV, Section 1 vests management authority in the Board, with oversight of budgets, compliance, and hiring of the Executive Director.

NRS 386.551: Open Meeting Law (NRS Chapter 241)

- Requirement: All meetings of the Board must comply with Nevada’s Open Meeting Law.
- Bylaws Alignment: Article VI and Appendix C codify OML requirements for notice, public comment, and minutes.

NRS 386.553: Conflicts of Interest

- Requirement: Prohibition on certain conflicts of interest and financial benefit.
- Bylaws Alignment: Article IX establishes a conflict-of-interest policy, with annual disclosure in Appendix B.

NRS 386.552: Powers and Duties

- Requirement: The Board must adopt policies, oversee finances, and ensure compliance with law.
- Bylaws Alignment: Article IV and Article V define duties of the Board and officers, with committee oversight in Article VII.

SPCSA OPF Standard 1 – Governance

- Requirement: Active and effective governance, compliant with law.
- Bylaws Alignment: Articles IV–VII ensure effective governance, committee structure, and adherence to OML.

SPCSA OPF Standard 2 – Financial Management and Oversight

- Requirement: Board ensures financial viability through budgeting, audits, and fiscal controls.
- Bylaws Alignment: Article V (Treasurer), Article VII (Finance and Audit Committees), and Appendix D (Committee Charters) provide oversight mechanisms.

SPCSA OPF Standard 3 – Transparency and Ethics

- Requirement: School must operate with transparency, ethics, and compliance.

- Bylaws Alignment: Article IX, Appendix A, and Appendix E ensure ethical operations and transparency.

SPCSA OPF Standard 4 – Board Training and Compliance

- Requirement: Directors must complete governance, finance, and ethics training.
- Bylaws Alignment: Article IV, Section 5 requires training and professional development for all Board members.

SPCSA OPF Standard 5 – Succession and Continuity

- Requirement: The school maintains continuity of leadership through succession planning.
- Bylaws Alignment: Article V establishes officer succession, while Article IV ensures staggered Board terms for continuity.