



SOUTHERN NEVADA TRADES HIGH SCHOOL

## NOTICE OF PUBLIC MEETING

The Southern Nevada Trades High School (SNTHS) will conduct a virtual public meeting on **Monday, September 11, 2023**, beginning at 5:00pm at our school site 1580 Bledsoe Lane, Las Vegas, NV 89110 and the following Google Meets link:

[meet.google.com/mvp-tzah-gvd](https://meet.google.com/mvp-tzah-gvd)

This public meeting will be conducted in accordance with Nevada's Open Meeting Law, NRS 241.020.

Public Comment: Time for public comment will be provided at the beginning of the meeting regarding any agenda items on which action may be taken by the public body and again before the adjournment of the meeting on any matter within the jurisdiction of the Southern Nevada Trades High School Board. See NRS 241.020(2)(d)(3)(I).

Public comment may also be provided telephonically by utilizing the following conference call line: +1 626-346-9543 PIN: 170 687 012#

Finally, public comment may also be submitted in writing via email at [snthinfo@gmail.com](mailto:snthinfo@gmail.com) and any such public comment received prior to or during the meeting will be provided to the Board and included in the written minutes of the meeting.

A time limit of three (3) minutes, subject to the discretion of the Chair, will be imposed on public comments in order to afford all members of the public who wish to comment an opportunity to do so within the timeframe available to the Board. Public comment will not be restricted based on viewpoint.

The Board reserves the right to take agenda items out of order, items may be removed or delayed from the agenda at any time, and two or more items may be combined for consideration.

## AGENDA

- 1) Call to Order & Roll Call.
- 2) Public Comment #1.  
*Public Comment will be taken during this agenda item regarding any item appearing on the agenda. No action may be taken on a matter discussed under this item until the matter is included on an agenda as an item on which action may be taken. See NRS 241.020. A time limit of three (3) minutes, subject to the discretion of the Chair, will be imposed on public comments. The Chair may allow additional public comment at his discretion. Public Comment #2 will provide an opportunity for public comment on any matter not on the agenda.*
- 3) Approval of August 14, 2023, SNTHS Board Meeting Action Minutes. The Board will review and possibly approve the action minutes from the August 14, Board meeting.  
Brett Willis, Chair. **For Possible Action.**
- 4) Committee Reports. **Information/Discussion**
  - a. Academics, Tina Morgan, Member



- b. Facilities, Rebecca Merrihew, Vice Chair
  - c. Marketing, Kelly Gaines, Secretary
  - d. Finance, Lisa Jones, Treasurer
- 5) Bank Authorization. Treasurer Lisa Jones will present a recommendation to add Executive Director Julie Carver as a signer on the Valley Bank of Nevada Account. ***For Possible Action.***
  - 6) July 2023 Financials. Kristin Dietz and Nicholas Mawad will present the financials to the Board for approval. ***For Possible Action***
  - 7) Projection based on current enrollment. Kristin Dietz and Nicholas Mawad will present the current projections. ***Information/Discussion***
  - 8) Executive Director's Report. Executive Director Julie Carver will provide the Board with information and updates. Julie Carver, Executive Director. ***Information/Discussion.***
  - 9) Enrollment. Executive Director Julie Carver will update the board on enrollment numbers and efforts. ***Information/Discussion***
  - 10) Faculty/Staff Pay. Executive Director Julie Carver will provide scenarios for a possible increase. ***For Possible Action***
  - 11) Fingerprints. Executive Director Julie Carver will provide a follow-up report on fingerprinting services for the board. ***Information/Discussion***
  - 12) Board Procedure Manual. Member Dan Wright will review draft procedures. ***For Possible Action***
  - 13) Board Training. Board Chair Brett Willis will present for discussion the scheduling of board trainings. ***Information/Discussion***
  - 14) Public Comment #2.  
*Public comment will be taken during this agenda item on any matter not on the agenda. See NRS 241.020(d)(3). No action may be taken on a matter raised under this item until the matter is included on an agenda as an item on which action may be taken. A time limit of three (3) minutes, subject to the discretion of the Chair, will be imposed on public comments. The Chair may allow additional public comment at her discretion.*
  - 15) Adjournment.



**SOUTHERN NEVADA TRADES HIGH SCHOOL**

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*Building a Brighter Future*

Supporting materials for items listed on the above-referenced agenda are available, at no charge, at the Southern Nevada Trades High School website, <https://www.snvtradeshighschool.org/> and by contacting Julie Carver, Executive Director via email at [snthsinfo@gmail.com](mailto:snthsinfo@gmail.com), or via phone at 702-758-3512.

In accordance with Nevada's Open Meeting Law, this public notice and agenda has been posted on or before September 6, 2023, as follows:

At the Southern Nevada Trades High School website <https://www.snvtradeshighschool.org/>  
and

At the State of Nevada's official website, <https://notice.nv.gov/>



**SOUTHERN NEVADA TRADES HIGH SCHOOL**

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**DECLARATION OF POSTING**

Pursuant to NRS 53.045, I declare under penalty of perjury that the following is true and correct:

That on or before August 9, 2023 this Public Notice and Agenda was posted at the above-referenced websites and locations.

A handwritten signature in blue ink that reads "Julie Camar". The signature is written in a cursive, flowing style.

Southern Nevada Trades High School



**SOUTHERN NEVADA TRADES HIGH SCHOOL**

*Building a Brighter Future*

## **SOUTHERN NEVADA TRADES HIGH SCHOOL**

### **NOTICE OF PUBLIC MEETING**

The Southern Nevada Trades High School (SNTHS) will conduct a virtual public meeting on **Monday, August 14, 2023**, beginning at 5:00pm at our school site 1580 Bledsoe Lane, Las Vegas, NV 89110 and the following Google Meets link:

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Public comment may also be provided telephonically by utilizing the following conference call line: 1-424-255-9950; extension 176822#.

Finally, public comment may also be submitted in writing via email at [snthinfo@gmail.com](mailto:snthinfo@gmail.com) and any such public comment received prior to or during the meeting will be provided to the Board and included in the written minutes of the meeting.

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### **MINUTES OF THE MEETING**

#### **BOARD MEMBERS PRESENT**

Chair Brett Willis  
Vice Chair Rebecca Merrihew  
Treasurer Lisa Jones  
Secretary Kelly Gaines  
Kelly Suiter  
Tina Morgan  
Amber Karweick  
Dan Wright

#### **BOARD MEMBER(S) ABSENT**

Amanda Moss  
Michael Van  
Kent Lay

#### **ADVISORS**

Nat Hodgson – Absent



Bob Deruse – Absent  
Kristin Dietz, EdTec – Present  
Nicholas Mawad, EdTec - Present

#### **SNTHS STAFF**

Julie Carver, Executive Director – Present  
Candi Wadsworth, Principal - Present

## **AGENDA**

- 1) Call to Order & Roll Call.  
Brett Willis called meeting to order and Kelly Suiter recorded meeting.
- 2) Public Comment #1.  
*Public Comment will be taken during this agenda item regarding any item appearing on the agenda. No action may be taken on a matter discussed under this item until the matter is included on an agenda as an item on which action may be taken. See NRS 241.020. A time limit of three (3) minutes, subject to the discretion of the Chair, will be imposed on public comments. The Chair may allow additional public comment at his discretion. Public Comment #2 will provide an opportunity for public comment on any matter not on the agenda.*  
No public comment.
- 3) Approval of July 24, 2023, SNTHS Board Meeting Action Minutes. The Board will review and possibly approve the action minutes from the July 24, Board meeting.  
Brett Willis, Chair. ***For Possible Action.***  
Rebecca Merrihew made a motion to approve. Tina Morgan seconded. All in favor. No one opposed. Motion passed.
- 4) Committee Reports. ***Information/Discussion***
  - a. Academics, Tina Morgan, Member  
Hired a new counselor. Have candidate for science teacher if needed.
  - b. Facilities, Rebecca Merrihew, Vice Chair  
Phase B demo completed. Received complaint from neighbor regarding landscaping in bordering areas of property. Waiting to address for proper permitting to move forward with solution. Thank you will be sent to Tick Segarblom for support of school within the community.
  - c. Marketing, Kelly Gaines, Secretary  
Nevada Subcontractors sponsoring Construction vs Cancer event on November 4<sup>th</sup>. Included is a 10x10 booth for SNTHS. Industry Open House is catering, and set-up confirmed. Finalized mock-ups of donor recognition with Tommy from Dustland Studios. 73 registered attendees. However, will be close to 100 attendees, as not all invites were required to register (i.e., SNTHS Board members, NSA board members, SNHBA board members.)
  - d. Finance, Lisa Jones, Treasurer and Kristin Dietz and Nicholas Mawad, EdTec  
Lisa Jones provided bank balance of \$750,310.
- 5) June 2023 Financials. Kristin Dietz and Nicholas Mawad will present the financials to the Board for approval.  
***For Possible Action***  
Nick went through financials, they are healthy, due to cash balance from fundraising. Working on budget amendment for CSP funds. Dan Wright made a motion to approve financials. Rebecca Merrihew seconded. All in favor. No one opposed. Motion passed.



## SOUTHERN NEVADA TRADES HIGH SCHOOL

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- 6) Executive Director's Report. Executive Director Julie Carver will provide the Board with information and updates. Julie Carver, Executive Director. **Information/Discussion.**  
First day of school opened on August 7, 2023. 8/14/23 first transportation day.
- 7) Enrollment. Executive Director Julie Carver will update the board on enrollment numbers and efforts. **Information/Discussion**  
75 students enrolled and attending by first day of school. Striving for 40 more students by September 8<sup>th</sup>. Using social media campaigns to help get more students enrolled.
- 8) Fingerprints. Executive Director Julie Carver will provide information about fingerprinting services for the board. **Information/Discussion**  
Reminder made about completing fingerprinting requirements.
- 9) Safety Representative. Board Chair Brett Willis will present a recommendation of a staff member to represent the school at the SPCSA Safety Meetings. **For Possible Action**  
Julie Carver presented the recommendation of SNTHS registrar, Dawn Marsh. Tina Morgan made a motion to approve Dawn as the representative. Dan Wright seconded the motion. All in favor. No one opposed. Motion passed.
- 10) Board Procedure Manual. Board Chair Brett Willis will discuss the creation of board procedures. **For Possible Action**  
Dan Wright volunteered to research and compile policies and present to the board.
- 11) Board Training. The Board will receive training on Academic Performance Benchmarks. **Information/Discussion**  
Agenda item not discussed and pushed to next meeting.
- 12) Public Comment #2.  
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No public comment.
- 13) Adjournment.  
Brett Willis adjourned meeting at 6:04 PM.

Supporting materials for items listed on the above-referenced agenda are available, at no charge, at the Southern Nevada Trades High School website, <https://www.snvtradeshighschool.org/> and by contacting Julie Carver, Executive Director via email at [snthsinfo@gmail.com](mailto:snthsinfo@gmail.com), or via phone at 702-758-3512.

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**SOUTHERN NEVADA TRADES HIGH SCHOOL**

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Southern Nevada Trades High School

# Southern Nevada Trades HS Financial Update

KRISTIN DIETZ & NICK MAWAD  
SEPTEMBER 2023



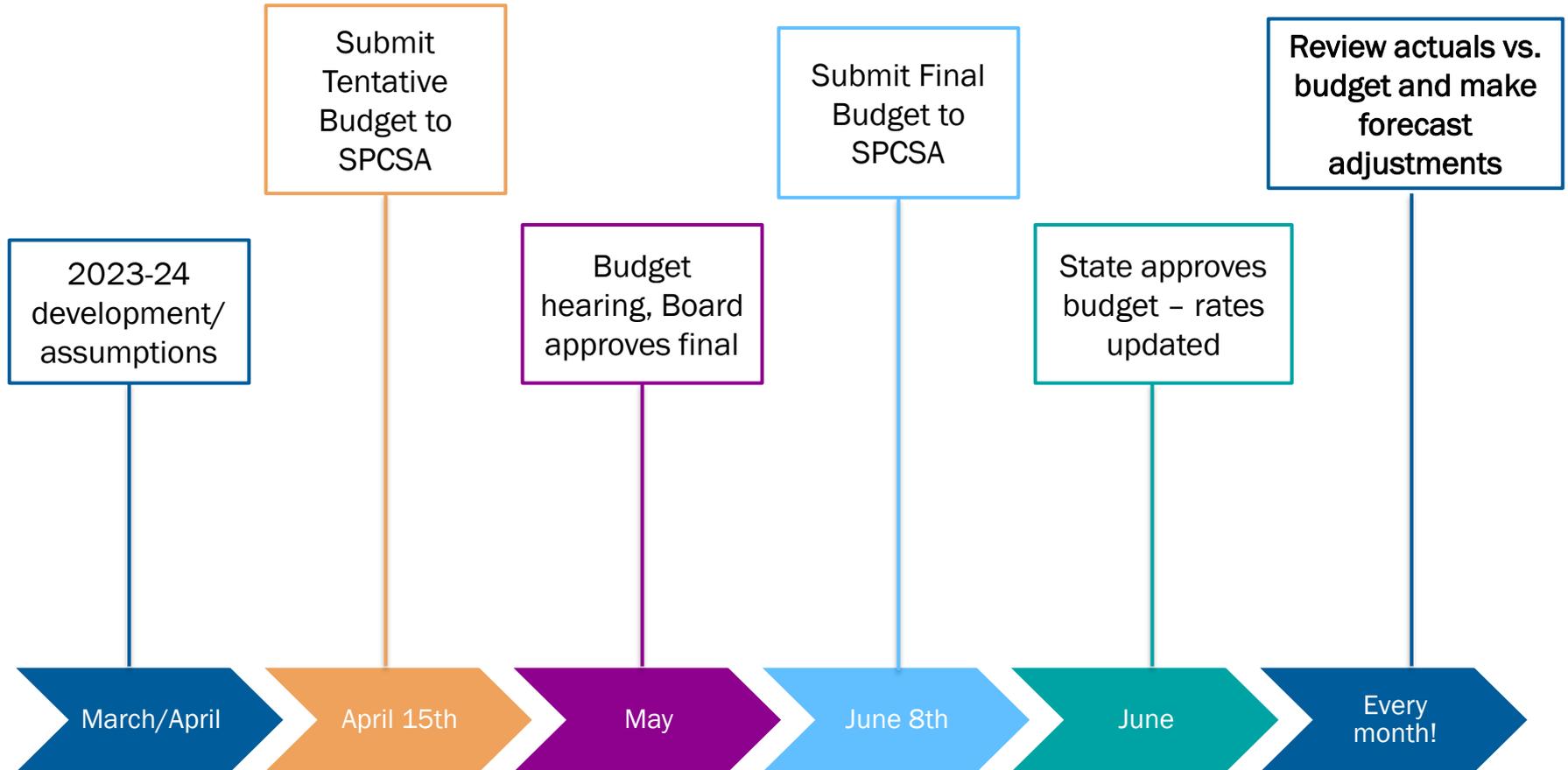
1. Budget Timeline
2. 2023–24 Forecast vs. Budget
3. 2023–24 Forecast – July 2023
4. 2023–24 Cash Projection
5. Balance Sheet as of July 2023
6. Grants Summary
7. Exhibits

# 2023–24 Forecast Update



# Budget Timeline

## Budget passed with many unknowns; will amend in Fall



# 2023–24 Forecast vs. Budget



## Major items reflected in forecast update shown below

### Enrollment

- Decreased from 200 to 75

### Revenue

- PCFP Base increase from \$8,022/ADE to \$8,966/ADE
- Strong fundraising has continued into 2023–24
- CSP Implementation Grant helping to offset major expenses

### Expenses

- Reduced staffing – 18 FTE vs. 14 FTE
- Start up purchases from June reduced 2023–24 expense
- Decrease in variable expenses due to drop in enrollment

# 2023-24 Forecast Update



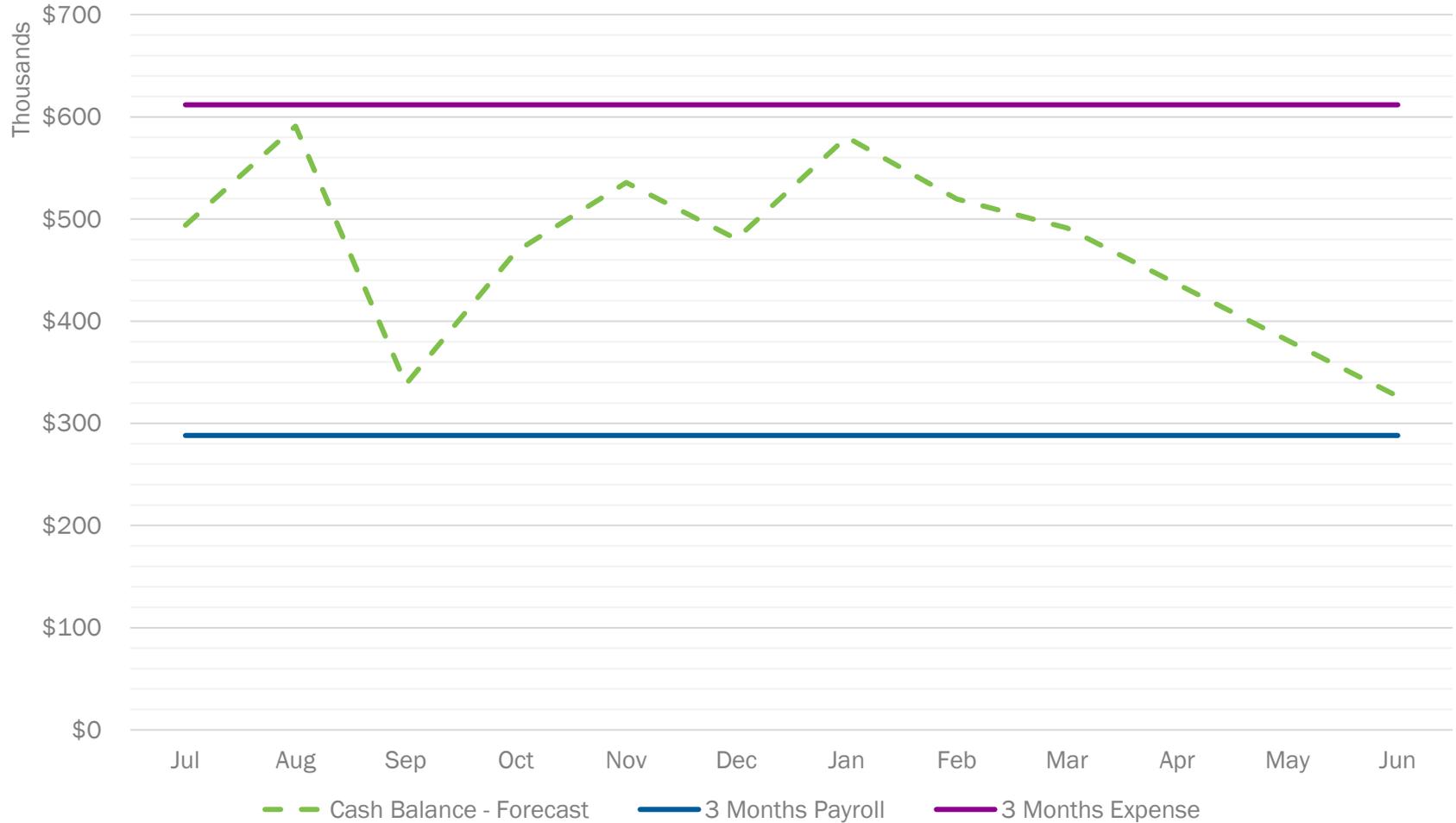
## 2023-24 Operating Income projected -\$214k

		2023-24	2023-24	Variance
		<b>Budget</b>	<b>Current Forecast</b>	
Revenue	Revenue from Local Sources	150,000	559,000	409,000
	Intermediate Revenue Sources	-	-	-
	State Revenue	1,604,460	672,450	(932,010)
	Federal Revenue	1,278,397	1,001,291	(277,106)
	Other Financing Sources	-	-	-
	Other Items	-	-	-
	<b>Total Revenue</b>	<b>3,032,857</b>	<b>2,232,741</b>	<b>(800,116)</b>
Expenses	Personnel Services-Salaries	957,920	773,173	184,746
	Personnel Services-Employee Benefits	460,477	379,774	80,703
	Professional and Tech Services	357,584	385,210	(27,626)
	Property Services	369,945	376,345	(6,400)
	Other Services	73,956	62,306	11,650
	Supplies	758,976	468,900	290,076
	Depreciation Expense	-	-	-
	Debt Service and Miscellaneous	1,244	1,244	-
	Other Items - Expense	-	-	-
<b>Total Expenses</b>	<b>2,980,101</b>	<b>2,446,952</b>	<b>533,149</b>	
<b>Operating Income</b>	<b>52,756</b>	<b>(214,211)</b>	<b>(266,966)</b>	
	Beginning Balance (Audited)	694,589	690,575	(4,013)
	Operating Income	52,756	(214,211)	(266,966)
<b>Ending Fund Balance (incl. Depreciation)</b>	<b>747,344</b>	<b>476,365</b>	<b>(270,980)</b>	
<b>Ending Fund Balance as % of Expenses</b>	<b>25.1%</b>	<b>19.5%</b>	<b>-5.6%</b>	

# 2023-24 Cash Projection



**Will fluctuate based on timing of CSP; stay close to 3 Months Payroll**



# Balance Sheet as of July 2023



Shows what SNTHS owns and owes as of 7/31/23

		Jun FY2023	Jul FY2024	YTD Change
<b>Assets</b>	Cash Balance	676,442	493,978	(182,464)
	Current Assets	438,278	480,327	42,049
	Other Assets	41,300	41,300	-
	<b>Total Assets</b>	<b>1,156,021</b>	<b>1,015,606</b>	<b>(140,415)</b>
<b>Liabilities &amp; Equity</b>	Current Liabilities	465,445	92,215	(373,231)
	Beginning Net Assets	106,398	690,575	584,177
	Net Income (Loss) to Date	584,177	232,816	(351,361)
	<b>Total Liabilities &amp; Equity</b>	<b>1,156,021</b>	<b>1,015,606</b>	<b>(140,415)</b>

A/R balance due to CSP request lag time  
Liabilities (A/P) paid down in July

**SNTHS spent ~\$711k, approximately 53% remaining**

Account	Description	Total Budget- Current	Total Reimbursement Requests Submitted	Budget Remaining
100	Compensation	303,266	118,035	185,231
200	Benefits	96,833	56,525	40,309
300	Contracted services	307,606	115,596	192,009
345	Marketing	135,000	109,839	25,161
520	Insurance	3,472	3,472	-
600	Curriculum/CTE Supplies	235,329	82,176	153,153
651/734	Tech/IT Equipment/Software	104,081	65,093	38,988
733	Furniture & Equipment	314,413	160,085	154,328
	<b>Totals</b>	<b>1,500,000</b>	<b>710,820</b>	<b>789,180</b>

# Exhibits



**Southern Nevada Trades High School**  
**Income Statement**  
**As of Jul FY2024**

	Actual	YTD	Current Closed Month			Budget				
	Jul	Actual YTD	Actual	Budget	Variance	Approved Budget v1	Current Forecast	Approved Budget v1 vs. Current Forecast	Current Forecast Remaining	% Current Forecast Spent
<b>SUMMARY</b>										
<b>Revenue</b>										
Revenue from Local Sources	220,493	220,493	220,493	-	220,493	150,000	559,000	409,000	338,507	39%
State Revenue	38,853	38,853	38,853	-	38,853	1,604,460	672,450	(932,010)	633,597	6%
Federal Revenue	28,930	28,930	28,930	-	28,930	1,278,397	1,001,291	(277,106)	972,361	3%
<b>Total Revenue</b>	<b>288,276</b>	<b>288,276</b>	<b>288,276</b>	<b>-</b>	<b>288,276</b>	<b>3,032,857</b>	<b>2,232,741</b>	<b>(800,116)</b>	<b>1,944,466</b>	<b>13%</b>
<b>Expenses</b>										
Personnel Services-Salaries	37,149	37,149	37,149	86,318	49,170	957,920	773,173	184,746	736,025	5%
Personnel Services-Employee Benefits	12,466	12,466	12,466	38,881	26,415	460,477	379,774	80,703	367,308	3%
Professional and Tech Services	5,360	5,360	5,360	-	(5,360)	357,584	385,210	(27,626)	379,850	1%
Property Services	-	-	-	24,791	24,791	369,945	376,345	(6,400)	376,345	0%
Other Services	486	486	486	5,146	4,661	73,956	62,306	11,650	61,820	1%
Supplies	-	-	-	375,461	375,461	758,976	468,900	290,076	468,900	0%
Debt Service and Miscellaneous	-	-	-	104	104	1,244	1,244	-	1,244	0%
<b>Total Expenses</b>	<b>55,460</b>	<b>55,460</b>	<b>55,460</b>	<b>530,701</b>	<b>475,241</b>	<b>2,980,101</b>	<b>2,446,952</b>	<b>533,149</b>	<b>2,391,492</b>	<b>2%</b>
<b>Operating Income</b>	<b>232,816</b>	<b>232,816</b>	<b>232,816</b>	<b>(530,701)</b>	<b>763,517</b>	<b>52,756</b>	<b>(214,211)</b>	<b>(266,966)</b>	<b>(447,027)</b>	
<b>Fund Balance</b>										
Beginning Balance (Unaudited)						694,589	690,575			
Operating Income						52,756	(214,211)			
<b>Ending Fund Balance</b>						<b>747,344</b>	<b>476,365</b>			
<b>Total Revenue Per ADE</b>						15,164	29,770			
<b>Total Expenses Per ADE</b>						14,901	32,626			
<b>Operating Income Per ADE</b>						264	(2,856)			
<b>Fund Balance as a % of Expenses</b>						25.1%	19.5%			

Southern Nevada Trades High School  
 Income Statement  
 As of Jul FY2024

KEY ASSUMPTIONS

Enrollment Breakdown  
 Enrollment Summary  
 9-12  
 Total ADE

Actual	YTD	Current Closed Month			Budget				
		Actual	Budget	Variance	Approved Budget v1	Current Forecast	Approved Budget v1 vs. Current Forecast	Current Forecast Remaining	% Current Forecast Spent
Jul	Actual YTD								
					200	75	(125)		
					200	75	(125)		



**Southern Nevada Trades High School**  
**Income Statement**  
**As of Jul FY2024**

		Actual	YTD	Current Closed Month			Budget				
		Jul	Actual YTD	Actual	Budget	Variance	Approved Budget v1	Current Forecast	Approved Budget v1 vs. Current Forecast	Current Forecast Remaining	% Current Forecast Spent
<b>EXPENSES</b>											
<b>Personnel Services-Salaries</b>											
101	Salaries-Teachers	14,583	14,583	14,583	22,917	8,333	550,000	408,333	141,667	393,750	4%
104	Salaries-Licensed Administration	7,500	7,500	7,500	2,708	(4,792)	65,000	90,000	(25,000)	82,500	8%
105	Salaries-Non-licensed Administration	12,083	12,083	12,083	19,583	7,500	235,000	145,000	90,000	132,917	8%
106	Salaries-Other Licensed Staff	-	-	-	-	-	-	65,000	(65,000)	65,000	0%
107	Salaries-Other Classified/Support Staff	2,982	2,982	2,982	4,426	1,444	71,236	64,840	6,396	61,858	5%
161	Salaries-Extra Duties-Teachers	-	-	-	36,684	36,684	36,684	-	36,684	-	-
<b>Subtotal - Personnel Services-Salaries</b>		<b>37,149</b>	<b>37,149</b>	<b>37,149</b>	<b>86,318</b>	<b>49,170</b>	<b>957,920</b>	<b>773,173</b>	<b>184,746</b>	<b>736,025</b>	<b>5%</b>
<b>Personnel Services-Employee Benefits</b>											
210	Employee Benefits - Group Insurance	492	492	492	9,450	8,958	113,400	88,200	25,200	87,708	1%
220	Employee Benefits - Social Security Contributions	221	221	221	240	19	2,662	-	2,662	(221)	-
230	Employee Benefits - Retirement Contributions	11,215	11,215	11,215	27,621	16,406	306,520	259,013	47,507	247,798	4%
240	Employee Benefits - Medicare Payments	539	539	539	1,252	713	13,890	11,211	2,679	10,672	5%
260	Employee Benefits - Unemployment Compensation	-	-	-	-	-	20,182	16,381	3,801	16,381	0%
270	Employee Benefits - Workers Compensation	-	-	-	319	319	3,823	4,968	(1,146)	4,968	0%
<b>Subtotal - Personnel Services-Employee Benefits</b>		<b>12,466</b>	<b>12,466</b>	<b>12,466</b>	<b>38,881</b>	<b>26,415</b>	<b>460,477</b>	<b>379,774</b>	<b>80,703</b>	<b>367,308</b>	<b>3%</b>
<b>Professional and Tech Services</b>											
310	Office/Administrative Services	89	89	89	-	(89)	3,133	2,580	553	2,491	3%
320	Professional Educational Services	-	-	-	-	-	213,836	129,015	84,821	129,015	0%
330	Training & Development Services	-	-	-	-	-	500	500	-	500	0%
331	Training & Development Services - Teachers	-	-	-	-	-	30,500	68,500	(38,000)	68,500	0%
340	Other Professional Services	-	-	-	-	-	19,000	19,000	-	19,000	0%
340.1	Business Service Fees	5,271	5,271	5,271	-	(5,271)	63,250	63,250	-	57,979	8%
345	Marketing Services	-	-	-	-	-	4,000	79,000	(75,000)	79,000	0%
352	Other Technical Services	-	-	-	-	-	23,365	23,365	-	23,365	0%
<b>Subtotal - Professional and Tech Services</b>		<b>5,360</b>	<b>5,360</b>	<b>5,360</b>	<b>-</b>	<b>(5,360)</b>	<b>357,584</b>	<b>385,210</b>	<b>(27,626)</b>	<b>379,850</b>	<b>1%</b>
<b>Property Services</b>											
410	Utility Services	-	-	-	-	-	54,000	54,000	-	54,000	0%
421	Garbage and Disposal	-	-	-	-	-	4,200	4,200	-	4,200	0%
430	Repairs and Maintenance Services	-	-	-	-	-	6,250	6,250	-	6,250	0%
441	Rent - Land and Building	-	-	-	24,791	24,791	297,495	297,495	-	297,495	0%
442	Rental of Equipment and Vehicles	-	-	-	-	-	8,000	14,400	(6,400)	14,400	0%
<b>Subtotal - Property Services</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>24,791</b>	<b>24,791</b>	<b>369,945</b>	<b>376,345</b>	<b>(6,400)</b>	<b>376,345</b>	<b>0%</b>
<b>Other Services</b>											
519	Student Transportation	-	-	-	-	-	12,200	12,200	-	12,200	0%
522	Liability Insurance	-	-	-	2,000	2,000	24,000	24,000	-	24,000	0%
535	Phone & internet services	-	-	-	800	800	9,600	9,600	-	9,600	0%
540	Advertising	-	-	-	83	83	1,000	1,000	-	1,000	0%
570	Food Service Management	-	-	-	217	217	2,600	2,600	-	2,600	0%
580	Travel	-	-	-	375	375	4,500	4,500	-	4,500	0%
591	CS Sponsor Fee (1.25% of PCFP)	486	486	486	1,671	1,186	20,056	8,406	11,650	7,920	6%
<b>Subtotal - Other Services</b>		<b>486</b>	<b>486</b>	<b>486</b>	<b>5,146</b>	<b>4,661</b>	<b>73,956</b>	<b>62,306</b>	<b>11,650</b>	<b>61,820</b>	<b>1%</b>
<b>Supplies</b>											
610	General Supplies	-	-	-	53,483	53,483	213,931	145,725	68,206	145,725	0%
612	Non-capitalized equipment	-	-	-	140,800	140,800	176,000	176,000	-	176,000	0%
630	Food	-	-	-	-	-	147,600	55,350	92,250	55,350	0%
641	Textbooks	-	-	-	151,000	151,000	151,000	51,000	100,000	51,000	0%
650	Supplies-Information Technology-related - General	-	-	-	13,240	13,240	33,100	11,045	22,055	11,045	0%
651	Supplies - Technology - Software	-	-	-	12,938	12,938	32,345	24,780	7,565	24,780	0%
653	Web-based and similar programs	-	-	-	4,000	4,000	5,000	5,000	(0)	5,000	0%
<b>Subtotal - Supplies</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>375,461</b>	<b>375,461</b>	<b>758,976</b>	<b>468,900</b>	<b>290,076</b>	<b>468,900</b>	<b>0%</b>

Southern Nevada Trades High School  
Income Statement  
As of Jul FY2024

	Actual	YTD	Current Closed Month			Budget				
	Jul	Actual YTD	Actual	Budget	Variance	Approved Budget v1	Current Forecast	Approved Budget v1 vs. Current Forecast	Current Forecast Remaining	% Current Forecast Spent
<b>Depreciation Expense</b>										
<b>SUBTOTAL - Depreciation Expense</b>	-	-	-	-	-	-	-	-	-	-
<b>Debt Service and Miscellaneous</b>										
810 Dues and Fees	-	-	-	104	104	1,244	1,244	-	1,244	0%
<b>SUBTOTAL - Debt Service and Miscellaneous</b>	-	-	-	104	104	1,244	1,244	-	1,244	0%
<b>Other Items - Expense</b>										
<b>SUBTOTAL - Other Items - Expense</b>	-	-	-	-	-	-	-	-	-	-
<b>TOTAL EXPENSES</b>	<b>55,460</b>	<b>55,460</b>	<b>55,460</b>	<b>530,701</b>	<b>475,241</b>	<b>2,980,101</b>	<b>2,446,952</b>	<b>533,149</b>	<b>2,391,492</b>	<b>2%</b>

**Southern Nevada Trades High School**  
**Monthly Cash Forecast**  
**As of Jul FY2024**

	2023-24												Forecast	Remaining Balance
	Actuals & Forecast													
	Jul Actuals	Aug Forecast	Sep Forecast	Oct Forecast	Nov Forecast	Dec Forecast	Jan Forecast	Feb Forecast	Mar Forecast	Apr Forecast	May Forecast	Jun Forecast		
<b>Beginning Cash</b>	<b>676,442</b>	<b>493,978</b>	<b>590,812</b>	<b>338,346</b>	<b>468,096</b>	<b>535,786</b>	<b>480,492</b>	<b>580,133</b>	<b>519,699</b>	<b>491,305</b>	<b>436,372</b>	<b>381,438</b>		
<b>REVENUE</b>														
Revenue from Local Sources	220,493	238,507	100,000	-	-	-	-	-	-	-	-	-	559,000	-
Intermediate Revenue Sources	-	-	-	-	-	-	-	-	-	-	-	-	-	-
State Revenue	38,853	38,853	38,853	38,853	107,592	56,038	56,038	56,038	56,038	56,038	56,038	56,038	672,450	17,185
Federal Revenue	28,930	-	-	88,464	94,269	94,269	111,849	100,129	100,129	73,590	73,590	73,590	1,001,291	162,482
Other Financing Sources	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Items	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL REVENUE</b>	<b>288,276</b>	<b>277,360</b>	<b>138,853</b>	<b>127,317</b>	<b>201,861</b>	<b>150,307</b>	<b>167,886</b>	<b>156,167</b>	<b>156,167</b>	<b>129,627</b>	<b>129,627</b>	<b>129,627</b>	<b>2,232,741</b>	<b>179,667</b>
<b>EXPENSES</b>														
Personnel Services-Salaries	37,149	68,143	64,686	64,686	64,686	64,686	64,686	64,686	64,686	64,686	64,686	64,686	773,173	21,022
Personnel Services-Employee Benefits	12,466	35,320	31,737	31,737	31,737	31,737	31,737	31,737	31,737	31,737	31,737	31,737	379,774	14,619
Professional and Tech Services	5,360	36,965	28,325	41,226	41,226	41,226	27,226	27,226	27,226	27,226	27,226	27,226	385,210	27,526
Property Services	-	6,571	6,571	6,571	6,571	49,070	49,070	49,070	49,070	49,070	49,070	49,070	376,345	6,571
Other Services	486	7,865	5,395	5,395	5,395	5,395	5,395	5,395	5,395	5,395	5,395	5,395	62,306	-
Supplies	-	83,751	292,867	13,382	13,382	13,382	13,382	13,382	6,342	6,342	6,342	6,342	468,900	-
Depreciation Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Debt Service and Miscellaneous	-	207	104	104	104	104	104	104	104	104	104	104	1,244	(0)
Other Items - Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL EXPENSES</b>	<b>55,460</b>	<b>238,822</b>	<b>429,685</b>	<b>163,101</b>	<b>163,101</b>	<b>205,601</b>	<b>191,601</b>	<b>191,601</b>	<b>184,561</b>	<b>184,561</b>	<b>184,561</b>	<b>184,561</b>	<b>2,446,952</b>	<b>69,738</b>
<b>Operating Cash Inflow (Outflow)</b>	<b>232,816</b>	<b>38,538</b>	<b>(290,832)</b>	<b>(35,784)</b>	<b>38,760</b>	<b>(55,294)</b>	<b>(23,714)</b>	<b>(35,434)</b>	<b>(28,394)</b>	<b>(54,933)</b>	<b>(54,933)</b>	<b>(54,933)</b>	<b>(214,211)</b>	<b>109,928</b>
Accounts Receivable - Current Year	(42,049)	124,141	38,367	165,534	28,930	-	123,355	-	-	-	-	-	-	-
Other Assets	-	(48,631)	-	-	-	-	-	-	-	-	-	-	-	-
Accounts Payable - Current Year	(176,175)	(5,271)	-	-	-	-	-	-	-	-	-	-	-	-
Other Current Liabilities	(197,056)	(11,944)	-	-	-	-	-	(25,000)	-	-	-	-	-	-
<b>Ending Cash</b>	<b>493,978</b>	<b>590,812</b>	<b>338,346</b>	<b>468,096</b>	<b>535,786</b>	<b>480,492</b>	<b>580,133</b>	<b>519,699</b>	<b>491,305</b>	<b>436,372</b>	<b>381,438</b>	<b>326,505</b>		

**Southern Nevada Trades High School**  
**Balance Sheet**  
**As of Jul FY2024**

	<b>Jun FY2023</b>	<b>Jul FY2024</b>	<b>YTD Change</b>
<b>ASSETS</b>			
Cash Balance	676,442	493,978	(182,464)
Current Assets	438,278	480,327	42,049
Other Assets	41,300	41,300	-
<b>TOTAL ASSETS</b>	<b>1,156,021</b>	<b>1,015,606</b>	<b>(140,415)</b>
<b>LIABILITIES &amp; EQUITY</b>			
Current Liabilities	465,445	92,215	(373,231)
Beginning Net Assets	106,398	690,575	584,177
Net Income (Loss) to Date	584,177	232,816	(351,361)
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>1,156,021</b>	<b>1,015,606</b>	<b>(140,415)</b>

## **Nomination and Board Elections of Officers and Directors**

- (1) The President shall appoint a nominating committee consisting of not less than five (5) board members, including one (1) current officer, ~~the two most immediate past presidents willing and able to serve~~. The immediate past president shall chair the Nominating Committee. (ACE)
  - It is the intent of the nominating process that the officers will be elevated in office each year, except for the Treasurer.
  - A least by December 15<sup>th</sup> of each year, the nominating committee shall notify the Board of its nominations for officers and directors.
  - Notwithstanding the above described nomination procedure, additional candidates may be nominated by written petition of fifteen (15) percent of the board members. Such petition shall be submitted to the Principle of the Academy prior to December 1 of each year.
  - Not later than January 1 of each year, the Principal shall mail one (1) ballot to the principle address of each board member as such address appears on the records of the Academy. The ballot shall list the vacant positions occurring on the Boards of Directors as well as designating the candidates for such positions selected pursuant to the provisions set forth above. The ballot must be marked by the board member and returned to the Principal not later than January 15 of the year in which it is sent. The Principal shall devise and implement a system of balloting by mail which will assure that the balloting is secret and that only those members entitled to vote cast ballots. All ballots received by the Principal within the time above specified shall be counted, and the nominee receiving the highest number of votes for each vacancy on the Board of Directors shall be declared elected. In the event of a tie vote for any of the vacancies, the successful nominee shall be determined by a run-off election. All newly elected directors and officers shall take office effective February 1.
- Officers shall be reelected at the annual meeting of the Board of Directors and shall serve for one year or until their replacements are elected and qualified.
- The Governance Committee, if created, shall present nomination for new and renewing Board members of three or more. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by majority of those Board members at a Board meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon another committee created for that purpose or upon the Board of Directors.
- The Nominating committee will nominate one (1) person for each of the available seats to be filled on the Board of Directors by May of each year. New Board members shall be elected by a majority vote by Board members present at said meeting, provided there is a quorum present. Members so elected shall begin their term beginning on the first day of the next fiscal year (July 1<sup>st</sup>).

## **Number of Board Members**

- Question – Do we specify a total number of Officers and Directors... 12?

## **SNTHS**

- The number of Directors shall be \_\_\_\_\_ and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than three (3).

### **Terms of Board**

- Board members shall be elected for a term of three (3) years staggered and may be elected for successive terms. Officers shall be elected for a term of one year and may succeed themselves, for not more than one additional year. Elected Ex-officio Directors shall be elected for two-year terms. (ACE)
  - To begin operation, the length of terms shall be staggered so that not more than one third of the board is changed at one time.
- All appointments to the Board shall be for a term of \_\_\_\_\_. No person shall serve more than \_\_\_\_\_ consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to \_\_\_\_\_ additional year(s). No person shall serve more than \_\_\_\_\_ consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after \_\_\_\_\_ years have passed since the conclusion of such Board member's service.

### **Tenure**

- Any Officer shall only serve two (2) years on the Board of Directors either consecutive service or nonconsecutive service for up to three (3) terms. Any officer may serve full tenure in all officer positions on the board.

### **Attendance**

- Any Board member who misses two (2) consecutive (without prior notice) or three (3) meetings a year is subject to removal and replacement at the discretion of the board. (ACE)

### **Vacancies**

- 5.6 VACANCIES. If any vacancy shall occur in an Executive Committee by reason of disqualification, death, resignation, removal or otherwise, the remaining members shall, until the filing of such vacancy, constitute the then total membership of the Executive Committee. Such vacancy may be filled by the Directors pursuant to Section 3.4 above. From SNTHS Bylaws
- The Board shall have power to fill the unexpired term of any vacancies on the Board caused by death, disqualification, removal, refusal to act or resignation of any member of the Board. (ACE)
- Vacancies occurring between elections are appointed by the officers.
- A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting. The incorporating Board of Directors shall serve initial terms of one year unless otherwise asked and agreed upon by a majority of the Board of Directors.

## SNTHS

### Removal

- 4.5 Removal – No need to add anything else.

### Resignation

- 3.3 Resignation – No need to add anything else.

### Onboarding

- Governance Committee shall.... Couple ideas
  - Create a New Board Member Welcome packet
    - History – One-page document outlining organizations history
    - Board roles and responsibilities
    - Copy of Bylaws
    - Current year's budget
    - List of current leadership and board members and contact information
    - Calendar
  - Hold a New Board Member Orientation
  - Update website with Bio, signature cards, fingerprints, add to meeting invites, etc.

Blue Font – Language taken from ACE Bylaws

Green Font – Recommendations for approval

BYLAWS FOR THE ADMINISTRATION  
SOUTHERN NEVADA TRADES HIGH SCHOOL  
*A Nevada Non-Profit Corporation*

These Bylaws (“**Bylaws**”) of Southern Nevada Trades High School, a Nevada non-profit corporation (the “**Corporation**”), are dated April 8, 2022 have been adopted by the board of directors of the Corporation (the “**Board**”) and are hereby executed by the Corporation’s officers.

ARTICLE I: PRINCIPAL OFFICE; REGISTERED AGENT & CHARITABLE PURPOSE

1.1. PRINCIPAL OFFICE. The address of the principal office of the Corporation shall be [Address]. The Board may change the address of the principal office from time to time as it deems advisable.

1.2. REGISTERED AGENT. The registered agent of the Corporation is Shumway Van, LLC, whose address is 8985 S Eastern Avenue, Suite 100, Las Vegas, NV 89123. The Board may change the registered agent of the Corporation from time to time as it deems advisable, provided, however, that if the registered agent of the Corporation or the address of the Corporation’s designated address is changed, the Board shall amend the Articles (defined below) to disclose the then current registered agent and its then current address.

1.3. FORMATION. The Corporation was formed upon the filing of its Articles of Incorporation with the Nevada Secretary of State on April 8, 2022 (the “**Articles**”).

1.4. CHARITABLE PURPOSE. The Corporation shall exist solely for charitable and educational purposes as defined by Section 501(c)(3) of the Internal Revenue Code (the “**Code**”), as amended, and as set forth in the Articles. The members of the Board (collectively the “**Directors**” and each individually a “**Director**”) shall not exercise their powers except in full compliance with federal laws governing tax exempt organizations under Section 501(c)(3) of the Code so that the Corporation at all times qualifies as a tax-exempt organization to which donations shall be tax deductible pursuant to Sections 170(a)(1), 2055 and 2522 of the Code.

1.5. COMPLIANCE WITH LAWS. The Corporation will at all times comply with all applicable federal, state, and local laws, rules, and regulations, including, but not limited to, Chapter 82 of the Nevada Revised Statutes, which governs the formation and operation of nonprofit corporations under Nevada law.

ARTICLE II: DEFINITIONS

2.1. DEFINITIONS. The following definitions shall apply to the following terms, as used in these Bylaws:

(a) “**Annual Meeting**” means a meeting of the Directors occurring not less frequently than once per Fiscal Year at which the business and affairs of the Corporation are conducted.

(b) “**Board**” means the governing body of the Corporation, comprised of all of the Directors.

(c) “**Bylaws**” mean these Bylaws of the Corporation, as amended.

(d) “**Chair**” means, initially, Brett Willis, and thereafter the Director charged with leading the Board.

(e) “**Code**” means the Internal Revenue Code of 1986, as from time to time amended and in effect.

(f) “**Director(s)**” means a member or members of the Board.

(g) “**Executive Committee**” means a committee established under the direction of the Board for a specific purpose or project related to the charitable purposes of the Corporation and comprised of members designated by the Board.

(h) “**Fiscal Year**” means the calendar year unless otherwise determined by the Chair in its sole discretion.

(i) “**Corporation**” means the private operating foundation governed by these Bylaws, and its successors and assigns.

(j) “**Net Asset Value**” means all of the Corporation’s assets less all of the Corporation’s liabilities.

(k) “**Officer(s)**” means the President, Secretary, Treasurer, and any Vice-Presidents appointed by the Directors to assist in the management of the affairs of the Corporation.

(l) “**Person**” means an individual or a corporation, limited liability company, partnership, trust, estate, unincorporated organization, association, or other business enterprise.

(m) “**Regulations**” means the income tax regulations promulgated under the Code, as from time to time amended and in effect (including corresponding provisions of succeeding regulations).

(n) “**Resolution**” means a written instrument drafted and distributed by and among the Directors setting forth a specific action to be taken by the Directors upon obtaining the requisite percentage of approval from the Directors.

(o) “**Special Meeting**” means a meeting of the Directors called by the Chair from time to time at which the business and affairs of the Corporation are conducted.

### ARTICLE III: DIRECTORS

3.1. COMPOSITION OF THE BOARD; CHAIR. The Board shall initially consist of four (4) Directors, namely (i) Brett Willis, (ii) Rebecca Merrihew; (iii) Kelly Gaines; and (iv) Lisa Jones. Brett Willis shall serve as the initial Chair. In the event of a voting tie among the Directors, the Chair shall have the tie-breaking vote.

3.2. APPOINTMENT AND REMOVAL. The Directors may appoint additional or successor Directors to the Board pursuant to Section 3.4 below, *provided, however*, that the appointment of additional or successor Directors shall not be effective if it results in a Board comprised of an even number of Directors.

3.3. RESIGNATION. A Director may resign from the Board at any time by providing thirty (30) days’ advance, written notice to the other Directors.

3.4. GENERAL POWERS.

(a) **Independent Authority.** The day-to-day business and affairs of the Corporation shall be managed by the Board or those it designates as Officers, if any. Each Director, subject only to those restrictions set forth in the Articles and these Bylaws, shall have full and complete authority, power, and discretion to make any and all decisions and to do any and all things which such Director deems appropriate to accomplish the charitable purposes of the Corporation. Decisions and actions by the Directors, or any one of them, are binding on the Corporation and any document may be signed on behalf of the Corporation by any one of the Directors.

(b) **Majority Approval.** Notwithstanding the foregoing, no Director shall have the authority to take the following actions except upon the majority vote of the Directors at an Annual Meeting or Special Meeting or the majority approval by the Directors of a Resolution:

i. The delegation of authority to Officers and the fixing of compensation of Officers and Subordinate Officers;

ii. The establishment and termination of, and delegation of authority to Executive Committees, the appointment of members thereto, the removal of members therefrom, and the fixing of compensation, if any, of the members of an Executive Committee;

iii. The determination as to whether the Corporation will enter into any proposed transaction or arrangement for which a conflict of interest is present;

iv. The acquisition, disposition, mortgage, pledge, encumbrance, hypothecation, or exchange of any real property on behalf of the Corporation;

v. The advancement or generation of loans to or from the Corporation in excess of \$10,000 and the provision or securing of collateral for such loans;

vi. The amendment of these Bylaws, the Articles, or the changing of charitable purposes of the Corporation, except that any amendments required under applicable law to correct an inaccuracy in the Articles may be filed at any time by any Director;

vii. The opening and maintaining of a bank account or other depository in the name of the Corporation; and

viii. The negotiation, execution, and performance of any Material Contract on behalf of the Corporation. For purposes of this subsection, the term "**Material Contract**" means any contract whose value or cost of performance is equal to or greater than twenty percent (20%) of the Net Asset Value of the Corporation.

(c) **Unanimous Approval.** Furthermore, no Director shall have the authority to take any of the following actions except upon the unanimous vote of the Directors at an Annual Meeting or Special Meeting or the unanimous approval by the Directors of a Resolution:

i. The sale, exchange, assignment, transfer, or disposal of all or substantially all of the Corporation's assets, whether or not as part of a single transaction or plan;

ii. The dissolution, merger, consolidation, sale or other modification of the Corporation or any subsidiary of the Corporation; or

iii. The filing of bankruptcy.

### 3.5. MEETINGS AND RESOLUTIONS.

(a) **Annual Meetings.** A regular meeting of the Board shall be held no less frequently than once per Fiscal Year, at the time and place appointed by Resolution, drafted and distributed by the Chair, and which must be approved of by a majority of the Directors. No notice aside from such Resolution shall be required for such an Annual Meeting. Any action taken during an Annual Meeting shall be deemed effected as of the date of such Annual Meeting.

(b) **Special Meetings.** Special Meetings of the Board may be called by the Chair, without a Resolution, provided, however, that the Chair shall give notice to the Directors of the time and place of these meetings not less than two (2) days prior to such Special Meeting. Any action taken during a Special Meeting shall be deemed effected as of the date of such Special Meeting.

3.6. PARTICIPATION IN MEETINGS. The Directors may participate in Annual Meetings or Special Meetings by means of telephone conference or similar communications by which all Persons participating can hear each other and participate in the Annual Meeting or Special Meeting. Each Director who participates in such a manner shall be deemed to have been present at the Annual Meeting or Special Meeting.

3.7. QUORUM. A majority of the Directors shall constitute a quorum for the purpose of taking any action at any Annual Meeting or Special Meeting of the Directors. If less than a quorum is present at an Annual Meeting or Special Meeting, the Directors present cannot take any action that requires a majority of the Directors. Any action taken by majority vote at any Annual Meeting or Special Meeting at which a quorum is present shall be deemed to be an act of a majority of the Board.

3.8. PRESUMPTION OF ASSENT. A Director who is present at an Annual Meeting or Special Meeting of the Directors at which action on any matter is taken shall be presumed to have assented to the action unless the Director's dissent shall be entered in the minutes of the Annual Meeting or Special Meeting or unless the member files a written dissent to such action with the Chair on or before fourteen (14) days have passed from the date of such Annual Meeting or Special Meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

### 3.9. PERIODIC REVIEWS.

(a) **Scope.** To confirm that the Corporation operates in a manner that (i) is consistent with the charitable purposes set forth in the Articles; (ii) is compliant with the restrictions set forth in Article VIII of these Bylaws; (iii) conforms to the Corporation's Conflict of Interest Policy, as set forth in **Addendum A** to these Bylaws; and (iv) does not jeopardize its tax exempt status in any way, the Board or an Executive Committee designated for such a purposes, shall conduct periodic reviews of the Corporation's operations. The periodic reviews shall also include, at a minimum, the following subjects:

i. Whether compensation arrangements and reimbursement of expenses are reasonable, based on competent survey information, and the result of arm's length bargaining and transactions; and

ii. Whether partnerships, joint ventures, and arrangements with management organizations (if any) conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in excess benefit transactions.

(b) **Use of Outside Experts.** When conducting the periodic reviews, the Board or Executive Committee may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

3.10. COMMITTEES. The Board may, by resolution adopted by the majority of the Directors then in office, or by appointment not requiring a majority vote for administrative matters, designate committees, consisting of Directors, Members, members of the public or others with specific knowledge and skill, to serve at the pleasure and direction of the Board.

#### ARTICLE IV: OFFICERS AND SUBORDINATE OFFICERS

4.1. PRESIDENT, VICE-PRESIDENTS, SECRETARY, AND TREASURER. The Officers, if the Directors elect to Officers, shall consist of a president ("**President**"), a secretary ("**Secretary**") a treasurer ("**Treasurer**"), and such vice presidents, if any, ("**Vice Presidents**") as determined by the Directors.

4.2. APPOINTMENT OF OFFICERS. Officers shall be appointed by the Directors pursuant to the majority vote of the Directors at an Annual Meeting or Special Meeting or the majority approval by the Directors of a Resolution above. Officers may, but need not be, Directors during the terms of their respective offices.

4.3. SUBORDINATE OFFICERS. The President, or any Officer acting under the President's express authority, may appoint such agents, employees, or officials ("**Subordinate Officers**"), as it deems advisable. The President, or any Officer acting under the President's express authority, shall determine the title, period of appointment, authority, and duties to be performed of all Subordinate Officers.

4.4. RESIGNATION. An Officer or Subordinate Officer may resign at any time by delivering a written resignation to the any one or more of the Directors. Such officer's resignation shall take effect fourteen (14) days after such Officer's delivery of its written resignation to a Director.

4.5. REMOVAL. The Directors may remove any Officer, at any time, for or without cause, pursuant to Section 3.4 above. The President, or any Officer acting under the President's express authority to do so, may remove, for or without cause, any Subordinate Officer appointed in accordance with the provisions of these Bylaws.

4.6. PRESIDENT. The President shall be the Chair of the Board, shall perform such duties as generally fall under the purview of a president of a corporation and other duties as may be assigned by the Directors, and shall preside at all Annual Meetings or Special Meetings of the Directors.

4.7. VICE PRESIDENT. The Vice President shall perform such duties as may be assigned by the Directors and, in the absence of the President, shall preside at all Annual Meetings or Special Meetings.

4.8. SECRETARY. The Secretary shall have the following powers and duties:

(a) The Secretary shall keep or cause to be kept a record of all the proceedings of the Annual Meetings or Special Meetings and shall keep or cause to be kept copies of all proposed and/or accepted Resolutions in books provided for such purposes;

(b) The Secretary shall cause all notices to be duly given in accordance with the provisions of these Bylaws;

(c) The Secretary shall be custodian of the Corporation's books and records and shall see that such books and records are properly organized, maintained, and made available for inspection and copy as required by the Code and these Bylaws; and

(d) The Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Directors.

4.9. TREASURER. The Treasurer shall have charge and custody of, and is responsible for, all funds and securities of the Corporation. The Treasurer shall also receive and give receipts for monies due and payable to the Corporation from any source whatsoever and shall deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Directors.

4.10. SURETY BOND. If the Directors so require, any Officer or Subordinate Officer of the Corporation shall execute a bond in such sum and with such sureties as the Directors may direct, conditioned upon the faithful performance of duties to the Corporation, including responsibility for negligence and for the accounting for all property or monies of the Corporation that may come into the Officer or Subordinate Officer's hands.

#### ARTICLE V: EXECUTIVE COMMITTEES

5.1. DESIGNATION. Pursuant to Section 3.4 above, the Board may designate one or more Executive Committees to conduct specific business and affairs of the Corporation. Members of an Executive Committee, including the presiding member of such Executive Committee, may be Directors, Officers, Subordinate Officers, or any other Person and shall be designated by the Directors pursuant to Section 3.4. Each member of an Executive Committee shall hold such office until the member resigns, is removed, a successor is designated in the place of such member, or the Executive Committee is terminated.

5.2. POWERS. Executive Committees shall have such power and authority as is delegated to them by the Board, provided, however, that an Executive Committee shall not appoint or remove Directors from the Board or amend these Bylaws or the Articles.

5.3. PROCEEDINGS. The Executive Committee shall meet at such place or places, at such time or times and upon such notice (or without notice) as it shall determine from time to time. It shall keep a record of its proceedings and shall report such proceedings to the Directors at each Annual Meeting.

5.4. QUORUM FOR TRANSACTING BUSINESS. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any of its meetings. If less than a quorum is present at a meeting, the members cannot take any action that requires approval from a majority of the members. Any action taken by majority vote at a meeting at which a quorum is present shall be deemed to be an act of the Executive Committee.

5.5. RESIGNATION AND REMOVAL. Any member of an Executive Committee may resign at any time by delivering a written resignation to the Board. Such resignation shall take effect fourteen (14) days after such member's delivery of its resignation to the Board. The Directors may remove any member of an Executive Committee at any time, with or without cause, pursuant to Section 3.4 above.

5.6. VACANCIES. If any vacancy shall occur in an Executive Committee by reason of disqualification, death, resignation, removal or otherwise, the remaining members shall, until the filling of such vacancy, constitute the then total membership of the Executive Committee. Such vacancy may be filled by the Directors pursuant to Section 3.4 above.

#### ARTICLE VI: DISSOLUTION

Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, and after properly disposing of assets held by the Corporation upon condition requiring return, transfer or conveyance upon such event of dissolution as required by Nevada law, transfer and convey all remaining assets and benefits of the Corporation to a transferee designated by the Board for advancement of the purposes of the Corporation, provided that such transferee then qualifies for such a distribution under Section 501(c)(3) of the Code or its future equivalent. If the transferee or its successor shall fail to so qualify, then all remaining assets and benefits of the Corporation shall be disposed of by the district court for the county in which the principal office of the Corporation is then located. The court shall transfer the Corporation's assets to such organization or organizations as said court shall determine most nearly approximate the purposes for which the Corporation was organized.

#### ARTICLE VII: COMPENSATION AND REIMBURSEMENT

7.1. COMPENSATION. As determined by the Directors pursuant to Section 3.4, the Corporation may pay compensation to Officers, Subordinate Officers, and members of an Executive Committee (other than government officials) for the performance of personal services which are reasonable and necessary to carry out the charitable purposes of the Corporation. The Corporation shall not compensate the Directors for services rendered in their capacities as Directors, provided, however, that no Officer, Subordinate Officer, or member of an Executive Committee shall be prevented from receiving reasonable compensation by reason of the fact that the Officer, Subordinate Officer, or member of an Executive Committee is also a Director. Such compensation shall not be excessive and in no event shall such compensation exceed that which would ordinarily be paid for similar services rendered on behalf of either charitable or non-profit organizations under similar circumstances. The Directors shall (i) comply with the Corporation's Conflict of Interest Policy in **Addendum A** to these Bylaws; (ii) keep a record of the vote of each Director with respect to compensation and the basis for such Director's vote; and (iii) consider the following factors when determining the reasonable compensation of Officers, Subordinate Officers, and members of Executive Committees for their services rendered on behalf of the Corporation:

- (a) The individual's qualifications;
- (b) The nature, extent, and scope of the work to be performed;
- (c) The Corporation's gross and net receipts;
- (d) The prevailing economic conditions;

(e) The prevailing rates of compensation for comparable positions in comparable entities either charitable or non-profit;

(f) The total amount of compensation paid to all Officers and Subordinate Officers; and

(g) The compensation paid to specific Officers and Subordinate Officers in previous years.

7.2 REIMBURSEMENT. As determined by the Board pursuant to Section 3.4 above, the Corporation may reimburse the Directors, Officers, Subordinate Officers, and members of Executive Committees (other than government officials) for any reasonable and necessary expenses actually incurred by such individuals in carrying out the charitable purposes of the Corporation. The Directors shall comply with the Corporation's Conflict of Interest Policy in **Addendum A** to these Bylaws in all instances where reimbursement is made to a Director, Officer, Subordinate Officer, or member of an Executive Committee.

#### ARTICLE VIII: RESTRICTIONS

8.1. NO PRIVATE INUREMENT; POLITICS. No part of the Corporation (including its net earnings) shall inure to the private benefit of any Director or Person and no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any way in any political campaign on behalf of any candidate for public office.

8.2. USE OF FUNDS. All of the income or earnings of the Corporation shall be used to fulfill the charitable purposes of the Corporation. No part of the income or earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its officers, agents, and employees for services rendered to or for the benefit of the Corporation, to reimburse its Directors, officers, agents, and employees for expenses incurred in furtherance of the Corporation's charitable purposes, and to make payments and distributions in furtherance of the charitable purposes of the Corporation, as set forth in these Bylaws. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

8.3. DISTRIBUTION OF INCOME. The Corporation shall distribute its income for each tax year at a time and in a manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any succeeding law.

8.4. SELF-DEALING AND CONFLICTS OF INTEREST. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any succeeding law. The Corporation shall not enter into any transaction in which a Director, Officer, Subordinate Officer, member of an Executive Committee or any Person that is related by blood or marriage to a Director, Officer, Subordinate Officer, or member of an Executive Committee, has, directly or indirectly, an ownership, investment, or other financial interest except in accordance with the Corporation's Conflict of Interest Policy, which is set forth in greater detail in **Addendum A** to these Bylaws.

8.5. EXCESS BUSINESS HOLDINGS. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any succeeding law, and shall divest itself of any excess business holdings within the timeframe provided for under Section 4943(c) of the Code.

8.6. INVESTMENTS. The Corporation shall not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any succeeding law.

8.7. TAXABLE EXPENDITURES. The Corporation shall not make any taxable expenditures as defined in Section 4945 of the Code, or the corresponding section of any succeeding law.

8.8. RESTRICTIONS ON ACTIVITIES. Notwithstanding any of the statements in Article III of purposes and powers of the Corporation, the Corporation shall not engage in activities that in themselves are not in furtherance of the charitable purposes of the Corporation, as set forth in the Articles, or that jeopardize in any way the Corporation's status as a Section 501(c)(3) entity under the Code.

8.9. COMPLIANCE WITH SECTION 501(C)(3). The Directors shall not exercise their powers except in full compliance with federal laws governing tax exempt organizations under Section 501(c)(3) of the Code so that the Corporation at all times qualifies as a tax-exempt organization to which donations shall be tax deductible pursuant to Sections 170(a)(1), 2055, and 2522 of the Code.

8.10. ANNUAL STATEMENTS. Each Director, Officer, Subordinate Officer, and member of an Executive Committee with Board delegated powers shall annually sign a statement which affirms such Person:

(a) Has received a copy of these Bylaws;

(b) Has read and understands restrictions and requirements set forth in these Bylaws;

(c) Has agreed to comply with such restrictions and requirements; and

(d) Understands that the Corporation is a charitable entity and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish its tax-exempt purposes.

#### ARTICLE IX: ACCOUNTING, BOOKS, RECORDS, AND LOANS

9.1. ACCOUNTING PRINCIPLES. The Corporation's books and records shall be kept, and its income tax returns prepared, under such permissible method of accounting, consistently applied, as the Board may determine to be appropriate.

9.2. FISCAL YEAR. The Fiscal Year shall be the calendar year.

9.3. RECORDS AND ACCOUNTS. At the expense of the Corporation, the Board shall maintain records and accounts of all operations and expenditures of the Corporation as required pursuant to Chapter 82 of the Nevada Revised Statutes.

9.4. RETURNS. The Board shall cause the preparation and timely filing of all tax and information returns required to be filed by the Corporation pursuant to the Code and all other tax and information returns deemed necessary and required in each jurisdiction in which the Corporation conduct charitable activities.

9.5. LOANS. The Corporation shall be permitted to make loans to individuals and institutions on commercially reasonable terms to further its educational and charitable purposes.

#### ARTICLE X: GENERAL BYLAWS

10.1. NOTICES. Any notice, demand, request or report required or permitted to be given or made to a party under these Bylaws shall be in writing and shall be delivered (i) in person; (ii) by registered or certified mail, return receipt requested; or (iii) by electronic mail, return receipt requested, to such party at its address as shown on the records of the Corporation and shall be deemed effective when received by such party.

10.2 AMENDMENTS. Any provision of these Bylaws may be amended or revoked by the majority vote of the Directors at an Annual Meeting or Special Meeting or by majority approval of a Resolution to amend the Bylaws setting forth the specific provisions to be amended or revoked.

10.3. TITLES AND CAPTIONS. All article and section titles and captions in these Bylaws are for convenience only, shall not be deemed part of these Bylaws, and in no way shall define, limit, extend, or describe the scope or intent of any provisions hereof. Except as specifically provided otherwise, references to "Articles" and "Sections" are to Articles and Sections of these Bylaws.

10.4. PRONOUNS AND PLURALS. Whenever the context may require, any pronoun used in these Bylaws shall include the corresponding masculine, feminine, or neuter forms, and the singular form of nouns, pronouns, and verbs shall include the plural and vice versa.

10.5. BINDING EFFECT. These Bylaws shall be binding upon and inure to the benefit of the parties hereto and their heirs, executors, administrators, successors, legal representatives and permitted assigns.

10.6. INTEGRATION. These Bylaws constitute the entire agreement among the parties hereto pertaining to the subject matter hereof and supersede all prior agreements and understandings pertaining thereto.

10.7. WAIVER. No failure by any party to insist upon the strict performance of any covenant, duty, agreement, or condition of these Bylaws or to exercise any right or remedy consequent upon a breach thereof shall constitute a waiver of any such breach of any covenant, agreement, term, or condition. Any Director or Officer may, by an instrument in writing, but shall be under no obligation to, waive any of its rights or any conditions to its obligations hereunder, or any duty, obligation or covenant of any other Director or Officer, but no waiver shall be effective unless in writing and signed by the Director or Officer making such waiver. No waiver shall affect or alter the remainder of the terms of these Bylaws but each and every covenant, agreement, term, and condition hereof shall continue in full force and effect with respect to any other then existing or subsequent breach.

10.8. NEVADA LAW APPLICABLE. All matters in connection with the power, authority and rights of the members and all matters pertaining to the operation, construction, interpretation, or enforcement of these Bylaws shall be governed and determined by the internal laws of the State of Nevada, without giving effect to the principles of conflicts of laws.

10.9. NEVADA JURISDICTION. EACH DIRECTOR, OFFICER, SUBORDINATE OFFICER, AND EXECUTIVE COMMITTEE MEMBER (j) HEREBY IRREVOCABLY SUBMITS TO THE JURISDICTION OF ANY COURT OF THE STATE OF NEVADA OR THE UNITED STATES DISTRICT COURT FOR THE EIGHTH DISTRICT

OF NEVADA FOR THE PURPOSES OF ANY SUIT, ACTION OR OTHER PROCEEDING ARISING OUT OF THESE BYLAWS WHICH IS BROUGHT BY OR AGAINST THE COMPANY, (ii) HEREBY IRREVOCABLY AGREES THAT ALL CLAIMS IN RESPECT OF ANY SUCH SUIT, ACTION OR PROCEEDING MAY BE HEARD AND DETERMINED IN ANY SUCH COURT AND (iii) TO THE EXTENT THAT IT HAS ACQUIRED, OR HEREAFTER MAY ACQUIRE, ANY IMMUNITY FROM THE JURISDICTION OF ANY SUCH COURT OR FROM ANY LEGAL PROCESS THEREIN, HEREBY WAIVES SUCH IMMUNITY TO THE FULLEST EXTENT PERMITTED BY LAW. EACH DIRECTOR, OFFICER, SUBORDINATE OFFICER, AND EXECUTIVE COMMITTEE MEMBER HEREBY WAIVES, AND HEREBY AGREES NOT TO ASSERT, IN ANY SUCH SUIT, ACTION OR PROCEEDING, IN EACH CASE TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, ANY CLAIM THAT (i) IT IS NOT PERSONALLY SUBJECT TO THE JURISDICTION OF ANY SUCH COURT, (ii) IT IS IMMUNE FROM ANY LEGAL PROCESS, (iii) ANY SUCH SUIT, ACTION OR PROCEEDING IS BROUGHT IN AN INCONVENIENT FORUM, (iv) VENUE OF ANY SUCH SUIT, ACTION OR PROCEEDING IS IMPROPER OR (v) THESE BYLAWS MAY NOT BE ENFORCED IN OR BY SUCH COURT. EACH DIRECTOR, OFFICER, SUBORDINATE OFFICER, AND EXECUTIVE COMMITTEE MEMBER AGREES THAT PROCESS AGAINST IT IN CONNECTION WITH ANY SUIT, ACTION OR PROCEEDING FILED IN ANY SUCH REFERENCED COURT ARISING OUT OF OR RELATING TO THIS AGREEMENT MAY BE SERVED ON IT, BY MAILING THE SAME TO SUCH MEMBER BY REGISTERED MAIL, RETURN RECEIPT REQUESTED, ADDRESSED TO SUCH MEMBER AT ITS ADDRESS FOR NOTICES UNDER THESE BYLAWS, WITH THE SAME EFFECT IN EITHER CASE AS THOUGH SERVED UPON SUCH PERSON PERSONALLY.

10.10. INVALIDITY OF PROVISIONS. If any provision of these Bylaws is declared or found to be illegal, unenforceable, or void, in whole or in part, then the parties shall be relieved of all obligations arising under such provision, but only to the extent that it is illegal, unenforceable or void, it being the intent and agreement of the parties that these Bylaws shall be deemed amended by modifying such provision to the extent necessary to make it legal and enforceable while preserving its intent or, if that is not possible, by substituting therefor another provision that is legal and enforceable and achieves the same objectives.

10.11. ATTORNEY FEES. In the event of an arbitration, trial, appeal, dispute, or other legal action brought or sought by a party to enforce the terms these Bylaws or its rights hereunder, the prevailing party in such action shall be entitled to reimbursement from the other party for its reasonable costs (including, without limitation, attorney fees) incurred in connection therewith.

10.12. COUNTERPARTS. These Bylaws may be executed in counterparts by facsimile or electronic transmission, each of which will be deemed to be an original, but all of which together will constitute one and the same instrument, without necessity of production of the others.

*(Signatures on the following page)*

IN WITNESS WHEREOF, the below declare that they have examined these Bylaws and that they are to the best of their knowledge and belief, true, correct, and complete. The undersigned hereby acknowledge that the Corporation has adopted these Bylaws effective as of the date first set forth above.

**DIRECTORS:**

BRETT WILLIS

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

REBECCA MERRIHEW

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

KELLY GAINES

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

LISA JONES

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

ADDENDUM A:  
CONFLICT OF INTEREST POLICY  
OF THE  
SOUTHERN NEVADA TRADES HIGH SCHOOL

THIS ADDENDUM (“**Addendum**”) to the Bylaws of Southern Nevada Trades High School, a Nevada non-profit corporation (the “**Corporation**”), has been adopted by the board of directors of the Corporation (the “**Board**”) and is hereby made a substantive part of the Bylaws of the Corporation (“**Bylaws**”).

**CONFLICT OF INTEREST POLICY**

A.1. PURPOSE. The purpose of the conflict-of-interest policy is to protect the Corporation’s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or Officer of the Corporation, might result in a possible excess benefit transaction, or otherwise jeopardize the tax-exempt status of the Corporation with the Internal Revenue Service (the “**IRS**”). This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

A.2. DEFINITIONS. Capitalized terms used in this Addendum have the same meaning given to them in the Bylaws. In addition, the following terms, as used in this Addendum, shall have the definitions set forth below:

(a) “**Interested Person**” means any Director, Officer, Subordinate Officer, or member of an Executive Committee with Board delegated powers that has a direct or indirect Financial Interest, as defined below.

(b) “**Financial Interest**” means a Person that has, directly or indirectly, through business, investment, or family:

i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A.3. PROCEDURES.

(a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to each Director, Officer, Subordinate Officer, or member of an Executive Committee with Board delegated powers considering the proposed transaction or arrangement.

(b) ***Determining Whether a Conflict of Interest Exists.*** After disclosure of the Financial Interest and all material facts related thereto, and after any discussion with the Interested Person, he or she shall leave the Annual Meeting or Special Meeting while the determination of a conflict of interest is discussed and voted upon. Those remaining in the Annual Meeting or Special Meeting shall decide if a conflict of interest exists. A Financial Interest is not necessarily a conflict of interest. A Person who has a Financial Interest may have a conflict of interest only if the Board or appropriately designated Executive Committee decides that a conflict of interest exists.

(c) ***Procedures for Addressing the Conflict of Interest.***

i. An Interested Person may make a presentation at an Annual Meeting or Special Meeting regarding a potential conflict of interest, but after the presentation, such Interested Person shall leave the Annual Meeting or Special Meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The Chair shall, if appropriate, appoint a disinterested Director or Executive Committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the disinterested Directors or appropriately designated Executive Committee shall determine by a majority vote whether the transaction or arrangement is in the Corporation's best interest, for its benefit, and whether it is fair and reasonable. In conformity with the above determination the Board or appropriately designated Executive Committee shall make its decision as to whether to enter into the transaction or arrangement.

(d) ***Violations of the Conflicts of Interest Policy.***

i. If the Board or appropriately designated Executive Committee has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board or appropriately designated Executive Committee determines that the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

A.4. RECORDS OF PROCEEDINGS. The minutes of all Annual Meetings or Special Meetings wherein a potential or actual conflict of interest is disclosed, discussed, voted upon, and rejected or approved, shall contain:

(a) The names of the Persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the decision

by the Board or appropriately designated Executive Committee as to whether a conflict of interest in fact existed.

(b) The names of the Persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### A.5. COMPENSATION CONFLICTS.

(a) A Director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's compensation.

(b) A member of an Executive Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No Director or member of an Executive Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to the Board or any Executive Committee regarding compensation.

A.6. ANNUAL STATEMENTS. Each Director, Officer, Subordinate Officer, or member of an Executive Committee with Board delegated powers shall annually sign a statement which affirms that such Person:

(a) Has received a copy of this Addendum;

(b) Has read and understands the policy on conflicts of interest set forth in this Addendum;

(c) Has agreed to comply with such policy; and

(d) Understands the Corporation is a charitable organization and in order to maintain its federal tax exemption with the IRS it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

EXHIBIT 1: FORM RESOLUTION OF THE BOARD

RESOLUTION OF BOARD OF DIRECTORS  
OF THE  
SOUTHERN NEVADA TRADES HIGH SCHOOL,  
*A Nevada Non-Profit Corporation*

[Date]

In accordance with Chapter 82 of the Nevada Revised Statutes and its governing documents, the board of directors (the "**Board**") of Southern Nevada Trades High School, a Nevada non-profit corporation (the "**Corporation**"), hereby adopts the following resolutions ("**Resolutions**"):

[TITLE OF ACTION]

RESOLVED, [action to be taken];

FURTHER RESOLVED, [additional action to be taken];

FURTHER RESOLVED, [additional action to be taken].

**DIRECTORS:**

BRETT WILLIS

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

REBECCA MERRIHEW

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

KELLY GAINES

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

LISA JONES

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## **CODE OF ETHICS**

The Southern Nevada Trades High School Board of Directors desires to operate in the most ethical and conscientious manner possible and to that end the board adopts this Code of Ethics and each Director agrees that he or she will:

### **ARTICLE I: GOVERNANCE STRUCTURE**

1. Recognize that the authority of the board rests only with the board as a whole and not with individual directors and act accordingly.
2. Support the delegation of authority for the day-to-day administration of the high school to the school leader and act accordingly.
3. Honor the chain of command and refer problems or complaints consistent with the chain of command.
4. Recognize that the school leader should be present at all meetings of the board except when his or her contract, salary or performance is under consideration.
5. Not undermine the authority of the school leader or school administration.
6. Use reasonable efforts to keep the school leader informed of concerns or specific recommendations that any Director may bring to the board.

### **ARTICLE II: STRATEGIC PLANNING**

1. Reflect through actions that his or her first and foremost concern is for educational welfare of children attending the high school.
2. Participate in all planning activities to develop the vision and goals of the board.
3. Work with the Directors and the school leadership team to ensure prudent and accountable uses of the resources of the high school.
4. Render all decisions based on available facts and his or her independent judgment and refuse to surrender his or her judgment to individuals or special interest groups.
5. Uphold and enforce all applicable laws, all rules and guidelines of the State Board of Education and the board.

### **ARTICLE III: BOARD AND COMMUNITY RELATIONS**

1. Seek regular and systemic communications among the board and students, staff, and the community.
2. Communicate to the Directors and the school leadership expressions of public reaction to board policies and high school programs

### **ARTICLE IV: POLICY DEVELOPMENT**

1. Work with other Directors to establish effective policies for the high school.
2. Make decisions on policy matters only after full discussion at publicly held board meetings.
3. Periodically review and evaluate the effectiveness of policies on high school programs and performance.

#### ARTICLE V: BOARD MEETINGS

1. Attend and participate in regularly scheduled and called board meetings.
2. Be informed and prepared to discuss issues to be considered on the board agenda.
3. Work with other Directors in a spirit of harmony and cooperation in spite of differences of opinion that may arise during the discussion and resolution of issues at board meetings.
4. Vote for a closed executive session of the board only when applicable law or board policy requires consideration of a matter in executive session.
5. Maintain the confidentiality of all discussions and other matters pertaining to the board and the high school, during executive session of the board.
6. Make decisions in accordance with the interests of the high school as a whole and not any particular agreement thereof.
7. Express opinions before votes are cast, but after the board vote, abide by and support all majority decisions of the board.

#### ARTICLE VI: PERSONNEL

1. Consider the employment of personnel only after receiving and considering the recommendation of the school leadership.
2. Support the employment of persons best qualified to serve as employees of the high school and insist on regular and impartial evaluations of high school staff.
3. Comply with all applicable laws, rules, regulation, and all board policies regarding employment of family members.

#### ARTICLE VII: FINANCIAL GOVERNANCE

1. Refrain from using the position of Director for personal or partisan gain or to benefit any person or entity over the interest of the high school.

##### Conduct as a Director

1. Devote sufficient time, thought and study to the performance of the duties and responsibilities of a Director.
2. Become informed about current educational issues by individual study and through participation in programs providing needed education and training.

3. Communicate in a respectful professional manner with and about fellow Directors.
4. Take no private action that will compromise the board or high school administration.
5. Participate in all required training programs developed for Directors.

ARTICLE VII: CONFLICTS OF INTEREST

1. Announce potential conflicts of interest before board action is taken.
2. Comply with the conflicts of interest policy of the board, all applicable laws and State Board of Education Standard, rules and guidelines.

**START-UP SCHOOL PROPOSED BOARD MEMBER ROSTER**

PROPOSED BOARD MEMBERS Name & Title on Board (if applicable)	OCCUPATION	LARGEST BUDGET MANAGED/ OVERSEEN (\$ or N/A)	AREA OF EXPERTISE										COMMITTEE ASSIGNMENT				
			Accounting/Finance	Fundraising/Development	Construction/Real Estate	Legal	Technology	PR/HR/Communications	Education	Medical	Community/Volunteer	Board Experience	Governance	Finance	Facilities	Academics	Marketing/Fundraising
<b>Kelly Gaines, Secretary</b>	President, Nevada Subcontractors Association	\$10,000,000+	X	X	X			X			X	X					X
<b>Lisa Jones, Treasurer</b>	Partner, Campbell, Jones, Cohen CPAs	N/A	X								X	X	X				
<b>Amber Karweick</b>	Teacher, ACE High School	N/A					X		X							X	
<b>Kent Lay</b>	President Woodside Homes	\$1,000,000,000	X		X			X				X		X			
<b>Rebecca Merrihew, Vice Chair</b>	Sales Manager, Installed Building Products	\$800,000			X						X	X			X		
<b>Tina Morgan</b>	General Manager, Nevada Stairs & Retired Educator	\$3,000,000		X	X			X	X		X	X				X	
<b>Amanda Moss</b>	Senior Director of Government Affairs, Southern Nevada Home Builders Association	\$350,000,000		X	X						X	X					
<b>Kelly Suiter</b>	Controller & CEO, Rightway Drywall & Paint	\$10,000,000	X		X							X					
<b>Brett Willis, Chair</b>	President, Silverlake Construction	\$100,000,000+	X		X			X			X	X	X		X		
<b>Dan Wright</b>	Division Vice President, Community Planning, Toll Brothers	\$300,000,000+		X	X						X	X					
<b>Michael C. Van</b>	Senior & Managing Partner, Shumway Van Law Firm	\$12,000,000		X	X	X		X			X	X	X				

**By - Laws**  
**of the**  
**Academy for Career**  
**Education**

Adopted July 9, 2002  
Revised October 26, 2011, per AB171, NRS 386.549  
Revised January 19, 2022



The Academy for Career Education was organized November 20, 2001, in Reno by a group of educators and industry leaders, for the purpose of bettering the practices of education and preparatory training for industry and post secondary training.

## ARTICLE 1 - TITLE AND LOCATION

Section 1. The name of this school shall be:

The Academy for Career Education (hereafter Academy)

Section 2. The principle office of the Academy shall be in Washoe County, Nevada. The location of the principle office may be changed at the discretion of the Governing Board, and the Governing Board may establish such other offices as may be necessary for the proper conduct of the Academy's business.

## ARTICLE II - OBJECTIVES

Section 1. The objectives of this Academy shall be:

To make attendance at the Academy a reasonable assurance to the public that students will be qualified, able, and ready to join the workforce or be prepared for any number of post secondary schooling opportunities; to provide methods and means whereby students may avail themselves to the many opportunities made available through direct association with local industry; to promote cordial, cooperative and beneficial relationships between pupils in Washoe County School District and local industry; to secure uniformity of education between the Academy and local industry; to promote and do such other things as may be desirable for the betterment of its students and the local industry.

Section 2. A mission statement of the Academy is as follows:

“ACE High School teaches skills for today’s professional careers in construction, engineering, architecture, transportation, mining, and manufacturing through integrated academics with a focus on workplace readiness which prepares students to graduate and be productive citizens.”

## ARTICLE III - STUDENT POPULATION

Section 1. There shall be 4 classes of pupils; Freshmen, Sophomores, Juniors and Seniors.

Section 2. Student enrollment shall be limited to individuals who can actively and safely participate in the career and technical education (CTE) programs offered by the Academy. The primary requirements of a student enrollment in the Academy above 9<sup>th</sup> grade shall be that they shall have completed not less than the credits required for grade level sufficiency and can demonstrate a commitment to the principles of the Academy. All students must be eligible for graduation with their graduation cohort, which is established for each individual student based upon standards set by the Nevada Department of Education.

Section 3. For the purpose of developing qualified students and to provide better contact with prospective students, under special circumstances a student that would not otherwise qualify may be granted enrollment upon approval of the Governing Board.

#### ARTICLE IV – GOVERNING BOARD

Section 1. The affairs of the school shall be managed by its Governing Board and such other officers and agents as the Board may elect to employ.

Section 2. The Governing Board shall include the president, first vice-president, second vice-president, and treasurer and not less than five (5) additional members, but not more than seventeen (17) total members. Ex-officio members of the Governing Board shall include not more than five (5) members.

Section 3. There shall be at least two (2) members who are currently licensed teachers in the State of Nevada on the Governing Board at all times.

Section 4. The Immediate Past President shall be a member of the board and be entitled to vote on all matters coming before the Governing Board.

Section 5. Any board member, who misses two (2) consecutive, or three (3) meetings in a year, is subject to removal and replacement, at the discretion of the board.

Section 6. One board member must be a parent. The parent board member will be an ex-officio member and will hold a term for up to four years, or at the discretion of the board. The parent member will be nominated and elected per Article VI of the By-laws.

#### ARTICLE V - POWERS AND DUTIES OF THE OFFICERS AND THE GOVERNING BOARD

Section 1. The President shall preside at all meetings of the Academy and act as member ex-officio of all committees. The President shall appoint all special and standing committees and shall call special meetings as requested by the Governing Board or by members as provided in the by-laws.

Section 2. The first Vice-President shall be vested with all powers and shall perform all of the duties of the President during his/her absence or disability. The second Vice-President shall be vested with all the powers and shall perform all the duties of the President and the first Vice-President in the absence or disability of both of these officers.

Section 3. The Treasurer shall be the fiscal officer of the Academy with the powers and duties incident thereto and shall be charged with the responsibility of the funds of the Academy in a depository selected by the Board. All withdrawals shall be made by check or electronic transfer drawn on such depository in the name of the Academy by the President, First Vice President, Second Vice President, Treasurer, and/or the School Principal. Two (2) signatures shall be required on all checks or electronic transfer documentation drawn on the depository exceeding \$4000. The Treasurer shall make reports of the financial condition of the Academy and at such times as may be required of him by the Board. Upon retirement from office, he shall deliver all records and property of the Academy in his possession to his successor or the Board.

Section 4. Subject to the direction of the Members, the staff shall conduct the business of the Academy. They may require a quarterly examination and shall require an annual audit of the treasury.

#### ARTICLE VI - NOMINATIONS AND ELECTIONS OF OFFICERS AND BOARD MEMBERS

Section 1. The President shall appoint a nominating committee consisting of not less than five (5) board members, including one (1) current officer, the two most immediate past presidents willing and able to serve. The immediate past president shall chair the Nominating Committee.

Section 2. It is the intent of the nominating process that officers will be elevated in office each year, with the exception of the Treasurer.

Section 3. At least by December 15 of each year, the nominating committee shall notify the Board of its nominations for officers and board members.

Notwithstanding the above described nomination procedure, additional candidates may be nominated by written petition of fifteen (15) percent of the board members. Such petition shall be submitted to the Executive Director of the Academy prior to December 1 of each year.

Not later than January 1 of each year, the Executive Director shall mail one (1) ballot to the principle address of each board member as such address appears on the records of the Academy. The ballot shall list the vacant positions occurring on the Governing Board as well as designating the candidates for such positions selected pursuant to the provisions set forth above. The ballot must be marked by the board member and returned to the Executive Director not later than January 15 of the year in which it is sent. The Executive Director shall devise and implement a system of balloting by mail which will assure that the balloting is secret and that only those members entitled to vote cast ballots. All

ballots received by the Executive Director within the time above specified shall be counted, and the nominee receiving the highest number of votes for each vacancy on the Governing Board shall be declared elected. In the event of a tie vote for any of the vacancies, the successful nominee shall be determined by a run-off election. All newly elected members and officers shall take office effective February 1.

Section 4. Members shall be elected for a term of three (3) years staggered and may be elected for successive terms. Officers shall be elected for a term of one (1) year and may succeed themselves, for not more than one additional year. Elected Ex-officio Members shall be elected for two (2) year terms.

To begin operation, the lengths of terms will be staggered so that not more than one third of the board is changed at one time.

Section 5. The Board shall have power to fill the unexpired term of any vacancies on the Board caused by death, disqualification, removal, refusal to act or resignation of any member of the Board.

## ARTICLE VII - EMPLOYEES

Section 1. The Board of Directors shall have the power to employ a school Executive Director, an attorney, and such other professional or expert assistants, including stenographers and secretaries, as it may deem necessary.

The Executive Director shall perform such services as shall be determined by the board. She/He shall receive all dues, fees, contributions, and other receipts paid to the Academy and shall, at the time of said deposit, if requested, furnish the Treasurer with a duplicate of said deposit after it has been receipted by the bank. She/He shall keep the minutes of all meetings of the board, the members, and committees, which minutes shall be open at all times for the inspection of any regular member. She/He shall furnish the Treasurer with a copy of all vouchers at regular intervals and shall keep the Treasurer advised of the financial condition of the Academy at all times. The Executive Director and other employees of the Academy shall be paid a salary or salaries to be determined by the Governing Board. Annual reviews of staff salaries shall be completed prior to December 1 of each year.

## ARTICLE VIII - INDEPENDENT BODY

The Governing Board of the Academy is an independent body under the authorization of the Nevada Department of Education and the Academy's charter sponsor, the Washoe County School District.

## ARTICLE IX - MEETINGS

Section 1. The annual meeting of the Board shall be held in January each year.

Section 2. Regular meetings of the Academy shall be held at the discretion of the President, but not less than once per quarter.

Section 3. Special meetings of the Academy may be held when called by the President upon petition of seven (7) board members in good standing. Three (3) days written notice must be sent to all board members of a special meeting, the notice to state the purpose of such meeting.

Section 4. The Governing Board may meet as often as necessary upon the call of the President or upon written request of any three (3) directors.

## ARTICLE X - STANDING COMMITTEES

Section 1. There shall be Committees whose members shall be appointed by the President following the annual meeting and they shall hold office until their successors are approved.

The Committees are as follows:

Building  
Finance  
Curriculum

The Governing Board may establish new and delete existing committees as needed.

Section 2. The committees shall formulate procedures and objectives pursuant to the directives of the Governing Board and shall submit written recommendations for approval of the Board.

## ARTICLE XI -INDEMNIFICATION OF BOARD MEMBERS, OFFICERS, AND EMPLOYEES

Section 1. Inasmuch as each Board Member serves gratuitously in that capacity, no Member either individually or collectively with any other Member or agent of the Academy, shall except for willful misconduct or gross negligence, incur any liability in conducting or acting upon the business, activities or affairs of the Academy. The Governing Board may delegate any of their ministerial powers or duties to any of the agents or employees of the Academy. No Board Member shall be liable for the act or omission of any other Member, or of any of the agents or employees of the Academy. The Academy shall save harmless,

exonerate and reimburse each Member with respect to any and all liability and reasonable legal and other expense arising out of his or her office as Member, except for any such liability or expense arising out of such Member's willful misconduct or gross negligence. No expense shall be deemed reasonable under this section unless and until it has been approved by the Governing Board of the Academy. Indemnification of Board Members or Officers shall be pursuant to the provisions of Nevada Revised Statutes.

In addition to members of the Governing Board the Academy shall, except in cases of willful misconduct or gross negligence, indemnify, defend and save harmless Officers and Employees of the Academy from any and all claims, demands, liabilities, judgments, costs and expenses (including attorneys' fees) arising directly or indirectly from acts or omissions, whether active or passive, within the course and scope of their activities for or employment with the Academy.

## ARTICLE XII - ORDER OF BUSINESS

Section 1. The following shall be the order of business, which shall be subject to temporary change in any meeting by a two-thirds (2/3) vote of those present or participating via telephone or video conferencing:

- (a) Roll Call.
- (b) Reading, correction, adoption of the minutes of previous meetings.
- (c) Reports of officers and committees.
- (d) Unfinished business.
- (e) New business.
- (f) Adjournment.

## ARTICLE XIII - QUORUM

Section 1. A majority (50% or greater) of the members in good standing, present either in person, participating via telephone or video conferencing, or by proxy, shall constitute a quorum for the transaction of business at any annual, regular or special meeting of the Academy.

Section 2. At least a majority (50% or greater) of the voting members of the Governing Board must be present, either in person, participating via telephone or video conferencing, or by written proxy, to constitute a quorum for the transaction of official business of any meeting of the Board.

## ARTICLE XIV - PARLIAMENTARY RULES

Section 1. Roberts Rules of Order shall be the governing manual at meetings of the Academy in all cases not definitely provided for in the By-laws.

## ARTICLE XV - AMENDMENTS

Section 1. These By-laws may be amended at any annual, regular, special meeting called for this purpose or by mail ballot by a two-thirds (2/3) vote of the Board Members, provided that twenty (20) days written or printed notice of intention to amend has been sent to all Board Members.

By - Laws  
of the  
Academy for Career  
Education

Adopted July 9, 2002  
Revised October 26, 2011 per AB171, NRS 386.549

The Academy for Career Education was organized November 20, 2001, in Reno by a group of educators and industry leaders, for the purpose of bettering the practices of education and preparatory training for industry and post secondary training.

## ARTICLE 1 - TITLE AND LOCATION

Section 1. The name of this school shall be:

The Academy for Career Education (hereafter Academy)

Section 2. The principle office of the Academy shall be in Washoe County, Nevada. The location of the principle office may be changed at the discretion of the Directors, and the Directors may establish such other offices as may be necessary for the proper conduct of the Academy's business.

## ARTICLE II - OBJECTIVES

Section 1. The objectives of this Academy shall be:

To make attendance at the Academy a reasonable assurance to the public that students will be qualified, able, and ready to join the workforce or be prepared for any number of post secondary schooling opportunities; to provide methods and means whereby students may avail themselves to the many opportunities made available through direct association with local industry; to promote cordial, cooperative and beneficial relationships between pupils in Washoe County School District and local industry; to secure uniformity of education between the Academy and local industry; to promote and do such other things as may be desirable for the betterment of its students and the local industry.

Section 2. A mission statement of the Academy is as follows:

“ACE High School teaches skills for today’s construction and engineering industry through integrated academics with a focus on employability skills which prepares students to graduate and be productive citizens”

## ARTICLE III - STUDENT POPULATION

Section 1. There shall be 4 classes of pupils; Freshmen, Sophomores, Juniors and Seniors.

Section 2. Student enrollment shall be limited to individuals who can actively participate in the programs offered by the Academy. The primary requirements of a student seeking enrollment in the Academy above 9<sup>th</sup> grade shall be that they shall have completed not less than 5 1/2 credits and can demonstrate a commitment to the principles of the Academy.

Section 3. For the purpose of developing qualified students and to provide better contact with prospective students, under special circumstances a student that would not otherwise qualify may be granted enrollment upon approval of the

Board Of Directors.

#### ARTICLE IV - BOARD OF DIRECTORS

Section 1. The affairs of the school shall be managed by its Board of Directors and such other officers and agents as the Board may elect to employ.

Section 2. The Board of Directors shall include the president, first vice-president, second vice-president, and treasurer and not less than five (5) additional members, but not more than seventeen (17) total members. Ex-officio members of the Board of Directors shall include not more than five (5) members.

Section 3. There shall be at least two (2) members who are currently licensed teachers in the State of Nevada on the Board of Directors at all times.

Section 4. The Immediate Past President shall be a member of the board and be entitled to vote on all matters coming before the Board of Directors.

Section 5. Any board member, who misses two (2) consecutive, or three (3) meetings in a year, is subject to removal and replacement, at the discretion of the board.

Section 6. One board member must be a parent. The parent board member will be an ex-officio member and will hold a term for up to four years, or at the discretion of the board. The parent member will be nominated and elected per Article VI of the By-laws.

#### ARTICLE V - POWERS AND DUTIES OF THE OFFICERS AND THE BOARD OF DIRECTORS

Section 1. The President shall preside at all meetings of the Academy and act as member ex-officio of all committees. The President shall appoint all special and standing committees and shall call special meetings as requested by the Board of Directors or by members as provided in the by-laws.

Section 2. The first Vice-President shall be vested with all powers and shall perform all of the duties of the President during his/her absence or disability. The second Vice-President shall be vested with all the powers and shall perform all the duties of the President and the first Vice-President in the absence or disability of both of these officers.

Section 3. The Treasurer shall be the fiscal officer of the Academy with the powers and duties incident thereto and shall be charged with the responsibility of the funds of the Academy in a depository selected by the Directors. All withdrawals shall be made by check drawn on such depository in the name of the

Academy by the President, First Vice President, Second Vice President, Treasurer, and/or the Principal. Two (2) signatures shall be required on all checks drawn on the depository exceeding \$500. The Treasurer shall make reports of the financial condition of the Academy and at such times as may be required of him by the Directors. Upon retirement from office, he shall deliver all records and property of the Academy in his possession to his successor or the Directors.

Section 4. Subject to the direction of the Members, the staff shall conduct the business of the Academy. They may require a quarterly examination and shall require an annual audit of the treasury.

## ARTICLE VI - NOMINATIONS AND ELECTIONS OF OFFICERS AND DIRECTORS

Section 1. The President shall appoint a nominating committee consisting of not less than five (5) board members, including one (1) current officer, the two most immediate past presidents willing and able to serve. The immediate past president shall chair the Nominating Committee.

Section 2. It is the intent of the nominating process that officers will be elevated in office each year, with the exception of the Treasurer.

Section 3. At least by December 15 of each year, the nominating committee shall notify the Board of its nominations for officers and directors.

Notwithstanding the above described nomination procedure, additional candidates may be nominated by written petition of fifteen (15) percent of the board members. Such petition shall be submitted to the Principal of the Academy prior to December 1 of each year.

Not later than January 1 of each year, the Principal shall mail one (1) ballot to the principle address of each board member as such address appears on the records of the Academy. The ballot shall list the vacant positions occurring on the Boards of Directors as well as designating the candidates for such positions selected pursuant to the provisions set forth above. The ballot must be marked by the board member and returned to the Principal not later than January 15 of the year in which it is sent. The Principal shall devise and implement a system of balloting by mail which will assure that the balloting is secret and that only those members entitled to vote cast ballots. All ballots received by the Principal within the time above specified shall be counted, and the nominee receiving the highest number of votes for each vacancy on the Board of Directors shall be declared elected. In the event of a tie vote for any of the vacancies, the successful nominee shall be determined by a run-off election. All newly elected directors and officers shall take office effective February 1.

Section 4. Directors shall be elected for a term of three (3) years staggered and may be elected for successive terms. Officers shall be elected for a term of one (1) year and may succeed themselves, for not more than one additional year. Elected Ex-officio Directors shall be elected for two (2) year terms.

To begin operation, the lengths of terms will be staggered so that not more than one third of the board is changed at one time.

Section 5. The Board shall have power to fill the unexpired term of any vacancies on the Board caused by death, disqualification, removal, refusal to act or resignation of any member of the Board.

## ARTICLE VII - EMPLOYEES

Section 1. The Board of Directors shall have the power to employ a Principal, an attorney, and such other professional or expert assistants, including stenographers and secretaries, as it may deem necessary.

The Principal shall perform such services as shall be determined by the board. He shall receive all dues, fees, contributions and other receipts paid to the Academy and shall, at the time of said deposit, if requested, furnish the Treasurer with a duplicate of said deposit after it has been receipted by the bank. He shall keep the minutes of all meetings of the board, the members and committees, which minutes shall be open at all times for the inspection of any regular member. He shall furnish the Treasurer with a copy of all vouchers at regular intervals and shall keep the Treasurer advised of the financial condition of the Academy at all times. The Principal and other employees of the Academy shall be paid a salary or salaries to be determined by the Board of Directors. Annual reviews of staff salaries shall be completed prior to December 1 of each year.

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Section 1. The annual meeting of the Board shall be held in January each year.

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Section 4. The Board of Directors may meet as often as necessary upon the call of the President or upon written request of any three (3) directors.

#### ARTICLE X - STANDING COMMITTEES

Section 1. There shall be Committees whose members shall be appointed by the President following the annual meeting and they shall hold office until their successors are approved.

The Committees are as follows:

Building  
Finance  
Curriculum

The Board of Directors may establish new and delete existing committees as needed.

Section 2. The committees shall formulate procedures and objectives pursuant to the directives of the Board of Directors and shall submit written recommendations for approval of the Board.

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

Section 1. Inasmuch as each Director serves gratuitously in that capacity, no Director either individually or collectively with any other Director or agent of the Academy, shall except for willful misconduct or gross negligence, incur any liability in conducting or acting upon the business, activities or affairs of the Academy. The Board of Directors may delegate any of their ministerial powers or duties to any of the agents or employees of the Academy. No Director shall be liable for the act or omission of any other Director, or of any of the agents or employees of the Academy. The Academy shall save harmless, exonerate and reimburse each Director with respect to any and all liability and reasonable legal and other expense arising out of his or her office as Director, except for any such liability or expense arising out of such Director's willful misconduct or gross negligence. No expense shall be deemed reasonable under this section unless and until it has been approved by the Board of Directors of the Academy. Indemnification of Directors or Officers shall be pursuant to the provisions of Nevada Revised Statutes.

In addition to members of the Board of Directors, the Academy shall, except in cases of willful misconduct or gross negligence, indemnify, defend and save harmless Officers and Employees of the Academy from any and all claims, demands, liabilities, judgments, costs and expenses (including attorneys' fees) arising directly or indirectly from acts or omissions, whether active or passive, within the course and scope of their activities for or employment with the Academy.

## ARTICLE XII - ORDER OF BUSINESS

Section 1. The following shall be the order of business, which shall be subject to temporary change in any meeting by a two-thirds (2/3) vote of those present:

- (a) Roll Call.
- (b) Reading, correction, adoption of the minutes of previous meetings.
- (c) Reports of officers and committees.
- (d) Unfinished business.
- (e) New business.
- (f) Adjournment.

## ARTICLE XIII - QUORUM

Section 1. A majority (50% or greater) of the members in good standing, present either in person or by proxy, shall constitute a quorum for the transaction of business at any annual, regular or special meeting of the Academy.

Section 2. At least a majority (50% or greater) of the voting members of the Board of Directors must be present, either in person or by written proxy, to constitute a quorum for the transaction of official business of any meeting of the Board.

## ARTICLE XIV - PARLIAMENTARY RULES

Section 1. Roberts Rules of Order shall be the governing manual at meetings of the Academy in all cases not definitely provided for in the By-laws.

## ARTICLE XV - AMENDMENTS

Section 1. These By-laws may be amended at any annual, regular, special meeting called for this purpose or by mail ballot by a two-thirds (2/3) vote of the Board Members, provided that twenty (20) days written or printed notice of intention to amend has been sent to all Board Members.