

**BYLAWS
KALEIDOSCOPE CHARTER SCHOOL**

PURPOSE & GOALS

- A. To establish and perpetuate a school which will provide a safe learning environment unifying the efforts of parents, staff and students.
- B. To support the mission of the Kaleidoscope School of Arts and Science.

**ARTICLE 1
ESTABLISHMENT**

SECTION 1. NAME

The name of the organization shall be the Academic Policy Committee for the Kaleidoscope School of Arts and Science.

SECTION 2. MISSION STATEMENT

Kaleidoscope School of Arts and Science will educate the whole child through integrated arts and science to nurture meaningful learning.

SECTION 3. OFFICE

The principal office shall be at 549 Forest Drive located in Kenai, Alaska.

SECTION 4. GOVERNANCE

The school shall be governed by the Academic Policy Committee.

SECTION 5. DEFINITIONS

Ex-Officio – A member of the Kaleidoscope APC or a committee that does not have a vote. In the case of the Principal/Administrator, service begins and terminates with the contract between the Principal/Administrator and the Kaleidoscope APC.

Majority – When voting, a majority shall be greater than fifty (50%) percent of the votes cast unless otherwise stated in these Bylaws.

Quorum – Quorum is defined as being one more person than one-half (1/2) the members of the current APC.

Acronyms:

APC – Academic Policy Committee / Board of Directors

KPB – Kenai Peninsula Borough

KPBSD – Kenai Peninsula Borough School Board

KSAS – Kaleidoscope School of Arts and Sciences

ARTICLE 2
KALEIDOSCOPE ACADEMIC POLICY COMMITTEE

SECTION 1. GENERAL POWERS

The APC shall be a single body. No member of the APC shall have the authority to act on his/her own in the name of the APC unless so authorized by these bylaws or by resolution of the APC. The APC shall have the maximum power permitted by law, may establish policy for the school, shall fulfill the duties prescribed in AS 14.03.250 et seq. (Establishment of Charter Schools) and as set forth in these bylaws, and may perform the duties and functions set out in these bylaws.

SECTION 2. MEMBERSHIP

A. **General Voting Membership.** General voting membership consists of parents or guardians of currently enrolled KSAS students and KSAS staff.

B. **Board Membership.** The APC shall consist of seven (7) adult voting members, consisting of the following:

Three (3) shall be parents or guardians of enrolled students, elected by parents or guardians of current KSAS students;

Three (3) shall be staff representatives employed at KSAS, elected by current KSAS staff;
and

One (1) shall be a community member whose expertise would benefit the school, appointed by KSAS APC.

The school Administrator or acting administrator to the school shall be a perpetual ex-officio member of the APC and shall have no vote.

SECTION 3. TERM

APC members will serve three (3) year terms. Terms will be staggered to maintain continuity of the Board.

If at any time this balance is not maintained, the APC may extend (but not shorten) the term of any APC member(s) until this balance is achieved.

SECTION 4. GENERAL DUTIES OF BOARD MEMBERS

The general duties of the Board shall consist of, but not be limited to the following:

1. Supporting the Mission of the Kaleidoscope School of Arts and Sciences.
2. Ensuring adherence to the annual budget;
 - a. Reviewing contracts and/or entering into contracts, leases and other agreements which are, in the APC's judgment, deemed necessary or desirable for the operation of the school;

- b. Monitoring the overhead rate, approving the annual and other budgets, and taking those steps deemed appropriate by the APC to control school administrative and other costs.
3. Hiring, supervising and evaluating the school administrator;
 - a. Selecting the Administrator of the school. That person must have a Type B certificate, and must be eligible for employment with the Kenai Peninsula Borough School District;
 - b. Conducting an annual review (performance evaluation) of the Administrator to be discussed with the Administrator and to be forwarded to the Kenai Peninsula Borough School Superintendent. A mid-year review will also be conducted in January to provide the Administrator with an opportunity to address any concerns or issues before the end of the school year.
 4. Overseeing adherence to the school's charter;
 - a. Supporting the academic operation of the school and ensuring the fulfillment of the mission of the Kaleidoscope School of Arts and Sciences as stated in the charter school contract with the Kenai Peninsula Borough School Board;
 - b. Ensuring that the school preserves the confidentiality of records related to the students or personnel of the school;
 - c. Ensuring that the Kaleidoscope School of Arts and Science operates as a nonpartisan, noncommercial and nonsectarian organization;
 - d. Generally reviewing and monitoring overall student achievement;
 - e. To the extent permitted by law and School Board Policy, reviewing and ruling on questions, issues, or general school policies that may occasionally arise, including, but not limited to, school concerns;
 - f. Executing all other responsibilities provided for by the State of Alaska Department of Education, the charter school bylaws, and the school's charter as necessary to ensure the proper operation of the school.
 5. Overseeing the school's curriculum;
 - a. Overseeing academics and curriculum to ensure alignment with the school's charter;
 - b. Reviewing the effectiveness of the curriculum as demonstrated by overall student achievement;
 - c. Seeking to gain understanding of the curriculum and academics through integration of arts and sciences by attendance of at least one end of unit celebration annually.

SECTION 5. FAMILY RESTRICTIONS

Only one (1) parent or immediate family member per family may serve on the APC at any one time.

Staff who are also parents of one (1) or more children enrolled in the School shall be eligible only for the staff APC position, not the parent or community APC positions.

SECTION 6. TERM LIMITATIONS

APC seats are limited to two (2) consecutive terms with the exception of a term extension which must be approved by a majority of the Board. After a period of one year off the Board, a former Board member may again be considered for nomination to the Board.

SECTION 7. VACANCIES OCCURRING MID-TERM

Should a vacancy occur before a term is complete, a notice shall be sent out to the general membership or staff inviting applications for the seat. The vacancy will be filled by appointment by a majority of the remaining members of the APC. The person filling the vacancy shall serve only until the next annual meeting of the APC. At the next annual election, a replacement shall be elected per the regular election procedures, to serve the remainder of the unexpired term.

SECTION 8. COMPENSATION

Members of the APC shall not receive salaries or monies or other in-kind compensation for their services on the Board. Neither shall any member of the APC receive "flex time" or per diem in exchange for hours rendered. However, nothing in this section shall prevent any APC member from serving the school in another capacity and being compensated for that service.

SECTION 9. RESIGNATION

Any member may resign at any time by giving a written notice to the Secretary or Chairperson of the APC. Such resignation shall take effect at the time specified therein; and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. The written resignation shall become part of the APC's permanent records via recording in the minutes at the next regularly held APC meeting.

SECTION 10. ATTENDANCE

APC members are expected to attend either in person, telephonically, or virtually. Although absences at times cannot be avoided, the APC may remove any APC member who has three (3) or more absences without notice. Absences should be communicated to the APC Chair at least one (1) hour in advance of a meeting or as soon as it is reasonably known.

SECTION 11. REMOVAL

- A. Any member of the APC can be removed by a majority vote of the entire APC (not majority of a quorum) or where a Board member is in violation of any part of these bylaws where it is stated that an infraction is subject to removal.
- B. A Board member may be removed from the Board for any of the following:
 - 1. Failing to attend four (4) or more consecutive regular Board meetings in any calendar year; work sessions do not count as "meetings" unless the member's role is vital to that meeting;
 - 2. Being declared of unsound mind by any order of court;
 - 3. Being convicted of a felony;
 - 4. Being arrested for any crime while serving as a board member;
 - 5. Having a significant undisclosed conflict of interest; or
 - 6. Engaging in an unauthorized representation of the Board.

ARTICLE 3
ELECTIONS

SECTION 1. ELECTION COMMITTEE

By January of each year, the Chair of the APC shall appoint an Elections Committee of two (2) APC members and up to three (3) non-APC parents* (if available). The Elections Committee shall oversee the election process for positions on the APC by holding elections to allow for newly elected members to take office at the regular meeting in May. The Elections Committee shall do the following:

1. Advertise the election for a period of 30 days by posting an announcement by appropriate disseminators of media (i.e., school website, flyers, newsletters, etc.);
2. The election committee will be responsible for ensuring that nomination forms are distributed in February of each year with information on the process for submitting the nominations. If no nominations are received by the stated deadline, the committee may extend the deadline.
3. Upon receipt of a sufficient number of nominations, the election committee will prepare a ballot listing all of the qualified candidates. No write-in votes will be valid or counted.
4. Throughout the election period, the KSAS shall make available within the school office copies of statements any candidate chooses to submit;
5. At the discretion of the election committee, a forum for public introduction of candidates may be held prior to the election;
6. The election committee shall be responsible for distributing and collecting the ballots and otherwise overseeing the election so that it is conducted in a fair manner;
7. In the event that two candidates receive an equal number of votes, then a coin toss will be used to determine the winners;
8. In the event of a three (3) way tie, a runoff election between those who tied shall take place within one calendar week of the original election;
9. Upon conclusion of the election and prior to the May meeting, the election committee shall advise the candidates and the APC of the election results;
10. The election committee shall prepare a report within fifteen (15) days after the election stating the final results of the election. The report shall be kept in the office of the school and made available for review by interested parents, teachers, or staff members of the school.
11. Community Representatives can be added to the Board at any time, to result in a maximum of 2 community representatives, only one of whom is a voting member. A community representative has no children who are current students at KSAS, and is not currently employed at KSAS. Expertise in arts or science is recommended. The chair shall appoint an appointment committee of at least three board members to collect names of potential representatives. The committee will discuss the options and present a nomination to the board. After discussion, the board will appoint the community representative.

* Parent volunteers shall complete a volunteer background application and be eligible to volunteer as do all other volunteers at the KSAS.

SECTION 2. ELIGIBILITY TO VOTE

Parent Representative Elections: Only parents or legal guardians of students currently enrolled in the school and KSAS staff are eligible to vote. Each family has one vote. By way of example, if a family has two children enrolled at the school, only one parent or legal guardian may vote; also if a parent is a staff member, their family may not vote more than once. The parents or legal guardians shall decide amongst themselves how to cast their family vote.

Faculty/Staff Representative Elections: Only certified employees and regular classified employees may vote for their respective representatives in those elections. The Administrator does not vote in either election.

Number of Votes and Dispute Resolution. Each family is allowed one ballot for voting. The Elections Committee shall be responsible for monitoring voter eligibility and exercising its discretion to resolve any disputes involving the casting of ballots.

SECTION 3. CASTING OF BALLOTS

All eligible voters may vote for open positions on the APC. Voting may occur electronically during the voting window.

ARTICLE 4 **OFFICERS**

SECTION 1. DESIGNATION OF OFFICERS

The officers of the APC shall be Chair, Vice-Chair and Secretary, each of who must simultaneously be a member of the APC. The APC may elect or appoint such other officers as, in their judgment, may be necessary or advisable.

SECTION 2. ELECTIONS & TERM OF OFFICE

The term of all officers of the APC shall be one (1) year. The officers of the APC shall be elected yearly by a simple majority of the full APC at the first regular meeting following the election of the APC. If the election of officers is not held at such meeting, elections will be held as soon thereafter as possible.

SECTION 3. CHAIR

The Chair position may only be held by a parent or community member. The duties of the Chair include:

- Presiding at each meeting;
- Acting as liaison to the administrator;
- Organizing meetings and events;
- Organizing and maintaining communication with all stakeholders;
- Developing meeting agendas

SECTION 4. VICE CHAIR

The Vice-Chair position may only be held by a parent or community member. The duties of the Vice-Chair include:

- Performing the duties of the Chair in the absence of the Chair;
- Orienting all newly elected or appointed members of the APC and providing them with copies of all pertinent Board materials

SECTION 5. SECRETARY

The position of secretary may only be held by a parent or community member. While the KSAS school secretary has been designated to take the official minutes of APC regular Board meetings, the Secretary shall perform the following duties:

- Post meeting notices;
- Take standard board minutes at regular board meetings in the absence of school secretary;
- Take standard board minutes at all work sessions or special board meetings;
- Distribute draft board minutes within a reasonable time following each meeting but in no event within longer than one (1) week following each meeting;
- Maintain official records of the APC;
- Maintain topic agenda of all executive sessions.

SECTION 6. REMOVAL

Any officer elected or appointed by the APC may be removed from office (but not from the APC) by an established quorum at a meeting whenever, in its judgment, the best interests of the School would be served.

SECTION 7. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by an established quorum at an APC meeting for the unexpired portion of the term.

SECTION 8. BINDING ACTIONS

No action of any Board member, committee, or employee of the KSAS shall be binding upon the KSAS unless expressly ratified or authorized in advance by the Board.

ARTICLE 5 **MEETINGS**

SECTION 1 CONDUCT OF MEETINGS

The rules contained in Robert's Rules of Order shall govern the conduct of meetings of the APC in all cases to which they are applicable and in which they are not inconsistent with these bylaws. The Chair may apply Robert's Rules informally in order to facilitate discussion amongst the members.

SECTION 2 ANNUAL MEETING

The annual meeting of the APC shall be held in the Fall for the transaction of such other business as may come before the meeting. The annual meeting may coincide with a regular meeting of the APC.

SECTION 3 REGULAR MEETINGS

As a governmental body, the APC is subject to the Open Meetings Act, A.S. 44.62.310 et seq. ("the Act"). All meetings shall be conducted and all notices and agendas posted in accordance with the Act. If any portion of these Bylaws are more specific than the Act, then that portion of these Bylaws shall control over the Act, unless prohibited by law.

The APC shall hold regular meetings, typically monthly, but at least six (6) times per year. Stakeholders and the public are hereby invited to such meetings. Work sessions may also be held interim to regular meetings.

SECTION 4 SPECIAL MEETINGS

Special meetings of the APC may be called by the Chair, Vice-Chair, or any three (3) members of the APC.

SECTION 5 WORK SESSIONS

Work sessions are intended to provide opportunities for Board members or committees to tackle specific items in a more informal setting without official action or voting. Work sessions require notice and may be called by the Chair, Vice-Chair, or any three (3) members of the APC.

SECTION 6 PLACE OF MEETINGS

The APC will hold regular meetings at the KSAS charter school.

SECTION 7 NOTICE OF MEETINGS

Notice of regular meetings will be posted at least two (2) days prior to the meeting so as to provide ample public notice.

Agendas, stating the place, day, and hour of any meeting shall be delivered either personally, by mail, by facsimile, or by e-mail, to each member of the APC not less than two (2) days before the date set for such meeting. In addition, the agenda shall be posted on the school's website at least two (2) days in advance of the meeting so the public may have notice of the items to be discussed at the meeting.

Notice of Special meetings or any other type of non-regular meeting, such as work sessions, will be posted at least seventy-two (72) hours prior to the meeting so as to provide ample public notice. Notices shall be posted prominently outside the KSAS office

SECTION 8 PUBLIC COMMENTS

There will be time allotted for general public comment at each meeting. A public sign in sheet will be available at the beginning of each meeting. APC members may ask clarifying questions, but comments might not be addressed or discussed until a future meeting, if necessary.

SECTION 9 QUORUM

At all meetings of the APC, a majority of the members shall constitute a quorum for the transaction of business by the Committee. The act of a majority of the members of the APC at a meeting at which a quorum is present shall be the act of the APC, unless the act of a greater number is required by law or by these Bylaws. If a quorum is not present at any meeting of the APC, or if a quorum is initially present but thereafter one or more members departs the meeting, the meeting may continue but no votes may be taken.

SECTION 10 TELEPHONIC/ELECTRONIC PARTICIPATION

APC members may participate in APC meetings through use of conference telephone or similar communication equipment, so long as all APC members participating in such meetings can hear one another. Telephonic or electronic participation in a meeting pursuant to this section constitutes personal presence at such meetings.

SECTION 11 EXECUTIVE SESSIONS

1. All regular and special meetings of the APC shall be open to the public, except that, upon a majority vote, an executive session may be held in accordance with AS 44.62.310.
2. Prior to entering into executive session, the APC shall first meet in open session. During the open session, any APC member may motion to enter into executive session.
3. The motion requesting the executive session shall state the nature of the matter to be discussed.
4. The following subjects may be considered in an executive session:
 - a. Matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the public entity;
 - b. Subjects that tend to prejudice the reputation and character of any person, provided the person may request a public discussion;
 - c. Matters which by law, municipal charter, or ordinance are required to be confidential;
 - d. Matters involving consideration of government records that by law are not subject to public disclosure.
5. The specific subject matter to be discussed during an executive session shall be described in the motion calling for the executive session. The motion shall identify the subject matter with sufficient specificity to apprise the board members without defeating the purpose of holding an executive session.
6. Only those persons invited by the APC or permitted by law may be present during the executive session.
7. No KSAS staff member shall be entitled to attend any executive session in which personnel issues specific to the School Administrator are discussed, and no KSAS staff shall be entitled to vote on any such issue in public session.
8. Only those matters specified during the motion to enter into executive session may be discussed during the executive session.

9. When the APC believes an executive session may be appropriate to discuss a subject that may prejudice the reputation or character of a person, the APC shall provide advance notice to the affected individual. The notice shall state when the proposed executive session shall be held and shall inform the affected individual of his or her right to request a public hearing of the matter.
10. Matters discussed during the executive session shall remain confidential among those attending.
11. Any member who violates the confidentiality of the executive session may be subject to removal by the majority.
12. The Secretary shall maintain topical minutes of all executive sessions.

SECTION 11 NO PROXIES

Members of the APC may not vote by proxy.

ARTICLE 6 **SCHOOL ADMINISTRATOR [PRINCIPAL]**

SECTION 1 SELECTION

The APC shall interview and select the Administrator. The APC may seek the assistance of the School District's Human Resources Department.

SECTION 2 DUTIES AND RESPONSIBILITIES

The Administrator shall have those day-to-day management and other duties as assigned and delegated by the APC, or as required by law. Subject to the provisions of the Collective Bargaining Agreement and the advice of the APC, the Administrator shall select, appoint, or otherwise supervise employees of the School. The Administrator shall see that all policies, orders, and resolutions of the APC are carried into effect.

The Administrator shall:

1. Attend APC meetings;
2. Report to the APC in a timely manner on the budget, academic operations and any other operations pertaining to the school;
3. Report changes to the approved budget for APC review and potential approval;
4. Present proposals to the APC for available funds beyond the approved budget;
5. Maintain financial records of the school;
6. Manage the day-to-day operation of the school to ensure that the terms of both the contract and the charter are met;
7. Meet regularly with parents and with teachers of the school to review, evaluate, and improve the academic goals of the school;
8. Submit appropriate information as required by the School District, Department of Education or Federal and State Agencies; and
9. Submit for approval or disapproval to the APC all significant policy, curriculum and financial decisions that may have a substantial impact upon the school.

SECTION 3 EVALUATION

The APC shall conduct an annual objective, merit-based evaluation of the School Administrator in order to provide a whole-person reflective assessment on the quantitative and qualitative elements of the School Administrator's performance accomplished during the annual rating period. The evaluation will, at a minimum, encompass the effectiveness of the School Administrator in leading the school to the accomplishment of its goals, major duties and the performance targets set annually by the APC. Teachers and other paid staff who are supervised by the School Administrator shall be automatically removed from the evaluation process due to inherent conflict of interest. The evaluation will be forwarded to the School District to be utilized by the Superintendent. The APC Chair will sit in on the meeting between the Superintendent and the School Administrator where the Evaluation is reviewed.

SECTION 4 REMOVAL

Removal of the Administrator will require a majority vote of the APC minus the vote of any staff members. Prior to removal, the APC Chair shall consult with the School District's Human Resources and legal counsel to ensure that all legal formalities and requirements are followed.

ARTICLE 7 COMMITTEES

SECTION 1 MEMBERSHIP

The APC, by an established quorum at an APC meeting, may designate and appoint one or more committees to perform specific tasks assigned by the APC. Members will be selected by the APC from a list of volunteers who are parents of children attending the School, community members at large, certified staff, classified staff, or APC members.

SECTION 2 INSTRUCTION AND RESPONSIBILITY

Each committee shall be clearly instructed as to the length of time each member is being asked to serve, the service the APC wishes each committee to render, the extent and limitations of responsibility, the resources the APC will provide, and the approximate dates on which the APC wishes to receive reports. Recommendations of special advisory committees shall be based on research and fact and shall be advisory to the APC.

SECTION 3 APC POWERS AND PREROGATIVES

All recommendations of a committee must be submitted to the APC for official action. The APC shall have the power to dissolve any committee and shall reserve the right to exercise this power at any time during the life of any committee.

SECTION 4 MEETINGS

Special committees to the APC shall comply with the Open Meeting Act and notice requirements set forth in Article V, Section 3 of these Bylaws.

ARTICLE 8
FINANCIAL

SECTION 1 CONTRACTS

The APC has the authority to enter into contracts, execute and deliver instruments, and otherwise legally bind the KSAS. The APC may delegate this authority, either in specific instances or in general, to the Administrator or his/her designee, or to any officer of the APC. In regard to grant approval, the Administrator may approve grants under \$5000. Grants over \$5000 must be approved by the APC.

SECTION 2 GIFTS

The APC may accept on behalf of the KSAS any contribution, gift, bequest or device for the general purposes or for any special purpose of the KSAS. The APC may not receive any contribution, gift, bequest or device intended for the personal use or profit of the APC collectively or individually.

SECTION 3 ACCOUNTING

The Administrator, or his/her designee, shall present a financial report to the APC at each regular APC Board meeting or upon the request of an APC Board member.

SECTION 4 BUDGET AND PURCHASING AUTHORITY

The APC, with support from the Administrator, is responsible for development and approval of the KSAS budget in accordance with Kenai Peninsula Borough School District timelines and standards. Significant budget changes that may occur during the school year require APC approval. Withdrawals or transfers from any and all District-monitored school funds for purchase of any single non-consumable item or capital improvement over \$5,000 or any other amount shall be approved by both the APC and the Administrator. In instances requiring emergent action, the President may act on behalf of the APC; the President or Administrator shall report such expenditures, and the reason for emergent action, to the APC at the next regular meeting following said action. Any expenditure for single non-consumable items less than \$5,000 and purchases of consumable items necessary for KSAS operations from funds available for such purchases require only the approval of the Administrator.

ARTICLE 9
CODE OF ETHICS

SECTION 1 CODE OF ETHICS

As a member of the Academic Policy Committee, I will strive to improve our charter school education, and to that end I will use the lifelong guidelines and life skills endorsed by KSAS.

SECTION 2. CONFLICT OF INTEREST

Service on the APC is a trust created in the interest of the common good and for the benefit of the KSAS. It is the intent of these Bylaws to maintain confidence and prevent the use of this membership for private gain or any other improper purpose. No APC member will vote when they have direct personal or financial conflict of interest. It is the responsibility of all APC

members to declare their conflict of interest and withdraw from the vote. If needed, the remaining members may decide if there is a conflict of interest.

When an APC member has a potential Conflict of Interest in a matter, the member shall notify the APC Chair before the APC Board considers the matter. The existence of a potential Conflict of Interest shall be recorded in the minutes of the meeting of the APC members.

Conflict of Interest Defined

An APC member shall be considered to have a conflict of interest if he or she or a member of his or her immediate family:

1. Has an economic interest in a transaction which is the subject of proposed action by the KSAS and the economic interest is adverse, competitive, potentially adverse or potentially competitive to the interest of the KSAS;
2. Is a member of or holds a significant interest in another entity that is the subject of the proposed action by the KSAS;
3. Is an officer or manager of another entity that is the subject of the proposed action by the KSAS; or,
4. Is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is averse to that of the KSAS.

However, a member does not have a Conflict of Interest where the interest of the member or his or her immediate family is no different than that of APC members of the KSAS generally or of other members.

SECTION 3. CONFLICT OF INTEREST – VOTING

When an APC member has a financial interest or financial involvement in any project or action to be taken by the APC, or if for any reason that APC member feels that voting on the matter would violate his or her duty of loyalty, he or she shall disqualify him or herself from voting on that issue and shall not participate in the debate thereon.

ARTICLE 10 INDEMNIFICATION

SECTION 1 DUTY TO INDEMNIFY

The school may, to the maximum extent permitted by law and in the absence of KSAS or District insurance, defend, hold harmless and indemnify all current and former members of the APC, all persons who at the request of the APC have acted or not acted from and against any civil claims in which that person is made a party by reason, in whole or in part, of being or having been an APC member or officer, at the request of the APC have acted or not acted when that person has acted within the course or scope of his or her duties to the school.

The termination of any action, suit or proceeding shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the school.

SECTION 2 DENIAL OF RIGHT TO INDEMNIFICATION

Subject to the provisions of Sections 5 and 6 below, or unless otherwise ordered by a court, indemnification and defense under Section 1 of this article may only be made by the KSAS upon a determination by the APC that defense and indemnification of the APC member is proper under the circumstances because the person has met the standard of conduct set forth in Section 1 of this Article, provided however, no person may receive defense or indemnification in those matters in which that person engaged in willful or intentional misconduct in the performance of duties as an APC member. In the case of any challenge to the propriety thereof, the person shall be afforded a fair opportunity to be heard as to that determination. Defense and indemnification payment may be made, subject to repayment upon ultimate determination that defense and indemnification is not proper.

SECTION 3 DETERMINATION

The determination described in Section 2 shall be made:

1. By the APC by a majority vote, or
2. By independent legal counsel, if directed by the APC by a majority vote of disinterested members or in the absence of a quorum.

SECTION 4 SUCCESSFUL DEFENSE

Notwithstanding any other provisions of Sections 1, 2 or 3 of this Article, but subject to the provisions of Section 5 below, if a person is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article, or in defense of any claim, issue or matter therein, the person shall be indemnified against costs and expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

SECTION 5 CONDITION PRECEDENT TO INDEMNIFICATION

Any person who desires to receive defense and indemnification under this Article shall notify the KSAS within a reasonable time that the person has been named a defendant to an action, suit or proceeding of a type referred to in Section 1 and that the person intends to rely upon the right of indemnification described in this Article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the APC Chair at the main address of the school or, in the event the notice is from the Chair, to the APC Secretary. Notice need not be given when the KSAS is notified by being named a party to the action.

SECTION 6 INSURANCE

The APC, at its discretion, may purchase appropriate insurance coverage for the risks described in this Article. To the extent that such an insurance policy (or policies) provides coverage where this Article does not, a member seeking indemnity shall have the benefit of that coverage, and the rules set out in this Article shall apply to any deductible or co-insurance requirement, or to any claims in excess of policy limits.

SECTION 7 FORMER APC MEMBERS

The indemnification provisions of this Article shall be extended to a person who has ceased to be an APC member as defined earlier in the bylaws and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such person.

SECTION 8 PURPOSE AND EXCLUSIVITY

The defense and indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any applicable law.

SECTION 9 LIMITATION OF LIABILITY

No APC member of this organization shall have any personal liability to the KSAS for monetary damages for the breach of fiduciary duty as a Director except as set forth in AS 10.20.151(d) and (e).

ARTICLE 11
AMENDMENTS TO BYLAWS

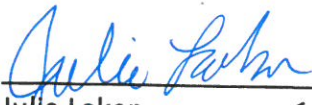
SECTION 1 AMENDMENT

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the full APC at any regular meeting or any special meeting, provided that the proposed change in the Bylaws has been submitted in writing to all of the members of the APC and posted publicly in the School's office at least twenty (20) calendar days prior to the meeting at which the proposed change will come up for a vote. Proposed changes to the Bylaws may be submitted by any member of the APC, by parents or legal guardians with students currently enrolled in the School, or by the School Administrator, teacher-in-charge, or teachers, each under contract with the school, for consideration by the APC.

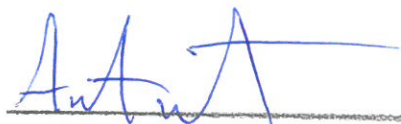
Should any portion of these Bylaws be held unenforceable or invalid for any reason, the remaining portions of these Bylaws shall be unaffected by such holding.

ARTICLE 12
DISSOLUTION

In the event of dissolution of the KSAS, all of the assets shall be distributed to the Kenai Peninsula Borough School District. It shall be the responsibility of the Administrator, with assistance from the School District, to complete all necessary federal and state forms upon dissolution. No funds are to be distributed to any APC Board Member.



Julie Laker 11/15/21



Tony Munter 11/15/21

President
Adopted: [date]
Amended: [date]

Dated

Secretary

Dated

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