



# BYLAWS

1 June 2020

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**BYLAWS**

**OF**

**ARRAY GLOBAL EDUCATIONAL SERVICES, INC.**

**ARTICLE 1. NAME**

Array Global Educational Services, Inc. The name of this corporation shall be Array Global Educational Services, Inc.. In these bylaws, the corporation may be referred to as “Array Global” or “Corporation.”

**ARTICLE 2. MISSION STATEMENT**

Array Global partners with institutions in their improvement efforts to ensure students are prepared for a global society.

**ARTICLE 3. PURPOSES & POWERS**

**3.1 Purpose**

The purposes of Global Array shall be those stated in the Articles of Incorporation. The articles state that the purposes of the Corporation are to provide educational support services through the following:

Quality assurance and accreditation for primary and secondary schools (kindergarten through grade twelve), post-secondary institutions, colleges, and universities.

Consulting services for leadership, professional development, school improvement, assessments, curriculum development, etc.

Professional associations for teacher and administrators to provide ongoing support and guidance on school improvement initiatives.

Array Global shall have all such powers as now or may hereafter be granted to not-for-profit corporations incorporated under the laws of the State of Idaho which it is organized, not inconsistent with the purposes set forth in the Articles of Incorporation of the Association.

Array Global is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax code.

### **3.2 Powers**

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

## **ARTICLE 4. MEMBERSHIP ELIGIBILITY**

Unless otherwise established by the Board of Directors, the corporation shall have no members.

## **ARTICLE 5. OFFICES**

The principal mailing address of the corporation shall be located Bonners Ferry, Idaho or such other place as the Board of Directors ("Board") may designate. The corporation is recognized in the state of Idaho and operates under its laws and statutes. The corporation may have such other offices, either within or without the State of Idaho, as the Board may designate or as the business of the corporation may require.

## **ARTICLE 6. BOARD OF DIRECTORS**

### **6.1 General Powers**

The affairs of the corporation shall be managed by a Board of Directors.

### **6.2 Number**

The Board shall consist of not less than three nor more than seven Directors, the specific number to be set by resolution of the Board. Unless a resolution states otherwise, the initial number of Directors shall be three. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### **6.3 Qualifications**

Directors shall have extensive experience in education, educational leadership, accreditation, school improvement, education consulting, etc. Directors shall have at least a master's degree in education, but a doctorate in education is preferred.

### **6.4 Election of Directors**

#### **6.4.1 INITIAL DIRECTORS**

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board.

#### **6.4.2 SUCCESSOR DIRECTORS**

Successor Directors shall be elected each year at the annual meeting of the Board by the affirmative vote of a majority of the Directors then in office.

### **6.5 Term of Office**

Unless a Director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever is later.

### **6.6 Annual Meeting**

The annual meeting of the Board shall be held during the month of July on a date chosen by the President or the Board for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

## **6.7 Regular Meetings**

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

## **6.8 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Idaho as the place for holding any special Board or committee meeting called by them.

## **6.9 Meetings by Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **6.10 Place of Meetings**

All meetings shall be held at such place within or without the State of Idaho designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

## **6.11 Notice of Special Meetings**

### **6.11.1 PERSONAL COMMUNICATION**

Notice may be by personal communication with the Executive Director not less than 10 days before the meeting.

### **6.11.2 ELECTRONIC TRANSMISSION**

Notices may be provided in an electronic transmission (*i.e.*, e-mail) and be electronically transmitted not less than 10 days before the meeting. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system that is (a) designated by the recipient for that purpose or (b) regularly used by the recipient to conduct business with the Corporation.

### 6.11.3 CONTENT OF NOTICE

Notices of annual meetings need not reference the items of business to be conducted at the annual meeting, it being understood that all issues related to the business of the Corporation are anticipated to be discussed and addressed at the annual meeting. However, notices of special meetings must reference the specific items of business to be conducted at the special meeting, and the decisions made at the special meeting must be reasonably limited to the matters disclosed in the notice.

## 6.12 Waiver of Notice

### 6.12.1 RECORD

Whenever any notice is required to be given to any member of the Board of Directors under the provisions of these Bylaws, the Articles of Incorporation or applicable state law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

## 6.13 Quorum

A majority one-half of the number of Board of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting.

## 6.14 Manner of Acting

The act of the majority of the Board of Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Idaho law.

## 6.15 Presumption of Assent

A member of the Board of Directors of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.



## **6.16 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this, record means information inscribed on a tangible medium or contained in an electronic transmission.

## **6.17 Resignation**

Any Director may resign at any time by delivering written notice to the President of the Board of Directors or the Secretary or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **6.18 Removal**

One or more Directors may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors fixed by or in the manner provided by these Bylaws.

## **6.19 Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

## **6.20 Board Committees**

### **6.20.1 STANDING OR TEMPORARY COMMITTEES**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees of board members, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board and by applicable state law, except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal

any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

#### 6.20.2 QUORUM; MANNER OF ACTING

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

#### 6.20.3 RESIGNATION

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### 6.20.4 REMOVAL OF COMMITTEE MEMBER

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

### **6.21 Compensation**

By Board resolution, Directors and committee members may be paid their expenses, if any, of attendance at each Board or committee meeting, or a fixed sum for attendance at each Board or committee meeting.

### **6.22 Conflicts, Audits, Anti-Nepotism, and Whistleblowers**

The Board shall adopt by resolution policies regarding conflicts, auditing and financial controls, anti-nepotism, and whistleblowers. Such policies shall be enforced with vigor by the Board and shall be updated no less than once every five years.

## **ARTICLE 7. OFFICERS**

### **7.1 Number and Qualifications**

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any three or more offices may be held by the same person, except the offices of President.

### **7.2 Election and Term of Office**

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

### **7.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **7.4 Removal**

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **7.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

### **7.6 President**

The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the Board. The President may sign

deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

### **7.7 Vice President**

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

### **7.8 Secretary**

The Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

### **7.9 Treasurer**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

### **7.10 Salaries**

The salaries of the officers and agents shall be as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be prevented from receiving a salary by reason of the fact that he or she is also a Director of the corporation.

## **ARTICLE 8. EXECUTIVE DIRECTOR**

The corporation may employ an Executive Director who shall be appointed, employed, and discharged by the Board. If employed, the Executive Director shall manage the affairs of the corporation according to the policies, principles, practices and budget authorized by the Board, and shall be responsible for management of personnel, finances and programs. If employed, the Executive Director shall be responsible for staff management including hiring, training, disciplinary action, and discharge. If employed, the Executive Director shall serve as an ex-officio, non-voting member of the Board. For the purpose of determining the number of Directors serving the corporation, the Executive Director shall not be considered a member of the Board. The Executive Director shall be present at all board meetings.

## **ARTICLE 9. ADVISORY BOARD**

The Board of Directors may appoint an Advisory Board of two or more persons to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a director of the corporation; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as directors of the corporation. The Board of Directors may determine by separate resolution the operational rules which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board.

## **ARTICLE 10. INTERESTS OF DIRECTORS AND OFFICERS**

### **10.1 Compensation**

Directors who receive any compensation for services in any capacity, directly or indirectly, from the corporation may not vote on matters pertaining to that Director's compensation.

### **10.2 Conflict of Interest**

Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under

consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

### **10.3 Review of Certain Transactions**

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

## **ARTICLE 11. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **11.1 Loans**

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **11.2 Loans or Extensions of Credit to Officers and Directors**

No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

### **11.3 Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

### **11.4 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

### **11.5 Books and Records**

The corporation shall keep at its Secretary's office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes

of the proceedings of its Boards and any minutes which may be maintained by committees of the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

### **11.6 Corporate Seal**

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation and the year of its incorporation.

### **11.7 Accounting Year**

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending June 30th.

### **11.8 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

### **11.8 Severability**

If any provision of these Bylaws shall be held to be invalid, illegal, unenforceable or in conflict with the provisions of the Corporation's Articles of Incorporation, then such provision shall nonetheless be enforced to the maximum extent possible consistent with such holding and the remaining provisions of these Bylaws (including without limitation, all portions of any section of these Bylaws containing any such provision held to be invalid, illegal, unenforceable or in conflict with the Articles of Incorporation, that are not themselves invalid, illegal, unenforceable or in conflict with the Articles of Incorporation) shall remain in full force and effect.

## **ARTICLE 12. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws, or by the written consent of each of the Directors.

**CERTIFICATION OF BYLAWS**  
**OF**  
**GLOBAL ARRAY EDUCATIONAL SERVICES, INC.**  
**(an Idaho corporation)**

KNOW ALL BY THESE PRESENTS:

I, Dr. Jacob Francom, certify that I am the Secretary of Global Array Educational Services Inc. (the "Corporation"), that I am duly authorized to make and deliver this certification, that the attached Bylaws are a true and correct copy of the Bylaws of the Corporation, duly adopted by the Corporation and in effect as of the date of this certificate.

Dated: As of April 24, 2020.

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Printed Name: Dr. Jacob Francom  
*Secretary*