

Arizona State Board for Charter Schools

Arizona State Board of Education

1700 W. Washington St., Room 164, Phoenix, AZ 85007

(602) 364-3080 Fax (602) 364-3089

www.asbcs.az.gov

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CHARTER HOLDER STATUS AMENDMENT REQUEST

Northern Arizona Academy (Charter Holder Name) 098745000 (CTDS)
PO Box 125 (Charter Holder Mailing Address) Taylor AZ (City, State) 85939 (Zip)
Kathy Doucette Edwards (Charter Representative's Name) 928-536-3920 (Phone Number) 928-536-4441 (Fax Number)

Failure to submit all required documentation will result in the Amendment Request being returned without being processed. Faxed copies will not be accepted. Please send originals.

Check appropriate box(s)

- Change in legal status of the Charter Holder
Change in entity name of the Charter Holder
Change in ownership of the Charter Holder
[X] Other (please explain)

Included are the following:

- Board minutes approving the change (minutes must comply with Open Meeting Law ARS §38-431.01)
Copy of amendment to Articles of Incorporation filed with the Arizona Corporation Commission
Additional materials may be requested as required by the type of request

The Arizona State Board for Charter Schools and Northern Arizona Academy (Charter Holder), herein agree to amend the terms of the charter contract as follows:

FROM: By-Laws Revised and amended August 29, 2009

TO: By-Laws Revised and amended February 23, 2010

In witness whereof, Charter Holder has signed this contract amendment as of this 15th day of March, 2010, and the State Board for Charter Schools has signed this contract amendment as of this ___ day of ___, 20___, to take effect at such time as it is signed by both parties.

Kathy Doucette Edwards
Charter Representative Signature

Representative Signature for the Arizona State Board for Charter Schools

**Career Development, Inc
Board of Directors Minutes
February 23, 2010**

BOARD MEMBERS PRESENT: Norm Ehmke, Sandy Nield, Twyla Taylor

STAFF: Kathy Doucette-Edwards, Ron Smith, Klara Everson, Alvin Hannon, and Caron Mullen

1. CALL TO ORDER:

1. Norm Ehmke, Board of Director's President, called the meeting to order at 5:35 pm.

2. WELCOME AND INTRODUCTIONS:

Norm Ehmke opened the meeting

3. PLEDGE OF ALLEGIANCE:

Twyla Taylor led the Pledge of Allegiance

4. READING OF MISSION AND VISION:

Klara Everson read the Mission and Vision Statements

5. CONSENT AGENDA:

Twyla Taylor motioned to accept the Consent Agenda as proposed except for the November minutes. Motion passed unanimously. Minutes from November were tabled until next meeting because they were missing a page 2. Board recommended future expense vouchers are sent out electronically to save on paper costs.

6. PUBLIC COMMENT:

None

7. OLD BUSINESS:

Norm Ehmke gave us training on "Scope Out" and "Write Out" sections of the *Seven Outs Book*.

8. NEW BUSINESS:

8A. RESIGNATION

Sandy Nield motioned to accept Randall Humphreys resignation from the Board of Directors. Motion passed unanimously.

Norm Ehmke gave Caron Mullen a directive to ask Randall Humphreys to return his Seven Outs and Charter School University books for our next Board member. Caron Mullen will get a plaque and a thank you card for Board members to sign to give to Randall Humphreys for his service and dedicated time.

8B. NEW BOARD APPLICATION

Gus Percuoco, Board applicant, was unable to attend due to illness. We will invite him to attend our next Board meeting. Norm Ehmke nominated Sandy Nield for Vice President. Motion passed unanimously.

8C. CALENDAR CHANGE FOR GRADUATION

Sandy Nield motioned to change the Taylor campus graduation date to May 28, 2010 and the Winslow campus graduation date to May 27, 2010. Motion passed unanimously.

8D. BUDGET/EXPENSES/REVENUES

Twyla Taylor motioned to give Ron Smith permission to apply to increase our line of credit with National Bank of Arizona from \$35,000 to \$60,000 or more. Motion passed unanimously.

8E. UPDATE ON NCLB AND ASIP PLAN IMPLEMENTATION

Information Only

8F. NCLB SITE VISIT 4-21-2010

Information only

8G. RACE TO THE TOP (RTTT) FUNDING COMMITMENT

Sandy Nield motioned to approve Kathy Doucette-Edwards, Executive Director, to apply for the RTTT funding and the programmatic changes it will require. Motion passed unanimously.

8H. PROPOSED BY LAW REVISIONS

Twyla Taylor motioned to approve revised By-Laws dated February 23, 2010. Motion passed unanimously.

8I. CHARTER BOARD REVIEW OF AUDIT

Information only

8J. CONTRACTS 2010-2011

Sandy Nield motioned to authorize Kathy Doucette-Edwards to offer contracts to contracted staff that have completed their probationary status and are not under and corrective action or disciplinary action. Motion passed unanimously.

8K. ABSENCE APPROVAL REQUEST

Twyla Taylor motioned to approve the Absence Approval Request for the week of January 18, 2010. Motion passed unanimously.

8L. NEXT MEETING

Scheduled for March 18th 2010 at 5:30 pm. Sandy Nield may not be able to attend.

9. GENERAL BUSINESS:

9A. BOARD MEMBER UPDATES

Sandy Nield recognized Ron Smith for receiving the Silver Beaver Boy Scout award. Twyla Taylor asked about the Charter Association Conference being held in April at the WigWam.

9B. CAMPUS MANAGER UPDATES

Klara Everson, Taylor Campus Manager, reported that she is still in the process of applying for the National School Lunch Program. Spring break teachers and students are going to San Diego for a service-learning project to clean up the

rivers and waterways. Through our ASIP grant Klara was able to buy a lot of new books for the Library. March 6th we have partnered with community groups to take your old prescription drugs to Silver Creek Pharmacy for disposal. This is in memory of a student that died of an over dose as well as educating the community on teen abuse of the prescription drugs. Klara had positive parent participation in teacher conferences and community dinner meetings.

Alvin Hannon, Winslow Campus Manager, reported that 100% of the 10th graders took reading and writing AIMS tests. In December, students went to the Nutcracker in Flagstaff. Fifteen students went bowling in Flagstaff as a part of the PBIS program. Starting in March 2010 the Flight class will be using a flight simulator that was purchased for the class from a grant. A trip to Emery Riddle in Prescott is scheduled for the class also. Parent Teacher conferences had 35 parents in attendance because of the PBIS incentive to earn a trip to the China Star for lunch. The campus had an immunization clinic and health fair given by Winslow Indian Health Services.

9C. TECHNOLOGY COORDINATOR UPDATE

Wally DeWitt was unable to attend the Board Meeting as he was facilitating his last Smart Board Class. Smart Day is being held in Holbrook February 27, 2010. Wally, Kathy, Ben, Lita will be presenters and Anita, Alvin, and Ginifer will be attending.

9 D. FINANCE MANAGER UPDATE

Ron Smith reported the Drop-Out Prevention Grant received an additional 19% cut. Also, third quarter payments will be rolled over to be paid in 4th quarter.

10. BOARD SIGNATURES:

All papers were signed and returned to Caron Mullen

11. ADJOURNMENT:

Adjourned at 7:45 pm

Respectfully yours,



Caron Mullen
CDI Board Secretary

Respectfully yours,

Norm Ehmke
CDI Board President

CAREER DEVELOPMENT, INC. BY-LAWS

ARTICLE I -NAME

The name of this organization shall be Career Development, Inc., hereafter referred to as CDI; Doing Business As (DBA) Northern Arizona Academy.

ARTICLE II -PURPOSE

2.1 Provide students with the resources to develop academic, social, emotional, physical, and cultural skills necessary to become responsible citizens who are lifelong learners and problem solvers.

2.2 Ensure the production of measurable student achievement at a contractual level;

2.3 Ensure proper management and accounting of taxpayers' monies;

2.4 Ensure compliance with all state, federal and local laws including those of the authorizer;

2.5 Ensure that nothing unethical, nothing imprudent or nothing illegal occurs

ARTICLE III –BOARD OF DIRECTORS

3.1 The corporate board of CDI shall constitute the Board of Northern Arizona Academy, and shall hereafter be referred to as the Board. The Corporation's activities affairs and property shall be managed, directed, and controlled, and its powers exercised by, and vested in, the Board. In accordance with Arizona Statutes 15-183 C.8 The Board shall have all powers necessary to carry out the purpose of the Corporation as specified in the Articles of Incorporation as amended, and laws of the State of Arizona and of the United States.

3.2 NAA governing board shall consist of a minimum of five members.

3.3 Members shall serve without compensation except for authorized reimbursements.

3.4 The Board shall prepare and distribute applications for Board membership and informational materials about the positions in a timely matter as vacancies occur. Special efforts will be made by the Board to recruit candidates who bring diverse skills, backgrounds and experiences to contribute to a well-rounded and effective Board. Applicants/candidates will be invited to speak prior to Board selection. Board elections will be held at the subsequent Board meeting pending Arizona State Board for Charter School approval. For Board elections, Board members must be elected by a majority vote of the Board of Directors present at the meeting.

3.5 Candidates shall be oriented by the secretary to the board who shall provide necessary documents within the first 30 days prior to being elected and have the opportunity to have their questions answered. Training shall include all legal aspects pertaining to Board governance.

3.6 Members may be removed for one or more of the following offenses: fraud in securing appointment; negligence of duty; and behavior that conflicts with the operations or the effectiveness of NAA (to include any illegal, unethical, or imprudent behaviors).

3.7 Members are expected to prepare for, attend and participate in each meeting and required training sessions. If a member is absent for three consecutive meetings, the Board may remove this person from membership.

3.8 Resignations of members shall be submitted to the Board President by written notification.

3.9 Board appointments shall have no duration limits.

3.10 Members of the Board shall adhere to State and Federal laws regarding Conflict of Interest. Members shall state a conflict of interest prior to discussion and voting on an issue.

3.11 Board membership in this Corporation is not transferrable or assignable. There shall be no proxy, alternate, or substitute membership on voting except as provided in these By Laws.

3.12 Board members are responsible for representing the NAA constituency including administrators, faculty, staff and students in a positive way in the Academy and community.

ARTICLE IV -OFFICERS

4.1. Board officers shall be President, Vice-President, and Secretary.

4.2 Officers shall be elected by ballot at their annual meeting and shall hold office for two years and may be re-elected.

4.3 To hold the positions of President and Vice-President, one shall serve on the Board at least one year before holding office.

4.4 Resignation from office shall be by written notification to the Board President. The Board at the first opportunity shall fill vacancies.

4.5 Any Officer may be removed at any time, with or without cause, by majority vote of the Board at a duly held meeting of the Board. Proper notice, specifying the proposed removal, shall be given prior to the meeting of the Board at which such removal shall be considered.

ARTICLE V –OPERATING PROCEDURES

5.1 All meetings must have a 51% or simple majority of its members to constitute a quorum. Members may be considered present either in person or by telecommunication systems.

5.2 The regular meetings of the CDI Board shall be held on a monthly basis to discuss items on the CDI Board agenda.

5.3 CDI Board meetings are subject to the requirements of the Arizona Open Meeting Laws and Roberts' Rules of Order will be followed:

5.4 Public Comments during CDI Board meetings require the public to complete a *Request To Speak Form* prior to the Public Comment agenda item coming due. *Request To Speak Form* is submitted to the Secretary of the CDI Board. The Board President will recognize Public Comment speakers for a maximum time limit of 5 minutes.

5.5 An annual meeting will be held once a year for the purpose of board elections of officers, filling of vacancies, assessment of goals, routine maintenance of by-laws and briefings on legal and ethical updates.

5.6 Special Meetings of the Board may be held at any time and at any place upon twenty-four (24) hours notice by the Board. Each notice shall state the general business to be transacted, the day, time and place of such meeting, and by whose request it was called.

5.7 Emergency Meetings--When an actual emergency is found to exist, a meeting of the Board may be convened without twenty-four (24) hours notice. In the case of emergency, the Board may hold an emergency meeting or executive session dealing with school issues provided a public notice is posted within twenty-four (24) after the meeting.

5.8 Agendas will be distributed to CDI Board Members four days prior to scheduled meetings. All CDI Board meeting minutes and agendas will be kept on file.

5.9 Agendas are prepared by the Executive Director or designee. Other agencies, groups, organizations and individuals desiring to place items on the agenda and /or make oral presentations may present them with a statement of purpose to the Executive Director at least ten working days prior to date of meeting.

5.10 At all regular meetings of the Board, except as expressly required by status, the Articles of Incorporation or these Bylaws, all matters shall be decided by a vote of a simple majority of the Board members voting at any meeting at which a quorum is present. Each member shall be entitled to one (1) vote.

5.11 Recommendations and /or Actions request shall be stated as formal motions during formal meetings for CDI. An individual member alone may not make a formal recommendation outside a meeting. CDI Board members must vote upon His or Her proposal during formal meetings. Robert's Rules of Order will be followed.

5.12 Standing committees may be created adhoc. The committees will report their recommendations to the CDI Board of Directors for consideration and/or action

ARTICLE VI-AMENDMENTS TO THE BY-LAWS

6.1 Proposed amendments to the By-Laws shall be submitted in writing to the Board for recommendation. By-Laws may be amended by a majority vote of the present membership.

ARTICLE VII—INDEMNIFICATION OF OFFICERS AND DIRECTORS

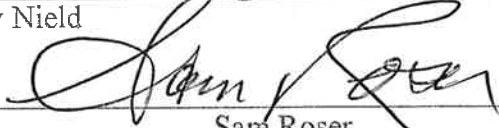
7.1 Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person was acting as a Director or Officer of the Corporation or Charter Sponsor, shall be indemnified by the Corporation against any and all liability. The reasonable expenses, including attorney's fees and costs, incurred by such person (or by the heirs, executors or administrators of such person) in connection with the defense or settlement of such action, suite or proceeding, or in connection with any appearance therein, shall be paid by the Corporation, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in performance of duties. Such right of indemnification shall not be deemed exclusive of any other right to which such director or Officer (or such heirs, executors, or administrators) may be entitled apart from this Article.

7.2 The Board shall purchase and maintain at the Corporation's expense, insurance on behalf of the Corporation and on behalf of the Charter Sponsor and others to the extent that power to do so has been or may be granted by statute, and give other indemnification to the extent permitted by law.

Adopted the 23rd day of February, 2010

PRESIDENT 
Dr. Norm Ehmke

VICE-PRESIDENT 
Sandy Nield

SECRETARY/TREASURER 
Sam Roser

ATTEST 
Caron Mullen