

BOARD OPERATIONS

I. Roberts Rules of Order

The business of the Board of Directors (the “Board”) of Making Waves Academy (the “School”) at its meetings will be conducted in accordance with the specifications of Roberts Rules of Order. Any member may rise to a point of order under these rules, which action shall take precedence over all other business before the Board.

II. Polling of Board of Directors

Voting on resolutions shall be by the polling of voting Board members or consensus on voice vote. The minutes shall record the person making the motion, the person seconding it, and the names of the trustees voting for and against the motion or abstaining, as well as Board members who are absent or that the motion was passed by consensus. Secret ballots and proxies are prohibited.

III. Board Member Compensation and Reimbursement of Actual and Necessary Expenses

Board members shall serve without compensation.

IV. Officers, Directors and School Liability Insurance

The School will maintain adequate insurance to protect the School against loss because of fire, damage to school property, loss to other property, or general liability resulting as a responsibility of the School and its Board members or officers while acting on behalf of the School.

V. Appointment of Board Committees

Consistent with the charter, by-laws, and any other applicable provisions of contract or law, the Board may appoint committees for any purpose deemed appropriate by the Board. The resolution establishing the committee shall clearly define the range of the committee’s responsibility and authority, and shall specify whether the committee shall be a standing or limited-term committee. In meeting and carrying out designated purposes, any such committee shall comply with any applicable legal or contractual requirements. Specifically, unless otherwise specified in Board by-laws, parent/teacher associations and/or parent committees shall be advisory only.

VI. Board Nomination/Election Process

Per the MWA Bylaws adopted June 13, 2019, the President of the Board of Directors or, if none, the CEO in conjunction with at least two other sitting Board Members will designate qualified candidates for election to the Board of Directors at least thirty (30) days before the date of any designation of directors. The nominating committee shall make its report at least seven (7) days before the date of such designation or at such other time as the Board of Directors may set and the Secretary shall forward to each Board member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

VII. Board Member Resignations

Except as provided below, any director may resign by giving written notice to the President, or the Secretary, or to the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board of Directors may designate a successor to take office as of the date when the resignation becomes effective.

VIII. Board Member Removal

Any director, except for the representative appointed by the charter authorizer, may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and such removal are given in compliance with the provisions of the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code) as said chapter may be modified by subsequent legislation ("Brown Act"). The representative designated by the charter authorizer may be removed without cause by the charter authorizer or with the written consent of the charter authorizer. Any vacancy caused by the removal of a director shall be filled as provided in Section 7.10.

IX. Dispute Resolution with Granting Agency

Any dispute that may arise with the granting agency must be handled in strict accordance with the dispute resolution process outlined in the charter. Should the Board wish to amend the dispute resolution process it must amend the charter to do so.