

**RESOLUTION AUTHORIZING THE AMENDMENT OF THE BYLAWS BY THE BOARD OF DIRECTORS OF CLV STRONG START ACADEMY ELEMENTARY SCHOOLS, INC., A NEVADA NONPROFIT CORPORATION, FOR THE PURPOSE OF INCREASING THE NUMBER OF DIRECTORS OF THE CORPORATION**

**WHEREAS**, it has been presented to the Board of Directors of CLV STRONG START ACADEMY ELEMENTARY SCHOOLS, INC. (the “Company”) that the Bylaws of the Company be amended to increase the number of Directors of the Company from seven (7) Directors to nine (9) Directors; subject to the affirmative vote of the Las Vegas City Council.

**WHEREAS**, it has been proposed to the Board of Directors that the Bylaws of the Company be amended as follows:

Section 3 of Article III of the Bylaws of the Company to be deleted in its entirety and the following substituted in lieu thereof:

3. Number, Term, and Election.

(a) The Board of Directors shall consist of nine (9) members until changed by amendment to these Bylaws. Within the limitations, if any, expressed in the Articles of Incorporation, the number of Directors of the Corporation may be increased or decreased from time to time, by the affirmative vote of the Las Vegas City Council. Notwithstanding anything to the contrary contained in these Bylaws, this entire Section 3 and Section 15 (Vacancies) and Section 16 (Compensation) of Article III of these Bylaws, as well as Section 8 (Compensation) of Article V of these Bylaws, may be amended or repealed only by the affirmative vote of the Las Vegas City Council. Unless otherwise provided in the Articles of Incorporation or these Bylaws, Directors shall hold office until his or her successor shall be elected and qualified.

(b) In conformance with the Charter School Law, the Directors of the Corporation shall be recommended for appointment as described below and subject to election by the Las Vegas City Council, or a duly appointed committee thereof. Recommendations to appoint qualified candidates to fill specific Director seat vacancies shall be provided by the following individuals at least thirty (30) days (unless a shorter period is necessary due to a death, resignation, or removal of any Director or other unforeseen event) before the date of any election of Directors as follows:

(i) Director seat #1, who shall be a teacher or other person licensed pursuant to Chapter 391 of NRS or who previously held such a license and is retired, as long as his or her license was held in good standing, shall be recommended for appointment by the City of Las Vegas Director of Youth Development & Social Innovation (or equivalent successor position);

(ii) Director seat #2, who shall satisfy the qualifications of Director #1 above, or shall be a school administrator with a license issued by another state or who previously held such a license and is retired, as long as his or her license was held in good standing, shall be recommended for appointment by the Chief Community Services Officer of the City of Las Vegas (or equivalent successor position);

(iii) Director seat #3, who shall be a parent or legal guardian of a pupil enrolled in the charter school who is not a teacher or an administrator at the charter school, shall be recommended for appointment by the City of Las Vegas Councilperson for Ward 5;

(iv) Director seat #4, who shall possess knowledge and experience in one or more of the following areas: (1) Accounting; (2) Financial services; (3) Law; or (4) Human resources, shall be recommended for appointment by the City of Las Vegas Councilperson for Ward 3;

(v) Director seat #5, who shall possess knowledge and experience in one or more of the following areas: (1) Accounting; (2) Financial services; (3) Law; or (4) Human resources, shall be recommended for appointment by the City Manager of the City of Las Vegas;

(vi) Director seat #6 shall be recommended for appointment by the City of Las Vegas Councilperson for Ward 1;

(vii) Director seat #7 shall be recommended for appointment by the Mayor of the City of Las Vegas;

(viii) Director seat #8 shall be recommended for appointment by the Mayor of the City of Las Vegas; and

(ix) Director seat #9 shall be recommended for appointment by the Mayor of the City of Las Vegas.

(c) Notwithstanding anything to the contrary contained in these Bylaws, the Board's membership shall adhere to the statutory requirements of NRS 388A.320, NAC 388A.525, and other applicable laws and regulations, at all times.

(d) A Director may take office only after complying with the provisions of applicable law, including NRS 388A.320(3) and 388A.323. If so required by the Charter School Law, the Corporation shall notify its chartering government authorizer/sponsor and the Nevada Department of Education within ten (10) working days of the selection of a new Director and provide the new Director's resume and affidavit pursuant to NRS 388A.320(2). Directors shall also be fingerprinted according to the NRS 388A.323 procedure.

(e) Each Director shall hold office for two (2) years from his/her election, and until a successor Director has been elected and qualified. The Las Vegas City Council may decide, in its reasonable discretion, to stagger the terms so approximately half of the Directors are up for election each year. The Mayor of the City of Las Vegas shall decide which slate of initial Directors shall only serve a one (1)-year term to achieve such staggering.

**WHEREAS**, the Board of Directors have determined that it is in the best interest of the Company that the Bylaws of the Company be amended as presented in these resolutions; subject to the affirmative vote of the Las Vegas City Council.

**NOW, THEREFORE**, the Board of Directors of the Company hereby resolve as follows:

**RESOLVED**, that the amendment to the Bylaws of the Company proposed in these resolutions is hereby adopted in its entirety; subject to the affirmative vote of the Las Vegas City Council.

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**FURTHER RESOLVED**, that the officers of the Company are hereby authorized to take any and all steps necessary to implement the amendment to the Bylaws of the Company and to evidence these amendment to the Bylaws of the Company in the records of the Company once the affirmative vote of the Las Vegas City Council has occurred.

**PASSED, ADOPTED AND APPROVED ON THE \_\_\_\_\_ DAY OF \_\_\_\_\_, 2022.**

**CLV STRONG START ACADEMY  
ELEMENTARY SCHOOLS, INC.**

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Lorna James-Cervantes, President

ATTEST:

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Dr. Alain Bengochea, Secretary

APPROVED AS TO FORM:

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Date