

**Bylaws
of
Ronald Wilson Reagan Academy**
A Utah Nonprofit Corporation

[As Amended and Restated May 7, 2014]

ARTICLE I ORGANIZATION

1.1. **Name.** The name of the Corporation is Ronald Wilson Reagan Academy.

1.2. **Direction by Board of Trustees.** The Corporation shall be directed by a Board of Trustees (the "**Board**").

1.3. **Corporation Office.** The Corporation shall maintain such offices, within the State of Utah, as the Board may from time to time designate.

ARTICLE II PURPOSES

2.1. **Purposes.** The Corporation has been formed and established to operate a Utah Charter School (the "**School**") and to provide public education pursuant to Utah Charter School laws.

ARTICLE III BOARD OF TRUSTEES

3.1. **General Powers.** The Board shall govern, manage and control the business, operations, and affairs of the Corporation. The Board may adopt such rules and regulations for the conduct of the Board's meetings and the governance of the Corporation as are not inconsistent with the Utah Revised Nonprofit Corporation Act. Among other things, the Board is responsible for (a) setting and overseeing the Corporation's budget; (b) overseeing the School Director in addressing curriculum issues; (c) establishing and ensuring compliance with Board policies; (d) employing, overseeing and terminating the School Director; (e) amending the Bylaws; and (f) altering or amending the Corporation's Charter.

3.2. **Number, Election, Tenure and Qualifications.** The number of the Trustees on the Board shall be five (5). All Trustees shall be elected by the majority of the entire Board, except that one Trustee shall be elected by the parents of students at the School using such voting procedures as the Board may specify. All Trustees will serve terms of two (2) years, except to the extent they are filling the unexpired term of a vacancy. A trustee shall not be limited in the number of terms that may be served. Trustees shall be elected on a

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staggered basis divided into two (2) groups as nearly equal in number as possible. At each annual meeting of the Board, the number of Trustees equal to the number of the group whose term expires shall be elected to hold office for a two-year term. Each Trustee shall hold office until his successor shall have been duly elected and qualified or until his death or until he resigns or is removed in the manner hereinafter provided.

3.3. **Quorum.** A majority of the entire Board shall constitute a quorum for the transaction of business at any meeting.

3.4. **Meetings & Notice.** The Board may provide, by resolution, the time and place for the holding of regular meetings. Board meetings will be held no less than quarterly. An annual meeting will normally be held in the month of April or May of each year. Special meetings of the Board may be called by order of the Chair or by one-third of the Trustees. The Secretary shall give notice to the Trustees of the time, place, and purpose or purposes of each special meeting by mailing, e-mailing, telephoning, or otherwise communicating the same at least 24 hours before the meeting. The Secretary shall also make arrangements to provide notice of all meetings to the extent required for the Board pursuant to the Utah Open and Public Meetings Act as in effect from time to time (the "**Open Meeting Law**").

3.5. **Manner of Acting.** At all meetings of the Board, each Trustee shall have one vote. If a quorum is present, the act of a majority of the Trustees present at a meeting shall be the act of the Board, unless otherwise provided in these Bylaws. To the extent not inconsistent with the Open Meeting Law as applicable to the Board, the Board may conduct meetings by means of a conference using electronic communications by which all persons participating in the meeting may hear each other during the meeting.

3.6. **Vacancies.** A vacancy in the Board shall be deemed to exist in case of death, resignation or removal of any Trustee, or if the authorized number of Trustees be increased, or if the Board fail at any meeting at which any Trustee is to be elected, to elect the full authorized number to be elected at that meeting.

3.7. **Removals.** Trustees may be removed at any time, by a majority vote of the other Trustees. Such vacancy shall be filled by the Trustees then in office, though less than a quorum, to hold office until the next annual meeting or until his successor is duly elected and qualified, except that any Trusteeship to be filled by reason of removal may be filled by election at the meeting at which the Trustee is removed. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of his or her term of office.

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3.8. **Resignations.** A Trustee may resign at any time by delivering written notification thereof to the President or Secretary of the Corporation. Such resignation shall become effective upon its acceptance by the Board; provided, however, that if the Board has not acted thereon within ten days from the date of its delivery, the resignation shall upon the tenth day be deemed accepted.

3.9. **Vacancies.** A vacancy in on the Board because of death, resignation, removal, disqualification or otherwise, may be filled by a majority of the remaining Trustees for the unexpired portion of the term.

3.10. **No Compensation.** No Trustee shall be entitled to receive any salary or compensation from the Corporation.

ARTICLE IV OFFICERS

4.1. **Offices and Qualifications.** The Board shall elect a Chair, Vice Chair, Secretary, and Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. In its discretion, the Board may leave unfilled for any such period as it may determine any office, except those of Chair and Secretary. Any two or more offices may be held by the same person, except the offices of Chair and Secretary. Officers must be Trustees of the Corporation.

4.2. **Election and Term of Office.** The officers of the Corporation are to be elected by the Board at each annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

4.3. **Resignations.** Any officer may resign at any time by delivering a written resignation either to the Chair or to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon delivery.

4.4. **Removal.** Any officer or agent may be removed by the Board. Any such removal shall require a majority of the entire Board, exclusive of the officer in question.

4.5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, or if a new office shall be created, may be filled by a majority vote of the entire Board for the unexpired portion of the term.

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4.6. **Chair.** The Chair shall act as Chair of the Board, and shall preside at all meetings of the Board. The Chair shall present at each annual meeting of the Board an annual report for the Corporation. The Chair may sign, execute and deliver in the name of the Corporation contracts, bonds, and other obligations and instruments. The Chair shall perform such other duties as may be assigned from time to time by the Board or the Bylaws.

4.7. **Vice Chair.** In the event of the absence or inability of the Chair, the Vice Chair shall act in the Chair's stead. The Vice Chair shall have such other powers and perform such other duties as may be assigned from time to time by the Board.

4.8. **Secretary.** The Secretary shall keep the minutes and records of all meetings of the Board. The Secretary shall cause notice to be given of meetings of the Board. The Secretary shall submit to the Board any communications that shall be addressed to the Secretary of the Corporation. The Secretary may, together with the Chair, sign or execute contracts in the Corporation's name. The Secretary shall exercise all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Board.

4.9. **Treasurer.** The Treasurer shall lead the Board in providing oversight of the Corporation's accounting and financial management (with day-to-day management to be provided by the School Director and designated employees). The Treasurer may be one of the officers authorized to sign checks and drafts of the Corporation. The Treasurer shall perform such other duties as may be assigned from time to time by the Board.

4.10. **School Director.** The School Director shall be employed and elected by the Board to manage and oversee the day-to-day operation of the School and the Corporation. Among other things, the School Director shall develop and maintain administrative, management, budgeting and financial systems to operate and sustain the Corporation in an efficient manner and to hire, supervise, evaluate and train the management and educational staff. The School Director shall render at stated periods as the Board shall determine a written account of the finances of the Corporation and such report shall be affixed to the minutes of the Board of such meeting. The School Director shall perform such other duties as may be assigned from time to time by the Board or the Bylaws.

ARTICLE V PARENT INVOLVEMENT AND VOLUNTEER ORGANIZATION

5.1. **Parent Involvement.** The Corporation encourages parent involvement in facilitating the education of their children and in providing input relating to the School and the learning and teaching environment and progress.

5.2. **Parent Meetings.** The Corporation will have a meeting for the parents of enrolled students in the School at least annually on a date set at least two weeks in advance by either the School Director or the Board, usually in the first month of the School year. Normally, the School Director and the Chair will make reports at the annual parent meeting. The School will seek to give notice of the time, date and place of such annual meeting by email to parents or guardians at the email addresses provided to the School or by mail to those who have not provided an email address. The Board may call and direct notice to be given of other meetings of the parents from time to time for such purposes as will normally be stated in the notice. Parent meetings will normally be held in the School facility, unless otherwise noticed.

5.3. **Parent Volunteer Organization.** The School will also seek to establish a parent volunteer organization to support the School and its educational objectives. The parent volunteer organization officers will be elected by the parents of the enrolled students, normally near the end of each school year.

5.4. **Authority.** While the parents and the parent volunteer organization can provide invaluable input and support for the School, nothing contained in these Bylaws will be construed to confer upon them governance powers or authority for the School or the Corporation. In addition, any function or role served will always be subject to the direction of the Board.

ARTICLE VI FINANCIAL MATTERS

6.1. **Compensation.** The Board shall hire and fix the compensation of the School Director. The School Director shall hire and fix the compensation of all other employees of the school within the guidelines and parameters established from time to time by the Board.

6.2. **Investment of Funds.** The Corporation's funds will be deposited from time to time in accounts with such banks, trust companies or other depositories as the Board shall designate from time to time, with consideration given to the security and deposit insurance available with respect to the deposits.

ARTICLE VII AMENDMENT

7.1. **Amendment.** These Bylaws and the Charter may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds (2/3) of the members of the Board.

ARTICLE VIII INDEMNIFICATION

8.1. **Indemnification.** The Corporation shall and does thereby indemnify and hold harmless each person who shall serve at any time hereafter as a Trustee or officer of the Corporation, together with such person's heirs and administrators, from and against any and all claims, judgments and liabilities to which such person shall become subject by reason of such person's having heretofore or hereafter been a Trustee or officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted to have been taken by him or her as such Trustee or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; including power to defend such person from all such suits; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her actions unless the individual's conduct was in good faith, the individual reasonably believed that the individual's conduct was in, or not opposed to, the corporation's best interests, and in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The Corporation, its Trustees, officers, employees and agents shall be fully protected in taking any action or making any payment pursuant to this section, or in refusing to do so in reliance upon the advice of counsel. [Section 16-6a-902]

8.2. **Other Indemnification.** The indemnification herein provided shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any Bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and the indemnification herein provided shall continue as to a person who has ceased to be a Trustee, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

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8.3. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer or employee of the Corporation against any liability asserted against such person and incurred by such person in any capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under the provisions of this Article VIII or under the Utah Revised Nonprofit Corporation Act. [Section 16-6a-908]

8.4. **Settlement by Corporation.** The right of any person to be indemnified shall be subject always to the right of the Corporation by its Board, in lieu of such indemnification, to settle any such claim, action, suit or proceeding at the expense of the Corporation by the payment of the amount of such settlement and the costs and expenses incurred in connection therewith.

8.5. **Severability.** If any term or provision of this Article VIII shall to any extent be invalid or unenforceable, the remainder of this paragraph shall not be affected thereby, and each term and provision of this paragraph shall be valid and enforceable to the fullest extent permitted by law. [Section 16-6a-1705]