

**BYLAWS**  
**OF**  
**SCHOLAR ACADEMY**

**ARTICLE I**  
**NAME, PURPOSE**

1. The name of the organization is **Scholar Academy** (the "corporation").
2. The corporation was formed to manage, operate, guide, direct and promote the Scholar Academy, a Utah Public Charter School. The corporation is organized under the Utah Nonprofit Corporation Act for public purposes and is not organized for the private gain of any person.

**ARTICLE II**  
**MEMBERS**

The corporation shall have no members. Any action which would otherwise by law require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise by law vest in the members shall vest in the board.

**ARTICLE III**  
**MEETINGS OF DIRECTORS**

1. **Annual Meeting.** The Board of Directors of the corporation (the "Board") shall hold an annual meeting for the purposes of organization, selection of Directors and officers, and the transaction of other business.
2. **Regular Meetings.** Regular meetings will be held as scheduled by the Board, with a published schedule and proper notice. Regular meetings of the Board, including the annual meeting, shall be held without call or notice on such dates and at such times and places as may be from time to time fixed by the Board.
3. **Special Meetings.** Special meetings of the Board for any purpose(s) may be called at any time by the President/Chief Acting Officer, Secretary, or one-third of the members of the Board.
4. **Notice.** Special meetings of the Board and regular meetings that are held other than at the regularly scheduled time or place may be held only after each Director has received four (4) days' notice by first class mail or forty-eight (48) hours notice given personally or by telephone or other similar means of communication.

## ARTICLE IV BOARD OF DIRECTORS, OFFICERS

1. **Board Role, Size, Composition.** The Board is responsible for overall policy and direction of the school and delegates responsibility for day-to-day operations to the Director/Principal and committees established by the Board. The Board shall consist of no fewer than five (5) and no more than seven (7) members appointed by a majority vote of the Board. At least one member of the Board shall be a parent of a student currently enrolled at Scholar Academy. The Board members shall receive no compensation other than reasonable expenses.

2. **Meetings.** The Board shall meet at an agreed upon time and place.

3. **Terms.** Board members will serve staggered terms as set and established by the Board. Terms will be staggered in order to create an orderly rotation of Board members. Each of the five initial Board members will be selected to serve a term from one to five years so that one Board member's term expires each year for the first five years. After the expiration of these initial terms, Board members will serve three (3) year terms.

4. **Quorum.** A quorum consists of a majority of the current Board members. A quorum of Board members must be present at any meeting of the Board before business can be transacted or motions made or passed.

5. **Officers and Duties.** There shall be four officers of the Board consisting of a President, a Vice-President, Secretary, and Treasurer. The officers shall be elected by a majority vote of the Board at the annual meeting of the Board.

(a) The President shall convene and preside over regularly scheduled Board meetings and special meetings.

(b) The Vice-President will chair committees on special subjects as designated by the Board.

(c) The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

(d) The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.



6. **Vacancies.** Vacancies on the Board will exist (1) on the death, resignation, or dismissal of any member, or (2) when the term of a current Board member has expired. In order to fill such a vacancy, the Board will solicit nominations and letters of application from the school community or members of the community at large. The Board may then appoint an approved applicant to fill the vacancy. Board members will be appointed by the vote of a majority of the remaining members of the Board.

7. **Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. A Board member may be removed with or without cause by the vote of two-thirds (2/3) of the remaining directors.

## **ARTICLE V COMMITTEES**

The Board may create committees as needed to fulfill its responsibilities. The Board President appoints all committee chairs.

## **ARTICLE VI DIRECTOR AND STAFF**

**Director/Principal.** The Director/Principal is hired by the Board. The Director/Principal has day-to-day responsibility of the school, including carrying out the school's goals and Board policy. The Director/Principal will attend all Board meetings, report on the progress of the school, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

## **ARTICLE 7 INDEMNIFICATION**

1. **Indemnification of Directors and Corporation Agents.** The corporation hereby declares that any person who serves at its request as a Director, officer, employee, Chair, or member of any committee, or on behalf of the organization as a trustee, Director, or officer of another organization, whether for profit or not for profit, shall be deemed the corporation's agent for the purposes of this Article and to the extent allowed by law, shall be indemnified by the corporation against expenses (including attorney's fees), judgment, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of such service, provided such person acted in good faith and in a manner he reasonably believed to be in the best interest of the corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. Except as provided in Article VII, Section

3, below, termination of such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in the best interest of the corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his conduct was unlawful.

2. **Indemnification Against Liability to the Corporation.** No indemnification shall be made with respect to any claim, issue, or matter as to which a person covered by Article VII, Section 1 shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action, suit, or proceeding was brought shall determine upon application that, despite the adjudication of the liability, but in view of all the circumstances of a case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

3. **Indemnification of Criminal Actions.** No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered in Article VII, Section 1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt, but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses, or fines which such court shall deem proper.

4. **Period of Indemnification.** Any indemnification pursuant to this Article shall: (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a Director, officer, employee, or agent of the corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying, restricting any of the powers or rights of indemnification provided or permitted in this Article shall not solely by reason of such repeal or amendment, eliminate, restrict, or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment

5. **Advances of Costs and Expenses.** The corporation may pay costs and expenses incurred by a Director, officer, employee or agent in defending a civil or criminal action, suit or proceeding, in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the person that he or she shall repay the amount advanced if it is ultimately determined that he or she is not entitled to be indemnified by the corporation as authorized by these Bylaws.

6. **Personal Liabilities of Directors and Officers.** No Director or officer of the corporation shall be personally liable to the corporation for civil claims arising from acts or omissions made in the performance of his or her duties as a Director or officer, unless the acts or omissions are the result of his or her fraud, or malicious or willful misconduct, or the illegal use of alcohol or a controlled substance.

**ARTICLE VIII  
AMENDMENTS**

These Bylaws may be amended when necessary by the vote of a two-thirds (2/3) majority of the Board.

Dated: January 28, 2013

**DIRECTORS:**

Sandra Shepard  
Sandra Shepard

Diane Cramer  
Diane Cramer

Joyce James  
Joyce James

Dusty Griffith  
Dusty Griffith

Linda Hearty  
Linda Hearty