

**BYLAWS**  
of the  
**BOARD OF TRUSTEES**  
of the  
**UTAH INTERNATIONAL CHARTER SCHOOL**

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**BYLAWS**  
of the  
**BOARD OF TRUSTEES**  
of  
**UTAH INTERNATIONAL CHARTER SCHOOL**  
a Utah nonprofit corporation

**I. NAME OF ORGANIZATION**

The name of the corporation is Utah International Charter School.

**II. PURPOSE**

The purpose of the corporation is to manage, operate, guide, direct and promote Utah International Charter School, a chartered public school, and such other educational activities as the Board of Trustees may define.

**III. BOARD OF TRUSTEES**

A. Powers & Duties

The Board shall conduct or direct the affairs of the corporation and exercise its powers, subject to the limitations of the Articles of Incorporation and these Bylaws. The Board shall have all the powers enumerated in these Bylaws, and the following specific powers:

1. To elect and remove trustees.
2. To elect and remove officers.
3. To select a Director (Chief Executive Officer) for the charter school; to establish measurable goals and objectives for the Director; to support and evaluate the Director's performance; and, if necessary, remove the Director.
4. To ensure the quality of the school and its continuous improvement through ongoing evaluation of clear, measurable goals and objectives; to prepare, in collaboration with the school Director, an annual set of measurable goals and objectives for the school and the nonprofit corporation.
5. To establish procedures that ensure sound financial management and an efficient operation of the school, including approving the hiring and termination of the school's business manager.
6. To approve reports consistent with those required by the Utah Legislature, the Utah State Charter School Board and the Utah State Board of Education.
7. To conduct, manage and control the affairs and activities of the corporation, and to make rules and regulations.
8. To maintain insurance on behalf of any of its trustees, officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such.

9. To enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation.
10. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

#### B. Number of Trustees

The number of Trustees of the corporation shall be not less than 3 nor more than 15. The Board shall fix the exact number of Trustees, within these limits, by Board resolution or amendment of the Bylaws.

#### C. Election of Trustees

1. Election. The Board shall elect Trustees by the vote of a majority of the Trustees.
2. Eligibility. The Board may elect any person who in its discretion it believes will serve the interests of the corporation faithfully and effectively. Trustees are responsible for selecting new members with the objective of achieving a well-rounded Board whose members have a diversity of expertise and experience and represent the broad community served by the school.
3. Parent Trustee. One Trustee shall be a parent of a currently enrolled UIS student who is elected by the UIS parent organization. The parent trustee term of office shall be one year. A Parent Trustee may serve more than one term. The Parent Trustee may be removed with or without cause by a majority vote of the parent organization, but not the Board of Trustees.
4. Teacher Non-voting Advisor. One non-voting Advisor to the Board shall be a teacher selected by a majority of UIS teachers.
5. Student Non-voting Advisor. One non-voting Advisor shall be a student selected by a majority of UIS students.
6. CEO Ex-officio Board Status. The Chief Executive Officer/School Instructional Leader shall be an ex-officio, non-voting member of the Board of Trustees.
7. Term of Office
  - a. The term of each member of the initial Board of Trustees shall be until June 30 prior to the first operational year of the school. Prior to the beginning of the first operational year, the board shall elect directors providing for staggered terms, by designating approximately one-third of the directors to one-, two- and three-year terms. Following the expiration of those designated terms, the term of each director may continue for three years. Directors may be elected for successive terms. A decrease in the number of directors or in the term of office does not shorten an incumbent director's term. The UIS Board of Trustees recognizes the differences between the responsibilities of the founding board and those of the operational board and understand that once school's CEO is hired and doors are

open to students, the Board will begin to make the transition from a hands-on managerial board to a governance board.

- b. The term of office of a Trustee elected to fill a vacancy in these Bylaws begins on the date of the Trustee's election, and continues: (1) for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a Trustee, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Trustees authorized.

- 8. Time of Elections. The Board shall elect Trustees whose terms begin on July 1 of a given year at the Annual Meeting for that year, or at a Regular Meeting designated for that purpose, or at a Special Meeting called for that purpose.

#### D. Removal of Trustees

The Board may remove a Trustee with or without cause by a majority vote.

#### E. Resignation by Trustee

A Trustee may resign by giving written notice to the Board Chair. The resignation is effective on the giving of notice, or at any later date specified in the notice.

#### F. Vacancies

A vacancy is deemed to occur on the effective date of the resignation of a Trustee, upon the removal of a Trustee, upon declaration of vacancy pursuant to these Bylaws, or upon a Trustee's death. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Trustees.

#### G. Compensation of Trustees

Trustees shall serve without compensation. However, the Board may approve reimbursement of a Trustee's actual and necessary expenses while conducting corporation business.

### **IV. MEETINGS OF THE BOARD**

Meetings of the Board shall conform to Utah Open and Public Meeting laws.

#### A. Place of Meetings

Board Meetings shall be held at the School or at any other reasonably convenient place as the Board may designate.

#### B. Annual Meetings

An Annual Meeting shall be held prior to the beginning of each new fiscal year for the purpose of electing Trustees, making and receiving reports on corporate affairs, and transacting other business as comes before the meeting.

#### C. Regular Meetings

Regular Meetings shall be held at various times within the year as the Board determines.

#### D. Special Meetings

A Special Meeting shall be held at any time called by the Chair or by any five Trustees.

#### E. Notices

Notices of Board Meetings shall conform to Utah Open and Public Meeting laws and be given as follows:

1. The annual meeting schedule shall be posted at least one time per year with date, time and place in the school director's office, on the school website and on Utah's public notice website [www.utah.gov/pmn](http://www.utah.gov/pmn).
2. Special Meetings shall be held upon 48-hours notice delivered personally to Trustees or by telephone, facsimile or e-mail. Notices will be deemed given when personally delivered in writing to the recipient or when faxed, e-mailed, or communicated orally, in person or by telephone, to the Trustee or to a person whom it is reasonably believed will communicate it promptly to the Trustee. Special meetings shall be noticed to the general public in the school director's office, on the school website and on Utah's public notice website [www.utah.gov/pmn](http://www.utah.gov/pmn).

### **V. ACTION BY THE BOARD**

#### A. Quorum

A quorum consists of one more than half of the number of Trustees.

#### B. Action by the Board

1. **Actions Taken at Board Meetings.** Each Trustee shall have one vote and such voting may not be done by proxy. The actions done and decisions made by a majority of the Trustees present at a meeting duly held at which a quorum is present are the actions and decisions of the Board. At all meeting all votes shall be by voice, however, if a majority so requires, any question may be voted by written ballot. The results of all voting shall be noted in the official minutes of the meeting.
2. **Actions Without a Meeting.** The Board may take any required or permitted action without a meeting if all the Trustees individually or collectively consent in writing to the taking of that action. Such consent shall have the same effect as a unanimous vote of the Board, and shall be filed with the minutes of the Board proceedings. Actions and consent may be communicated by email.
3. **Board Meeting by Telephone or Online Conferencing.** Trustees may participate in a Board meeting through use of telephone or online conference or similar communication equipment, so long as all Trustees participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting. Wherever possible in these types of meetings, efforts must be made for public participation.

### C. Committees

All committees of this organization shall be appointed and their terms set by the Board. The Board may designate permanent Standing Committees, as well as special committees or Task Forces. All committees will consist of at least one Trustee, who shall serve at the pleasure of the Board.

## VI. OFFICERS

### A. Officers

The officers of the corporation consist of a Chair, Vice Chair, Secretary and Treasurer. Other officers may be designated by the Board.

1. Chair. Subject to Board control, the Chair has general supervision, direction and control of the affairs of the corporation, and such other powers and duties as the Board may prescribe. Specifically:
  - a. As the senior volunteer leader of UIS, presides at all meetings of the Board of Trustees and other meetings as required.
  - b. Works with the Executive Director and other board officers to develop the agendas for Board of Trustees meetings.
  - c. Recognizes his or her responsibility to set the example for other board members by contributing financially at a level that is meaningful to him/her and by playing a major role in fundraising activities.
  - d. In conjunction with the Governance Committee, manages the development of the Board in order to help it work more effectively and efficiently.
  - e. Works with the Executive Director and other board officers to develop both immediate and long-term goals and expectations for the board that support organizational priorities and governance concerns.
  - f. Communicates effectively with and supports the Executive Director in his/her job as manager of the school. In this capacity, focuses on ensuring that the board governs rather than manages.
  - g. Creates a safe environment for decision-making by inviting participation, encouraging varying points of view and stimulating a frank exchange of ideas in an effort to provide shared decision-making.
2. Vice Chair. If the Chair is absent or disabled, the Vice Chair shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe. Specifically:
  - a. The Vice Chair is the secondary volunteer leader of the Charter School and as such, discharges the duties of the Chair as required in the Chair's absence. The Vice Chair
  - b. Supports the activities of the Chair including sharing responsibilities as appropriate.

- c. Supports and challenges the Chair in all his/her responsibilities to ensure organizational priorities and governance concerns are addressed in the most effective and efficient manner.
3. Secretary. Reports to the Chair and Board of Trustees. Specific responsibilities:
  - a. Provide direction and oversight for the keeping, at the principal office of the corporation or at such a place as the Board may determine, all organizational documents, including the articles of incorporation, the bylaws, adopted policies and a book of minutes of all meetings of the Trustees and meetings of committees. Minutes shall record time and place of meeting, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting and the proceedings thereof.
  - b. Present for approval by the Board copies of all minutes of meetings of the board.
  - c. In general, serves as the protocol and communications officer of the board, ensuring that the keeping and posting of meeting minutes, meeting notifications, and committee report, the adherence to open meeting laws, and other procedural requirements are followed legally and ethically.
4. Treasurer. Reports to the Chair and the Board of Trustees. Supports the CEO and business management personnel. This position requires some background in and understanding of finance and business management. The Treasurer is responsible for ensuring that Board members understand financial aspects of the organization. Responsibilities include:
  - a. Facilitates the board in meeting its financial oversight responsibilities.
  - b. Ensures the presentation of timely and meaningful financial reports to the board.
  - c. Ensures the development of annual budget and its submission to the Board for its approval and leads the monitoring of budget implementation.
  - d. Oversees development and board review of financial policies and procedures.
  - e. Leads in the Board review of the annual financial audit including the management letter.
  - f. Takes responsibility for designing an annual board education program so that all board members can effectively conduct oversight of the financial health of the organization.

#### B. Election, Eligibility and Term of Office

1. Election. The Board shall elect the officers annually at the Annual Meeting or a Regular Meeting designated for that purpose or at a Special Meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.
2. Eligibility. A Trustee may hold any number of offices.
3. Term of Office. Each officer serves at the pleasure of the Board, holding office for a one year term. An officer may serve multiple terms.

### C. Removal and Resignation

The Board may remove any officer, either with or without cause, at any time by majority vote. Any officer may resign at any time by giving written notice to the corporation, the resignation taking effect on receipt of the notice or at a later date specified in the notice.

## **VII. NON-LIABILITY OF TRUSTEES**

The Trustees shall not be personally liable for the corporation's debts, liabilities or other obligations.

## **VIII. INSURANCE FOR CORPORATE AGENTS**

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Trustee, officer, employee or other agent of the corporation, against any liability other than for violating provisions of the law.

## **IX. OTHER PROVISIONS**

### A. Fiscal Year

The fiscal year of the corporation begins on July 1 of each year and ends on June 30 of the following year.

### B. Execution of Instruments

Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power to bind the corporation by any contract or engagement, to pledge the corporation's credit, or to render it liable monetarily for any purpose or any amount.

### C. Checks and Notes

Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation may be signed by the Chair, the school's Chief Executive Officer/Director and other Trustees, as designated by the Board.

### D. Conflict of Interest

Any Trustee, officer, key employee, or committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest in writing to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on,

nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation.

For the purpose of this section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the corporation, or is a director, trustee or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the corporation.

## **XII. AMENDMENT**

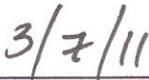
A majority of the Trustees may adopt, amend or repeal these Bylaws.

### **CERTIFICATE OF BOARD CHAIR**

The undersigned does hereby certify that the undersigned is the Board Chair of Utah International Charter School, a Utah nonprofit Corporation, that the foregoing Bylaws of said corporation were duly and regularly adopted as such by the Board of Trustees of said corporation; and that the above and foregoing Bylaws are now in full force and effect.



\_\_\_\_\_  
Board Chair



\_\_\_\_\_  
Date