

**BYLAWS OF
VANGUARD ACADEMY, INC.**
(Amended July 11, 2023)

ARTICLE I -- NAME

The name of the corporation is Vanguard Academy, Inc. (the “Corporation”)

ARTICLE II -- PURPOSE

The Corporation is formed to manage, operate, guide, direct and promote the mission and vision of Vanguard Academy, Inc., a Utah Public Charter school in the State of Utah and is organized under the Utah Nonprofit Corporation Act for public purposes.

ARTICLE III -- GOVERNING BOARD

1. Number of Board Members. The Board is responsible for overseeing policy development and direction of the school. Consistent with these Bylaws, the Board delegates the responsibility of daily operations to an administrator hired by the board. The Board shall consist of no less than seven (7) and no more than nine (9) members. The members of the Board will be volunteers and will not be compensated for their duties.

2. Board Officers and Duties. The Board shall elect Board officers that shall consist of a Board Chair, Vice-Chair, Secretary and Treasurer. The Board Chair will convene regularly scheduled Board meetings and will oversee the creation of Board meeting agendas. The Vice-Chair will convene meetings when the Board Chair is not available. The Secretary will be responsible for keeping records of the Board, including taking minutes at Board meetings, sending out meeting materials and posting meeting agendas, minutes and supporting documents to the Utah Public Meeting Notice website. The Treasurer will chair the finance committee, meet regularly with the school’s business manager and school director and will aid in the preparation of the school’s annual budget.

3. Quorum. A quorum will consist of a majority of the current Board members. A quorum of Board members must be present at any meeting of the Board before any business can be transacted or motions acted upon.

4. Election, Appointments and Terms. Board members shall be elected at the annual meeting. Board members shall serve for terms of one (1) year, or until a successor has been elected and qualified. Board members are eligible for re-election once their term is up. Board members shall be elected by the Board. Potential Board members shall be considered for election based on skills and qualifications.

5. Vacancies. Board members whose seats are vacated due to resignation, death or dismissal will be filled by Board election. The Board shall take into consideration recommendations from the parents of Vanguard students and others in the school community when seeking to fill a vacancy.

6. Resignation, Termination and Absence of Board Members. Resignation from the Board must be in writing and given to the Secretary or Board Chair. A Board member may be removed, with or without cause by a vote of two-thirds (2/3) of the remaining members of the board.

7. Conflict of Interest. The Board will comply with all statutory and legal requirements related to Conflicts of Interest. Each Board member shall disclose potential conflicts of interest and, when a conflict of interest exists, shall abstain from participating in discussion and voting on the issue. A conflict of interest exists where a Board member's personal financial interests or the personal financial interest of a Board member's family member creates a real or potential incompatibility between the Board member's private financial interests and the Board member's public or fiduciary duties. *See Utah Admin. Code R33-24-105(1).*

If a relative of a Board member or the chief administrative officer of the Corporation is to be considered for employment by the Corporation, the Board member or chief administrative officer shall (1) disclose the relationship, in writing, to the other Board members; (2) submit the employment decision to the Board for approval, by majority vote, of the remaining Board members; (3) abstain from voting on the issue; and (4) be absent from the portion of the meeting where the employment is being considered and determined. *See Utah Code § 53G-5-409(2)(b).*

"Relative" means a father, mother, husband, wife, son, daughter, sister, brother, uncle, aunt, nephew, niece, first cousin, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, or daughter-in-law.

Decisions of the Board shall be made by a majority of the non-conflicted Board members. Minutes from Board Meetings shall list any written disclosure by a conflicted Board member and clarify whether the Board member or employee abstained from discussion or voting on the matter.

For purposes of this provision, the phrase "financial or personal interest" shall mean any type of personal relationship, favoritism, or bias that would appear to a reasonable person to influence their independence in performing their assigned duties and responsibilities relating to the procurement process, contracting or contract administration or prevent them from fairly and objectively evaluating a proposal in response to a bid, RFP or other solicitation. Financial or personal interest shall not be construed to prevent a Board Member or employee from having a bias based on the Board Member or employee's review of a response to the solicitation in regard to the criteria in the solicitation. *See Utah Admin. Code R33-24-106.*

8. Regular Meetings. The Board shall meet monthly, unless otherwise noticed on the school calendar. Notice of such meetings shall be posted as required by law. The Board shall comply with the Utah Open and Public Meetings Act.

9. Emergency Meetings. Should it be necessary to hold an emergency Board meeting because of unforeseen circumstances, to consider matters of an emergency or urgent nature, the Board shall give the best public notice practicable of the time and place of the meeting and the topics to be considered at the meeting. In addition, before holding an emergency meeting, the Board shall attempt to notify all of the members of the Board and a majority of the members of the Board must approve the meeting.

ARTICLE IV -- COMMITTEES

1. Committees. The Board shall establish standing committees and may create special committees as needed to fulfill its responsibilities. The Board Chair will appoint all committee chairs. All committee appointments shall terminate upon the election of a new Board Chair, unless specifically determined otherwise at a properly noticed Board meeting. All committees shall function

within the guidelines and budgets established by the Board. The meetings of all committees of the Board may be held upon the call of the committee chair or the Board chair. Notice of such meetings shall be posted to the extent and as required by law. The Board shall comply with the Utah Open and Public Meetings Act.

2. Standing Committees. The Board shall form the following standing committees:

2.1. Executive Committee. The Executive Committee shall be comprised of the Board Chair, Vice-Chair, Secretary and Treasurer.

2.2. Procurement Oversight Committee. The Procurement Oversight Committee is designated as the Corporation's "procurement official" as defined in Utah Code §63G-6a-103(55)(k). The Procurement Oversight Committee shall be comprised of five Board members who are appointed by the Board chair. The Procurement Oversight Committee shall (1) review and approve or reject all RFP's before issued by the Corporation; and (2) have final authority to review and approve or reject all procurement decisions (other than employment or for the lease/purchase of real property) of \$5,000 or more made by the Corporation.

If the Procurement Oversight Committee considers entering into a contract or executing a transaction in which a committee member, or a relative of a committee member, has a financial interest, the Procurement Oversight Committee shall proceed as follows:

- (1) The conflicted committee member shall disclose the financial interest, in writing, to the other committee members;
- (2) The Board Chair shall replace the conflicted committee member on the Procurement Oversight Committee, on a temporary basis, for the purpose of evaluating and making decisions on the contract or transaction where the conflicted committee member has a conflict;
- (3) The conflicted committee member shall abstain from voting on the issue and shall not be present during that portion of the meeting when the contract or transaction is being considered and determined; and
- (4) The contract or transaction shall be submitted to the Procurement Oversight Committee for approval, by majority vote without any participation or input from the conflicted committee members. *See Utah Code § 53G-5-409(3)(b).*

The Procurement Oversight Committee shall appoint a procurement professional who shall (1) comply with the provisions of Utah Administrative Code R33-24; (2) oversee and review all purchases and procurements on behalf of the Corporation to ensure that the procurement process complies with all federal and state statutes, state board rules and local LEA policies; (3) ensure that each procurement is completed in a fair process, free from influence and conflicts of interest; and (4) oversee the preparation, and open and fair administration of all RFPs. The procurement professional shall report directly to the Procurement Oversight Committee.

3. **Ad Hoc Committees.** The Board Chair may establish ad hoc committees at any time. All ad hoc committees are subject to the same rules and operating procedures as standing committees.

4. **Budgets.** The Board shall approve the annual budget of the organization before the start of the fiscal year, during the last quarter of the prior fiscal year. Before Board approval, the annual budget shall be reviewed by the Executive and Finance Committees, which shall make a recommendation to the Board.

ARTICLE V -- DIRECTOR AND STAFF

The Board shall hire and oversee the school Director (the "Director"). Except as set forth herein, the Director is authorized to hire, oversee and discharge employees of the school. The Board in consultation with the Director shall approve the hiring of the school's business manager (the "Business Manager"). The Business Manager shall work with the Director and provide monthly financial reports to the Board.

ARTICLE VI -- AMENDMENT TO BYLAWS

The Bylaws may be amended, altered, or repealed by the Board by a majority of a quorum vote at any regular or special meeting. As required by Utah law, amendments to the Bylaws will be submitted to the Utah State Charter School Board for consideration and approval.

ARTICLE VII -- INDEMNIFICATION AND INSURANCE

Any Board Member who is a party to litigation by reason of his or her position as a Board Member shall be indemnified and held harmless by the Corporation against expenses actually and reasonably incurred in connection with such litigation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

Except as may be otherwise prohibited by applicable law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of the Corporation to protect it and its employees (including its directors, officers, employees, or other agents of the corporation) against liabilities asserted against or incurred in their official capacity or arising out of their employment with the corporation, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these Bylaws, or provisions of law.

CERTIFICATION

I certify that the foregoing is a true and correct copy of the amended Bylaws of the above-named corporation, duly adopted by the Governing Board on this the 11th day of July, 2023.


Board Chair


Board Vice-Chair