

**AMENDED AND RESTATED
BYLAWS
OF
LUMEN SCHOLAR INSTITUTE**

**ARTICLE I
NAME, PURPOSE**

1. The name of the organization is **Lumen Scholar Institute** (the “corporation”).
2. The corporation was formed to manage, operate, guide, direct and promote the corporation, 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**

1. 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 of Trustees of the corporation (the “Board”). All rights that would otherwise by law vest in the members shall vest in the Board.

**ARTICLE III
MEETINGS OF TRUSTEES**

1. **Annual Meeting.** The Board shall hold an annual meeting for the purposes of organization, selection of trustees 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.
3. **Special Meetings.** Special meetings of the Board for any purpose(s) may be called at any time by the President, Secretary, or one-third (1/3) of the members of the Board.
4. **Electronic Meetings.** In accordance with applicable state law and Board policy, any meeting of the Board may be held by telephone or electronic conference if all Board members participating in the meeting can hear one another and verbally participate in the meeting, and any such participation shall constitute presence in person at the meeting.
5. **Notice.** Special meetings and regular meetings of the Board may be held only after each trustee has received notice of at least twenty-four (24) hours by a documentable form of communication.

**ARTICLE IV
BOARD OF TRUSTEES, 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 Chief Administrative Officer

and committees established by the Board. The Board shall consist of no fewer than five (5) and no more than seven (7) members. The Board members shall receive no compensation other than reasonable expenses.

2. Meetings. The Board shall meet at agreed upon times and places.

3. Terms. Board members shall serve five (5) year terms. Board members are eligible for re-election.

4. Quorum. A quorum consists of a majority of the current Board members. A quorum of Board members must be present, in person or by electronic means, 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, Vice-President, Secretary, and Treasurer. The officers shall be elected to serve a one (1) year term by a majority vote of the Board at the annual meeting of the Board. The individuals elected to these offices shall hold their respective offices until their resignation, removal, or other disqualification from service, or until the expiration of their office's term. Board members may hold more than one office at any given time and are eligible for re-election. Officers' duties are as follows:

a. The President shall convene regularly scheduled Board meetings and shall preside or arrange for other officers to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer.

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 ensure a financial report is presented at each Board meeting. When requested, the Treasurer shall 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.

7. Board Elections. To fill a vacancy on the Board, the Board will solicit applications from the school community or members of the community at large. The Board may then elect an approved applicant to fill the vacancy. Board members will be elected by the vote of a majority of the remaining members of the Board.

8. 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 trustees.

**ARTICLE V
COMMITTEES**

1. The Board may create committees as needed to fulfill its responsibilities.

**ARTICLE VI
CHIEF ADMINISTRATIVE OFFICER AND STAFF**

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

**ARTICLE VII
INDEMNIFICATION**

1. **Indemnification of Trustees and Corporation Agents.** The corporation hereby declares that any person who serves at its request as a trustee, officer, employee, 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 reasonable 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 or she 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 or her 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 or she 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 or her 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 or 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 trustee, 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 trustee, 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 Trustees and Officers. No trustee 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 trustee 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**

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

ARTICLE IX **UTAH STATE CHARTER SCHOOL BOARD POWERS**

1. Notwithstanding anything to the contrary in these Bylaws, the Utah State Charter School Board ("USCSB") shall
 - a. have the power to remove any Trustee and to approve or reject any elected appointed Trustee, as required under Article Six of the Articles of Incorporation; and
 - b. approve or reject any change to these Bylaws that conflicts with Article Six of the Articles of Incorporation.

The provisions of this Article IX that give the USCSB rights to approve and/or remove Board members will not be amended or altered without the prior written consent of USCB.

ARTICLE X **SUPERSEDE PREVIOUS BYLAWS**

1. These Bylaws supersede all Bylaws previously adopted by the Board.

Dated: December 14, 2023

BOARD OF TRUSTEES:

Karen Aston

Rachel Skinner

Amber Wright

Nicole De La Vega

Nancy Willison