

**ROCKWELL CHARTER HIGH SCHOOL
BOARD BYLAWS
(Draft, October 2023)**

ARTICLE I. PURPOSES

Section 1.1. Purposes of Bylaws and Corporation

These Bylaws are adopted for the governance of Rockwell Charter High School, a Utah nonprofit corporation (herein referred to as the "Corporation"). The Corporation shall have the right to do and accomplish all things and engage in all lawful transactions that a nonprofit corporation organized under the laws of the State of Utah might do, accomplish, or engage in under the Utah Revised Nonprofit Corporation Act (the "Nonprofit Act"), subject to the restrictions, qualifications and limitations set forth in the Corporation's Articles of Incorporation (the "Articles") and these Bylaws, as they may be amended from time to time. The Corporation is organized and is to be operated exclusively for one or more charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including those purposes referenced below and in the Articles.

Section 1.2. Specific Objectives and Purposes

Without limiting the generality of the foregoing, the specific objectives and purposes of the Corporation include the following:

- (a) To establish, operate, maintain, support, and promote Rockwell Charter High School, as a Utah Public Charter School, and to educate students in a manner consistent with the school's charter;
- (b) To conduct operations and utilize funds exclusively for educational and charitable purposes, consistent with all legal requirements;
- (c) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code; and
- (d) To solicit and receive contributions; purchase, own, and sell real and personal property; make contracts; invest and spend corporate funds for corporate purposes; and engage in activity in furtherance of, incidental to, or connected with, any of the foregoing purposes.

ARTICLE II. OFFICES

The name of the Corporation is Rockwell Charter High School, Incorporated ("Rockwell"). Rockwell's principal office shall be at 3435 E Stonebridge Ln, Eagle Mountain, UT 84005.

ARTICLE III. MEMBERS

Section 3.1. Members and Voting

Until otherwise determined by an amendment of these Bylaws or by action of the Board of Directors, the Corporation shall have such classes of members (the "Members") as may be determined from time to time by the Board of Directors. Members of each class shall meet such qualifications or criteria, and submit such documentation, as may be established from time to time by the Board. Whether each class of Members will have voting rights, and if so, the matters as to which such voting rights may be exercised, shall be determined from time to time by the Board, or by amendment to these Bylaws.

Each voting Member shall have one vote on all matters that are properly presented for a vote of the voting Members. Voting Members may vote in person or by proxy, consistent with the provisions of the Nonprofit Act. The number of voting and nonvoting Members shall not be limited, except as may be otherwise determined from time to time by the Board.

Section 3.2. Meetings and Actions

Meetings of voting Members, or of all Members with the voting Members entitled to vote on actions to be considered by the Members, may be held on an annual basis, or at such other times or intervals as the Board may from time to time determine to be appropriate, for the purpose of conducting such business as the Board or Members may deem appropriate, subject to the requirements of the Nonprofit Act and these Bylaws. The Board shall determine whether any class of Members shall vote on the election of any directors of the Corporation. Notice of meetings of the Members shall be provided in a manner consistent with the provisions of the Nonprofit Act. Board Members may also take action without a meeting by written consent or by written ballot, as provided in the Nonprofit Act.

Section 3.3. Changes in Membership Provisions

The membership provisions of these Bylaws may be altered from time to time in accordance with the Nonprofit Act, the Articles, and these Bylaws to provide for the designation of one or more classes of Members, and the qualifications, rights, limitations and members attaching to each or any class of Members.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1. Powers

The business and affairs of the Corporation shall be managed under the direction of the Board, which shall be vested with all powers, privileges and rights provided by the Nonprofit Act, will have the duties referenced therein, and will have final authority to establish and resolve all matters and questions of policy.

Section 4.2. Number, Terms, Election, and Qualifications of Directors

- (a) **Number**. The number of directors to serve on the Board (the "**Directors**") shall be specified from time to time by resolution of the Board, but shall not be fewer than three. As of the date of adoption of these Bylaws, and until changed by subsequent action of the Board, the Board shall make all reasonable efforts to maintain seven members. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.
- (b) **Initial Terms, Staggered Terms**. The total number of Directors shall be divided into three groups, with each group containing one-third of the total, as near as may be. All Directors shall be elected for terms of three years, and the terms will be staggered, so that approximately one-third of the Directors' terms expire every year. Whenever the Board deems that circumstances require it, one-third of the Directors will serve shortened, one-year terms, and another one-third of the Directors will serve shortened two-year terms, to establish the staggered arrangement. The final determination of which group each Director belongs to will be made by the vote of a majority of the Directors then serving (with each Director abstaining with respect to such Director's own group assignment), or in the absence of such determination by the Board, then by designation of the Chair).
- (c) **Election**. Directors shall be elected at an annual meeting of the Directors called for such purpose to fill the positions on the Board held by those Directors whose terms have expired or are expiring. Vacancies on the Board may be filled at any time, as provided below.
- (d) **Qualifications**. All Directors to be elected shall meet such qualifications as may be prescribed for such Directors from time to time by the Board of Directors, these Bylaws, or the Nonprofit Act. Unless otherwise so determined, Directors need not be residents of the State of Utah. At least two more members of the Board shall be parents of students at the School than members who are not parents, with such positions to be filled as determined by the Board.
- (e) **Removal or Resignation**. Any Director may be removed at any time, with or without cause, by the affirmative vote of the other Directors then in office, at

any meeting specifically called for such a purpose. Any Director may resign at any time by giving written notice to the other members of the Board, or to the Chair of the Board. Resignations shall take effect upon delivery or at any subsequent time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(f) Vacancies. Vacancies on the Board, including vacancies created by an increase in the number of Directors or from removal of a Director, shall be filled by the affirmative vote of a majority of the Directors then serving, or by a majority of the voting Members, at any annual or a special meeting of the Board or Members specifically called for such a purpose. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office (or until the end of the term designated for the position being filled), and must meet the qualifications applicable to such position on the Board.

Section 4.3. Compensation. Directors shall not receive compensation for their services as such, although by resolution of the Board, the reasonable expenses of Directors incurred in attending meetings of the Board or of any committees of the Board may be reimbursed by the Corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity, as determined by the Board.

Section 4.4. Chair, Vice-Chair, Past Chair. A majority of the Directors serving on the Board may elect one of the Directors to serve as Chair of the Board. Such person shall hold such position until the next annual meeting of the Board and until his or her successor has been duly elected, or until his or her earlier death, resignation, or removal. If the election of the Chair is not held at such meeting, or if such meeting is not held, such election may be held at any subsequent regular or special meeting. The Chair shall preside at meetings of the Board, and shall present, or cause to be presented, a report of the condition of the business of the Corporation at the annual meeting of the Board. The Chair shall perform such other duties as are incident to the position, are required by law, or are specified by the Board by resolution.

A majority of the Directors serving on the Board may elect one of the Directors to serve as Vice Chair or Chair- Elect of the Board. Such person shall hold such position until the next annual meeting of the Board and until his or her successor has been duly elected, or until his or her earlier death, resignation, or removal. If the election of the Vice-Chair is not held at such meeting, or if such meeting is not held, such election may be held at any subsequent regular or special meeting.

At the next annual meeting of the Board, unless the Board determines otherwise, the Vice-Chair shall succeed to the office of the Chair of the Board (the "Chair"), and the Board may elect one of the Directors to serve as Vice-Chair. The incoming Chair shall serve until the next annual meeting or until his or her earlier death, resignation, or removal. At the same meeting, the Chair shall succeed to the position of Past Chair of the Board (the "Past Chair") and shall continue to serve in that role until the next annual meeting of the Board.

If, for any reason, the Vice-Chair does not succeed to the Chair at an annual meeting or any subsequent regular or special meeting, the Board may, at its discretion, allow the existing Chair to continue to serve for a specified period, directly elect a new Chair, or take any such other actions as the Board determines necessary to establish a Chair of the Board.

The Board may elect a current Chair or Vice-Chair to as many consecutive one-year terms in that same office as deemed necessary or desirable by the Board. The Board may also elect a current Past Chair as the next Vice-Chair or Chair as the Board deems necessary or desirable.

Section 4.5. Right of Inspection. Every Director shall have the right at any reasonable time to inspect all the Corporation's books, records, and documents of every kind except those documents related to a family, student, or employee's confidential information as required to be kept confidential by State or Federal law.

Section 4.6. Committees. The Board may from time to time designate from among the Directors one or more committees, each of which, to the extent provided in any resolution of the Board establishing or defining the responsibility and authority of such committee, shall have and may exercise delegated authority from the Board, except as prohibited or restricted by the Nonprofit Act or these Bylaws. The authority and responsibilities of each committee, as well as its composition, shall be determined from time to time by the Board. The delegation of authority to any committee shall not operate to relieve the Board or any Director from any responsibility imposed by the Nonprofit Act. Rules governing the procedures for meetings of any committee of the Board shall be established by the Board, or in the absence thereof, by the committee itself.

ARTICLE V. MEETINGS

Section 5.1. Annual and Regular Meetings. An annual meeting of the Board, and other regular meetings of the Board, shall be held at such time and place as may be determined by the Board, or by the Chair of the Board or any two Directors.

Section 5.2. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair of the Board or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, date, and time for holding any special meeting of the Board called by them. In such circumstances, electronic participation must be an option.

Section 5.3. Notice. Notice of each meeting of the Board, stating the place, day and hour of the meeting, shall be given to each Director at least two days prior thereto by notice in the Director's school email account or such other email account as may have been noticed by the Director to the school, by personal delivery of written notice, or by telephonic, facsimile, or e mail notice (and the method of notice need not be the same as to each Director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted by facsimile or e-mail, such notice shall be deemed to be given when the transmission is completed. Any Director may waive notice of any meeting before, at or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless otherwise required by these Bylaws, the Nonprofit Act, or other applicable law.

Section 5.4. Quorum and Voting. A majority of the Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of the Directors present, participating and represented at a meeting at which a quorum is present shall be the act of the Board (subject to any requirements for the vote of a greater percentage of Directors, or for the vote of only disinterested directors as may be imposed by the Nonprofit Act, the Articles or these Bylaws). To remove Directors from the Board, to approve the annual budget, or to remove or replace the Executive Director shall require a positive vote from a majority of Directors then serving on the Board. These Bylaws provide, for purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, that a Director may be considered to be present at a meeting and to vote if the Director has granted a signed written proxy meeting the requirements of Section 816(4) of the Nonprofit Act to another

Director who is present at the meeting. The written proxy will be considered valid in letter, document, text, or email form as long as by such written proxy one Director authorizes another to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. If a quorum is not present at a meeting, a majority of the Directors present, participating and represented may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. At any meeting of the Board, each Director present, participating or represented at such meeting shall have one (1) vote on any matter.

Section 5.5. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or any committee of the Board may be taken without a meeting if all Directors entitled to vote with respect to the subject matter thereof take action in writing to either: (i) vote for the action; or, (ii) vote against or abstain from the action, but waive the right to demand that action not be taken without a meeting, in accordance with the requirements of Section 813 of the Nonprofit Act, and provided that the affirmative votes for the action equal or exceed the minimum number of votes that would be necessary to take the action at a meeting at which all of the Directors then in office were present and voted.

Section 5.6. Meetings by Telecommunication. Directors may participate in a meeting of the Board or any committee by means of conference telephone or digital communications platform allowing video, audio, phone, and chat through an internet connection and supported device by which all persons participating in the meeting can hear each other during the meeting. Such participation shall constitute presence at the meeting.

Section 5.7. Presumption of Assent. A Director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. No Director may dissent regarding an action for which the Director voted in favor.

ARTICLE 6. OFFICERS

Section 6.1. Designated Officers: Qualifications. The officers of the Corporation (“Officers”) shall be a Chair, a Vice-Chair, a Past Chair, Secretary, Treasurer, and

Board Building Officer, each of whom shall be elected by the Board. The Board may also elect or appoint such other Officers, assistant Officers and agents, including an Executive Director, as the Board may consider necessary or appropriate. One person may simultaneously hold more than one office. Officers may, but need not be, Directors.

Section 6.2 Election and Term of Office. Officers shall be elected at each annual meeting of the Board, or at any other meeting of the Board when vacancies exist or occur. Unless otherwise determined by the Board, each Officer shall hold office for a term of one year, and until the Officer's successor shall have been elected and shall have qualified, or until the Officer's earlier death, resignation or removal. Election or appointment of an Officer shall not itself create any contract rights with the Corporation.

Section 6.3. Removal. Any Officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 6.4. Resignation and Vacancies. Any Officer may resign at any time, subject to any rights or obligations under any existing contracts between the Officer and the Corporation, by giving written notice to the Board or the Chair of the Board. An Officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Board may fill a vacancy in any office, however occurring, for the unexpired portion of the term.

Section 6.5. Authority and Duties of Officers. The Officers shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board or these Bylaws, except that in any event each Officer shall exercise such powers and perform such duties as may be required by law.

(a) Chair. The Chair shall, subject to the direction and supervision of the Board: (i) be responsible for ensuring that the Board carries out the Board Responsibilities set forth in Article 12 below; (ii) propose, prepare and present to the Board specific programs and activities that will further the Corporation's purposes; (iii) direct and supervise the implementation of the orders, resolutions, programs, and activities approved by the Board; and (iv) perform all other duties and responsibilities as may from time to time be assigned to the Chair by the Board. The Chair may be authorized to execute contracts on behalf of the Corporation.

(b) Vice-Chair. The Vice-Chair will assist the Chair in the conduct of the business of the Corporation, and shall perform such other duties as may be assigned by the Board or delegated by the Chair. At the request of the Chair, or in the Chair's absence or inability to act, the Vice-Chair shall perform the duties of the Chair. At the expiration of the Chair's one-year term, the

Vice-Chair shall, unless determined otherwise by the Board, succeed to the office of the Chair.

(c) Past Chair. The Past Chair will assist the Chair and the Vice-Chair in the conduct of the business of the Corporation, and shall perform such other duties as may be assigned by the Board or delegated by the Chair. The Past Chair shall serve for one year.

(d) Secretary. The Secretary shall: (i) keep the minutes of meeting of the Board or cause that they be kept by another agent; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; and (iv) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair or by the Board.

(e) Treasurer. The Treasurer shall: (i) be the Chair of the Financial Committee and shall oversee and ensure that the school is following board-approved finance policy, ensure an adequate system of internal audit, and prepare and furnish to the Chair and the Board statements of account showing the financial position of the Corporation and the results of its operations. The Treasurer shall also make such reports to the Board as the Board may from time to time request and perform all other duties incident to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the Chair or the Board.

(f) Board Building Officer. The Board Building Officer shall: (i) be accountable to the State Charter School Board and the Board to ensure that all permanent or temporary construction, renovation, and inspection is conducted in accordance with the Code; (ii) have direct operational responsibility for construction, renovation, and inspection of the school; (iii) and shall report regularly to the Board about these responsibilities.

Section 6.6. Compensation. Directors are considered unpaid, volunteer members of the Board of Directors. The Directors serve voluntarily and do not benefit personally from their service. On the other hand, Directors shall not be asked to cover debts of the corporation or to suffer financially for their service. While the Corporation shall not generally compensate Directors for their service, Directors may be reimbursed for direct expenses of their service, as determined by the Board. In determining both reimbursable expenses and their costs, the Board will rely on the rebuttable presumption test of section 4958 of the Internal Revenue Code and Treasury Regulation section of 53.4958-6.

ARTICLE 7. INDEMNIFICATION

Section 7.1. Indemnification. To the full extent permitted by law, and subject to the requirements of the Nonprofit Act, the Corporation shall indemnify all Directors and Officers against all liability incurred by them in connection with the defense of any proceeding in which they are made a party by reason of being or having been a Director or Officer, except in relation to matters as to which they have failed to satisfy the applicable standards of conduct to be eligible for indemnification as set

forth in Section 902 of the Nonprofit Act or any other applicable provision of law, and shall make such other indemnification arrangements (including advanced payment of expenses) as shall be authorized by the Board, consistent with the requirements of the Nonprofit Act and any other applicable legal requirements.

Section 7.2. Insurance. By action of the Board, notwithstanding any interest of the Directors in such action, the Corporation may, subject to the provisions of the Nonprofit Act and these Bylaws, purchase and maintain insurance,in such amounts as the Board may deem appropriate, on behalf of any persons indemnified hereunder, against any liability asserted against any such person and incurred by such person in the capacity of or arising out of such person's status as an agent, Officer or Director of the Corporation, whether or not the Corporation would have the power to indemnify such person against such liability.

Section 7.3. Limitation of Indemnification. Notwithstanding any other provision of these Bylaws. theCorporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described inSection 501(c)(3) of the Code or would result in liability under Section 4941 of the Code.

ARTICLE 8. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 8.1. Prohibition. No Director, Officer or employee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

Section 8.2. Distribution of Assets Upon Dissolution. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board, or as may be required by Utah State Board of Education rule, exclusively to educational, charitable, religious, scientific, or literary organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE 9. LIMITATION ON LIABILITY

To the fullest extent permitted by the Act or any other applicable law as now in effect or as it may hereafter be amended, a Director of this Corporation shall not be personally liable to the Corporation for monetary damages for any acts or omissions in the performance of such person's duties as a Director. Neither any amendment to nor repeal of this Article, nor the adoption of any provision in these Articles inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE 10. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE 11. PRIVATE FOUNDATION

For such time as the Corporation is a private foundation, as defined in Section 509 of the Code, the Corporation will not engage in any action of self-dealing as defined in Section 4941(d) of the Code; the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code; the Corporation will not make any investments in such manner as to subject it to taxation under Section 4944 of the Code; and the Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE 12. ADMINISTRATIVE STRUCTURE DELINeATION OF ROLES, DUTIES, AND RESPONSIBILITIES OF BOARD AND EXECUTIVE DIRECTOR

Section 12.1. Board Responsibilities. The Board shall be responsible for the following:

- (a) Setting the vision and mission of the Rockwell Charter School;
- (b) Representing the School's interests in the community;

(c) Reviewing the budget and finances of the School and approving the yearly budget of the school;

(d) Reviewing the progress of the school toward achieving the vision, mission, and goals of the charter;

(e) Reviewing results of internal and external assessments related to students' achievement and individual growth;

(f) Supporting the raising of funds to supplement the budget;

(g) Hiring and conducting performance reviews of the Executive Director;

(h) Members of the Board may serve on specific committees to further the mission of the School. These committees may include, but are not limited to, the following:

- Executive Committee
- Audit Committee
- Finance Committee
- Marketing or Public Relations Committee
- Legal Affairs Committee
- Academic Excellence Committee

(i) The Board may at any time create an *ad hoc* committee and appoint members to such a committee to fulfill a specific objective or directive of the Board.

(j) Nothing herein shall change the Board's statutory responsibilities and privileges, and the Board may from time to time either directly or through committees take any required legal action with respect to the administration and governance of the school.

Section 12.2. Executive Director's Responsibilities. The responsibilities of the Executive Director shall include:

- (a) Creating and implementing a budget subject to approval by the Board;
- (b) Hiring faculty and staff;
- (c) Training faculty and staff;
- (d) Evaluating faculty and staff;
- (e) Terminating faculty and staff, as necessary;
- (f) Creating and implementing curriculum;
- (g) Implementing Board-approved policies, and developing and implementing internal administrative policies and procedures;
- (h) Ensuring that the School complies with State and Federal laws, Utah State Board of Education Rules, and the requirements of its authorizer;

- (i) Ensuring that the School follows best practices related to professional and ethical standards, business conduct, and social responsibilities;
- (j) Reporting to the Board on progress with respect to the mission, the school's academic and other results, the state of the school's finances, and progress with respect to Board directives, board-approved policies, legal, and other requirements.

ARTICLE 13. CLOSURE OR DISSOLUTION

Section 13.1. Restrictions on Closing School and/or Dissolving Corporation.

The Board of Directors may vote to surrender the charter of the Rockwell Charter School, to terminate operations of the school, or to dissolve the corporation only if:

- (a) its authorizer, the State Charter School Board, has recommended closure or revoked the charter for cause;
- (b) the school has ceased to be financially viable; or
- (c) any *force majeure* or other inevitable cause forces a permanent closure of the corporation.

Section 13.2. Supermajority Vote Required. A vote to terminate the operation of the School or to dissolve the corporation requires an affirmative vote by a two-thirds majority of the Directors then serving on the Board.

Section 13.3. Right to Continue Operations. In the event that the State Charter School Board recommends closure but the Board of Directors does not wish to close the school, the Board of Directors may seek another authorizer, appeal a decision of the State Charter School Board to the Utah State Board of Education, convert to a private school, seek to merge with a successful, authorized charter school, or take any other allowable action that it deems appropriate.

Section 13.4. No Limitation. Article 13 does not prevent the Board of Directors from seeking another authorizer, converting to a private school, merging with a successful, authorized charter school, or any other allowable action that it deems appropriate, even if the school has not been recommended for closure by its authorizer.

Section 13.5. Closure/Dissolution in Accordance with State Law. In the event of closure of the school and/or dissolution of the corporation, the Board of Directors will initiate a plan for an orderly closing of the school as per Utah Code 53G-5-504.

ARTICLE 14. MISCELLANEOUS

Section 14.1. Account Books, Minutes, Etc. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees of the Board.

Section 14.2. Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general charitable and tax-exempt purposes, as set forth in the Articles and these Bylaws. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all rights, titles, and interest in and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use. Furthermore, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

Section 14.3. Conflicts of Interest. If any person who is a Director or Officer is aware that the Corporation is about to enter into mw business transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any legal, equitable, or fiduciary interest, or position, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of such person's interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Corporation, and (c) not be entitled to vote on the decision to enter into such transaction. The Board is to adopt a comprehensive Conflicts of Interest Policy for the Corporation, with a copy to be maintained in the corporate records, and the Board is to review that policy on an annual basis.

Section 14.4. Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

Section 14.5. References to Code. All references in these Bylaws to provisions of the Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 14.6. Amendments. The power to alter, amend or repeal these Bylaws and adopt new bylaws shall be vested in the Board of Directors.

Section 14.7. Conflicts; Construction. Any discrepancies or conflicts between the provisions of the Nonprofit Act, the Articles, and these Bylaws shall, unless otherwise

provided, be resolved by giving priority first to the Nonprofit Act, second to the Articles, and third to the Bylaws.

Secretary's Certificate

I, the Undersigned, being the Secretary of Rockwell Charter School, a Utah nonprofit corporation, do hereby certify the foregoing to be the Bylaws of such Corporation, as originally adopted by the Corporation's sole incorporator, effective as of

_____ day of _____, _____, and subsequently amended by action of the Board taken on the _____ day of _____.

Printed Name

Date

Title

Signature