

# **THIRD AMENDED AND RESTATED BYLAWS OF WEBER STATE UNIVERSITY CHARTER ACADEMY**

## **ARTICLE 1 PURPOSES**

These Third Amended and Restated Bylaws are adopted for the governance of WEBER STATE UNIVERSITY CHARTER ACADEMY, 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 Articles of incorporation.

The mission of the Corporation is to provide a charter academy (the "**Academy** "). The specific goals of the charter academy are:

- (a) To maintain a focus on children and families through educational, co-curricular, and extra-curricular programs;
- (b) To provide training in research-informed practices for Weber State University ("**University**") pre-service teachers through observation and mentored teaching opportunities; and
- (c) To provide a research center with opportunities for University faculty and students and for Academy faculty to study various educational aspects.

## **ARTICLE 2 OFFICES OF THE CORPORATION**

**Section 2.1.** Principal Office. The principal office of the Corporation in the State of Utah shall be located at the Jerry and Vickie Moyes College of Education, Weber State University, 1305 University Circle, Ogden, UT 84408-1305. The Board may change the principal office from time to time. The Corporation may have such other offices, either within or without the State of Utah, as the Board may designate or as the business of the Corporation may require from time to time.

**Section 2.2.** Registered Office. The registered office of the Corporation in the State of Utah may be, but need not be, identical with the principal office in the State of Utah and the Board may change the address of the registered office from time to time.

## ARTICLE 3 GOVERNING BOARD

**Section 3.1.** Powers. The Corporation shall be managed under the direction of a Governing Board of Members (the “**Board**” or the “**Governing Board**”), which shall be vested with all powers, privileges and rights of a governing board under the Act, and shall have final authority to establish and resolve all matters and questions of policy.

**Section 3.2.** Number of Governing Board Members. The number of Governing Board members of the Corporation shall be five (5) to nine (9). The Board may, by written resolution, increase or decrease the number of members of the Governing Board.

**Section 3.3.** Appointment and Election of Members. The Members of the Governing Board will be appointed by the Dean of the Moyes College of Education (the “MCOE Dean”) or their designee in consultation with early childhood education and elementary education faculty.

- (a) The majority of Board members shall be appointed from Weber State University employees based on areas of expertise, interest, and willingness to contribute to the Charter Academy.
- (b) A minimum of one Board member shall be appointed from the University community (beyond the Moyes College of Education) or surrounding community.
- (c) A minimum of one Board member shall be a parent with a child attending the Weber State University Charter Academy.

The procedure for parents to apply to become board members will be established by the Board.

**Section 3.4.** Term of Members. Weber State University, employees and Weber State University community or surrounding community members will be appointed to a two-year term with auto-renewal. The parent member will fulfill a two-year term, so long as they have students enrolled and attending the Charter Academy. Board member terms shall commence on July 1st of the year in which a Board member is appointed or such other date as designated by the MCOE Dean. Board member terms will end on June 30th of the year in which their appointment expires or when a member replacement is appointed. If a member is appointed mid-year, their term will begin from the month of appointment.

**Section 3.5.** Removal of Governing Board Members. Any member of the Corporation may be removed from office, with or without cause, and for any reason, by the MCOE Dean, following consultation with the Board. Replacements will be made by the MCOE Dean in consultation with early childhood education and elementary education faculty.

**Section 3.6.** Resignation. Any Governing Board member may resign at any time by giving written notice to the Corporation. A resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date.

**Section 3.7.** Vacancies. Vacancies on the Board shall be filled by the MCOE Dean in consultation with early childhood education and elementary education faculty. In the event that the number of members is increased, the resulting vacancy shall be filled as specified in accordance with Section 3.4.

**Section 3.8.** Decisions by Board. Notwithstanding any other provision of these Bylaws, at all times, all decisions will be made by a Board that is composed of persons that were appointed by the University with the majority of members as Weber State University employees. In any reference to a quorum, all quorums will be made up of a majority of persons as Weber State employees appointed to the Board by the University.

**Section 3.9.** Power to Make Bylaws. The Board shall have power to make and alter any Bylaws of the Corporation, with the exception of Sections 3.3, 3.4, 3.5, 3.7, and 3.8, which alterations shall require the approval of the MCOE Dean.

**Section 3.10.** Compensation. By resolution of the Board, the Corporation may pay members expenses, if any, of attendance at each meeting of the Board. No such payment shall preclude any member from serving the Corporation in any other capacity and receiving compensation therefore; provided that each specific service and the rate of compensation therefore shall be approved by the other members of the Board in each instance.

**Section 3.11.** Chair. A chair shall be appointed annually by the MCOE Dean in consultation with early childhood education and elementary education faculty. 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.

**Section 3.12.** Right of Inspection. Every Board member shall have the right at any reasonable time to inspect all the Corporation's books, records and documents of every kind.

## **ARTICLE 4 MEETINGS**

**Section 4.1.** Regular Meetings; Application of Utah Open and Public Meetings Act. The

Board shall meet at such times and in such places as may be determined by the chair, with notice of meetings to be given in accordance with the provisions of the Utah Open and Public Meetings Act. All meetings shall be held in accordance with the Utah Open and Public Meetings Act, provided that, in the event that the Utah Open and Public Meetings Act is determined not to apply to the corporation, the Board shall specify procedures for scheduling and holding meetings and for giving notice.

**Section 4.2.** Special Meetings. The chair or any two (2) Board members may call a special meeting of the Board by providing written notice of the hour, date and place of the meeting in accordance with the provisions of Section 4.7.

**Section 4.3.** Annual Meetings. One of the regular meetings of the Board described above in Section 4.1. shall be designated as the Annual Meeting for the purposes of organization, election of officers and the transaction of other business.

**Section 4.4.** Voting. At any meeting of the Board, each Board member present at such meeting shall have one (1) vote on any matter. Voting by proxy shall not be permitted.

**Section 4.5.** Meetings by Electronic Conference. Members or committee members may participate in a meeting by electronic conference or similar communications equipment, in accordance with the provisions of the Utah Open and Public Meetings Act. Participation in a meeting through electronic means shall constitute presence in person at such meeting.

**Section 4.6.** Quorum. A majority of the Board members shall constitute a quorum for the transaction of business of the Board, and in accordance with provisions outlined in Section 3.8.

**Section 4.7.** Notice.

(a) Manner of Notice. Notice of any regular or special meeting shall be given in accordance with the provisions of the Utah Open and Public Meetings Act, as specified in Section 4.1.

(b) Waiver of Notice. Any Board member may waive notice of a meeting. The attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 4.8.** Manner of Acting. The act of a majority of the Board members present at a meeting at which a quorum is present is the act of the Board.

**Section 4.9.** Presumption of Assent. A Board member of the Corporation who is present at a meeting of the Board at which action on any corporate 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 certified mail to the secretary of the Corporation immediately after the adjournment of the meeting. No member may dissent regarding an action for which the member voted in favor.

## **ARTICLE 5 OFFICER**

**Section 5.1.** Number. The executive officers of the Corporation shall be a chair, a vice chair, a secretary and a treasurer, each of whom shall be members of the Board. The chair shall be appointed as specified in Section 3.11, and all other officers shall be selected by the Board. The Board may delegate to any officer of the Corporation or any committee of the Board the power to appoint, remove and prescribe the duties of such other officers, assistant officers, agents and employees.

**Section 5.2.** Selection and Term of Office. Each officer shall take office at the first regular meeting after the beginning of the new fiscal year and shall serve for a term of one year. If the selection of officers shall not be held at such meeting, or if such meeting is not held, such selection shall be held as soon thereafter as conveniently may be. The selection of an officer shall not itself create any contract rights with the Corporation.

**Section 5.3.** Removal. Any officer, assistant, agent or employee may be removed, with or without cause, at any time. Motions requesting the removal of an officer for not performing the duties of his/her office may only be entertained at a regular meeting. The proposed action must be included on the pre-meeting announcement agenda. Such action requires approval of two-thirds of the membership present at the meeting; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 5.4.** Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board, **except for the Board Chair who is appointed by the MCOE Dean**, for the unexpired portion of the term.

**Section 5.5.** Chair. The chair shall preside at all meetings of the Governing Board. The chair is authorized to execute approved contracts on behalf of the Corporation.

**Section 5.6.** Vice Chair. In the absence of the chair, the vice chair shall perform the duties of the chair and, when so acting, shall have all the powers and be subject to all of the restrictions upon the chair.

**Section 5.7.** Secretary. The secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws and Utah Open Public Meeting requirements; and documentation, e.g. agenda, minutes, etc. are in compliance with all Utah codes, including maintaining a list of members; and in general, perform all duties incident to the office of secretary.

**Section 5.8.** Treasurer. The treasurer shall work collaboratively with the Weber State University Business Manager to help ensure accuracy in managing and accounting appropriately for funds of the Corporation.

**Section 5.9.** Multiple Offices. A person may hold more than one office of the Corporation; provided, however, no person may serve both as the chair and as the secretary of the Corporation.

**Section 5.10.** Compensation. Officers of the Corporation shall not be compensated, unless expressly authorized by the Governing Board.

## **ARTICLE 6 COMMITTEES**

**Section 6.1.** Audit Committee. The Board shall have power to appoint by resolution an audit committee ("**Audit Committee**") composed solely of persons (at least one of whom shall be a member of the Board) who are independent of the officers of the Corporation and free from any relationships that, in the opinion of the Board, would interfere with their exercise of independent judgment as a committee member. The Audit Committee shall assist the Board in fulfilling its responsibilities for the Corporation's accounting and financial reporting practices, shall provide a channel of communication between the Board and the Corporation's independent auditors, and shall have such other powers and perform such other duties as the Board shall, from time to time, grant and assign to it.

**Section 6.2.** Other Committees. The Board may from time to time appoint such other standing and ad hoc committees with such persons (at least one of whom shall be a member of the Board) as it shall deem appropriate; provided that only such committees as are composed entirely of members shall constitute a "Committee of the Governing Board" for purposes of these Bylaws. The chair shall select the chair of such committees.

**Section 6.3.** Term of Committees. The term of committee members shall be for one year, after which they may be reappointed.

## **ARTICLE 7 LIMITATION OF AUTHORITY**

No action by any committee, employee, member or officer shall be binding upon, or constitute an expression of, the policy of the Corporation until it shall be approved or ratified by the Governing Board. No committee, employee, member or officer shall represent himself/herself (implicitly or explicitly) as speaking for the Corporation in a public forum without explicit approval by the Board. Violation of this rule shall be grounds for dismissal, termination or expulsion from the Corporation by a majority vote of the Governing Board.

## **ARTICLE 8 UNIVERSITY POLICIES AND PROCEDURES**

The Board shall provide for compliance by the Corporation with all policies and procedures of the University which are applicable to the Corporation.

## **ARTICLE 9 EXECUTION OF INSTRUMENTS**

**Section 9.1.** Checks, Drafts, etc. All checks, drafts and orders for payment of money, and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board, in accordance with University policies and procedures.

**Section 9.2.** Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to any of its members or officers.

**Section 9.3.** Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select, in accordance with University procedures.

**Section 9.4.** Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 9.5.** Conflicts of Interest and Procurement. The members and officers of the Corporation shall comply with a conflicts of interest policy to be adopted by the Board, and shall comply with all University procurement policies.

## **ARTICLE 10 INDEMNIFICATION**

The corporation shall indemnify any members or officers of the corporation in accordance with the terms and conditions set forth in the Utah Governmental Immunity Act, Section 63G-7- 101 et. seq., Utah Code Ann. (1953, as amended).

## **ARTICLE 11 FINANCES**

**Section 11.1.** Funds. All funds of the Corporation shall be held in separate accounts managed by Weber State University as a contractor for the Corporation.

**Section 11.2.** Disbursements. Upon approval of the budget, the chair is authorized to approve disbursements on accounts and expenses provided for in the budget without additional approval of the Governing Board. The chair may designate executive staff to make approved disbursements in accordance with resolutions of the Board. Disbursement shall be by check.

**Section 11.3.** Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and close on June 30 of each year.

**Section 11.4.** Budget. The chair, with staff support, shall compile a budget of estimated expenses for the coming year and submit it to the Governing Board for approval by the Board.

**Section 11.5.** Annual Audit. The University shall manage the audits of the Corporation. The Corporation finances are audited as part of the University, not as a stand alone audit. The Corporation shall comply with all audit requests and resulting recommendations. The applicable audit shall at all times be available to the members.

**Section 11.6.** Bonding. If designated by the Board, the chair and such other officers and staff as the Board may designate by majority vote shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Corporation.

## **ARTICLE 12 PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No member, 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. All members 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, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

### **ARTICLE 13 EXEMPT ACTIVITIES**

Notwithstanding any other provision of these bylaws, no member, 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 the Internal Revenue Code of 1986 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 such Code and regulations as they now exist or as they may hereafter be amended.

### **ARTICLE 14 PARLIAMENTARY AUTHORITY**

The Governing Board shall follow established meeting format and documentation in accordance with Utah Public Open Meeting and USBE requirements or such other governing model that may be adopted by the Governing Board, and shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws of the Corporation or with an explicit majority vote on the matter by the Governing Board.

### **ARTICLE 15 AMENDMENT OF BYLAWS**

Subject to the provisions of Sections 3.8 and 3.9, these Bylaws may be amended, altered, changed, added to or repealed by an affirmative vote of a majority of the Board at any regular or special meeting of the Board.

### **ARTICLE 16 CONFLICTS; CONSTRUCTION**

Any discrepancies or conflicts between the provisions of the Nonprofit Act, the Articles and Bylaws shall, unless otherwise provided, be resolved by giving priority first to the

Nonprofit Act, second to the Articles, and third to the Bylaws. The Articles and Bylaws shall also conform to the Utah Charter School Act, Utah Ann. §53A- 1a-501 et seq.

### **OFFICER OF THE BOARD CERTIFICATE**

I, THE UNDERSIGNED, being the Board Chair of Weber State University Charter Academy, a Utah nonprofit corporation, do hereby certify the foregoing to be the Bylaws of such corporation, as adopted by written consent of its Board, dated effective the 13th day of May 2024.

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Teri M. Henke, WSU Charter Academy, Governing Board Chair