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**Valley Academy, Inc.
A Utah Non-Profit Corporation
Amended and Restated By-laws**

I. PRINCIPAL OFFICE

The corporation's registered office shall be 539 N 870 W, Hurricane, UT, or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in principal office on the copy of the Bylaws maintained by the Secretary.

II. MEMBERSHIP

The corporation has no members. The rights which would otherwise vest in the members vest in the directors of the corporation (hereinafter "Directors") of Valley Academy, Inc. (hereinafter "Valley"). Actions which would otherwise require approval by a majority of all members or approval by the members require only approval of a majority of all Directors or approval by the Board of Directors (hereinafter "Board").

III. BOARD OF DIRECTORS

A. Powers. The Board shall conduct or direct the affairs of the corporation and exercise its powers, subject to the limitations of the Utah Nonprofit Corporation Act, the Articles of Incorporation, the charter granted to Valley by the State of Utah, and these Bylaws. The Board may delegate the management of the activities of the corporation to others, so long as the affairs of the corporation are managed, and its powers are exercised, under the Board's ultimate jurisdiction.

Without limiting the generality of the powers here granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws, and the following specific powers:

1. To elect and remove Directors.
2. To select and remove officers, agents and employees of the corporation, in cooperation with the school Director; to prescribe powers and duties for them; and to fix their compensation.
3. To oversee the affairs and activities of the corporation. The Board has the responsibility and authority to approve school policies, set budget and provide financial oversight, ensure compliance with Federal and State

Law, and oversee the operations of the school as appropriate in a governance role.

4. To enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of the corporation.
5. To act as Director under any trust incidental to the corporation's purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust.
6. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property.
7. 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.
8. To maintain insurance on behalf of any of its Directors, 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 a representative of the school, subject to the provisions of the Utah Nonprofit Corporation Act and the limitations noted in these Bylaws.

B. Standard of Care.

1. **Performance of Duties.** Each Director shall perform all duties of a Director, including duties on any Board Committee, in good faith, in a manner the Director believes to be in the corporation's best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.
2. **Reliance on Others.** In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:
 - a) One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
 - b) Legal counsel, independent accountants or other persons as to matters that the Director believes are within that person's professional or expert competence; or
 - c) A Board Committee on which the Director does not serve, as to matters within its designated authority, provided the Director believes the Committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.
3. **Investments.** In investing and dealing with all assets held by the

corporation for investment, the Board shall exercise the standard of care described above.

- C. Rights of Inspection.** Every Director has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state or local law.
- D. Participation in Discussions and Voting.** Every Director has the right to participate in the discussion and vote on all issues before the Board or any Board Committee, except as noted below. Any Director shall be excused from the discussion and vote on any matter involving: (a) a self-dealing transaction; (b) a conflict of interest, (c) indemnification of that Director; or (d) any other matter in which, after reasonable notice and investigation of the issue, a real or perceived conflict exists for the Director, as determined by the majority of the Board.
- E. Duty to Maintain Board Confidences.** Every Director has a duty to maintain the confidentiality of all Board actions, including discussions and votes. Any Director violating this confidence may be removed from the Board.
- F. Number of Directors.** The number of Directors of the corporation shall not be less than 5 nor more than 7. The Board shall fix the exact number of Directors, within these limits, by Board resolution or amendment of the Bylaws.
- G. Election of Directors.** The Board shall elect new Directors by the vote of a majority of the Directors then in office, whether or not the number of Directors in office is sufficient to constitute a quorum, or by the sole remaining Director.
- H. Eligibility.** The Board may elect any person who, in its discretion, believes will serve the interests of Valley, Valley's charter, and its purpose faithfully and effectively. A member of the Board may not be an employee of the School. Family members may not serve together on the Board. In addition, applicants with the following areas of expertise will be given higher consideration when electing Board members:
1. Human resources: benefits, insurance, hiring practices, employment agreements, etc.
 2. Policy and procedure
 3. Budgets/Finance/Accounting: audits, projecting budgets, etc.
 4. Law: contracts, loans, audits, negotiation, etc.
 5. Architecture and Building Design, Engineering
 6. Facility: contractors, building materials, financing, location, floor-plans,

etc.

7. Education and Curriculum: selection and training, cost, fitting your goals, assessment, special education, special programs, etc.
8. Technology: school technology plan, student attendance, state-wide assessment, telecommunications, teacher computers, computer labs, servers, e-mail, projectors, other tools, etc.
9. Business Leadership: business plans, delegation of authority and responsibilities, leadership based on fact and not emotion, finance, organization, creating committees, deadlines, etc.
10. Supply: furniture, office equipment, custodial, maintenance, curricular needs, etc.

I. Term of Office. Board members in general will each serve a three-year term, with the exception of assuming the term of a premature vacancy, in which they will complete the remainder of that Director's term.

1. Applications for open board positions will be taken and considered each May, or at the discretion of the Board. An application may be turned in to any current Board member of Valley Academy.
2. New board members will be seated at the annual June Board meeting. At the end of each term, Board members may be renewed for another term by a Letter of Intent and a vote of the current Board. Previous Board members wishing to serve a new term must follow the same process as all other applicants when a Board position is open.
3. Each June, the Board will vote to select its own leadership. At the Board's own discretion, it may also reorganize following the filling of a Board vacancy. In the event of dismissal, resignation, or other vacancy on the Board, the Board will conduct a special election to fill the remaining portion of the vacant member's term.

J. Time of Elections. The Board shall elect Directors whose terms begin on June 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.

K. Removal of Directors. The Board may remove a Director by majority vote of the members present. The Board may remove any Director who:

1. Has failed to attend 75% or more of the Board's Regular Meetings in any calendar year;
2. Failure of character or personal judgement that make this person's continued service incompatible with the needs of the school;
3. Inability to pass a required background check;
4. Is unwilling to support the vision and mission of the school.

L. Resignation by Director. A Director 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. A Director may not resign if the Director's resignation would leave the corporation without a duly elected Director in charge of its affairs, without first giving notice to the Utah Board of Charter Schools as required by the Charter or any amendment thereof.

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

N. Compensation of Directors. Directors shall serve without compensation. However, the Board may approve reimbursement of a Director's actual and necessary expenses while conducting corporation business disclosed to, and approved by, the Board.

IV. MEETINGS OF THE BOARD

The Board will meet at least 10 times per year consistent with the requirements of the Utah State Open and Public Meetings Act, UCA 52-4, guided by an agenda, to discuss school operations and hear reports and updates from each board member and the Director, consider and adopt policies, and consider requests and concerns from parents, students, and teachers. A majority vote of the total Board membership present will constitute action by the Board. The Board will not act unless a quorum is present, unless necessitated by a school emergency requiring immediate board action and after an attempt has been made to contact all Board members.

- A. Place of Meetings.** Board Meetings shall typically be held at either campus in Hurricane, Utah, or at any other reasonably convenient place as the Board may designate and publish in compliance with the Open and Public Meetings Act.
- B. Annual Meetings.** An Annual Meeting shall be held in June of each year for the purpose of electing Directors, 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 Director.
- E. Adjournment.** A majority of the Directors present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place, so long as proper public notice is given consistent with Utah Open Public Meeting Act, UCA § 52-4-202.
- F. Notices.** Notices of Board Meetings shall be given at least 24 hours in advance, after public posting, and consistent with the Utah Open and Public Meetings Act.

V. ACTION BY THE BOARD

- A. Order and Procedure.** Robert's Rules of Order will be used as the basis to conduct Board meetings.

- B. Quorum.** A quorum consists of a majority of the fixed number of Directors.
- C. Action by the Board.** The actions done and decisions made by a majority of the Directors present at a meeting duly held at which a quorum is present are the actions and decisions of the Board, except for purposes of electing Directors, appointing committees and delegating authority thereto, or amending the corporation's Bylaws, where the action of a majority of Directors then in office is required by the Utah Nonprofit Corporation Act or as set out in these Bylaws.
- D. Electronic Meeting Attendance.** Valley Academy Board authorizes Board members to participate in meetings electronically. Participation in a meeting pursuant to this section constitutes attendance in person for such meeting.

VI. Committees

- A. Appointment of Committees.** The Board may appoint one or more Board Committees by vote of the majority of Directors.
- B. Authority of Board Committees.** The Board may delegate to a Board committee any of the authority of the Board, except with respect to:
 - 1. The election of Directors.
 - 2. Filling vacancies on the Board or any committee which has the authority of the Board.
 - 3. The amendment or repeal of any Board resolution.
 - 4. The amendment or repeal of Bylaws or the adoption of new Bylaws.
 - 5. The appointment of other committees of the Board, or the members of the Committees.
 - 6. Approval of school budget.
 - 7. Other matters which, through Federal or State Law or State Policy require vote by a quorum of the Board.
- C. Procedures of Committees.** The Board shall conduct meetings in compliance with the Utah State Open and Public Meetings Act.

VII. OFFICERS

- A. Officers.** The officers of the corporation consist of a President (hereinafter "Chair"), Vice President (hereinafter "Vice Chair"), a Secretary and a Chief Financial Officer (hereinafter "Treasurer"). The corporation also may have such other officers as the Board deems advisable.
 - 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. If present, the Chair shall preside at Board meetings.
 - 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.
 - 3. **Secretary.** The Secretary shall:

- a) keep or cause to be kept, at the corporation's principal office, or such other place as the Board may direct a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings;
 - b) keep or cause to be kept a copy of the corporation's Articles of Incorporation and Bylaws, with amendments;
 - c) give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and
 - d) have such other powers and perform such other duties as the Board may prescribe.
- 4. Treasurer.** The Treasurer shall:
- a) keep or cause to be kept adequate and correct accounts of the corporation's properties, receipts and disbursements;
 - b) make the books of account available at all times for inspection by any Director;
 - c) deposit or cause to be deposited the corporation's monies and other valuables in the corporation's name and to its credit, with the depositories the Board designates;
 - d) disburse or cause to be disbursed the corporation's funds as the Board directs;
 - e) render to the Chair and the Board, as requested but no less frequently than once every fiscal year, an account of the corporation's financial transactions and financial condition;
 - f) prepare any reports on financial issues required by an agreement on loans; and
 - g) have such other powers and perform such other duties as the Board may prescribe.

VIII. NON-LIABILITY OF DIRECTORS

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

IX. INSURANCE FOR CORPORATE AGENTS

The Board may authorize the purchase and maintenance of insurance on behalf of any Director, officer, employee or other agent of the corporation, against any liability in their fulfillment of their school related roles or completion of school related duties.

X. 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 Board approved contracts or execute and deliver any instrument in the name of or on behalf of the corporation. 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, Treasurer or other named Director.
- D. Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Utah Nonprofit Corporation Act shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both a corporation and a natural person. The captions and headings in these Bylaws are for convenience of reference only and are not intended to limit or define the scope or effect of any provisions.
- E. Conflict of Interest.** Any Director, 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 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. The Board may adopt conflict of interest policies requiring:

 - 1. Regular annual statements from Directors, officers, key employees to disclose existing and potential conflict in interest; and,
 - 2. Corrective and disciplinary actions with respect to transgressions of such policies.

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, Director or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the corporation.

F. Interpretation of Charter. Whenever any provision of these Bylaws are in conflict with the provisions of the Charter, the provisions of the Charter control.

XI. AMENDMENT

A majority of the Directors may adopt, amend or repeal these Bylaws consistent with the Utah Open and Public Meeting Act.

XII. DISSOLUTION

Upon the winding up, dissolution, or closure of the corporation for any reason,

- A.** the corporation shall be closed in accordance with Utah Code Title 53A, Chapter 1a, Section 510.5, or the corresponding section of any future Utah state law governing charter school closure that amends or supersedes the same, relating to charter school closures, or its successor.
- B.** The corporation after paying or adequately providing for the debts and obligations thereof, the assets remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATE OF SECRETARY

The undersigned does hereby certify that the undersigned is the Secretary of Valley Academy, Inc., a Utah Non Profit Corporation, duly organized and existing under the laws of the State of Utah, that the foregoing Bylaws of said corporation were duly and regularly adopted as such by the Board of Directors of said corporation, which Directors are the only members of said corporation; and that the above and foregoing Bylaws are now in full force and effect.

Name

Date