

BYLAWS OF THE ASPEN PEAKS SCHOOL DISTRICT FOUNDATION

ARTICLE I

NAME AND PURPOSE

- **Section 1. Name**
 - The name of this organization shall be the **Aspen Peaks School District Foundation** (hereinafter referred to as the “Foundation” or “Corporation”).
 - **Section 2. Purpose**
 - The Aspen Peaks School District Foundation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code. The Foundation exists to support, enhance, and promote educational opportunities, programs, students, teachers, staff, and schools within the Aspen Peaks School District.
 - The Foundation may raise, receive, manage, and distribute funds and resources to support educational innovation, student achievement, scholarships, classroom enrichment, arts, athletics, technology, teacher grants, and other activities that further the mission of the Aspen Peaks School District.
-

ARTICLE II

OFFICES

- **Section 1. Principal Office**
 - The principal office of the Corporation shall be located at:

Aspen Peaks School District Foundation
575 N 100 E
American Fork, UT 84003

- The Executive Board may establish additional offices as needed.
-

ARTICLE III

Executive Board of Directors of the Aspen Peaks Foundation

- **Section 1. Powers**

- The affairs, property, and business of the Foundation shall be managed by the Executive Board of Directors of the Aspen Peaks Foundation, with assistance from the Advisory Committee, to the Articles of Incorporation, these Bylaws, and applicable Utah law.

- **Section 2. Qualifications**

- Any individual who supports the mission and objectives of the Foundation and is willing to assist in advancing public education within the Aspen Peaks School District may be eligible to serve on the Executive Board of Directors or the Advisory Committee.

- **Section 3. Number of Directors**

- The Executive Board of Directors shall consist of 5-7 Executive Directors, including one (1) member of the Aspen Peaks Board of Education. Directors shall be appointed by majority vote of the Executive Board of Directors Members.

- **Section 4. Advisory Committee**

- The Executive Directors may establish committees from time to time as deemed necessary to conduct its business, which may include nominating, fund-raising, public relations, or other working groups.
- The Advisory Committee shall consist of up to fifteen (15) members, who are appointed by the Executive Board of Directors. The Superintendent of the Aspen Peaks School District and at least one (1) Aspen Peaks School Board Member shall be included members of the Advisory Committee.
- The Advisory Committee President shall appoint the chairpersons of any such committees from the membership of the Executive Board of Directors

or the Advisory Committee of the organization with the approval of the Executive Board.

- All committee appointments shall terminate upon the selection of a new President, unless specifically determined otherwise at an official board or committee meeting.
- Additionally, the organization may establish and call upon the Advisory Committee to provide external insight, feedback, and ideas regarding specific organizational needs and areas of expertise. All committees shall serve strictly in a non-voting, consultative capacity, shall possess no executive oversight or corporate governance authority, and shall exist solely for external feedback, collaboration, and advice. Members of the Advisory Committee or sub committees do not need to be directors.

- **Section 5. Terms of Office**

- Executive Board Directors shall serve staggered three-year terms. They may serve multiple consecutive terms if reappointed or reelected. Advisory Committee members shall also serve three year terms, and may serve multiple consecutive terms if reappointed or reelected.

- **Section 6. Vacancies**

- Vacancies on the Executive Board of Directors may be filled by a majority vote of the Executive Board. A director appointed to fill a vacancy shall serve the remainder of the unexpired term. The Advisory Committee Members may submit nominations for potential new members of the Advisory Committee to the Executive Directors for approval.

- **Section 7. Removal**

- A director may be removed for cause by a two-thirds vote of the Executive Board of Directors. Cause may include failure to attend meetings, misconduct, conflict of interest violations, or actions contrary to the mission of the Foundation. Advisory Committee members may be removed by the same process and for the same causes.

- **Section 8. Quorum**

- A majority of the currently serving Directors shall constitute a quorum for the transaction of business.

- **Section 9. Voting**

- Each director shall have one vote. Except as otherwise provided in these Bylaws, actions of the Executive Board of Directors shall be approved by a majority vote of directors present at a meeting where a quorum exists.

- **Section 10. Action Without Meeting**

- Any action required or permitted to be taken by the Executive Board of Directors may be taken without a meeting if written consent describing the action is signed by a majority of the directors.
 - **Section 11. Attendance**
 - Directors are expected to attend at least seventy-five percent (75%) of all Board meetings annually. Failure to meet attendance expectations may constitute grounds for removal. Directors may request permission to attend meetings virtually, but must attend at least one meeting in person each fiscal year.
-

ARTICLE IV

OFFICERS

- **Section 1. Officers**
 - The officers of the Executive Board of Directors of the Foundation shall consist of:
 - Chair
 - Vice Chair
 - Treasurer
 - Secretary
 - The Board may establish additional officer positions as needed.
- **Section 2. Election and Terms**
 - Officers shall be elected by the Board of Directors at the annual meeting and shall serve three-year terms or until their successors are elected.
- **Section 3. President**
 - The President shall:
 - Preside over meetings of the Executive Board of Directors
 - Serve as the chief volunteer officer of the Foundation
 - Provide leadership in carrying out the mission of the Foundation
 - Execute documents authorized by the Executive Board of Directors
- **Section 4. Vice President**
 - The Vice President shall perform the duties of the President in the President's absence and perform other duties assigned by the Board.
- **Section 5. Secretary**
 - The Secretary shall:

- Keep minutes of Board meetings
 - Maintain corporate records
 - Provide required notices of meetings
 - Maintain official Foundation documents
 - **Section 6. Treasurer**
 - The Treasurer shall:
 - Oversee the financial affairs of the Foundation
 - Present regular financial reports to the Board
 - Ensure proper financial controls are maintained
 - Assist in the preparation of annual budgets and financial filings
 - **Section 7. President of the Advisory Committee**
 - The Executive Board of Directors shall appoint a President of the Advisory Committee. The Advisory Committee President shall:
 - The President shall:
 - Preside over meetings of the Advisory Committee
 - Provide leadership in carrying out the mission of the Foundation
 - Execute documents authorized by the Advisory Committee
 - Assist the Executive Board of Directors in enacting the vision and mission of the Foundation.
 -
 - **Section 8. Removal and Vacancies**
 - Any officer may be removed by majority vote of the Board whenever the best interests of the Foundation would be served. Vacancies may be filled by the Board for the remainder of the term.
-

ARTICLE V

MEETINGS

- **Section 1. Regular Meetings**
 - The Executive Board of Directors shall meet bi-monthly.
- **Section 2. Annual Officer Election Meeting**
 - An annual meeting shall be held each year, in person, for the election of officers and the transaction of other business.
- **Section 3. Special Meetings**

- Special meetings may be called by the Foundation Director or by a majority of the Executive Directors.
 - **Section 4. Notice**
 - Aspen Peaks Foundation Executive Board meetings are subject to the Open and Public Meetings Act. Notice of meetings and meeting rules shall follow Aspen Peaks Policy XXXX
 - **Section 5. Electronic Participation**
 - Directors may participate in meetings through electronic or virtual means, including telephone or video conferencing.
 - **Section 6. Advisory Committee Meetings**
 - Advisory Committee Meetings shall be held at least quarterly.
 - The President of the Advisory Committee shall conduct these meetings.
 - Executive Board Directors may attend Advisory Committee Meetings
 - Advisory Committee Meetings are not subject to the Open and Public Meetings Act.
-

ARTICLE VI

COMMITTEES

- **Section 1. Executive Board of Directors**
 - The Executive Board of Directors shall consist of the officers of the Foundation and any additional directors appointed by the President and approved by the Executive Board.
 - **Section 2. Advisory Committee**
 - The Advisory Committee shall consist of up to 15 members who are appointed by majority vote of the Executive Board of Directors.
 - **Section 3. Other Committees**
 - The Board may establish standing or temporary committees as necessary to carry out the work of the Foundation.
 - Individuals who are not members of the Executive Board of Directors or the Advisory Committee may serve on special committees.
-

ARTICLE VII

FINANCIAL ADMINISTRATION

- **Section 1. Fiscal Year**

- The fiscal year of the Foundation shall match the fiscal year of the Aspen Peaks School District.

- **Section 2. Contracts**

- The Executive Board of Directors may authorize officers or agents to enter into contracts on behalf of the Foundation.

- **Section 3. Loans**

- No loans shall be contracted on behalf of the Foundation unless approved by the Executive Board of Directors.

- **Section 4. Checks and Deposits**

- All funds of the Foundation shall be deposited in financial institutions approved by the Executive Board of Directors. Expenditures shall follow procedures established by the Directors.

- **Section 5. Audit and Financial Review**

- The Executive Board of Directors may provide for an annual independent financial review or audit as required by law or determined appropriate by the Directors.
-

ARTICLE VIII

CORPORATE RECORDS

- The Foundation shall maintain:
 - Minutes of all Board meetings
 - Financial records
 - Corporate records
 - Policies and procedures
 - Other records required by law
 - Records may be maintained electronically.
-

ARTICLE IX

CONFLICT OF INTEREST

- The Foundation shall adopt and maintain a Conflict of Interest Policy consistent with IRS requirements for nonprofit organizations organized under Section 501(c)(3).
 - Any director or officer with a financial or personal interest in a matter before the Board shall disclose the interest and refrain from voting on the matter.
-

ARTICLE X

INDEMNIFICATION

- To the fullest extent permitted by Utah law, the Foundation shall indemnify its directors, officers, employees, and agents against liabilities and expenses incurred in connection with their service to the Foundation, except in cases involving gross negligence, willful misconduct, or unlawful conduct.
 - The Foundation may purchase liability insurance for such individuals.
-

ARTICLE XI

NONPROFIT AND TAX-EXEMPT STATUS

- **Section 1. Tax-Exempt Purpose**
 - The Foundation shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
 - **Section 2. Prohibited Activities**
 - No part of the net earnings of the Foundation shall inure to the benefit of any private individual.
 - The Foundation shall not participate in political campaigns or engage in activities prohibited for organizations exempt under Section 501(c)(3).
-

ARTICLE XII

DISSOLUTION

- Upon dissolution of the Foundation, any remaining assets shall be distributed exclusively for charitable or educational purposes to organizations qualifying under Section 501(c)(3), preferably to organizations supporting public education within the Aspen Peaks School District.
-

ARTICLE XIII

AMENDMENTS

- These Bylaws may be amended by a two-thirds vote of the Executive Board at any regular or special meeting, provided written notice of the proposed amendment has been given in advance.
 - When not inconsistent with these Bylaws or Utah law, the current edition of Robert's Rules of Order shall govern proceedings of the Board.
-

Adopted this ____ day of _____, 2026.

President

Secretary

