

Section III.08 Non-Voting Ex Officio Director. So long as the Corporation is party to a written services or facility agreement with Charter One Development, LLC, Charter One Schools, or an affiliate of either ("Charter One"), Charter One may designate one (1) individual to serve as a non-voting Ex Officio Director of the Corporation.

(a) Designation and Term. Charter One shall designate and may replace the Ex Officio Director at any time by written notice to the Chair and the Secretary. The designee shall take the oath of office required by Utah Code § 53G-5-406.5 before serving. The Ex Officio Director serves at the pleasure of Charter One and does not count against the authorized number of elected Directors. The seat ends automatically when no services or facility agreement with Charter One remains in effect.

(b) Participation. The Ex Officio Director shall receive notice of all Board meetings and the same materials as the elected Directors, may attend and be heard at all open meetings, may attend closed sessions except as provided in subsection (c), and may serve on committees. The Ex Officio Director is a non-voting seat, shall not vote on any matter before the Board or any committee, and shall not be counted toward a quorum.

(c) Officers; Compensation. The Ex Officio Director may not serve as Chair or as any other officer of the Corporation and shall serve without compensation from the Corporation, other than reimbursement of reasonable expenses on the same basis as elected Directors.