

Salt Lake Arts Academy
Proposed Bylaws Amendments

For Board Review — Governing Board Meeting, Monday, August 17, 2026

RESOLUTION NO. 2026-01

Amending Bylaws Article IV, Section 11 — Number of Trustees

Bylaws Amendment — Requires Affirmative Vote of Two-Thirds (2/3) of the Board

WHEREAS, Article IV, Section 11 of the Bylaws currently provides that “The Corporation must maintain a Board of not less than nine (9) Trustees”; and

WHEREAS, the Governing Board has determined that a smaller Board size is more workable for the Corporation's current governance needs;

NOW, THEREFORE, BE IT RESOLVED, that Article IV, Section 11 of the Bylaws is amended to read:

“11. Number. The Corporation must maintain a Board of not less than five (5) Trustees.”

BE IT FURTHER RESOLVED, that this amendment is adopted pursuant to Article IX, Section 48 of the Bylaws (requiring an affirmative vote of two-thirds of the Board) and takes effect immediately upon adoption.

Adopted this 17th day of August, 2026.

RESOLUTION NO. 2026-02

Amending Bylaws Article IV, Section 14 — Election (Removal of 30-Day Posting Requirement)

Bylaws Amendment — Requires Affirmative Vote of Two-Thirds (2/3) of the Board

WHEREAS, Article IV, Section 14 of the Bylaws currently requires that “the names of nominees will be posted on the Corporation's website for at least 30 days prior to a final vote of the Board on acceptance or rejection of such nominations”; and

WHEREAS, this posting requirement is self-imposed by the Bylaws and is not required by the Utah Charter Schools Act or the Utah Open and Public Meetings Act; and

WHEREAS, the Board has determined that this requirement creates unnecessary procedural obstacles to timely Board action without a corresponding governance benefit;

NOW, THEREFORE, BE IT RESOLVED, that Article IV, Section 14 of the Bylaws is amended to read:

“14. Election. The Board has the authority to nominate new Trustees from time to time at its discretion. The affirmative vote of a majority of the existing Board is required to accept a nomination. Upon acceptance of such nomination, the nominee will become a Trustee, and newly elected Trustees assume office at the Board meeting at which their nomination is confirmed by the Board or such later date as may be designated by the Board.”

BE IT FURTHER RESOLVED, that this amendment is adopted pursuant to Article IX, Section 48 of the Bylaws (requiring an affirmative vote of two-thirds of the Board) and takes effect immediately upon adoption.

Adopted this 17th day of August, 2026.

RESOLUTION NO. 2026-04

Amending Bylaws Article IV — Adding a New Section Memorializing Electronic Meeting Procedures

Bylaws Amendment — Requires Affirmative Vote of Two-Thirds (2/3) of the Board

WHEREAS, the Board has this date adopted Resolution No. 2026-03 governing electronic meetings pursuant to Utah Code § 52-4-209; and

WHEREAS, the Board wishes to incorporate these procedures directly into the Bylaws so that the Board's authority to conduct electronic meetings, and the procedures governing such meetings, remain clear and durable for future Boards;

NOW, THEREFORE, BE IT RESOLVED, that Article IV of the Bylaws is amended to add a new Section 20A, immediately following Section 20 (Quorum and Manner of Acting), to read:

20A. Electronic Meetings.

(a) Authorization. The Board may convene and conduct electronic meetings in accordance with Utah Code § 52-4-209, using video, audio, or both video and audio connection.

(b) Anchor Location. The anchor location for each electronic meeting shall be designated in the public notice and agenda for that specific meeting, and shall be a physical location where the Board would normally conduct its business unless the notice specifies otherwise. Space, facilities, and technology will be provided at the anchor location so that members of the public may monitor, and where public comment is allowed, participate in the open portions of the meeting.

(c) Quorum. A Trustee participating electronically shall be counted as present for all purposes, including determination of a quorum, provided the Trustee can be identified, can hear and be heard by other participating Trustees, and the meeting is conducted in a manner that protects the rights of the public.

(d) Notice. For any meeting at which one or more Trustees may participate electronically, the Board shall (i) give public notice of the electronic meeting in accordance with Utah Code § 52-4-202, including notice posted at the designated anchor location, and (ii) provide notice to Board members at least 24 hours before the meeting describing how members and the public may connect electronically.

(e) Roll Call Votes. Any vote taken during a meeting at which one or more Trustees participate electronically shall be conducted by roll call, with each Trustee's vote recorded individually in the minutes.

(f) No Proxy Voting. No Trustee may vote or otherwise act by proxy during an electronic meeting.

BE IT FURTHER RESOLVED, that this amendment is adopted pursuant to Article IX, Section 48 of the Bylaws (requiring an affirmative vote of two-thirds of the Board) and takes effect immediately upon adoption.

Adopted this 17th day of August, 2026.