

BYLAWS OF
SUMMIT ACADEMY SCHOOLS AND SUMMIT ACADEMY HIGH SCHOOL

ARTICLE I
ORGANIZATION

Section 1. Name. The name of this nonprofit corporation is Summit Academy.

Section 2. Location. The Principal location of Summit Academy is 1225 East 13200 South, Draper, Utah 84020.

Section 3. Purpose. The primary objectives and purposes of this corporation shall be to create and operate one or more public charter schools, providing public education for residents in Salt Lake County in the State of Utah. Summit Academy shall operate in accordance with Utah State Office of Education Rule R277-470.

Section 4. Mission Statement. Summit Academy's mission is to provide a rigorous educational environment based on the principles of high academic achievement and specialized instruction for the benefit of all students. (Summit Academy hereinafter referred to as the "School").

ARTICLE II
THE BOARD OF TRUSTEES

Section 1. Composition. The Board of Trustees of the School (hereinafter referred to as the Board) is an independent body under the authorization of the Utah State Charter School Board. The composition of the Board is defined in the Exhibit A. Board members shall declare their intent to uphold the principles of the School by signing the Summit Academy Board Code of Conduct.

Section 2. Term. The term of the Board is defined in the Exhibit A.

Section 3. Powers and Duties. The Board shall have all powers, authority, and duties as designated in the Summit Academy Charter and the Summit Academy Board of Trustee Job Descriptions as indicated in Article III. The primary responsibility of the Board is to ensure achievement of the mission and vision of the school. It is the duty of the Board to ensure the delivery of academic and personal excellence to students. The Board is responsible to select, support, and terminate, if necessary, the School Director. The Board has the authority to hire, terminate and set the compensation of any School staff, but may delegate this authority to the School Director as deemed necessary. The Board is responsible to ensure the operational and financial viability of the school. The Board has the authority to establish and maintain the policies, procedures and curriculum of the School. The Board oversees all the affairs of the School and its property and is responsible to carry out all lawful acts as it deems proper and appropriate and to promote the vision and policies of the School. Such the Board shall only act collectively and in the name of the organization when it shall be regularly convened by its President after notice to all the members, and the public, of such meeting as required by applicable Utah law.

Section 4. Quorum. A majority of the current Board shall constitute a quorum. A quorum of board members must be present at any meeting of the Board before business can be transacted or any official action of the School may be conducted. The act of the majority of the members present or represented at a meeting at which a quorum is present shall constitute an act of the Board.

Section 5. Meetings. The meetings of the Board are defined in the Exhibit A. The Board may modify the time, date, and frequency of such regular meetings from time to time, as it sees fit. Each member shall have one vote and there shall be no voting by proxy for absent members. The Board shall use

Robert's Rules of Order and meetings shall be conducted in accordance with Utah's Open Meeting Law. If a Board member is unable to attend a Board meeting, the Board member shall contact the President, Director, or designated supervising employee prior to the meeting.

- (a) Special meetings. Special Meetings of the Board may be called by the President or any two (2) members on a 24 hour notice given by telephone, fax or email to the Board. Special meetings shall be held at the principal business office of the corporation or at such other location as shall be designated in the meeting notice. All meeting notices shall be posted on the Utah Public Meeting Notice (PMN) website.
- (b) Annual meetings. Annual Meetings shall be held as part of the regular June Board meeting or on such other day as shall be designated by the Board. The annual meeting shall be for the purpose of announcing new members, announcing the Board's officers, and for the transaction of such business as may come before the meeting. Each member of the Board shall be notified 10 days prior to the annual meeting. The annual meeting notice will set out the date, time and place of the annual meeting.
- (c) Agenda. An agenda must be produced for each regularly scheduled board meeting in order to provide effective and efficient meeting practice. The agenda shall be prepared and posted in advance in accordance with Utah's Open Meeting Law. Committee Reports shall be provided in written format or read aloud for public record. In addition to previously requested agenda items, any board member may provide additional agenda items for the following meeting by providing, via e-mail, fax or regular mail, the School's supervising employee or administrator the request, noting its appropriate place on the normal agenda format, and a realistic time requirement for such item. Such requests must be received at least 24 hours prior to the posting deadline pursuant to Utah's Open Meeting Law.
- (d) Public Comment. Time shall be set aside at each Board Meeting for public comment. After the speaker identifies his or her name, address, and affiliations, public comment shall be limited and shall be stated as such on the Agenda.
- (e) Closed Sessions. Any Board member may call a Closed Session during any meeting for issues concerning personnel or other matters requiring confidentiality as approved by Utah's Open Meeting Law. All persons except board members may be excluded from such Closed Sessions.
- (f) Participation by Telephone. To the extent permitted by law, any member of the Board or committee thereof may participate in a meeting of such Board or committee by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other, and participation in such a fashion shall constitute presence in person at such a meeting.
- (g) Valid with written consent. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent in writing is obtained from a majority of the members. The written consent shall set forth the action so taken and be signed by the members approving the action.

Section 6. Board Vacancies. Board vacancies are defined in the Exhibit A.

Section 7. Resignation and Removal of Trustee. Vacancy of a Board position shall exist (1) on the death, resignation, or removal of any Board member or (2) whenever the number of authorized Board members is increased. Any Board member may resign effective upon giving written notice to the Board President, unless the notice specifies a later time for the effectiveness of such resignation. No Board member may resign if the corporation would then be left without a duly elected Board member or members

in charge of its affairs, except upon termination of the corporation. A member may be removed when sufficient cause exists for such removal. Any removal requires a majority vote of the remaining Board.

Section 8. Financial Matters. All fiscal procedures for the School shall be determined and established by the Board. All procedures and fiscal reporting shall comply with Federal and State law, any other governing documents of the School, and generally accepted accounting principles, through the use of program accounting. No expenditure may be made without the approval of the Board if the expenditure would not be accounted for in the currently approved budget.

Section 9. Compensation and Conflict of Interest. No member or officer shall, for reason of his or her office, be entitled to receive any fee, salary or compensation of any kind for services rendered to the School, except that members and officers may be reimbursed for proven and approved expenses incurred in the business of conducting his or her duties. Board members are subject to the conflict of interest rules under applicable federal and state income tax codes.

Section 10. Orientation/Training. New Board members shall be given an orientation by the Board prior to their first Board meeting. Written materials shall be provided in the form of a Board packet. All Board members shall be provided general board training no less than one time per year. Board members not participating in training shall be subject to removal.

Section 11. Advisory Council. The governing Board may appoint an Advisory Council. The Summit Advisory Council is a group of specialist volunteers who advise the Summit Director, Summit Administration and the Summit Board. The Summit Advisory Council performs assignments to fulfill specific objectives of the charter. The Council is composed of such members and having such chairperson, as the governing Board shall designate. The objectives and responsibilities of the advisory board and the rules and procedures for the conduct of its activities shall be determined by the governing Board. The Council shall not have authority to incur any expense or make any representation or commitment on behalf of Summit Academy without the express approval of the governing Board.

Section 12. Committees. The Board may designate from among its members, by resolution adopted by a majority of the entire Board, an Executive Committee, a Personnel Committee, a Finance Committee, an Academic Committee, a Development Committee, and one or more other committees, each of which shall consist of at least one member and which shall have and may exercise such authority in the management of the School as shall be provided in such resolution or in these Bylaws. The Board shall not be permitted to delegate the powers to contract or financial or budget making authority. Any delegated activity or decision making authority may be unilaterally revoked at any time. All committee meeting shall be conducted in accordance with Utah's Open Meeting Law.

ARTICLE III OFFICERS

Section 1. Board Officers. The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. The positions of Assistant to the Secretary and Treasurer may be Ex-officio Members. Officers serve a 2 year term.

(a) President. The President of the Board shall preside at all meetings of the Board. The President of the Board shall possess the power to sign all certificates, contracts or other instruments of the School which are approved by the Board. The President shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

(b) Vice President. In the absence of the President of the Board, or in the event of the President's disability, inability, or refusal to act, the Vice-President of the Board shall perform all of the duties of the President and in so acting, shall have all of the powers of the President. The

Vice- President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the President.

(c) Secretary. The Secretary shall keep or cause to be kept a book of minutes at the director's office or at such other place as the Board may order of all meetings of the Board with the time and place of holding, whether regular or special and if special, how authorized, the notice thereof given, the name or names of those present at the Board meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given and perform such other duties as may be prescribed by the board from time to time. The Secretary of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time. An assistant to the Secretary may be appointed as Ex-officio Members.

(d) Treasurer. The Treasurer shall have oversight responsibility and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the School, including accounts of its assets, liabilities, receipts disbursements, gains and losses, etc. through the use of program accounting. The books of account shall at all times be open to inspection by any Board member. The Treasurer shall be charged with safeguarding the assets of the School and he or she shall sign financial documents on behalf of the School in accordance with the established policies of the School. He or she shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

ARTICLE IV STAFF

The Board may appoint one employee to function as the administrator of the School (the "Director"). Such person may be delegated the authority to act in the absence of a specified policy provided that such action is consistent with the purpose and objectives of the Board and the School. Such person shall administer the School in accordance with the Board direction and generally accepted educational practice.

ARTICLE V CONTRACTS, PROPERTY, LOANS, AND DEPOSITS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific instances.

Section 2. Property. The property of the School shall be held and applied in promoting the general purposes of the School declared in these Bylaws. No property, including real estate, belonging to the School shall be conveyed or encumbered except by authority of a majority vote of the Board. Any such conveyance or encumbrance shall be executed by the President in the name of the School, and such instrument shall be duly approved by the Secretary or Treasurer of the School.

Section 2. Loans. No loans shall be contracted for or on behalf of the School and no evidence of indebtedness shall be issued in the name of the School unless authorized by a resolution of the Board. Such authority shall be confined to specific instances. No loan shall be made to any officer or Board member of the School.

Section 3. Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the School shall be signed by such officer or officers, or agents of the School and in such manner as shall be determined by the Board. Any bid over the amount of \$50,000.00 must be approved by the Board.

ARTICLE VI
DISSOLUTION

Section 1. Revocation of Charter or Dissolution. If, at any time and for any reason, the School's charter is revoked or the School is dissolved, all assets of the school, after satisfaction of all outstanding claims by creditors, shall be disposed of to the State of Utah or the sponsor to dispose of as they see fit.

ARTICLE VII
INDEMNIFICATION

The Board may authorize the School to pay or cause to be paid by insurance or to otherwise, any judgment or fine rendered or levied against a present or former Board member, officer, employee, or agent of the School in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a Board member, officer, employee, or agent of the School, provided that the Board shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he or she reasonably believed to be in the best interest of the School. Payments authorized hereunder include amounts paid and expenses incurred in satisfaction of any liability or penalty or in settling any action or threatened action.

ARTICLE VIII
AMENDMENTS

Section 1. Manner of Amendment. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board at any time. Amended Bylaws will be submitted to the State for Approval.

ARTICLE VIV
PURPOSE OF THE BYLAWS

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the purposes of the School. These Bylaws shall never be construed in any such way as to impair the efficient operation of the School. To the extent these bylaws conflict with any applicable Federal and State law or rule, these bylaws shall be interpreted and enforced to comply with such law or rule and all other provisions of the bylaws shall remain in full force and effect. To the extent these bylaws conflict with the School Charter, or any other governing document, the Charter shall control.

CERTIFICATE OF OFFICER

I, _____, the undersigned do hereby certify:

(1) That I am duly elected and acting Officer of Summit Academy School and Summit Academy High School, a Utah Nonprofit Corporation; and

(2) That the foregoing Bylaws, comprising of six pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Trustees held _____

_____, President

Adopted by the Summit Academy Schools and Summit Academy High School Board of Trustees

January 10, 2019

Amended March 21, 2019

Amended November 21, 2019

Amended February 20, 2020

Amended September 17, 2020

Amended August 18, 2022