

**AMENDED AND RESTATED BYLAWS
OF
GEORGE WASHINGTON ACADEMY**

**ARTICLE I
NAME**

The name of this nonprofit corporation is George Washington Academy.

**ARTICLE II
LOCATION**

Section 2.1 Principal Office. The Principal Office of the corporation for the transaction of business is located at 2277 South 3000 East, St. George, UT 84790.

Section 2.2 Change of Address. The Board of Directors (the “Board”) is hereby granted full power and authority to change the Principal Office of the corporation from one location to another in the County of Washington, Utah. Any such change shall be noted by the Secretary of the corporation in these Bylaws, but shall not be considered an amendment to these Bylaws.

**ARTICLE III
PURPOSE**

Section 3.1 Objectives and Purposes. The primary objectives and purposes of this corporation shall be to create and operate one or more public charter schools (a “School”) providing public education for residents in Washington County in the State of Utah.

Section 3.2 Public Benefit. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and Utah Charter School Laws.

Section 3.3 Activities. This corporation shall administer and operate George Washington Academy Charter School. This includes, but is not limited to, the following activities:

- 3.3.1 to make and enter into contracts
- 3.3.2 to employ agents and employees
- 3.3.3 to acquire, construct, manage, maintain or operate any building or works of improvement
- 3.3.4 to acquire, hold or dispose of personal property
- 3.3.5 to acquire and hold or lease real property interests

- 3.3.6 to incur debts, liabilities or obligations
- 3.3.7 to sue or be sued in its own name

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1 Duties. The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Board members shall declare, in writing, their intent to uphold the principles of George Washington Academy and to fulfill their responsibilities as a Board member, and shall be sworn in by the Board President at the first meeting following their election to the Board.

Section 4.2 Number. The number of voting Board members shall not be less than five (5) nor more than nine (9), at the discretion of the Board. One (1) voting Board member shall be selected by the parents from the Parent Teacher Organization as set forth below (the "PTO Board Member"). All other voting Board members shall be appointed by the Board members then acting. The number of voting Board members shall always be an odd number.

Section 4.3 Terms. In order to maintain continuity with the Board, Board members shall serve staggered terms, with the goal of no more than one-third retiring in any given year. The PTO Board Member shall serve a term of one (1) year. All other voting Board members shall serve terms of three (3) years unless otherwise provided herein. Board member vacancies shall be filled each May, unless sooner filled as set forth in Section 4.7.1 below. By the February Board meeting each year, all Board members must provide the Board President with a letter of intent indicating their intention to continue or resign for the following year. Any Board member that also receives a salary from the corporation as an employee shall not vote on any issue relating to that person's own salary or compensation package.

Section 4.4 Election.

4.4.1 PTO Board Member. Prior to April 30 each year, the PTO shall notify its members of the upcoming vacancy in the PTO Board Member position through email and request nominations. Each nominee shall be asked to complete a questionnaire. The responses of the nominees and an electronic ballot shall be emailed to all PTO members and parents. For purposes of these Bylaws, "parents" shall be defined as the legal guardians of each student at George Washington Academy. Parents of each George Washington Academy student may cast one vote. The nominee receiving the most votes shall be appointed to the Board. If the

PTO has not elected a PTO Board Member by April 30 of any given year, the Board may appoint the PTO Board Member for that year.

4.4.2 Majority vote. For all Board positions other than the PTO Board Member and the Administrative Representative, the Board shall evaluate candidates. A person is elected to a Board position by majority vote of the Board members. If a Board Member is being considered for reelection, such Board Member shall be excluded from the vote.

4.4.3 Administrative Representative. The Administrative Representative shall be the Executive Director of George Washington Academy. The Administrative Representative is a non-voting Board member. The Administrative Representative's term of office shall correspond with his or her term of employment as Executive Director.

Section 4.5 Limit on Consecutive Terms. After serving three (3) consecutive terms, a Board Member may only be reappointed for additional one (1) year terms with the approval of two-thirds (2/3) of the Board Members entitled to vote. The Board Member being considered for reelection shall be excluded from the vote.

Section 4.6 Resignations and Removals. 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.

4.6.1 Removal by majority vote. A Board member may be removed upon majority vote of Board members.

4.6.2 Resignation. 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.

Section 4.7 Filling Vacancies. Vacancies of the Board positions may be temporarily filled by election by the majority of the then current Board members.

4.7.1 Temporary Appointment. A vacancy may be filled for the remainder of a term by approval of the Board members, or, if the number of Board members then in office is less than a quorum, by any of the following:

4.7.1.1 the unanimous written consent of the Board members then in office.

4.7.1.2 the affirmative vote of a majority of the Board members then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws.

4.7.1.3 a sole remaining Board member.

Section 4.8 Compensation. Board members shall serve without any compensation for their service as Board members. Board members may receive a reasonable advance or reimbursement of expenses incurred in the performance of their duties as may be fixed or determined by resolution of the Board members and in accordance with applicable federal and state tax codes. Board members may not be compensated for rendering services to the corporation in any capacity unless such other compensation is reasonable and is allowable under the provisions of Section 5.5.

Section 4.9 Liability.

4.9.1 Non-Liability of Board members. No Board member shall be held personally liable (individually or collectively) for the debts, liabilities, or other obligations of the corporation, except, and only to the extent to which, such liability is proven to be the direct result of specific criminal misconduct by said Board member.

4.9.2 Indemnification by Corporation of Board members, Officers, Employees, and Other Agents. To the extent that a person who is, or was, a Board member, Officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by these Bylaws but only to the extent allowed by, and in accordance with the requirements of, applicable state and federal income tax codes.

4.9.3 Insurance for Corporate Agents. The Board members shall adopt a resolution authorizing the purchase and maintenance of directors and officers liability insurance.

Section 4.10 Meetings.

4.10.1 Place of meetings. Regular and special meetings of the Board shall be held at any place that may be designated by the Board members.

4.10.2 Regular Meetings. The GWA Board of Directors meets regularly. The Board may modify the time, date and frequency of such Regular Meetings from time to time, as it sees fit. Notice of the schedule for annual regular meetings shall be given at least once each year.

4.10.3 Special Meetings. Special meetings of the Board may be called by any one or more Officers or Board members.

4.10.4 Notice of Meetings.

- 4.10.4.1 Regular Meetings.* Regular meetings of the Board may be held at the times specified in Section 4.10.2, with notice of not less than 24 hours.
- 4.10.4.2 Special Meetings.* Special meetings of the Board may be held upon not less than 24 hours notice.
- 4.10.4.3 Public Notice.* Public notice for regular and special meetings shall be deemed to have been delivered at the time of posting at the front doors of George Washington Academy and posting on the Utah Public Notice Website. Notice may also be emailed to all families of students at George Washington Academy with valid email addresses on file.
- 4.10.4.4 Adjourned Meetings.* Notice of the time and place of reconvening an adjourned meeting need not be given to absent Board members if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than four (4) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Board members absent from the original meeting if the adjourned meeting is held more than four (4) hours from the time of the original meeting.
- 4.10.4.5 Emergency Meetings.* The notice requirements of Section 4.10.4.3 and 4.10.5 may be disregarded if, because of unforeseen circumstances, it is necessary for the Board to hold an emergency meeting to consider matters of an emergency or urgent nature, and the Board gives the best notice practicable of (a) the time and place of the emergency meeting and (b) the topics to be considered at the emergency meeting. An emergency meeting may not be held unless (a) an attempt has been made to notify all the members of the Board and (b) a majority of the members of the Board approve the meeting.
- 4.10.4.6 Closed Meetings.* Closed meetings may be held for the purposes set forth in Utah Code §52-4-205 if (a) a quorum is present, (b) the meeting is an open meeting for which notice has been given, and (c) two-thirds of the Board members present at the open meeting vote to approve closing the meeting. Closed meetings shall be conducted in accordance with Utah Code §52-4-204, 205, and 206.
- 4.10.4.7 Electronic Meetings.* The Board may conduct electronic meetings pursuant to Utah Code § 52-4-209.

4.10.5 Contents of Notice. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The notice shall include an agenda with reasonable specificity to notify the public as to the topics to be considered at the meeting. The Board may set time limits for discussion of each or any agenda item contained in the notice.

4.10.6 Conduct of Meetings. Meetings of the Board shall be presided over by the Board President, or, another Board member as designated by the Board President. The Board President may designate a person to act as Secretary of all meetings of the

Board. In the Secretary's absence, the presiding Board member shall appoint another person to act as Secretary of the meeting.

4.10.7 Time Limits. The Board President may set a time limit for each speaker, as well as a cumulative time limit for all speakers. The Board President may waive or extend the time limit for any speaker(s) or any agenda items without prejudice to enforcing the time limits for any other speaker(s) or agenda items.

4.10.8 Public Input. Individuals who want to address the Board, including but not limited to Board members, must give notice in writing no less than one week before Board meetings so they can be listed on the agenda. Items will be added to the agenda at the discretion of the Board President.

4.10.9 Open and Public Meetings Act Training. The Board President shall ensure that the members of the Board are provided with annual training in June on the requirements of the Utah Open and Public Meetings Act under Utah Code §52-4-101, et seq.

Section 4.11 Board Action. Robert's Rules of Order will be used as the basis to conduct Board meetings.

4.11.1 Quorum. A majority of the authorized number of Board members constitutes a quorum.

4.11.2 Majority and Board Action. Every act or decision executed or made by a majority of the Board members present at a meeting duly held at which a quorum is present is the act of the Board, except as otherwise set forth in these Bylaws. Votes will be submitted verbally with "ayes" or "nays," with the count being recorded by the Secretary.

ARTICLE V **OFFICERS**

Section 5.1 Number of Officers. The Officers of this corporation shall include a Board President, Vice President, Chief Financial Officer/Treasurer, and Secretary, each of whom must be a member of the Board. The corporation may also designate, upon approval by the Board from time to time, other Officers. Any number of offices may be held by the same person, except that the Chief Financial Officer/Treasurer and Administrative Representative may not simultaneously serve as the Board President.

Section 5.2 Qualifications, Appointment and Term. Any natural person of legal majority may serve as an Officer of this corporation. Officers shall be appointed by the Board from time to time (except the Secretary, who shall be appointed by the Board President from time to time), and each Officer shall hold office until he or she

resigns, is removed, is otherwise disqualified to serve, or until his or her successor shall be appointed and qualified, whichever occurs first.

5.2.1 Sub Officers. The Board members may appoint such other Officers or agents as it may deem desirable, and such Officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

5.2.2 Removal and Resignation. Any Officer may be removed, either with or without cause, by a majority vote of the Board, at any time. Any Officer may resign by giving written notice of resignation to the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any Officer of the corporation.

5.2.3 Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer other than the Secretary, shall be filled by the Board. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

Section 5.3 Duties of Officers.

5.3.1 Board President. The Board President of the corporation shall, subject to the control of the Board, supervise and control the affairs of the corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, by these Bylaws, or which may be prescribed from time to time by the Board. He or she shall preside at all meetings of the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

5.3.2 Chief Financial Officer/treasurer. Subject to the provisions of Article VIII, the Chief Financial Officer shall:

5.3.2.1 Oversee, and be responsible for, all funds and securities of the corporation, and see that all such funds are deposited in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board

5.3.2.2 Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever

- 5.3.2.3 Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements
- 5.3.2.4 Oversee the business administrator who is the authorized designee to make disbursements on a daily basis.
- 5.3.2.5 Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses
- 5.3.2.6 Exhibit at all reasonable times the books of account and financial records to any Board member of the corporation on request therefore
- 5.3.2.7 Render to the Board President and the Board, whenever requested, an account of any or all of his or her transactions as Chief Financial Officer and of the financial condition of the corporation
- 5.3.2.8 Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports
- 5.3.2.9 In general, perform all duties incident to the office of Chief Financial Officer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

5.3.3 Vice President. In the absence of the Board President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the Board President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Board President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board.

5.3.4 Secretary. The Secretary shall:

- 5.3.4.1 Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date;
- 5.3.4.2 Keep at the principal office of the corporation, or at such other place as the Board may determine, a book of minutes of all meetings of the Board and, if applicable, meetings of committees of Board members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- 5.3.4.3 See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- 5.3.4.4 Be custodian of the records of the corporation;
- 5.3.4.5 If the corporation has a seal, keep a copy of the seal and see that the seal is affixed to all duly executed documents, the execution of which on behalf the corporation under its seal is authorized by law or these Bylaws;
- 5.3.4.6 Exhibit at all reasonable times to any Board member of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the Membership book, and the minutes of the proceedings of the Board of the corporation;

- 5.3.4.7 Maintain minutes of Board meetings; and
- 5.3.4.8 In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board President.

Section 5.4 Compensation. Officers shall serve without any compensation for their service as Officers. Officers may receive a reasonable advance or reimbursement of expenses incurred in the performance of their duties as may be fixed or determined by resolution of the Board. Officers may not be compensated for rendering services to the corporation in any capacity other than Board member or Officer unless such other compensation is reasonable and is allowable under the provisions of Section 5.5.

Section 5.5 Conflict of Interest. Officers are subject to the conflict of interest rules under applicable federal and state income tax codes.

ARTICLE VI **COMMITTEES**

Section 6.1 Committees. The Board may establish committees, other than an executive committee, each consisting of one or more Chairpersons.

Section 6.2 No Executive Committee. The Board shall not establish or delegate its powers to any “Executive Committee” in the sense usually described in the Bylaws of nonprofit corporations.

Section 6.3 Advisory Committees. The corporation may create such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also Board members. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” committees.

Section 6.4 Other Committees. The Board may create additional committees appropriate to operation of the corporation or of its school.

ARTICLE VII **MEMBERS**

The corporation shall not have any general members.

ARTICLE VIII **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

Section 8.1 Execution of Instruments. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the corporation to enter

into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation, and to issue checks in a nominal amount for the day to day operations of the school, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

- Section 8.2 Checks and Notes.** Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, warrants issued by the County Treasurer and other evidence of indebtedness of the corporation shall be signed by two of the following: Board President, Vice President, the Executive Director, or Chief Financial Officer.
- Section 8.3 Deposits.** All funds of the Board shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as agreed to by the Board.
- Section 8.4 Gifts.** The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE IX

CORPORATE RECORDS AND REPORTS

- Section 9.1 Maintenance of Corporate Records.** The corporation shall keep at its principal office in the State of Utah:
- 9.1.1 Minutes of all meetings of Board and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; such information to be used only for the intended purposes of conducting the proper business of the corporation.
 - 9.1.2 Adequate and correct books and records of account, including accounts of its employees, properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
 - 9.1.3 A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.
- Section 9.2 Board Members' Inspection Rights.** Every Board member shall have the absolute right at any reasonable time 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 and copying is subject to applicable laws.
- Section 9.3 Annual Report.** The Board shall cause an annual report to be furnished not later than one hundred and eighty (180) days after the close of the corporation's fiscal

year to all Board members, which report shall contain the following information in appropriate detail:

- 9.3.1 The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year
- 9.3.2 The statement of operations including revenue and expenses, during the fiscal year.

ARTICLE X
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Board member, Officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or monetary profit from the operations of the corporation; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

ARTICLE XI
AMENDMENT OF BYLAWS

Subject to any provisions of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted, so long as the altered, amended or new Bylaws are not in conflict with the Articles of Incorporation, by majority vote of the Board.

ARTICLE XII
AMENDMENT OF ARTICLES OF INCORPORATION


The Articles of Incorporation may be amended by the approval of two-thirds (2/3) of the Board members entitled to vote.

ARTICLE XIII
FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

Secretary's Certificate

I, THE UNDERSIGNED, being the Secretary of George Washington Academy, a Utah nonprofit corporation, do hereby certify the foregoing to be the bylaws of such corporation, as adopted by vote of its Board, dated effective the 27th day of June, 2019.

By: 
Matthew F. Hafen, Secretary