

# BYLAWS OF C.S. LEWIS ACADEMY

A Utah Nonprofit Corporation

Dated: 2006

Pursuant to the provisions of the Utah Nonprofit Corporation Act, the Board of Directors of the C.S. Lewis Academy, a Utah nonprofit corporation, hereby adopts the following Bylaws for such nonprofit corporation.

## ARTICLE I

NAME, FISCAL YEAR, and PRINCIPAL OFFICE

- 1.1 Name. The name of the nonprofit corporation is the C.S. Lewis Academy (the “Academy”).
- 1.2 Offices. The initial principal office of the Academy shall be located at 1038 S. 530 W., Payson, Utah.
- 1.3 Fiscal Year. The fiscal year of the Academy shall coincide with the fiscal year of the Nebo School District.

## ARTICLE II

PURPOSES

- 2.1 Mission Statement. The mission of C. S. Lewis Academy is to create a dynamic learning environment where students can develop a love of learning through self-critique and self-motivation. An intensive study of literature combined with a collaborative effort between parents, students, and educators will empower students to engage in independent and creative thinking, problem solving, and effective communication. C.S. Lewis Academy is committed to developing a diverse school community and to instilling values of responsibility, accountability, and respect.
- 2.2 Objectives. The Academy is organized for the following educational purposes:
  - to expand students’ inherent curiosity into a life-long desire to read and write;
  - to provide students’ with confidence in their literacy skills that will assist them throughout their lives;
  - to encourage self motivation and responsibility by providing interesting, worthwhile, and creative learning opportunities through distinctive approaches that stimulate curiosity and creativity within each student;
  - to nurture the creative abilities of each student;
  - to foster a sense of self worth within all students;
  - to incorporate practices and pursue opportunities that foster parental involvement in students’ educational experiences;
  - to strive to achieve student performance levels that demonstrate each students progress as evidenced by the Academy’s State Test scores and/or other standardized tests.

## ARTICLE III

MEMBERS

- 3.1 Academy Members. The Academy’s Members shall consist of the parents or legal guardians of any student enrolled as a student at the Academy.

ARTICLE IV  
GOVERNANCE

- 4.1 Governing Body. A board of directors (the “Academy Board” or the “Board”) shall govern the Academy. The Academy Board shall consist of seven (7) voting members who will be comprised of no less than five (5) parents of enrolled Academy students and a maximum of two (2) local community/business leaders.
- 4.2 Academy Board Membership. Excluding the Initial Board Membership, the Academy Board shall consist of voting members who have been elected by the parents of the children enrolled at the Academy. All Board members must sign a Board Member Code of Conduct agreement prior to serving. Only one Academy family member may serve on the Board at any given time. No Board member may receive remuneration for Board service. No employee of the Academy may serve as a voting Board member.
- 4.2.1 Initial Board Membership. The “Initial Board” is defined as the first Board of Directors established after incorporation of C.S. Lewis Academy in FY 2006. The Initial Board shall consist of seven (7) Board Members appointed by the Academy’s Founders.
- 4.2.2 Appointing and Removal of Initial Board Members. Appointed board members shall be chosen and appointed by a majority vote of the Academy’s Founders. Removal of an appointed board member shall be accomplished by a majority vote of the Academy Founders. In the event the Academy Founders vote to remove an appointed board member, a replacement appointee shall be chosen by the Academy Founders according the procedures outlined in this section and the replacement shall finish the original term of the removed appointed member.
- 4.2.3 Initial Board Membership Terms. On the Initial Board, terms will be as follows: one (1) appointed member will serve a three (3) year term, two (2) appointed members will serve a four (4) year term, two (2) appointed members will serve a five (5) year term, and two (2) appointed members will serve a six (6) year term, as determined by the Academy Founders. Upon expiration of the appointed member’s term, the replacement Board Member shall be elected in accordance with the election procedures in Section 4.4.
- 4.2.4 Quorum Requirements for Appointing or Removing Board Members. The presence of Academy Founders constituting at least two-thirds (2/3) of the Founder’s listed in the Academy’s charter shall constitute a quorum for the purpose of making appointments to the Board. In the event that an Academy Founder no longer wishes to participate in the appointment procedures, that founder may remove himself/herself from the appointment process by placing this in writing; if a founder removes himself/herself from the appointment procedure in a writing, that Founder is no longer counted for purposes of determining whether or not a quorum exists for the purposes of appointing or removing a board member.
- 4.3 Principal’s Attendance at Board Meetings. The Academy’s Principal shall attend all Board meetings in an advisory capacity, but shall have no vote. Under reasonable circumstances, the Principal’s absence may be excused by the Board.
- 4.4 Board Member Elections. Following the expiration of each Initial Board Member’s Term, Academy Board elections shall begin during the first week in May of the year in which a term or

terms have expired; all subsequent elections shall be held in the month of May. Academy Board elections shall begin each year during the first week of May. Elections shall extend for a ten-day period beginning on the Wednesday of the first full week of May, until the Friday of the following week. During this election period, the hours for voting shall be from the beginning of the school day until one half hour after the school day has ended, however, there shall be no less than two days in which the hours provided for voting shall extend until 7:00 p.m. If the first or last day designated for voting falls on a legal holiday, then the election period will begin or end on the following business day.

- 4.4.1 Election Advertising. The Academy Board shall advertise for Board candidates during the first week of April. Upon request, the Board shall provide interested candidates with Board Member Application forms and Candidate Information forms. Candidates must complete these forms and return them to any member of the Board by the end of the second full week in April. The Board shall publish a list of candidates and their corresponding forms not less than two (2) weeks prior to the scheduled election.
- 4.4.2 Voting Restrictions. Each Academy family will be accorded one vote per available position. Proxy voting is prohibited.
- 4.4.3 Election Outcomes. Those candidates receiving the most votes will fill the available seats in the Academy Board. In the event of a tie vote for a position, a second ballot will be cast for that position only, with only the tied candidates eligible for the position. Should a second tie occur, a result will be obtained by flipping a coin.
- 4.4.4 Terms. Subject to the provisions of section 4.2.3, board member terms are for two (2) years and are staggered. Following the expiration of each Initial Board Member's term, four (4) board members will be elected in even-numbered years, and three will be elected in odd-numbered years. Each member is limited to two (2) consecutive terms. If a member resigns, is removed from office or their second term expires, they must wait a minimum of one year before running for re-election.
- 4.4.5 Board Reorganization. Following each May election, the Academy Board shall vote to select its own leadership. At the Board's own discretion, it may also reorganize following the filling of a Board vacancy.
- 4.4.6 Special Elections. In the event of dismissal, resignation, or other vacancy of the Academy Board (other than any vacancy which occurs within six (6) months before a regularly scheduled election), the Board will conduct a special election to fill the remaining portion of the vacant member's term. For a vacancy which occurs within six (6) months of a regularly scheduled election (three (3) months in the event that such vacancy was the result of a successful recall vote), the remaining Board members will appoint a replacement from the candidates who submit their names to serve until the next regularly scheduled election. The Board at its sole discretion can determine whether or not the Board will reorganize following the filling of a vacancy.
- 4.4.7 Advertising for Special Elections. In the event of a special election, the Academy Board shall advertise the vacancy and request candidate nominations within one (1) week of the confirmation of the vacancy. Interested candidates must apply and submit the necessary paperwork within two (2) weeks of the advertising of the vacancy. An election to fill the vacancy will occur within four (4) weeks of the advertising of the vacancy. The special

election shall run for a period of three (3) days during normal school hours with a minimum of one (1) evening until 7:00 p.m.

- 4.5 Quorum and Manner of Acting. At each Academy Board meeting, the presence of members constituting at least two-thirds (2/3) of the Board membership shall constitute a quorum for the transaction of business, and the act of a majority of the Board members present at any meeting at which a quorum is present shall be the act of the Board.
- 4.6 Principal. The Principal shall serve as the chief administrator for the day-to-day operations of the Academy, as well as such other services and duties as shall be assigned by the Academy Board. The Principal shall attend all Academy Board meetings in an advisory capacity. The Principal shall be appointed by the Board and may be removed by a vote of the majority of the Board, with or without cause, whenever in the Board's judgment, the best interests of the Academy are served by such action.

## ARTICLE V POWERS AND RESPONSIBILITIES

The following section provides the general duties and responsibilities of the Academy Board as a whole and the individual Board members.

- 5.1 General Powers. The Academy Board shall manage the property, affairs, and business of the Academy. The Board may exercise all of the powers of the Academy, whether derived from law or the Articles of Incorporation of the Academy, except such powers as are by law, by the Articles of Incorporation, by these Bylaws vested solely in the members. The Board may by written contract delegate, in whole or in part, to a professional management organization or person such of its duties, responsibilities, functions, and powers as are properly delegable. However, the Board shall not delegate its responsibility and ultimate accountability for the Academy's operations and performance.
- 5.3 Setting Policy. The Academy Board shall set and enforce policy and ensure that the Academy operates in a manner consistent with the Mission Statement, the Academy's charter, and all applicable laws. These policies shall include, but are not limited to the following:
- 5.2.1 Grievances Policy. The Academy Board shall approve and administer a grievance policy and procedure;
  - 5.2.2 Admissions Policy. The Academy Board shall approve and administer an admissions policy that is in compliance with applicable law and ensure compliance with all aspects of the policy;
  - 5.2.3 Code of Conduct/Discipline. The Academy Board shall be responsible for the implementation and monitoring of a code of conduct and discipline policy consistent with the applicable law and charter contract;
  - 5.2.4 Employment Policies. The Academy Board shall approve and implement policies regarding employee termination, employee evaluation and employment of relatives.
- 5.3 Budget. The Academy Board shall be ultimately responsible for the preparation and approval of an annual budget, and must ensure that the Academy operates within that budget.

- 5.4 School Calendar. The Academy Board shall approve and establish a school calendar, including any changes made during the school year.
- 5.5 Record Keeping and Reporting. The Academy Board shall be ultimately responsible for the maintenance of any records or documents required by law or provided for by the charter contract. Additionally, the Academy board shall be ultimately responsible for the timely filing of all reports required pursuant to local, state, and federal regulations.
- 5.6 Facility Acquisition/Possession. The Academy Board shall negotiate and approve any contracts for the lease or purchase of the Academy's facilities, including any changes or renewals of the facility lease/purchase agreements, and shall establish any policies for facility use.
- 5.7 Board Meetings. The Academy Board shall convene at least one regular monthly meeting, subject to the Open Meetings Law, and will provide an opportunity for public input. Additionally, the Board may convene work sessions as it deems appropriate.
- 5.8 Academy Staffing. The Academy Board shall approve or disapprove all hiring and termination recommendations, and approve all staff employment contracts.
- 5.9 Enforcing Rights. The Academy Board, at its sole discretion and judgment, may enforce all contract issues or other legal rights pertaining to the Academy.
- 5.10 Miscellaneous. The Academy Board shall perform such other duties as are appropriate and necessary to the safe and effective operations of the Academy, and which promote the Academy's commitment to educational excellence.

## ARTICLE VI OFFICERS

- 6.1 Board Officers. All Officers of the Academy shall be chosen by and from among the Academy Board members. The presiding officer of the Board shall be the Chief Administrative Officer. The Board may also elect other Officers to serve as Vice President, Secretary, and Treasurer.
- 6.2 Chief Administrative Officer ("CAO"). The CAO shall preside over all regular and other official Academy Board meetings, have general charge of the business of the Board, and carry out its policies under the direction of the Board. The CAO shall have authority to delegate duties and responsibilities to other Board members. The CAO shall assist in the formation of committees as required, and appoint committee chairs and other committee members, subject to concurrence of the Board.
- 6.3 Vice President. The Vice President shall have all the powers and perform the duties of the CAO in the absence or disability of the CAO. The Vice President shall perform such other duties as from time-to-time may be assigned by the CAO. The Vice President shall take full responsibility for organizing and overseeing elections to the Academy Board, except in those instances where the Vice President's involvement in the elections could constitute a conflict of interest, in which case the CAO shall appoint another Board member to oversee the elections.
- 6.4 Secretary. The Secretary shall keep or cause to be kept full minutes of all meetings of the Academy Board, including a record of each member's attendance, and all acts and votes of the Board. The minutes shall be kept in one or more bound books, and shall be available in the

Principal Office for inspection by members of the public. The Secretary shall see that all notices of upcoming meetings are duly posted in accordance with the provisions of these Bylaws or as required by law, and shall perform such other duties as from time-to-time may be assigned by the CAO.

- 6.5 Treasurer. The Treasurer shall have general supervision of the financial affairs of the Academy, subject to Board concurrence, and shall have power to disburse funds, sign checks, drafts or other payments of money, and make or cause to be made monthly financial statements to the Board. The Treasurer shall also perform such other duties as may from time-to-time be assigned by the CAO.
- 6.6 Officer Removal and Resignation. Any Officer may resign at any time by providing written notice to the CAO or the Secretary of the Academy Board. Such resignation shall take effect at the time specified therein; and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Any Board Officer may be removed from office (but not from membership on the Board) at any time, provided just cause exists and in the Board's judgment, the best interests of the Academy are served by the removal. Removal is accomplished by a majority vote of the Board members, and whenever.

## ARTICLE VII COMMITTEES

- 7.1 Designation of Committees. The Academy Board may, from time to time, by resolution, designate such committees of its members as it may deem appropriate in carrying out its duties, responsibilities, functions and powers. The membership of each committee designated hereunder shall include at least one (1) Board member. Those elected to the Board will be expected to serve on a minimum of one (1) committee. No committee member shall receive compensation for services rendered to the Academy as a committee member; provided, however, that committee members may be reimbursed for expenses incurred in performance of their duties as committee members and, except as otherwise provided by these Bylaws, may be compensated for services rendered to the Association other than in their capacities as committee members.
- 7.2 Proceedings of Committees. Each committee designated hereunder by the Academy Board may appoint its own presiding and recording officers and may meet at such places and times upon such notice as such committee may from time to time determine. Each committee shall keep a record of its proceedings and shall regularly report such proceedings to the Board.
- 7.3 Quorum and Manner of Acting. At each meeting of any committee designated hereunder by the Academy Board, the presence of members constituting at least two-thirds (2/3) of the authorized membership of such committees shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee. The members of any committee designated by the Board hereunder shall act only as a committee, and the individual members thereof shall have no powers as such.
- 7.4 Resignation and Removal. Any member of any committee designated hereunder by the Academy Board may resign at any time by delivering a written resignation either to a member of the Board or to the presiding officer of the committee of which the person is a member. Unless otherwise specified therein, such resignation shall take effect upon delivery. The Board may at any time, for or without cause, remove any member of any committee designated by it hereunder.
- 7.5 Vacancies. If any vacancy should occur in any committee due to disqualification, death, resignation, removal, or otherwise, the remaining members shall, until the filling of such vacancy,

constitute the then total authorized membership of the committee and, provided that two (2) or more members are remaining, may continue to act. Such vacancy may be filled at any meeting of the Academy's Board members.

- 7.6 Standing Committees. The following committees will be standing committees of the Academy Board and will operate on an advisory basis. Faculty Committee (one Board member plus additional parent members); Discipline and Dress Code Committee (one Board member plus additional parent members and staff members); Safety Committee (one Board member plus additional parent members, staff and community members); Accountability Committee (one Board member plus additional parent members and staff members); Curriculum Committee (one Board member plus additional parent members and staff members). The Board will appoint standing committee members from among Academy parents, and may also appoint Academy staff members. The Board may also establish ad hoc committees if it determines that such action is in the best interests of the Academy and its goals and objectives.
- 7.6.1 Faculty Committee. The Faculty Committee will assist the Principal in gathering parent feedback on teacher performance. The parent feedback shall be collected only by the Principal, used as part of the Principal's review of the classroom performance of all teachers (full and part-time), summarized for the Academy Board and may be used as a factor in determining performance-based bonuses and/or contract renewals. The Faculty Committee is also responsible for assisting the Board in the process of interviewing candidates for administrative and instructional positions at the Academy.
- 7.6.2 Discipline and Dress Code Committee. The Discipline and Dress Code Committee monitors discipline and dress code concerns, develops recommendations relating to discipline and dress code policies and issues, and reports its findings and recommendations to the Academy Board for Review and action.
- 7.6.3 Safety Committee. The Safety Committee monitors safety concerns, develops recommendations relating to school safety related policies and issues, and reports its findings and recommendations to the Academy Board for review and action.
- 7.6.4 Accountability Committee. The Accountability Committee is an advisory committee charged with monitoring the Academy's fulfillment of its special emphasis, mission, goals, and objectives as stated in the Academy's charter. This committee is responsible for: (a) overseeing the development and adoption of student performance goals and school improvement plan; (b) developing and circulating parent questionnaires designed to assess parents' satisfaction with the operation of the school and the performance of the administration and Academy Board; and (c) assisting the Board and administration in the process of educational audits, school assessments, and the like.
- 7.6.5 Curriculum Committee. The Curriculum Committee reviews the Academy's curriculum and researches and recommends instructional resources and materials, library, media and computer programs in an effort to improve the Academy's academic performance and ensure the Academy's instructional program aligns with its educational philosophy, mission statement, and special emphasis. The Curriculum Committee forwards such recommendations to the Academy Board for review and action.
- 7.6.6 Elections Committee. The Elections Committee assists the Vice President and the Board in recruiting parents, guardians, and community/business leaders to serve as Academy

Board member. Also, the Elections Committee assists the Board in organizing and overseeing elections.

#### ARTICLE VIII TERMINATION OF BOARD MEMBERSHIP

- 8.1 Removal of Board Member. Membership on the Academy Board may be terminated without the consent of the subject Board member, provided a minimum of one (1) week notice is given to the subject member in a properly published and posted agenda, and provided just cause exists and in the Board's judgment, the best interests of the Academy are served by the removal. Removal of a Board member is established by a vote of five (5) Board members.
- 8.2 Mandatory Meetings. Attendance at the monthly Academy Board meetings is mandatory. Any Board member receiving three (3) unexcused absences annually from regularly scheduled meetings shall be removed from the Board unless a majority of the remaining Board members determine that circumstances warrant retaining the member. After six (6) excused absences, a member may be removed from the Board by a majority vote. The CAO shall determine whether absences are excused or unexcused.
- 8.3 Unethical Conduct. Unethical or illegal conduct shall be grounds for immediate removal, whether or not such conduct occurs while acting in the capacity of a Board member.
- 8.4 Removal by Petition. If a petition to remove one or more members is presented to the Academy Board, such petition shall compel the Board to add the petition as an item on the agenda for the next regular Board meeting. Such a petition must contain the names of fifty (50) families or a number equaling one-fourth (1/4) of Academy families, whichever is greater. A petition to remove one or more Board members must be given to either the CAO or Secretary no less than fifteen (15) days prior to the Board meeting date, and no less than four (4) months prior to the expiration of the term of office for any Board member who is the subject of such a petition. Such a petition must state the reason(s) for the removal of the member(s) and the name of the person(s) responsible for submission of the petition to the Board. If the petition is not withdrawn by the responsible person(s) named on the petitions, the Board will submit the matter one (1) month later to the Academy members for a vote to remove or retain the subject Board member. Any vacancy will be filled as provided for in these Bylaws under the Special Election heading. In order to prevent interference with students, petitions shall not be solicited on school grounds at any time from one hour before until one hour after normal school hours.

#### ARTICLE IX AMENDMENTS

- 9.1 Proposed Amendments. Any proposed amendments to these Bylaws shall be submitted in writing to the CAO. Copies of the proposed amendment shall be provided to all Academy Board members at least one (1) week prior to a regularly scheduled Board meeting. Consideration of amendments shall include an opportunity for the public to comment. An affirmative vote of five (5) Board members is required to adopt any proposed amendment, alteration, or new bylaws.

#### ARTICLE X DEFINITIONS

- 10.1 Parent. A “Parent” shall mean the adult or adults having legal custody of an Academy student, whether or not those parents reside in the same household. Notification of any adult having legal custody of a student shall constitute notification as used in these Bylaws.
- 10.2 Staff. “Staff” shall mean any person, including teachers, the Principal, assistant Principal, support personnel, etc., serving under an employment contract with the Academy.
- 10.3 Faculty. “Faculty” shall mean any person who has been hired as a teacher and does not include instructional assistants.

ARTICLE XI  
OPEN MEETINGS LAW, PUBLIC RECORDS,  
AND FAMILY EDUCATIONAL PRIVACY RIGHTS

- 11.1 The Academy acknowledges and agrees that it is subject to the provisions of the Utah Open Meetings Law, *Utah Code Ann. § 52-4-1 et seq.*, and the Academy will fully comply with the provisions of such law in connection with all its activities.
- 11.2 The Academy acknowledges and agrees that it is subject to the provisions of the Government Records Access and Management Act, *Utah Code Ann. § 63-2-101 et seq.*, and that it will fully comply with the provisions of such law in connection with all its activities.
- 11.3 The Academy acknowledges and agrees that it is subject to the provisions of Family Educational Privacy Rights, Buckley Amendment, 20 *U.S.C. § 1232(g)*, and that it will fully comply with the provisions of such law in connection with all its activities.

ARTICLE XII  
CONTRACTS

- 12.1 Contracts. The Academy Board may authorize any member or members of the Board or the Principal to enter into any contract and to execute and deliver any instrument in the name of and on behalf of the Academy. Such authority may be general or confined to specific instances or transactions and may not violate state or federal law.

ARTICLE XIII  
BOOKS AND RECORDS

- 13.1 Books and Records. The Academy shall keep correct records and shall keep minutes of the member meetings, Academy Board and Committee meetings, and shall keep at its office a record giving the names and addresses of each Academy Board member. The records may be inspected at any reasonable time. However, student records, personnel records and any other record protected under privacy laws are excluded.

ARTICLE XIV  
INDEMNIFICATION

- 14.1 Indemnification. No Officer or director of the Academy Board shall be personally liable for any obligations of the Academy or for any duties or obligations arising out of any acts or conduct of said Officer or director performed for or on behalf of the Academy. The Academy shall and does hereby indemnify and hold harmless each person and their heirs and personal representatives who shall serve at any time hereafter as members of the Board or officers thereof, from and against any

and all claims, judgments and liabilities to which such persons shall become subject by reason of either heretofore or hereafter serving as Officers or Board members of the Academy, or by reason of any action alleged to have been heretofore or hereafter taken or refrained from by any such Board member or Officer, and shall reimburse each such Officer or Board member for legal and other expenses reasonably incurred in connection with the defense of any such claim or liability; including the power to defend such person from all suits or claims as provided for under the provisions of the Utah Nonprofit Corporation Act or the corporation code of any state in which the Academy transacts business; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of such person's own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of the Academy to indemnify or reimburse such person in any proper case, even though not specifically herein provided for under this section. The Academy, its Board members, Officers, employees and agents shall be fully protected in taking any action or making any payment or in refusing to do so in reliance upon the advice of counsel. The indemnification herein provided shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any bylaw, agreement, vote of the Board members, Officers or otherwise, both as to action in an official capacity and as to such person who has ceased to be a Board member, Officer, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

ARTICLE XV  
CONSTRUCTION

- 15.1 The masculine gender, where appearing in these Bylaws shall be deemed to include the female gender and vice versa, and the singular shall be deemed to include the plural unless the context clearly indicates to the contrary.

CERTIFICATION

These Bylaws were approved at a meeting of the board of directors by a two-thirds (2/3) majority vote on \_\_\_\_\_, 2006

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date