

Second Amended and Restated Bylaws of St. George Academy

Approved by St. George Academy Board July 12, 2021

THE BOARD MEMBERS (DIRECTORS)

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 Directors.

Number. The number of Directors shall not be less than five (5) nor more than nine (9). All Directors shall have one vote. No amendment may change the number of Directors to a number less than five (5).

Composition. Directors shall serve staggered terms. All terms are for a period of three years beginning on May 1. Each director shall be assigned to a seat. Current seat numbers are outlined below:

<u>Member</u>	<u>Seat #</u>	<u>Term Start</u>	<u>Service Began</u>
Matt Smith-Lahrman	1	May 1, 2019	May 2019
Ami jo Comeford	2	May 1, 2020	May 2017
Carol Vallejo	3	May 1, 2021	May 2019
Dee Wilson	4	May 1, 2019	Mar 2020
Neil Walter, President, CAO	5	May 1, 2020	Aug 2016
Shane Laroia, Treasurer, CFO	6	May 1, 2021	Feb 2021
OPEN	7	May 1, 2019	
OPEN	8	May 1, 2020	
OPEN	9	May 1, 2021	

Appointment of Board Members. Directors shall review candidates for open Director position(s). A person may be appointed to a Board position by two thirds of the then current Directors. If the number of Directors then in office is less than a quorum, by any of the following:

- x the unanimous written consent of the Directors then in office
- x the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with these Bylaws
- x a sole remaining Director

Administrative Representative. The administrative representative shall be the Executive Director or their appointed delegate, as necessary. The administrative representative shall not be a member of the Board. The administrative representative's term of office shall correspond with his or her term as Executive Director.

Limit on Consecutive Terms. A Director may renew his or her term in three-year increments. No Director shall serve more than nine (9) consecutive years, except for the administrative representative.

Vacancy. Vacancy of a Director shall exist (1) on the death, resignation or removal of any Director or (2) whenever the number of authorized Directors is increased.

Removal by majority vote. A Director may be removed, either with or without cause, by two thirds of the then current Directors at a Board meeting.

Resignation. Any Director may resign effective upon giving written notice to the President of the Board, unless the notice specifies a later time for the effectiveness of such resignation. No Director 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.

Compensation. Directors shall serve without any compensation for their service as board members. Directors 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 and in accordance with applicable federal and state tax codes.

LIABILITY

Non-Liability of Directors. No Director 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 Director.

Indemnification by Corporation of Directors, Officers, Employees, and Other Agents. To the extent that a person who is, or was, a Director, 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.

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

MEETINGS

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

Regular Meetings. Regular meetings of the Directors shall be held at least six times per school year.

Special Meetings. Special meetings of the Directors may be called by any one or more Officers or Directors.

Notice of Meetings. Notice of meetings shall follow and comply with all applicable laws.

Contents of Notice. Notice of meetings shall specify the place, day and hour of the meeting. The purpose of any Director meeting need not be specified in the notice, except that specific topics requiring Director action shall be listed in an enclosed agenda.

Conduct of Meetings. Meetings of the Directors shall be presided over by the President of the Board, or, another Director as designated by the President of the Board. The President may designate a person to act as secretary of all meetings of the Directors, provided that, in his or her absence, the presiding Director shall appoint another person to act as secretary of the meeting.

Time Limits. Each person present at a meeting of the Directors may speak briefly regarding the agenda items. The President, or designee, shall chair the meeting and may set a time limit for each speaker or agenda item, as well as a cumulative time limit for all speakers. The President, or designee 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.

Director Action. Unless outlined in these Bylaws, Robert's Rules of Order will be used as the basis to conduct Director Meetings.

Quorum. A majority of the authorized number of Directors in attendance at a board meeting constitutes a quorum.

Majority and Director Action. Unless specified herein, every act or decision executed or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Directors.

OFFICERS

Number of Officers. The Officers of this corporation shall include a Chief Administrative Officer (Board President) and a Chief Financial Officer. The Chief Administrative Officer shall also serve as the President of the Board and must be an elected member of the Directors. The Chief Financial Officer must be a Director and shall also act as Treasurer. The corporation may also designate, upon approval by the Directors from time to time, other Officers. Any number of offices may be held by the same person, except that the Chief Financial Officer may not simultaneously serve as either the Chief Administrative Officer or the President of the Board. The Administrative Representative shall not serve as President of the Board.

Qualifications, Appointment and Term. Officers shall be appointed by the Directors, from time to time, and each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be appointed and qualified, whichever occurs first.

Sub Officers. The Directors 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 Directors.

Removal and Resignation. Any Officer may be removed, either with or without cause, by the Directors, at any time. Any Officer may resign at any time by giving written notice to the Directors. 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 Directors relating to the employment of any Officer of the corporation.

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

DUTIES OF OFFICERS

Chief Administrative Officer (Board President). The Chief Administrative Officer of the corporation shall, subject to the control of the Board of Directors, 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 Directors. Unless another person is specifically appointed as President of the Board, he or she shall preside at all meetings of Directors. 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 Directors. The President may designate an individual to serve as the corporate secretary. The corporate secretary shall maintain records of the corporation, maintain minutes of Director meetings, and in general, perform all duties incident of the corporate secretary.

Chief Financial Officer. The Chief Financial Officer shall:

- x Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Directors
- x Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever
- x Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Directors, taking proper vouchers for such disbursements
- x Be available, or through an authorized designee be available, on a daily basis to make disbursements
- x 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
- x Exhibit at all reasonable times the books of account and financial records to any director of the corporation on request therefore
- x Render to the Chief Administrative Officer and Directors, 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
- x Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports
- x 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 Directors

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 Directors. Officers may not be compensated for rendering services to the corporation in any capacity other than Director or Officer unless such other compensation is reasonable and is allowable.

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

COMMITTEES

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

No Executive Committee. The Directors shall not establish or delegate its powers to any "Executive Committee" in the sense usually described in the Bylaws of non-profit corporations.

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

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

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Execution of Instruments. The Directors, 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 contractor engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Checks and Notes. Except as otherwise specifically determined by resolution of the Directors, 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 the Business Administrator, Chief Financial Officer or by the Chief Administrative Officer of the corporation.

Deposits. All funds of the corporation 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

Directors.

Gifts. The Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

CORPORATE RECORDS AND REPORTS

Maintenance of Corporate Records. The corporation shall keep at its principal office in the State of Utah:

- x Minutes of all meetings of Directors and committees of the Directors, 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
- x 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
- x A copy of the corporation's Articles of Incorporation and Bylaws as amended

Directors' Inspection Rights. Every Director 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.

Annual Report. The Directors 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 Directors, which report shall contain the following information in appropriate data: the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year, the statement of operations including revenue and expenses during the fiscal year.

Business Administrator

St. George Academy will employ or contract with a Business Administrator who may be asked to carry out example duties as listed below. The Board may modify this list at any time. The Business Administrator will report to the Board of Directors.

- x Establish, in conjunction with the Director and the Board, accounting policies and procedures
- x Implementation of accounting policies under Board approval
- x Creation, in conjunction with the Executive Director and the Board, of the annual budget.
- x Financial reporting to the Board

- x Maintain appropriate liability insurance
- x Building/grounds construction management, operation and maintenance
- x Maintain school Financial Records and coordinate annual audits
- x Implementation of auditor recommendations where found warranted
- x Special programs consulting
- x Financial reporting to State
- x Maintaining Board minutes/audio recordings and submitting reports to State
- x Act as payroll manager for all employees.
- x Legal issue research and resolution, with Board approval
- x Janitorial service contracting (if needed)
- x Other duties as assigned

AMENDMENT

Amendment

These bylaws may be amended by two thirds of the sitting directors. In no instance shall less than five directors be authorized to amend these bylaws.