
I. ORGANIZATION

- A. Anchor Location: The physical location from which an electronic meeting originates, or the participants are connected (Utah Code § 52-4-103).
- B. Principal Office: The principal office of Athlos Academy of Utah, a Utah Nonprofit Corporation ("Corporation"), is 12309 South Mustang Trail Way, Herriman, UT 84096. The Corporation may have other offices as the Board of Directors may designate or as the business of the Corporation may require.
- C. Powers: The Corporation shall have such powers as are now or may hereafter be granted by the Utah Revised Nonprofit Corporation Act (the "Act"), or any successor legislation; except that such powers may be exercised only in furtherance of the purposes of the Corporation as stated in its Articles of Incorporation and consistent with its status as a corporation described in Section 501(c)(3) of the Internal Revenue Code.
- D. Registered Office: The registered office of the Corporation required by the Act, to be maintained in the State of Utah, is 12309 South Mustang Trail Way, Herriman, UT 84096, UT 84096, and may be changed from time to time by the Board of Directors, or as otherwise provided by the Act.
- E. Seal: The organization shall not have a seal but may design a logo.
- F. Name Change: The organization may, by a two-thirds (2/3) vote of the Board of Directors, change its name.
- G. Purpose: The purposes of the Corporation are set forth in the Articles of Incorporation.

II. BOARD OF DIRECTORS

- A. General Powers and Standard of Care: The Board of Directors has authority to exercise all corporate powers and manage the business and affairs of the Corporation, except as otherwise provided in the Act or the Articles.

A Director shall perform his or her duties as a Director, including as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to

be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

1. Officers or employees of the Corporation the Director reasonably believes to be reliable and competent in the matters presented.
2. Legal counsel, public accountants or other persons as to matters that the Director reasonably believes to be within such person's professional or expert competence; or
3. A committee of the Board upon which the Director does not serve as to matters within the committee's designated authority, which committee the Director reasonably believes to merit confidence.

but a Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. A person who performs these duties of a Director shall have no liability to the Corporation by reason of being or having been a Director of the Corporation.

- B. Presumption of Assent: A Director of the Corporation who is present at a meeting of the Board of Directors at which any action on any corporate matter is taken is presumed to have assented to the action unless the Director's dissent is entered in the minutes of the meeting.
- C. Number, Election, and Qualification of Directors: The Board of Directors shall consist of at least five (5), but not more than nine (9) members, with the exact number fixed pursuant to resolutions adopted by the Board of Directors. Each Director shall serve a term of three years. The names and addresses of the members of the Founding Board of Directors have been stated in the Articles. Founding Directors shall be appointed by a majority vote of the existing Directors prior to August 1 of the year preceding the school's operation. Directors will be assigned a number one through eight based on their date of appointment as Directors. All Founding Directors must be appointed by the third year of the school's operation. Appointments will be held annually or as vacancies arise. Terms of Directors will be staggered as follows: Directors one (1) and three (3) shall be elected following year one (1) of the school's operation. Directors two (2), five (5), and seven (7) shall be elected following year two (2) of the school's operation. Directors four (4), six (6), and eight (8) shall be elected following year three (3) of the school's operation. Each Director shall serve a term of three (3) years. Directors may hold office for a maximum of two terms.

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- D. Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Directors. A Director elected to fill a vacancy is elected for the unexpired term of the Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors will receive an initial 3-year term.
- E. Resignation: A director may resign their position on the Board of Directors at any time. A resignation shall become official upon receipt of a letter by the Secretary of the Corporation stating an intent to resign.
- F. Removal of Directors: At a meeting of the Board of Directors called expressly for that purpose, any director may be removed with cause by a vote of a majority of the Directors then in office. Any Director may be removed at such a meeting without cause by a vote of two-thirds of the Directors then in office.
- G. Committees of the Board of Directors:
1. Membership: The Board of Directors, by resolution adopted by the Directors then in office, may designate and appoint one or more Director committees, each of which shall consist of two or more Directors. Committees may have non-voting members who are not Directors.
 2. Authority: Director committees, to the extent provided in the resolution establishing the committee, will have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no Director committee may have the authority of the Board of Directors in reference to (i) authorize distributions, (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets, (iii) elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees, or (iv) adopt, amend or repeal the Articles or these Bylaws. The designation and appointment of any committee and the delegation of authority to a committee does not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Board of Directors, or any individual Director.
 3. Tenure: Each member of a committee will continue as such until the next annual meeting of the Board of Directors of the Corporation and until a successor is appointed unless (i) the committee is sooner terminated, (ii) the member is removed from the committee, or (iii) the member ceases to qualify as a member of the committee.
 4. Chairperson: The Board of Directors will appoint one member of each committee as chairperson.
 5. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
 6. Resignation: Any committee member may resign their position on a committee at any time by giving written notice to the Board of Directors, the Chair, or the Secretary of the Corporation. Unless otherwise specified in the notice of resignation, the resignation takes effect upon receipt. Acceptance

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of the resignation is not necessary to make the resignation effective.

7. Removal: The Board of Directors may remove a member with or without cause.
- H. Compensation: No Director or committee member may receive a salary or compensation for services in that capacity. Directors or committee members may be reimbursed for actual expenses incurred in the performance of services as a Director or committee member. This provision does not preclude any Director from serving the Corporation in any other capacity and receiving compensation for services rendered in that capacity.
- I. Director Conflicts of Interest: The Board of Directors shall adopt a Conflicts of Interest Policy. In addition to that policy, each Director is subject to Utah Public Officers' and Employees' Ethics Act. Any Director who has an interest in a contract or other transaction presented to the Board or a committee for authorization, approval, or ratification must promptly and fully disclose his or her interest to the Board or committee prior to its acting on the contract or transaction. The disclosure shall include any relevant and material facts known to the Director about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest. This disclosure shall be considered public information and shall be available for examination by the public.
- No Director may cast a vote on any matter that has a direct bearing on services to be provided by that Director, or any organization that he or she represents or that he or she has an ownership interest in or is otherwise interested in or affiliated with, which will directly or indirectly financially benefit the Director. In accordance with Utah Code § 67-16-9, no Director shall have personal investments in any business entity which will create a substantial conflict between his private interests and his public duties as a Director of the Corporation.
- J. Loans to Directors: The Corporation shall not lend money to or use its credit to assist its Directors or Officers.
- K. Liability of Directors for Wrongful Distribution of Assets: In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for or assent to any distribution of assets, other than in payment of its debts, when the Corporation is insolvent or when the distribution will render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations and liabilities of the Corporation, shall be jointly and severally liable to the Corporation for the value of the assets that are distributed, to the extent that debts, obligations and liabilities of the Corporation are not paid and discharged.

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A Director is not liable under this section if, in the exercise of ordinary care, the Director relied and acted in good faith upon written financial statements of the Corporation represented to Director to be correct by an officer of the Corporation having charge of its books of account, or certified by an independent licensed or certified public accountant or firm of accountants to reflect fairly the financial condition of the Corporation, nor shall the Director be liable if, in the exercise of ordinary care and good faith, in determining the amount available for a distribution, the Director considered the assets to be equal to their book value.

A Director is not liable under this section, if, in the exercise of ordinary care, the Director acted in good faith and in reliance upon the written opinion of an attorney for the Corporation.

A Director against whom a claim is asserted under this section and who is held liable is entitled to contribution from the persons who accepted or received the distribution knowing the distribution was made in violation of this section, in proportion to the amounts received by them respectively.

- L. Board Member Attendance. In order to effectively execute board duties, board members shall regularly attend board meetings. An un-notified absence is one in which the board member did not notify the board chair of his/her pending absence at least 24 hours prior to the meeting. A board member shall be deemed to be out of conformity with the requirement to regularly attend board meetings if:
- (a) the member has two un-notified absences from a board meeting within a one-year period; or
 - (b) the member misses three consecutive board meetings for any reason;

If a board member fails to meet these standards for attendance, the board chair shall notify the board member in writing and schedule an agenda item for the next board meeting to consider dismissal of the board member. At a board meeting where there is an agenda item to consider dismissal of a board member due to attendance concerns, the board member shall be given an opportunity to address the board at that meeting and the Board may vote to remove the board member by a majority vote.

III. BOARD MEETINGS

- A. Directors' and Committee Meetings: Unless otherwise specified in this section or in the notice for the meeting, all regular, special, and emergency meetings of the Board of Directors will be held at the anchor location with a virtual attendance option.
- B. Notice of Meetings: A schedule of regular meetings shall be adopted annually and made available on the website and at the anchor location. Except as otherwise provided in this section, special meetings of the Board of Directors or any committee may be called by or at the request of the Chair, any Director or the

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chair of a committee, as the case may be, upon notice given to all other Directors or committee members. Public notice for all regular and special meetings of the Board of Directors must be posted not less than 24 hours before the meeting, noting the agenda, location, date, and time on the Utah Public Notice Website, at the anchor location, (Utah Code § 52-4-202). Notice is required for committee meetings if a quorum of Directors will be present.

- C. Notice of Emergency Meetings: Emergency meetings of the Board of Directors or any committee may be called by or at the request of the Chair, any Director, or the chair of a committee, as the case may be, upon notice given to all other Directors, committee members, as the case may be, and the public before the meeting, noting the agenda, date, time, and location.
- D. Closed Meetings: A closed meeting may be held for the purposes outlined in Utah Code § 52-4-205, and only if a quorum is present, and the members of the public body present at the open meeting vote to approve closing the meeting.
- E. Waiver of Notice: Whenever any notice is required to be given to any Director or committee member under the provisions of the Act, the Articles or these Bylaws, a waiver, in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, is equivalent to the giving of such notice, in compliance with Utah Code § 16-6a-815.
- F. Quorum and Voting Requirements: A majority of the number of Directors constitutes a quorum for the transaction of business at Board of Directors meetings. The act of the majority of the Directors present at a meeting at which a quorum exists is the act of the Board of Directors. A majority of the number of voting committee members fixed and appointed by the Board of Directors or the Chair, as the case may be, constitutes a quorum for the transaction of business at a meeting of the committee. The act of the majority of the committee members present at a meeting at which a quorum exists is the act of the committee.
- G. Action Without Notice: All actions to be taken at a board meeting must be noted on a notice published under subsections B and C. Action may only be taken on items listed on the published agenda.
- H. Telephone and Electronic Meetings: Directors may participate in a meeting through use of conference telephone, electronic video communication, or other electronic transmission so long as all of the following apply:
 - 1. Public notice of the electronic meeting has been given stating the location of the anchor location.
 - 2. Public participation shall be maintained by a quorum of Directors present at the anchor location.

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3. The quorum of Directors at the anchor location votes to allow the participation of Directors by electronic means.
4. Each director participating in the meeting can communicate with all of the other directors concurrently.
5. The public participating at the anchor location are able to hear and be heard by all Directors;
6. Each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
7. The Board of Directors has a policy governing virtual participation in meetings that is compliant with Utah Code § 52-4-207.

- I. Advisory Council: The Board of Directors, from time to time and in its discretion, may invite or appoint interested persons to a volunteer advisory council of the Board of Directors. Volunteer members of the advisory council will serve at the pleasure of the Board and will not vote, or have a vote, on any Board action. Advisory council members will be chosen or invited based on their interest in the Corporation's purposes and their expertise or ability to advise the Board of Directors on matters related to the Corporation's purpose.

IV. OFFICERS

- A. Number: The officers of the Corporation will consist of a Chair, Vice Chair, Secretary, and Treasurer. The Board of Directors will select the officers annually. The Board of Directors may elect or appoint other officers or assistant officers at the Board's discretion. Any two (2) or more offices may be held by the same person except the offices of Chair and Secretary.
- B. Election and Term of Office: The Board of Directors will select the officers of the Corporation annually at a meeting of the Board of Directors. If the election of officers is not held at the annual meeting, the Board of Directors shall hold the election shall as soon as practicable after the annual meeting. Each officer will hold office until a successor is duly elected and qualified, until the officer's death, or until the officer resigns or is removed.
- C. Removal: The Board of Directors may remove any officer or agent whenever, in its judgment, the best interests of the Corporation will be served by removal. Any such removal shall not prejudice the contract rights, if any, of the officer or agent removed. Election or appointment of an officer or agent does not of itself create contract rights.
- D. Vacancies: The Board of Directors may fill a vacancy in any office because of death, resignation,

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removal, disqualification or otherwise for the unexpired portion of the term.

- E. Chair: The Chair is the principal executive officer of the Corporation and subject to the control of the Board of Directors, will in general supervise and control all of the business and affairs of the Corporation. The Chair presides at all meetings of the members of the Board of Directors. The Chair may sign, with the Secretary or any other officer authorized by the Board of Directors, any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized for execution, except in the cases where the signing and execution is expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or is required by law to be otherwise signed or executed. The Chair will co-sign all checks or other deposit account withdrawals in excess of five thousand dollars (\$5,000.00) and, in general, will perform all duties incident to the office of Chair and any other duties as the Board of Directors may prescribe from time to time.
- F. Vice Chair: In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, the Vice Chair will perform the duties of the Chair. When so acting, the Vice Chair has all the powers of and is subject to all the restrictions on the Chair. The Vice Chair will perform other duties as the Chair, or the Board of Directors may assign.
- G. Secretary: The Secretary will attend all meetings of the Board of Directors and will prepare and maintain minutes of those meetings. The Secretary has custody of and shall protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legally affected. The Secretary will, in general, perform all duties incident to the office of Secretary and any other duties assigned to the Secretary by the Chair or the Board of Directors.
- H. Treasurer: The Treasurer is the principal financial officer of the Corporation and has charge and custody of and is responsible for all funds of the Corporation. The Treasurer will sign all checks and promissory notes of the Corporation and will receive and give receipts for moneys due and payable to the Corporation from any source and deposit all moneys in the name of the Corporation in banks, trust companies or other depositories as selected by the Board of Directors. The Treasurer will keep or cause to be kept, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer will submit to the Board of Directors and the Chair, when required, statements of the financial affairs of the Corporation. The Treasurer will, in general, perform all financial duties incident to the office of Treasurer and any other duties assigned to the Treasurer by the Chair or the Board of Directors.
- I. Officer Conflict of Interest: Officers of the Corporation are subject to the Conflict-of-Interest policy

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approved by the Board of Directors and section II.I of these Bylaws.

V. STAFF

- A. Employment: The Board of Directors has the authority to employ a school leader. The Board of Directors may delegate the responsibility for hiring, termination, and management of any or all staff that the Corporation, as the entity responsible for the operation of a charter school, is authorized to hire.
1. Delegation of responsibility for hiring, termination, and management shall be accomplished through the adoption of a resolution by the board.
- B. Staff Conflict of Interest: Any staff person who has an interest in a contract or other transaction presented to the Board or a committee for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on the contract or transaction. This disclosure must include any relevant and material facts known to the person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest.

VI. MISCELLANEOUS

- A. Indemnification of Officers, Directors, Employees, and Agents: The Corporation may indemnify Directors, officers, employees, and agents of the Corporation to the extent permitted by, and in accordance with, the Act. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against the person or incurred by the person in any such capacity or arising out of the person's status as a Director, officer, employee or agent.
- B. Books and Records: The Corporation shall keep and maintain, at its registered office or principal place of business:
1. Correct and complete books and records of account;
 2. Minutes of the proceedings of its Board of Directors and committees; and
 3. A record of the names and addresses of all members of the Board of Directors.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

- C. Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

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- D. Contracts: The Board of Directors may authorize any officer or officer's agent or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.
- E. Checks, Drafts, etc.: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officer or officer's agent or agents of the Corporation as provided for in these Bylaws or in the manner determined by the Board of Directors.
- F. Deposits: All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in the banks, trust companies, or other depositories selected by the Board of Directors.
- G. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the Corporation.
- H. Annual Financial Statements: The officers of the Corporation shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented to the Directors at each annual meeting of the Board of Directors of the Corporation.
- I. Fiscal Year: The fiscal year of the Corporation begins on the first day of July and ends on the last day of June each year, except that the first fiscal year will begin on the date of incorporation.
- J. Regulation of Internal Affairs: The internal affairs of the Corporation are regulated as set forth in these Bylaws to the extent that these Bylaws are lawful under the Act. With respect to any matter not covered in these Bylaws, the provisions of the Act control so long as the Act is not consistent with the lawful provisions of these Bylaws.
- K. Electronic Transmissions: Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message capable of comprehension by ordinary visual means, that is suitable for the receipt, retention, retrieval, and reproduction of information by the recipient, whether by facsimile, texting, email, or other electronic transmissions.
- L. Amendments: These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation at any regular or special meeting. In all cases, these Bylaws

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shall be compliant with Utah and federal statutes and rules governing charter schools. In cases of any current or future conflict, the statute or rule shall govern.

Legal References:

[Utah Code 16-6a](#) (Utah Revised Nonprofit Corporation Act)

[Utah Code § 52-4](#) (Open and Public Meetings Act)