

**BYLAWS
OF
VANGUARD ACADEMY, INC.
AMENDED 7/22/2015**

**ARTICLE I
NAME, OFFICE LOCATION**

1. **Name.** The name of the corporation is Vanguard Academy, Inc.
2. **Office Location.** The corporation shall have an office located at 2650 Decker Lake Ln, West Valley City, Utah 84119 and at such other places as shall be designated by the board of directors from time to time by resolution.

**ARTICLE II
PURPOSE**

The corporation will operate as a public charter school. The corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The corporation shall not participate in any political campaign in any manner. The corporation shall not attempt to influence legislation. The corporation is organized exclusively for charitable, religious, educational and/or scientific purposes.

**ARTICLE III
EARNINGS AND ASSETS**

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its shareholders, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.
2. The corporation has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein shall prohibit the

payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the corporation.

ARTICLE IV **DIRECTORS**

1. **Number of Directors.** The corporation shall be managed by a Board of Directors consisting of seven director(s).
2. **Election and Term of Office.** The directors shall be elected at the annual meeting. Each director shall serve a term of one year year(s), or until a successor has been elected and qualified.
3. **Adverse Interest.** In the determination of a quorum of the directors, or in voting, the adverse interest of a director shall not disqualify the director or invalidate his or her vote.
4. **Organizational Meeting of Board.** The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate.
5. **Regular Meeting.** The Board of Directors shall have regular meetings every quarter, the schedule of which shall be established at the annual meeting, to accomplish the business of the organization. No notice of such meetings shall be required.
6. **Special Meeting.** Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail or electronic mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.
7. **Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.
8. **Emergency Action.** Should action be required when it is not possible to assemble the Board of Directors in a properly called meeting or when the Executive committee explicitly cannot assume the powers of the full board, written or oral approval of the proposed action by a board majority may be obtained in a poll of the entire Board of Directors authorized by the President or majority of the Executive committee. Any action so taken shall be recorded in the minutes of the next properly called board meeting.
9. **Removal/Vacancies.** A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause may be filled by the remaining directors. A

director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

10. **Standing Committees.** There shall be three (3) standing committees of the organization: executive, nominating and fund-raising/public relations. The President shall appoint the chairpersons of all committees from the membership of the Board of Directors. All committee appointments shall terminate upon the election of a new President, unless specifically determined otherwise at the annual meeting. All committees shall function within the guidelines and budgets established by the Board of Directors.

11. **Executive Committee.** The Executive Committee shall be composed of the officers of the organization, as specified herein, and shall have the full authority to undertake the duties and powers of the board except as these by-laws specifically state otherwise. All actions of the Executive Committee shall be reported to the board at its next meeting.

12. **Ad Hoc Committees.** The President may establish ad hoc committees at any time. All ad hoc committees are subject to the same rules and operating procedures as standing committees.

13. **Budgets.** The Board of Directors shall approve the annual budget of the organization during the first quarter of each calendar year upon recommendation of the Executive Committee.

14. **Personnel Responsibilities.** The Board of Directors may employ and discharge employees of the organization and may prescribe their duties and compensation. The board shall discharge its duties with respect to personnel organizational matters without regard to age, sex, race, color, creed, sexual orientation, or the national origin of any person.

15. **Records.** 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 organization.

16. **Compensation.** No board member or officer of or any member of a committee shall receive at any time any of the net earnings or profit from the operations of the organization. This shall not prevent the payment of reasonable compensation for services rendered to or for the organization. Such compensation shall be fixed by the Board of Directors from time to time.

ARTICLE V **OFFICERS**

1. **Number of Officers.** The officers of the corporation shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Secretary, and a Treasurer. Two or more offices may be held by one person.

a. **President.** The President (Principal) shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee.

- b. **Vice President.** The Vice President (Executive Assistant) shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.
- c. **Secretary.** The Secretary (Curriculum Director) shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.
- d. **Treasurer.** The Treasurer (Facilities Director) shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, and shall make report of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

2. **Term of Office.** The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. Each officer shall serve a one year term or until a successor has been elected and qualified.

3. **Elections.** The nominating committee, a standing committee of the organization, shall nominate, at least thirty (30) days prior to the annual meeting, a slate of qualified candidates for the positions whose terms are to expire or are vacant and its slate of candidates shall be included with the notice of the annual meeting. Following the report of the nominating committee at the meeting, any director of the organization may nominate other candidates for the available positions, provided that the nominees agree to serve if elected. At the conclusion of nominations, the Board of Directors shall vote for each position by secret written ballot.

4. **Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE VI
MEETINGS

1. **Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

2. **Special Meetings.** Special meetings may be requested by the President or the Board of Directors.

3. **Notice.** Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be delivered to all directors of record at

their last known email address or phone text number, at a reasonable time prior to the meeting. Such notice shall be deemed effective when it is sent.

4. **Place of Meeting.** Meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice.

5. **Quorum.** A two-thirds majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors present may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

6. **Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

ARTICLE VII **NO CORPORATE SEAL; EXECUTION OF INSTRUMENTS**

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President.

Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE VIII **AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE IX **INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in

the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

ARTICLE X
DISSOLUTION


Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATION

I certify that the foregoing is a true and correct copy of the amended bylaws of the above-named corporation, duly adopted by the Board of Directors on this _____ day of August, 2015.



Chairman of the Board



Vice Chairman