



Amended: October 22, 2014

## **BYLAWS OF AMERICAN LEADERSHIP ACADEMY**

### **ARTICLE I INTRODUCTION; LEGAL STATUS**

#### Section 1.

Name, Location and Address. The name of the charter school is American Leadership Academy (hereinafter referred to as the "School"). The School is located at 898 W. 1100 S., Spanish Fork, UT.

#### Section 2. Legal Status.

The School is a charter school pursuant to Utah Office of Education Rule R277-470, and sponsored by the Utah State Charter School Board. The Board of Trustees of the School (hereinafter referred to as the Board) is an independent body under the authorization of the Utah State Charter School Board. The Board plans and directs all aspects of the school's operations.

#### Section 3. Statutes.

The School shall operate in accordance with Utah State Office of Education Rule R277-470.

### **ARTICLE II PURPOSE AND MISSION**

#### Section 1. Purpose and Mission.

The purpose of the School is to provide education to children from grade Kindergarten to grade 12 and shall be operated exclusively for educational objectives and purposes. The School exists to provide a differentiated education to each student in a safe and positive environment.

#### Section 2. Non-Discrimination.

The School shall not discriminate on the basis of race, religion, national origin, gender, age, disability, or sexual orientation, status as a Vietnam-era or special disabled Veteran, or other protected class in accordance with applicable federal or state laws in hiring or other employment practices of the School. Further, the School shall be open to all students on a space available basis and shall not discriminate in its admission policies or practices on the basis of race, gender, religion, ethnicity or disability. The School

shall conduct all of its activities in accordance with all applicable local, state and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of the charter public schools in the State of Utah..

### **ARTICLE III GOVERNING BODY**

#### Section 1. Powers and Duties.

The business, affairs, and property of the School shall be managed by a Board of Trustees. Without limiting the general powers conferred by these Bylaws and provided by law, the Board shall have, in addition to such powers, the following powers:

- (a) Perform any and all duties imposed on the Board collectively or individually by law or by these Bylaws;
- (b) To make and change policies, rules and regulations not inconsistent with law, or with these Bylaws, for the management and control of the School and its affairs, and of its employees, and agents; to lease, purchase, or otherwise acquire, in any lawful manner, for and in the name of the School, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the School's purpose and mission.
- (c) Establish and approve all major educational and operational policies;
- (d) To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose;
- (e) To hire, supervise and direct an individual who will be responsible for the day-to-day operations of the School;
- (f) To develop and approve the annual budget and financial plan which shall be monitored and adjusted as necessary throughout the year;
- (g) To submit a final budget to the state pursuant to statute and regulation;
- (h) To cause to be kept a complete record of all the minutes, acts and proceedings of the Board;
- (i) To cause an annual inspection or audit of the accounts of the School, as well as any other audits required by law, to be made by an accountant to be selected by the Board, showing in reasonable detail all of the assets, liabilities, revenues and expenses of the School and its financial condition.
- (j) To ensure ongoing evaluation of the School and provide public accountability;
- (k) To uphold and enforce all laws related to charter school operations;
- (l) To improve and further develop the School;
- (m) To ensure adequate funding for operation;
- (n) Solicit and receive grants and other funding consistent with the mission of the School with the objective of raising operating and capital funds;
- (o) Carry out such other duties as required or described in the School's Charter.

#### Section 2. Qualifications; Election; Tenure.

- (a) The Board shall be composed of seven (7) Trustees, five of whom shall be appointed, and two elected by the parents of students attending the School. One of the elected members shall be the president of the Parent Council, and the other shall be an At-Large elected member.
- (b) Appointed Board Members may, upon resignation from the Board, be designated as Emeritus Members. As such, they will be notified of and invited to all Board Meetings, but shall not be considered voting members, nor shall their attendance be counted toward the establishment of a quorum needed to hold a meeting.

- (c) Ex-officio Members of the Board shall include the School's Director, Business Administrator, and any other person deemed necessary by the Board for its effectiveness in performing its duties.
- (d) A majority of Board Members shall be residents of the county in which the school is located.
- (e) All Board members shall be devoted to the purpose and mission of the School and shall represent the interests of the community.
- (f) The appointed Board Members shall serve on the Board until they step down or are removed from their positions according to the procedures established. Elected Members shall serve a two year term, with the elections staggered so that one elected Member is selected each year. When a Board Member resigns, the remaining Trustees shall elect a new Trustee to fill the vacancy.
- (g) The School shall notify the Utah State Charter School Board within ten days of the selection of a new Board Member, or a change in offers, or a Member's emeritus status.
- (h) Board members shall be fingerprinted according to the procedure for employees of the school.
- (i) Persons who are board members or employees of other K-12 educational entities shall not be eligible for appointment or election to the ALA Board.

### Section 3. Annual Meeting.

The annual meeting of the Board shall be held at the School in September of each year. The annual meeting shall take the place of the regularly scheduled quarterly meeting. Written notice stating the place, day, and hour of the meeting shall be given personally, by phone, by email, or mailed to each member of the Board at least three (3) business days prior to the date fixed for the annual meeting. Notice of the meeting must also be provided in accordance with Utah's Open Meeting Law. The annual meeting shall be for the purpose of announcing new Members, announcing the Board's officers, and for the transaction of such business as may come before the meeting.

### Section 4. Regular and Special Meetings.

The Board shall establish a regular day and place for regular meetings that shall occur no less frequently than once a quarter and shall be at the School. Special meetings of the Board may be called at any time by the Chairperson or by a majority of the Board. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice of the meeting must be provided in accordance with Utah's Open Meeting Law. Notice of the time and place of every regular or special meeting shall be given to each member of the Board by phone or e-mail at least three (3) business days before the date fixed for the meeting and to all those individuals who request notice of relevant meetings. The purpose of any regular or special meeting must be specified in the notice of such meeting. Minutes of each Board meeting shall be taken and shall be approved by the Board and kept at the School.

### Section 5. Agenda.

An agenda must be produced for each regularly scheduled board meeting in order to provide effective and efficient meeting practice. The agenda shall be prepared and posted in advance in accordance with Utah's Open Meeting Law.

- (a) Committee Reports shall be provided in written format or read aloud for public record.
- (b) In addition to previously requested agenda items, any Board member may provide additional agenda items for the following meeting by providing, via e-mail, fax or regular mail, the School's supervising employee or administrator the request, noting its appropriate place on the normal

agenda format, and a realistic time requirement for such item. Such requests must be received at least 24 hours prior to the posting deadline pursuant to Utah's Open Meeting Law.

#### Section 6. Quorum.

A quorum at all meetings of the Board shall consist of a majority of the number of Directors then in office. Except as provided specifically to the contrary by these Bylaws, the act of a majority of the Directors in office at a meeting at which a quorum is present shall be the act of the Board. Proxy voting is not permitted.

#### Section 7. Committees.

The Board may designate from among its members, by resolution adopted by a majority of the entire Board, an Executive Committee, a Personnel Committee, a Finance Committee, an Academic Committee and one or more other committees, each of which shall consist of at least one Trustee and which shall have and may exercise such authority in the management of the School as shall be provided in such resolution or in these Bylaws. The Board shall not be permitted to delegate the powers to contract or financial or budget making authority. Any delegated activity or decision making authority may be unilaterally revoked at any time. All committee meeting shall be conducted in accordance with Utah's Open Meeting Law.

#### Section 8. Discipline and Removal.

Any member of the Board may be disciplined by the affirmative vote of two-thirds (2/3) of the Members then in office for actions including but not limited to: Ethical or legal concerns either within or outside the scope of the Board's function, failure to attend sufficient meetings to be an effective Member, failure to disclose a conflict of interest, or any other action deemed to be detrimental to the effectiveness of the Board or the School as a whole.

Disciplinary actions may include a period of probation or suspension, or any other action deemed appropriate and agreed upon by two-thirds (2/3) of the Members then in office.

Any member of the Board may be removed by the affirmative vote of two-thirds (2/3) of the Members then in office, excluding the member at issue whenever, in their judgment, such removal would serve the best interests of School.

#### Section 9. Resignation.

A resignation by a Board member shall be effective upon receipt by the Chairperson of a written communication of such resignation.

#### Section 10. Participation by Telephone.

To the extent permitted by law, any member of the Board or committee thereof may participate in a meeting of such Board or committee by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other, and participation in such a fashion shall constitute presence in person at such meeting.

#### Section 11. Proxy Voting.

Proxy voting is not permitted.

#### Section 12. Compensation.

No member of the Board shall receive any compensation for serving in such office; provided that, the School may reimburse any member of the Board for reasonable expenses incurred in connection with service on the Board. Any such reasonable expenses that are not reimbursed by the School shall be construed as a gift to the School.

#### Section 13. Closed Sessions.

Any Board member may call a Closed Session during any special or regular Board meeting for issues concerning personnel or other matters requiring confidentiality as approved by Utah's Open Meeting Law. All persons except Board members may be excluded from such Closed Sessions at the discretion of the Chair. Following such meetings, an officer shall provide a general description of the matters discussed to be provided as the minutes of said Closed Session. No action may be taken in a Closed Session.

#### Section 14. Standards.

- (a) Appointed, elected, emeritus, and ex-officio Board members shall all be required to sign a Confidentiality Agreement.
- (b) Appointed, elected, emeritus, and ex-officio Board members shall disclose any conflict of interest regarding any item of discussion at the beginning of any Board meeting, and shall recuse himself/herself from the discussion.
- (c) Appointed, elected, emeritus, and ex-officio Board members shall all be held to the highest standard of comportment. Legal, ethical, or other violations shall be considered grounds for immediate removal.

#### Section 15. Orientation/Training.

New Board members shall be given an orientation by the Board prior to their first Board meeting. Written materials shall be provided in the form of a Board packet. All Board members shall be provided general board training no less than one time per year. Board members not participating in training shall be subject to removal.

#### Section 16. Protocol.

The Board shall use Robert's Rules of Order. If a Board member is unable to attend a Board meeting, the Board member shall contact the Chairperson, Administrator or designated supervising employee prior to the meeting.

#### Section 17. Public Comment.

Time shall be set aside at each Board and Committee meeting for public comment. After the speaker identifies his or her name, address and affiliations, public comment shall be limited and shall be stated as such on the Agenda.

**ARTICLE IV  
OFFICERS**

Section 1. Number.

The officers of the Board shall include a Chair, Vice-Chair, Secretary, Treasurer, and such other officers as the Board shall deem necessary to elect. The positions of Secretary and Treasurer may be Ex-officio Members.

Section 2. Election and Term of Office.

The Board shall appoint all officers of the Board at the annual meeting of the Board, which officers shall be installed in office at such annual meeting to serve for terms of two years, and until their successors have been duly selected and qualified.

Section 3. Removal of Officers.

Any officer of the School may be removed, either with or without cause, by a two-thirds (2/3) majority of the Trustees then in office at any regular or special meeting of the Board.

Section 4. Chair.

The Chair of the Board shall preside at all meetings of the Board. The Chair of the Board shall possess the power to sign all certificates, contracts or other instruments of the School which are approved by the Board. The Chair of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Section 5. Vice-Chair.

In the absence of the Chair of the Board, or in the event of the Chair's disability, inability, or refusal to act, the Vice-Chair of the Board shall perform all of the duties of the Chair and in so acting, shall have all of the powers of the Chair. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the Chair.

Section 6. Secretary.

The Secretary shall keep or cause to be kept a book of minutes at the Director's office or at such other place as the Board may order of all meetings of the Board with the time and place of holding, whether regular or special and if special, how authorized, the notice thereof given, the name or names of those present at the Board meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given and perform such other duties as may be prescribed by the Board from time to time. The Secretary of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Section 7. Treasurer.

The Treasurer shall have oversight responsibility and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the School, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Board member. The Treasurer shall be charged with safeguarding the assets of School and he or she shall sign financial documents on behalf of the School in accordance with the established policies of the School. He or she shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

Section 8. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote for the unexpired portion of the term.

**ARTICLE V  
STAFF**

The Board may appoint one employee to function as the administrator of the School (the “Director”). Such person may be delegated the authority to act in the absence of a specified policy provided that such action is consistent with the purpose and objectives of the Board and the School. Such person shall administer the School in accordance with Board direction and generally accepted educational practice.

**ARTICLE VI  
PARENT ASSOCIATION**

There shall be a Parent Council to facilitate parent involvement with the School. The Parent Council’s duly elected President shall serve a two-year term on the Board.

**ARTICLE VII  
CONTRACTS, LOANS, AND DEPOSITS**

Section 1. Contracts.

The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted for or on behalf of the School and no evidence of indebtedness shall be issued in the name of the School unless authorized by a resolution of the Board. Such authority shall be confined to specific instances. No loan shall be made to any officer or Board member of the School.

Section 3. Checks, Drafts, and Notes.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the School shall be signed by such officer or officers, or agents of the School and in

such manner as shall be determined by the Board. The Chair and Director are authorized and required to sign all checks over the amount of \$250,000.

#### Section 4. Deposits.

All funds of the School not otherwise employed shall be deposited to the credit of the School in such banks, trust companies, or other custodians located in the State of Utah as the Board may select.

#### Section 5. Gifts.

The Board may accept on behalf of the School any contribution, gift, bequest or devise for the general purposes or any special purpose of the School.

#### Section 6. Fiscal Year.

The fiscal year of the School shall begin on July 1 and end on June 30.

### **ARTICLE VIII PROPERTY**

The property of the School shall be held and applied in promoting the general purposes of the School declared in these Bylaws. No property, including real estate, belonging to the School shall be conveyed or encumbered except by authority of a majority vote of the Board. Any such conveyance or encumbrance shall be executed by the Chair in the name of the School, and such instrument shall be duly approved by the Secretary or Treasurer of the School.

### **ARTICLE IX INDEMNIFICATION**

The Board of Directors may authorize the School to pay or cause to be paid by insurance or otherwise, any judgment or fine rendered or levied against a present or former Board member, officer, employee, or agent of the School in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a Board member, officer, employee, or agent of the School, provided that the Board shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he reasonably believed to be in the best interest of the School. Payments authorized hereunder include amounts paid and expenses incurred in satisfaction of any liability or penalty or in settling any action or threatened action.

### **ARTICLE X AMENDMENTS**

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors by an affirmative vote of two-thirds (2/3) of all the Members then in office at any meeting of the Board, provided that the full text of the proposed amendment, alteration, or repeal shall have been delivered to each Trustee at least five (5) days prior to the meeting. Bylaws may not be amended without the approval of the school's sponsor.

**ARTICLE XI  
DISSOLUTION**

Section 1. Revocation of Charter or Dissolution.

If, at any time and for any reason, the School's charter is revoked or the School is dissolved, all assets of the School, after satisfaction of all outstanding claims by creditors, shall be disposed of to the State of Utah or the sponsor to dispose of as they see fit.

**ARTICLE XII  
PURPOSE OF THE BYLAWS**

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the purposes of the School. These Bylaws shall never be construed in any such way as to impair the efficient operation of the School.