

# Utah Career Path High

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By-Laws of  
Utah Career Path High

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550 East 300 South  
Kaysville, Utah

# Bylaws of Utah Career Path High

Established: 2013

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**BYLAWS  
OF  
UTAH CAREER PATH HIGH**

**ARTICLE I  
Name**

**Section 1:** The name of the organization is Utah Career Path High (the "corporation".)

**ARTICLE II  
Purpose**

**Section 2:** The Corporation was formed to manage, operate, guide, direct and promote a Utah Public Charter School. The corporation is organized under the Utah Revised Nonprofit Corporation Act (the "Act") for public purposes and is not organized for the private gain of any person. The corporation's Bylaws will be the legal document setting forth the qualifications, number, selection, removal and powers of the members of the school's Board of Directors.

**ARTICLE III  
Members**

**Section 1:** The Corporation shall have no members. Any action, which would otherwise by law require approval by a majority of all members, or approval by the members, shall require only approval of the Board of Directors. All rights, which would otherwise by law vest in the members, shall vest in the board.

**ARTICLE IV  
Board of Directors**

**Section 1:** Board Role. The Board of Directors is responsible for overall policy and direction of the school and delegates responsibility for day-to-day operations to the Director/Principal and committees established by the Board.

**Section 2:** Board Size-Composition. The Board of Directors shall consist of no fewer than three (3) members and no more than seven (7). A minimum of one (1), and a maximum of two (2) members of the Board shall be appointed by the Davis Applied Technology College Board of Directors. However, in no event will the Board members appointed by the Davis Applied Technology College Board of Directors constitute fifty percent (50%) or more of the total members of the corporation's Board of Directors. Therefore, for example, in the event there are only three (3) members of the corporation's Board of Directors, there may only be one (1) Board member who was appointed by the Davis Applied Technology College Board of Directors. The Board of Directors may amend the Bylaws to

change the number of directors if, in the Board's judgment, a change would be in the school's best interests.

**Section 3:** Board Selection. Board members shall be sought who reflect the qualities, qualifications, and diversity determined by the Board. Nominations for interested and qualified new Board Members will be sought from both within and outside the school community. The Board will seek candidates with practical leadership experience who demonstrate an understanding of and belief in the school's mission and/or represent the business sector found in the programs of the DATC and who demonstrate skills and expertise that will contribute to the Board's governance functions.

**Section 4:** Board Nomination. The Utah Career Path High Governance Committee shall present a slate of potential Directors for election by the Board of Directors. This slate shall be presented at the annual meeting of the Board.

**Section 5:** Terms. Directors shall serve three (3) years from the date of their appointments, or until their successors are seated. A full-three year term shall be considered to have been served upon the passage of three (3) annual meetings. After election, the term of a Director may not be reduced, except for cause as specified in these bylaws. No Director shall serve more than three (3) consecutive, three-year terms. Directors shall take office immediately following the annual meeting at which their appointment is announced. Fulfilling an incomplete term is not considered part of the term limit. Directors shall serve staggered terms to balance continuity, therefore initial Board members will not all serve full 3-year terms. The Board of Directors may amend the Bylaws to change the length of Board Member terms if, in the Board's judgment, a change would be in the school's best interests.

**Section 6:** Election and Vacancies. Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors may be filled, upon recommendation of a qualified candidate by the Governance Committee, by the affirmative vote of the majority of the seated Directors. A Director elected to fill a vacancy created by the resignation or removal of a Director from office shall be elected to fill the unexpired term of his/her predecessor in office.

**Section 7:** Resignation. A Director may resign at any time by filing a written resignation with the Chair of the Board.

**Section 8:** Removal. The Board may remove any Officer or Director with or without cause by two-thirds (2/3) vote of the remaining Board of Directors.

**Section 9:** Members of the Board of Directors.

- a. Shall receive no payment of honoraria, excepting reimbursements for expenses incurred in performance of voluntary Corporation activities in accordance with the Corporation policies.

- b. Shall serve the Corporation with the highest degree of duty, loyalty, and care and shall undertake no enterprise to profit personally from their positions with the Corporation.
- c. Shall have no direct or indirect financial interest in the assets or leases of the Corporation; any Director who individually or as a part of a business or professional firm is involved in the business transactions or current professional services of the Corporation shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services, except for the DATC Directors involved in the contractual relationship between CHP and DATC, who serves as the authorizer and as a service provider.

**Section 10: Standard of Care.**

- a. A Director shall perform all duties if a Director in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including the duty to make reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances.
- b. In performing the duties of a Director, a Director may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
  - 1. One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
  - 2. Legal counsel, independent accountants or other persons as to matters that the Director believes to be within such person's professional or expert competence; or
  - 3. A committee of the Board of Directors upon which the Director does not serve as to matters within a designated authority, provided the Director believes that the committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

**Section 11: General Powers.** Subject to the limitations of the Act, the corporation's Articles of Incorporation and these Bylaws, the activities and affairs of the 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 corporation's activities to any person(s), company or committees, 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 Board. No assignment, referral, or delegation of authority by the Board of anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may, subject to contractual obligations as may exist, rescind any such assignment, referral or delegation at any time.

**Section 12: Specific Powers.** Without prejudice to its general powers, but

subject to the same limitations set forth above, the Board of Directors shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- a. To select and remove all of the officers, agents and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws; and to fix their compensation;
- b. To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore which are not inconsistent with the law, the corporation's Articles of Incorporation or these Bylaws, as it deems best;
- c. To adopt, make and use a corporate seal and to alter the form of the seal from time to time, as it deems best;
- d. To borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities therefore;
- e. To act as trustee under any trust incidental to the principal object of the Corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;
- f. To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property;
- g. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose; and
- h. To carry out such other duties as are described in the Charter.

## **ARTICLE V Officers**

**Section 1:** Officers. The elective officers of the Corporation shall be Chair, Vice-Chair, Secretary, and Financial Coordinator/Treasurer..

**Section 2:** Election. The Utah Career Path High of Utah Governance Committee shall present a slate of Officers to the Board of Directors. The nominated Officers shall be drawn from among the members of the Board of Directors. The election of officers shall be held at the annual meeting of the Board by the affirmative vote of the majority of the seated Directors.

**Section 3:** Terms. The newly elected Officers shall take office immediately following the annual meeting at which they are elected and the term of office shall be one (1) year, or until respective successors assume office. A Director may serve more than one (1) term in the same office.

**Section 4:** Removal. The Board may remove any Officer with or without cause by two-thirds (2/3) vote of the remaining Board of Directors.

**Section 5:** Resignation. Any officer may resign at any time by giving written notice to the Board; such resignation may not prejudice the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6:** Vacancies. In the event that the office of the Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of Vice-Chair, Secretary or Financial Coordinator/Treasurer becomes vacant, the Chair shall appoint an interim Officer to fill such vacant office until a scheduled meeting of the Board can be held to elect a new Officer to fill the unexpired portion of the term.

## **ARTICLE VI Meetings**

**Section 1:** Regular Meetings. The Board of Directors shall meet regularly at such times as may be determined by the Board. Meetings of the Board may be held at any place that has been designated in the notice of the meeting. Appropriate notices of the meeting complying with Utah law shall be posted. Any Board member or Officer of the corporation may request any desired item on the agenda of any Board meeting by notifying in writing, no later than three (3) business days prior to the scheduled board meeting, a description to the then acting secretary of the corporation. However, the Chair of the Board shall have discretion regarding what items shall be included on meeting agendas. The Board shall select its own meeting format in any method allowed by the laws of the State of Utah. Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Directors prior to the meeting.

**Section 2:** Annual Meeting. The Board shall hold an annual meeting in June for the purposes of organization, selection of Directors and Officers, adoption of the budget, and the transaction of other business.

**Section 3:** Special Meetings. Special meetings of the Board for any purpose(s) may be called at any time by the Chair. Special meetings of the Board may be held after each Director has received notice and after proper notification to the public as required by Utah law.

**Section 4:** Quorum. A quorum consists of a majority of the current Board of Director members. Every act or decision done or made requires a majority vote of the Directors present at a meeting duly held at which a quorum is present, except where otherwise required by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

**Section 5:** Proxies. Voting by Directors by proxies shall not be permitted.

**Section 6:** Alternates. An absentee Board member may not designate an alternate to represent him or her at a Board meeting.

## **ARTICLE VII Director/Principal and Staff**

**Section 1:** Director/Principal. The Director/Principal is hired by the Board of Directors. The Director/Principal has day-to-day responsibility of the school, including carrying out the school's goals and Board policy. The Director/Principal will attend all Board meetings, report on the progress of the school, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

## **ARTICLE VIII Committees and Task Forces**

**Section 1:** The Board may, by resolution adopted by a majority of the Directors, provided that a quorum is present, create one or more standing committees, each consisting of at least one (1) member of the Board, to serve at the pleasure of the Board.

**Section 2:** The Chair shall appoint task forces of the Board, which may be composed of Directors or community members, or both. The Board may prescribe the need and/or the composition of such task forces.

## **ARTICLE IX Fiscal Year**

The fiscal year of the corporation shall begin on July 1 of each calendar year and terminate on June 30 of the same year.

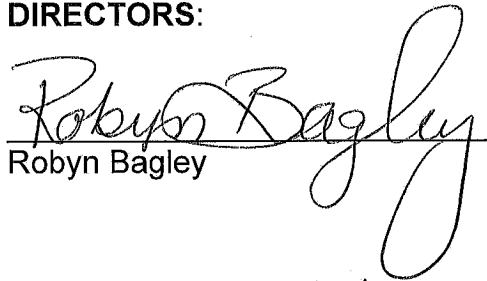
## **ARTICLE X Amendments**

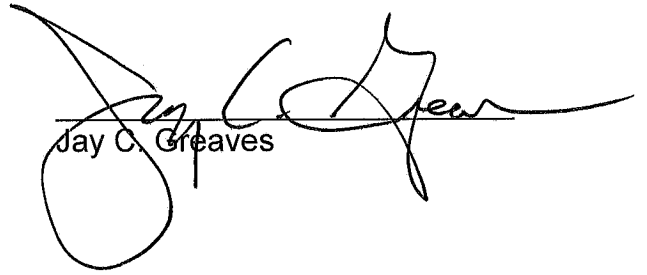
**Section 1:** These Bylaws may be amended when necessary by two-thirds

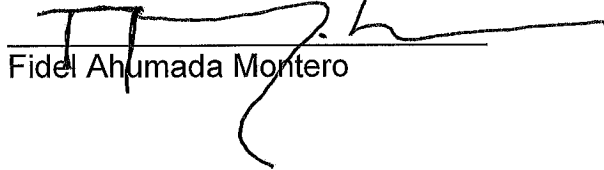


(2/3) vote of the Directors then in office.

**DIRECTORS:**

  
Robyn Bagley

  
Jay C. Greaves

  
Fidel Ahumada Montero