

Bylaws

WASATCH WALDORF CHARTER SCHOOL, INC. BYLAWS

ARTICLE I Name & Purpose

SECTION 1.1: Name. The name of the organization is **Wasatch Waldorf Charter School, Inc.** (the “corporation”).

SECTION 1.2: Purpose. 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.

ARTICLE II Members

SECTION 2.1: No Members. 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 Governing Board. All rights which would otherwise by law vest in the members shall vest in the board.

ARTICLE III Meetings of Governing Board

SECTION 3.1: Annual Meeting. The Governing Board of the corporation shall hold an annual meeting for the purposes of organization, selection of Directors and officers, and the transaction of other business.

SECTION 3.2: Regular Meetings. Regular meetings will be held as often as the Governing Board determines is appropriate but in no event less than ten (10) times per year. Regular meetings of the Board, including the annual meeting, shall be held on such dates and at such times and places as may be from time to time fixed by the Board and in accordance with SECTION 3.5. Typically, the Governing Board will meet monthly from August–May.

SECTION 3.3: Special Meetings. Special meetings of the Board for any purpose(s) may be called at any time by the President of the Board, the Secretary, or one-third of the members of the Board.

SECTION 3.4: Notice. Special meetings of the Board and regular meetings that are held other than at the regularly scheduled time or place may be held only after each Governing Board Member has received twenty-four (24) hours’ notice given personally or by telephone, e-mail or other similar means of communication.

SECTION 3.5: Open Meetings. In conducting board and committee business and holding meetings the Governing Board will ensure compliance with the Utah Open and Public Meetings Act (UCA § 52-4-201).

Section 3.6 Meetings by Telephone or other Electronic Device. Members of the Board of Trustees or any other committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment. Such participation shall constitute presence in person at the meeting.

ARTICLE IV Governing Board Members and Duties

SECTION 4.1: 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. The Board may delegate the management of the corporation's activities to any person(s), company, councils 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 or 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 4.2: Specific Powers. Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

4.2.1: 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;

4.2.2: 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;

4.2.3: To adopt, make and use a corporate seal and to alter the form of the seal from time to time, as it deems best;

4.2.4: 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;

4.2.5: 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;

4.2.6: 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;

4.2.7: 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

4.2.8: To carry out such other duties as are described in the Charter.

SECTION 4.3: Governing Board Role, Size, Composition. The Board is responsible for overall policy and direction of the school and delegates responsibility for day-to-

day operations to the Executive Director. The Board may also establish other councils (including a Pedagogical Council and a Family Council) and committees to assist in the policy and operations of Wasatch Waldorf Charter School.

4.3.1: The Board shall consist of no fewer than 5 and no more than 11 members. The Executive Director, Pedagogical Director, Business Manager, and up to two faculty members shall be ex officio non-voting members of the Board.

SECTION 4.4: Quorum. A quorum consists of a majority of the current Governing Board. Every act or decision done or made requires a majority vote of the Board present at a meeting duly held at which a quorum is present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Governing Board Members, if any action taken is approved by at least a majority of the required quorum for such meeting. Notwithstanding the foregoing, the provisions of UCA §16-6a- 825 shall apply.

SECTION 4.5: Terms.

4.5.1: Each member's term shall be three (3) years. Each member shall serve until his or her term expires and his or her successor is elected and qualified, or until his or her earlier resignation or removal. No member may serve more than two (2) full terms in succession unless exception is made to extend the term of a member by one (1) year in circumstances where, absent the exception, more than three (3) members' terms would expire in a given year.

4.5.2: The terms of members of the Governing Board shall be staggered so that no more than three (3) members' terms shall expire in any given year.

SECTION 4.6: Resignation & Removal. Resignation from the Board must be in writing and received by the Secretary. The resignation is effective upon receipt or at the time specified in the writing. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. A Governing Board Member may be removed with or without cause by the vote of two-thirds (2/3) of the remaining Governing Board Members.

SECTION 4.7: Vacancies. Vacancies on the Board will exist: (1) on the death, resignation, or removal of any Governing Board Member; or (2) when the term of a current Governing Board Member has expired. A Governing Board Member elected to fill a vacancy created by the death, resignation, or removal of a Governing Board Member shall be elected to fill the unexpired term of his/her predecessor in office and shall be eligible for nomination and election to his or her first full three-year term at the conclusion thereof.

SECTION 4.8: Governing Board Elections. In order to fill a vacancy of member on the Board, the Board will solicit applications from the school community or members of the community at large. The Board may then elect a candidate to fill the vacancy. Governing Board Members will be elected by the vote of a majority of the remaining

members of the Board. Governing Board Members elected to fill the seats of Board members whose terms have expired shall be elected at the annual meeting of the Governing Board.

In electing members, preference shall be given to individuals who have demonstrated a commitment to the mission and vision of Waldorf education and Wasatch Charter School, such as through active service on a school committee or previous work experience or training.

Newly elected board members shall participate in an orientation process and attend two Board meetings prior to voting as members of the Governing Board.

SECTION 4.9: Fees and Compensation. Governing Board Members shall not receive compensation for their services; however, the Board may approve the reimbursement of a Governing Board Member's actual and necessary expenses incurred in the conduct of the corporation's business.

SECTION 4.10: Standard of Care

4.10.1 A Governing Board Member shall perform all duties of a Governing Board Member in good faith, in a manner such Governing Board Member 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.

4.10.2 In performing the duties of a Governing Board Member, a Governing Board Member may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by: (i) one or more officers or employees of the corporation whom the Governing Board Member believes to be reliable and competent in the matters presented; (ii) legal counsel, independent accountants or other persons as to matters that the Governing Board Member believes to be within such person's professional or expert competence; or (iii) a committee of the Board upon which the Governing Board Member does not serve as to matters within a designated authority, provided the Governing Board Member believes that the committee merits confidence and the Governing Board Member 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.

ARTICLE V: Officers

SECTION 5.1: Officers. The officers of the corporation shall be President, Secretary, and Treasurer. All officers must be Governing Board Members of the corporation. The corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed. Any number of offices may be held by the same person.

SECTION 5.2: Election. The officers of the corporation shall be chosen at the annual meeting of the Board by and shall serve at the pleasure of the Board and shall hold their respective offices for the length of their current term until their resignation, removal or other disqualification from service, or until their respective successors shall be elected. Board members may serve as various officers during their term, but not in the same position for more than one consecutive term.

SECTION 5.3: Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

SECTION 5.4: Removal. Any officer may be removed, either with or without cause, by the Board at any time.

SECTION 5.5: 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 5.6: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

SECTION 5.7: President. The President shall preside at all meetings of the Board and shall exercise such powers and duties as the Board may prescribe from time to time.

SECTION 5.8: Vice Presidents. In the absence or disability of the President, the Vice President(s), if any are appointed shall, in order of their ranks as fixed by the Board or, if not ranked, the Vice President designated by the Board, perform all duties of the President and, when so acting, shall have all the powers of, and subject to all the restrictions upon, the President. The first Vice President shall have responsibility for maintaining Governing Board Agreements and Board Books, overseeing the professional development activities of the Board, conducting recruitment and orientation of new Board members and have such other powers and perform such other duties as the Board may prescribe from time to time.

SECTION 5.9: Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings

thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Utah, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all directors and their respective addresses.

SECTION 5.10: Treasurer. The Treasurer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Governing Board Member. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositaries as may be designated from time to time by the Board. The Treasurer shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Board, and shall render, or cause to be rendered, to the Governing Board Members, upon request, an account of all transactions as Secretary or President and of the financial condition of the corporation. The Treasurer shall have such powers and perform such other duties as may be prescribed from time to time by the Board.

ARTICLE VI Indemnification

SECTION 6.1: Indemnification of Governing Board Members and Corporation Agents. The corporation hereby declares that any person who serves at its request as a Governing Board Member, officer, employee, or member of any committee, or on behalf of the organization as a trustee, Governing Board Member, or officer of another organization, whether for profit or not for profit, shall be deemed the corporation's agent for the purposes of this Article and to the extent allowed by law, shall be indemnified by the corporation against expenses (including attorney's fees), judgment, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of such service, provided such person acted in good faith and in a manner he reasonably believed to be in the best interest of the corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. Except as provided in Article VI, Section 3, below, termination of such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in the best interest of the corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his conduct was unlawful.

SECTION 6.2: Indemnification Against Liability to the Corporation. No indemnification shall be made with respect to any claim, issue, or matter as to which a person covered by Article VI, Section 6.1. shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action, suit, or proceeding was brought shall determine upon application that, despite the adjudication of the liability, but in view of all the circumstances of a case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

SECTION 6.3: Indemnification of Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered in Article VI, Section 6.1. shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt, but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses, or fines which such court shall deem proper.

SECTION 6.4: Period of Indemnification. Any indemnification pursuant to this Article shall: (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a Governing Board Member, officer, employee, or agent of the corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying, restricting any of the powers or rights of indemnification provided or permitted in this Article shall not solely by reason of such repeal or amendment, eliminate, restrict, or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

SECTION 6.5: Advances of Costs and Expenses. The corporation may pay costs and expenses incurred by a Governing Board Member, officer, employee or agent in defending a civil or criminal action, suit or proceeding, in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the person that he or she shall repay the amount advanced if it is ultimately determined that he or she is not entitled to be indemnified by the corporation as authorized by these Bylaws.

SECTION 6.6: Personal Liabilities of Governing Board Members and Officers. No Governing Board Member or officer of the corporation shall be personally liable to the corporation for civil claims arising from acts or omissions made in the performance of his or her duties as a Governing Board Member or officer, unless the

acts or omissions are the result of his or her fraud, or malicious or willful misconduct, or the illegal use of alcohol or a controlled substance.