BYLAWS
of the
BOARD OF TRUSTEES
of
UTAH INTERNATIONAL CHARTER SCHOOL

I. NAME OF ORGANIZATION

The name of the corporation is Utah International Charter School.

II. PURPOSE

The purpose of the corporation is to manage, operate, guide, direct and promote Utah International Charter School, a chartered public school, and such other educational activities as the Board of Trustees may define.

III. BOARD OF TRUSTEES

A. **Powers & Duties**

The Board shall conduct or direct the affairs of the corporation and exercise its powers, subject to the limitations of the Articles of Incorporation and these Bylaws. The Board shall have all the powers enumerated in these Bylaws, and the following specific powers:

1. To elect and remove trustees.
2. To elect and remove officers.
3. To select a Director (Chief Executive Officer) for the charter school; to establish measurable goals and objectives for the Director; to support and evaluate the Director's performance; and, if necessary, remove the Director. See Appendix A for guidelines.
4. To ensure the quality of the school and its continuous improvement through ongoing evaluation of clear, measurable goals and objectives; to prepare, in collaboration with the Director, an annual set of measurable goals and objectives for the school and the nonprofit corporation.
5. To establish procedures that ensure sound financial management and an efficient operation of the school.
6. To approve reports consistent with those required by the Utah Legislature, the Utah State Charter School Board, and the Utah State Board of Education.
7. To conduct, manage and control the affairs and activities of the corporation, and to make rules and regulations.
8. To maintain insurance on behalf of any of its trustees, officers, employees, or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such.
9. To enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation.
10. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidence of debt and securities.

B. **Number of Trustees**
The number of Trustees of the corporation shall be not less than 3 nor more than 10. The Board shall fix the exact number of Trustees, within these limits, by Board resolution or amendment of the Bylaws.

C. **Election of Trustees**

1. Election. The Board shall elect Trustees by the vote of a majority of the Trustees.
2. Eligibility. The Board may elect any person who in its discretion it believes will serve the interests of the corporation faithfully and effectively. Trustees are responsible for selecting new members with the objective of achieving a well-rounded Board whose members have a diversity of expertise and experience and represent the broad community served by the school.
3. Parent Trustee. One or more Trustees shall be a parent of a currently enrolled UICS student who is elected by the UICS parent organization. The parent trustee term of office shall be one year. A Parent Trustee may serve more than one term. The Parent Trustee may be removed with or without cause by a majority vote of the parent organization, but not the Board of Trustees.
4. Teacher Non-voting Advisor. One or more non-voting Advisor to the Board shall be a teacher selected by a majority of UICS teachers.
5. Student Non-voting Advisor. One or more non-voting Advisor to the board shall be a student selected by a majority of UICS students.
6. Director Ex-officio Status. The Director shall be an ex-officio non-voting member of the Board of Trustees.
7. Term of Office. The term of each member of the Board of Trustees shall be until June 30 of the following year. The term of each Trustee shall continue for three years. Directors may be elected for successive terms. A decrease in the number of directors or in the term of office does not shorten an incumbent's term. Trustees are permitted to remain on the board for additional terms if the Trustee agrees. The Board of Trustees recognizes that it is a governance board, not an operational board.
8. The term of office of a Trustee elected to fill a vacancy in these Bylaws begins on the date of the Trustee's election and continues: (1) for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a Trustee, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Trustees authorized.

D. **Removal of Trustees**
The Board may remove a Trustee with or without cause by a majority vote.

E. **Resignation by Trustee**
A Trustee may resign by giving written notice to the Board Chair. The resignation is effective on the giving of notice, or at any later date specified in the notice.

F. **Vacancies**

A vacancy is deemed to occur on the effective date of the resignation of a Trustee, upon the removal of a Trustee, upon declaration of vacancy pursuant to these Bylaws, or upon a Trustee's death. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Trustees.

G. **Compensation of Trustees**
Trustees shall serve without compensation. However, the Board may approve reimbursement of a Trustee's actual and necessary expenses while conducting corporation business.

IV. MEETINGS OF THE BOARD
Meetings of the Board shall conform to Utah Open and Public Meeting laws. “Meeting” means convening of the Board, with a quorum present for the purpose of discussing or acting upon any matter over which the Board has jurisdiction or advisory power and taking public comment. Chance or social gatherings by members of the Board do not constitute a meeting. It is not a meeting if the Board convenes solely to discuss administrative or operational matters for which no formal action, current or future, is required and if no public funds are appropriated.

A. **Place of Meetings**
Board of Trustees meetings shall be held at the school or at any other reasonably convenient place as the Board may designate.

B. **Regular Meetings**
Regular meetings shall be held at various times within the year as the Board determines.

C. **Closed Sessions**
A closed session shall be held at any time when called by the chair or any trustee.

D. **Emergency Meetings**
An emergency meeting shall be held at any time when called by the chair or any trustee.

F. **Notices**
Notices of Board meetings shall conform with the Utah Open and Public Meeting laws and be given as follows:

1. The Board of Trustees meeting schedule for the year shall be posted at least one time per year with date, time and place, on the school website and on the Utah public notice website www.utah.gov/pmn.
2. Regular meeting notices that include an agenda and the date, time, and location of the meeting, must be posted at least 24 hours in advance.
3. Closed sessions may be called to discuss sensitive personnel, strategic, or investigative matters consistent with Utah law. Two-thirds of the members may vote to close a meeting. The reason for the closed meeting must be stated at the time of the vote. A motion and vote to close a meeting must be conducted at the regular open meeting. A closed meeting may be held before, during, or after a regular meeting.

4. An emergency meeting may be called without providing the required notice to discuss matters of an emergency or urgent nature. The board must attempt to give the best notice practicable and attempt to contact all board members. A majority of members must approve conducting business at an emergency meeting.

V. ACTION BY THE BOARD

A. **Quorum**

A quorum consists of one more than half of the number of Trustees.

B. **Action by the Board**

1. Actions taken at board meetings. Each Trustee shall have one vote and such voting may not be done by proxy. The actions done and decisions made by a majority of the Trustees present at a meeting duly held at which a quorum is present are the actions and decisions of the Board. At all meetings, all votes shall be by voice; however, if a majority so requires, any question may be voted by written ballot. The results of all voting shall be noted in the official minutes of the meeting.
2. Actions without a meeting. The Board may take any required or permitted action without a meeting if all the Trustees consent to the taking of that action. Such consent shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the Board proceedings. Actions and consent may be communicated by email.
3. Board meeting by phone or online conferencing. Trustees may participate in a board meeting through use of phone or online conferencing if all trustees participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting. Wherever possible in these types of meetings, efforts must be made for public participation.

C. **Committees**

All committees of this organization shall be appointed by the Board and their terms set by the Board. The Board may designate permanent standing committees, as well as special committees or task forces. All committees must consist of at least one trustee, who shall serve at the pleasure of the board.

VI. OFFICERS

A. **Officers**

The officers of the corporation consist of a Chair, Vice Chair, Secretary and Treasurer. Other officers may be designated by the Board.

1. **Chair.** Subject to Board control, the Chair has general supervision, direction, and control of the affairs of the corporation, and such other powers and duties as the Board may prescribe. Specifically:
    a. Presides at all meetings of the Board of Trustees and other meetings as required.

b. Works with the Director and other board officers to develop the agendas for Board of Trustees meetings.
c. In conjunction with the Governance Committee, manages the development of the Board to help it work more effectively and efficiently.
d. Works with the Director and other board officers to develop immediate and long-term goals and expectations for the board that support organizational priorities and governance concerns.
e. Communicates effectively with and supports the Director in their job as manager of the school. In this capacity, focuses on ensuring that the board governs rather than manages.
f. Creates a safe environment for decision making by inviting participation, encouraging varying points of view, and stimulating a frank exchange of ideas to provide shared decision making.

2. **Vice Chair**. If the Chair is absent or disabled, the Vice Chair shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe. Specifically:
   a. Assumes the duties of the Chair as required in the Chair's absence.
   b. Supports the activities of the Chair, including sharing responsibilities as appropriate.
   c. Supports and challenges the Chair in all his/her responsibilities to ensure organizational priorities and governance concerns are addressed in the most effective and efficient manner.

3. **Secretary**. Reports to the Chair and Board of Trustees. Specifically:
   a. Provides direction and oversight for the keeping, at the principal office of the corporation or at such a place as the Board may determine, all organizational documents, including the articles of incorporation, the bylaws, adopted policies and a book of minutes of all meetings of the Trustees and meetings of committees. Minutes shall record date, time, and place of meeting; names of board members present and absent; substance of matters proposed, discussed, or decided; a record of votes by member; and public comments if given.
   b. Provides draft minutes for board approval and ensures that the Director has the approved version for posting on the school website and the Utah public notice website. www.utah.gov/pmn.
   c. Serves as the protocol and communications officer of the board and ensures the keeping and posting of meeting minutes, meeting notifications, and committee reports. Also ensures the adherence to open meeting laws and that other procedural requirements are followed legally and ethically.

4. **Treasurer.** Reports to the Chair and the Board of Trustees. Supports the Director and business management personnel. This position requires background in and understanding of finance and business management. The Treasurer is responsible for ensuring that Board members understand financial aspects of the organization. Responsibilities include:
   a. Facilitates the board in meeting its financial oversight responsibilities.

b. Ensures the presentation of timely and meaningful financial reports to the board.
c. Ensures the development of an annual budget and its submission to the Board for its approval and leads the monitoring of budget implementation.
d. Oversees development and board review of financial policies and procedures.
e. Leads in the Board review of the annual financial audit, including the management letter.
f. Takes responsibility for designing an annual board training program so that all board members can effectively conduct oversight of the financial health of the organization.
g. Works with designated financial service or manager.

B. **Election, Eligibility and Term of Office**

1. **Election**. The Board shall elect the officers at a regular meeting of the Board of Trustees.
2. **Eligibility**. A Trustee may hold any number of offices.
3. **Term of Office**. Each officer serves at the pleasure of the Board, holding office for a two-year term. An officer may serve multiple terms.

C. **Removal and Resignation**

The Board may remove any officer, either with or without cause, at any time by majority vote. Any officer may resign at any time by giving written or verbal notice to the corporation, the resignation taking effect on receipt of the notice or at a later date specified in the notice.

VII. NON-LIABILITY OF TRUSTEES

The Trustees shall not be personally liable for the corporation's debts, liabilities, or other obligations.

VIII. INSURANCE FOR CORPORATE AGENTS

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Trustee, officer, employee, or other agent of the corporation, against any liability other than for violating provisions of the law.

IX. OTHER PROVISIONS

A. **Fiscal Year**

The fiscal year of the corporation begins on July 1 of each year and ends on June 30 of the following year.

B. **Execution of Instruments**

Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power to bind the corporation by any contract or engagement, to pledge the corporation's credit, or to render it liable monetarily for any purpose or any amount.

C. **Checks and Notes**

Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation may be signed by the Chair, the Director and other Trustees, as designated by the Board.

D. **Conflict of Interest**

Any Trustee, officer, key employee, or committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or a board committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest in writing to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest. The body to which such disclosure is made shall determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation.

For the purpose of this section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the corporation, or is a director, trustee or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the corporation.

XII. AMENDMENT

A majority of the Trustees may adopt, amend or repeal these Bylaws.

CERTIFICATE OF BOARD CHAIR

The undersigned does hereby certify that the undersigned is the Board Chair of Utah International School, a Utah nonprofit Corporation, that the foregoing Bylaws of said

corporation were duly and regularly adopted as such by the Board of Trustees of said corporation; and that the above and foregoing Bylaws are now in full force and effect.

Board Chair

3/7/11

Date

Revised version April, 2024

Wanda Gayle

_____

Board Chair

_____7/9/24___

Date

Appendix A

Board members are responsible for the following duties:

- Select a Director
- Select an Interim Director when an unexpected, immediate vacancy occurs in the Director's position
- Establish measurable goals and objectives for the Director
- Support and evaluate the Director's performance
- Remove and replace the Director, as necessary, consistent with Utah law (Code §53G-11-501 *et. seq.*)

Guidelines for selecting a Director:

1. Board determines a hiring committee.
2. Hiring committee creates a job description and job announcement and advertises for the position.
3. Hiring committee reviews submittals and recommends which candidates to interview.
4. Hiring committee interviews candidates, reviews and ranks each candidate, and recommends top candidates to the board.
5. Board votes on candidate at a regular board meeting and approves the recommended candidate.

Guidelines for replacing an Interim Director with a Director:

1. Board determines a hiring committee.
2. Hiring committee makes a recommendation to the board that the board do one of the following options:
    A. Follow the guidelines outlined above for selecting a director
    B. Appoint the Interim Director as the Director based on the following guidelines for evaluating the Director's performance.
3. Board votes whether to accept option A or option B.

Guidelines for evaluating the Director's performance:
The Board of Trustees considers the following areas, at a minimum, to evaluate the Director:

1. Stakeholder Relationships: The Director must be able to manage various relationships with parents, teachers, staff, students, vendors, board members, district personnel, and community stakeholders. Evaluate the Director's ability to communicate and develop relationships with school partners during the past year. Consider the Director's accessibility and if communications are professional and effective as part of your answer.

2. Financial Management: The Director must be fiscally responsible and accountable for the use of public funds. Evaluate the Director's use of federal, state, and other funding received during the past year. Consider whether the Director followed school policies and procedures, addressed any funding deficiencies, concerns, or unexpected challenges appropriately and has used school money to achieve expected student outcomes.
3. School Environment Leadership: The Director establishes and maintains programs for student success in a school with multiple cultures and unique student experiences. Evaluate the Director's leadership of the school, including the ability to motivate and manage teachers and students, maintain a supportive and safe school environment, and foster student learning and teachers' professional growth. Consider student and teacher retention, professional development opportunities provided during the year, and disciplinary or other related challenges faced during the school year.
4. Student Recruitment: The Director leads and organizes efforts to identify prospective students and effectively inform them of the opportunities available to them at the school. Evaluate the Director's development and leadership of recruitment and outreach to potential students within the surrounding neighborhood, within targeted student groups, and to the broader population. Consider outreach efforts with neighborhood partners, and use of media and other resources for recruitment.
5. Other Comments: Provide any additional comments regarding particularly outstanding strengths or areas of needed improvement.

Guidelines for removing a Director:

1. Board president calls a closed session to discuss the character and competence of the Director.
2. Board investigates and gathers information from other administrators, staff, and teachers. Board ensures due process at every opportunity.
3. Board meets with Director to attempt to resolve issues and may elect to retain a mediator.
4. Board jointly determines the seriousness of the Director's misconduct or failures of performance and votes to determine the appropriate level of discipline—up to and including dismissal.
5. Board provides notice to the Director in a written statement that informs the Director of the decision, detailed reasons for the decision, and any appeal rights.
6. Board may retain an independent hearing officer to hear an appeal and make a final determination regarding dismissal.