

Bylaws of  
Mountainville Academy  
A Non-profit Corporation

ARTICLE I: ORGANIZATION

1. The name of the organization shall be Mountainville Academy, Incorporated.
2. The organization shall not have a seal but may design a logo.
3. The organization may at its pleasure by a majority vote of the Board of Trustees change its name.

ARTICLE II: PURPOSES

Mountainville Academy, Incorporated, a Charter School, has been formed and established to provide public education pursuant to Utah Charter School laws.

ARTICLE III: MEMBERSHIP

Mountainville Academy shall have one class of members only, and each member shall have equal voting and other rights. No family or staff member shall hold more than one membership in Mountainville Academy.

Each family having one or more students enrolled in Mountainville Academy, having met the admission criteria as established by state law and the policies of this non-profit corporation, is a member and shall be entitled to one vote on each matter submitted to a vote of the members. Each family will have one vote, regardless of whether separate households are maintained.

At membership meetings, all votes shall be cast in person or by proxy registered with the secretary to the Board of Trustees.

The membership and all rights of membership shall automatically terminate if the family has no current students enrolled. All rights of a family in Mountainville Academy shall cease on the termination of such family membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues or fees, arising from contract or otherwise. The Board of Trustees shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE IV: MEMBERSHIP MEETINGS

Membership meetings of Mountainville Academy shall be held semi-annually, the first of which will fall on the fourth Thursday of September of each and every year except if such day is a legal holiday, then and in that event, the Board of Trustees shall fix the day but it shall not be more than two weeks from the date fixed by these Bylaws.

The second membership meeting of Mountainville Academy shall be held each May for the purpose of electing officers for the Parent Organization and the School Administrative Committee. All rules pertaining to membership meetings apply.

The secretary shall give notice to every member in good standing at his address as it appears in the membership roll book of Mountainville Academy, telling the time and place of such annual membership meetings. Regular meetings of Mountainville Academy shall be held within the school facility, unless otherwise noticed.

Membership meetings shall be conducted by the Chairman of the Board of Trustees. The business conducted during membership meetings shall be done by a vote of not less than fifty (50%) of those in attendance, after proper notice is given.

The business to be conducted at membership meetings shall include, but not be limited to, whether notice of said business was given or not, the ratification of newly appointed members of the Board of Trustees, special elections of the Parents Organization and/or the School Administrative Committee, and other business of significance.

The Chairman of the Board of Trustees may call special meetings of Mountainville Academy when it is deemed in the best interest of the organization. Whenever possible, notice shall be given at least ten (10) days prior to the scheduled date set for such special meeting, however only 24 hours notice shall be required. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of sixty (60%) percent of the members of the Board of Trustees or fifty (50%) percent of the members of the organization, the Chairman shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

#### ARTICLE V: VOTING

Except for the election of officers, all voting during membership meetings shall be by voice or by hand as determined by the presiding Chairman. For the election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special membership meeting, if proper notice was given and a majority of the total membership so requires, any question may be voted upon in the manner and style provided for election of the School Administrative Committee. When votes for elections are taken by ballot, the Chairman of the Board of Trustees shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results. The certified copy shall be physically affixed in the minute book to the minutes of that meeting. No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

## ARTICLE VI: GOVERNANCE

Mountainville Academy shall be governed by the Board of Trustees. The duties, rights, responsibilities and authority of the Board of Trustees are as found in the charter and as outlined below. Subject to the approval of the Board of Trustees, the Administrative Director of Mountainville Academy shall run the daily operations of the school with the support and assistance of the School Administrative Committee and other administrative personnel as needed.

## ARTICLE VII: BOARD OF TRUSTEES

The Board of Trustees shall consist of seven (7) members, the composition of which shall be governed by State Rule 277-470 and may contain both appointed and parent-elected members. A parent-elected Trustee shall serve a term of no more than 2 years and shall hold office until the end of the two-year term or until such time as he resigns. An appointed Trustee shall hold office until such time as he resigns or is replaced as outlined below.

The Board of Trustees shall maintain the vision and policies of Mountainville Academy, and shall have the control and management of the affairs and business of Mountainville Academy. Such Board of Trustees shall only act in the name of the organization when it shall be regularly convened by its Chairman after due notice to all the Trustees, and the public, of such meeting.

Four members of the Board of Trustees shall constitute a quorum and the meetings of the Board of Trustees shall be held quarterly, unless otherwise specified and deemed necessary, on the third Thursday of a given month. Each Trustee shall have one vote and proxy may not do such voting. The Board of Trustees may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Trustees shall be filled by a vote of the majority of the remaining members of the Board of Trustees, unless otherwise required to be filled through election by the membership of the Parent Organization, and ratified by the vote of the majority of those members present at the next membership or special membership meeting. If a vacancy occurs in a parent-elected position preceding the end of the two-year term, the Board of Trustees will appoint by a majority vote a new Trustee to fill the vacancy for the remainder of the parent-elected member term.

A Trustee may be removed when sufficient cause exists for such removal, and requires a supermajority vote of the remaining Board of Trustees. The Board of Trustees may entertain charges against any Trustee. At any hearing for removal, the accused Trustee may be represented by counsel. The Board of Trustees shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of Mountainville Academy.

The current officers and members of the Board of Trustees shall be as follows:

Chairman: ~~Rebecca Whitechurch~~ Mac Sims

Vice Chairman: Linda Seeley

Secretary: ~~Lori Robinson~~ Jennifer Moulder

Trustee: Gaylee Coverston

Trustee: Jon Fruehan

Trustee: ~~Mae Sims~~ Thomas Whitchurch

Trustee: ~~Cynthi Chesler~~ Volkmar Nitz

The Chairman of the Board of Trustees shall preside at all membership meetings. He shall serve as the Representative of the Board of Trustees on School Administrative Committee. He shall present at each annual membership meeting of the organization an annual report of the work of the organization. He shall appoint all committees, temporary or permanent. He shall see all books, reports and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice Chairman shall, in the event of the absence or inability of the Chairman, become acting Chairman of Mountainville Academy with all the rights, privileges and powers associated with that office.

The Board of Trustees shall designate a secretary to the Board. The secretary shall oversee and maintain the minutes and records of the organization in appropriate format. It shall be the duty of the secretary to file any certificate required by any statute, federal or state. The secretary shall give and serve all notices to members of Mountainville Academy and shall be the official custodian of the records of Mountainville Academy. The secretary shall submit to the Board of Trustees any communications, which shall be addressed to him as Secretary of the organization. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary. These duties may be delegated as necessary and appropriate to the school's employed Lead Secretary.

The fiduciaries of Mountainville Academy shall be the Chairman of the Board of Trustees, and the school Administrative Director, ~~and the Head of Operations~~. In the event that one of these positions is vacant, the Vice Chairman of the Board of Trustees shall have fiduciary responsibilities. In the event that one or more fiduciaries is incapable of fulfilling his duties, the Chairman or Acting Chairman may convene a meeting of the Board of Trustees to vote to appoint another board member or members with fiduciary responsibilities. Two fiduciaries shall sign checks or drafts of the organization. No expenditure may be taken without the approval of the Board of Trustees if the expenditure would violate the constraints of the current budget. The Head of Operations shall render at stated periods as the Board of Trustees shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Trustees of such meeting.

The Board of Trustees shall authorize the hiring and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization. Such authority may be delegated at the discretion of the Board of Trustees. No Trustee shall, for reason of his office, be entitled to receive any salary or compensation while holding the office of Trustee, but nothing herein shall be construed to

prevent an officer or Trustee from receiving any compensation from the organization once he no longer holds the office of Trustee.

#### ARTICLE VIII: SCHOOL ADMINISTRATIVE COMMITTEE

The Mountainville Academy School Administrative Committee shall consist of eight members. The Mountainville Academy School Administrative Committee is comprised of three appointed members, four elected members, and one employee. The appointed members shall include (1) the Chairman of The Board of Trustees, (2) the Chairman of The Parent Organization, and (3) the Student Council Coordinator. The elected members of the School Administrative Committee shall be elected by the majority of the general membership of the organization. The Administrative Director, by virtue of his employment, shall serve as an ex-officio member of the School Administrative Committee and will have no vote. The Chairman of the Board of Trustees shall only vote in the event of a tie or to necessitate a quorum.

Candidates for the elected members of the School Administrative Committee shall be limited to parents of students enrolled.

Unless earlier terminated, each appointed member of the School Administrative Committee will serve until his term is completed. Each elected member of the School Administrative Committee shall serve for a term of two years beginning at the annual election meeting in May. The exception to this rule applies only to the original 1st and 2nd elected School Administrative Committee members who will serve for a term of one year. The Administrative Director will serve on the School Administrative Committee until his employment is terminated.

Any member of the School Administrative Committee, except the Representative of the Board of Trustees, unless he also resigns as the Chairman of the Board of Trustees, may resign at any time by delivering a written resignation to the School Administrative Committee.

Any member of the School Administrative Committee may be removed at any time for just cause, including conduct injurious to the best interests of Mountainville Academy, by an affirmative vote of a majority of the remaining members of the School Administrative Committee and the Board of Trustees, provided that proper notice of the meeting and an opportunity to respond to the offending member is given. Any elected member of the School Administrative Committee may also be removed by a petition signed by a majority of the members constituting the general membership.

In the event of an unexpected vacancy in the membership of the School Administrative Committee, the Board of Trustees will appoint an acting member until the next general or special membership meeting, where the vacancy will be filled in accordance with the voting procedure.

Four members of the School Administrative Committee shall constitute a quorum and the meetings of the School Administrative Committee shall be held regularly on the second Thursday of each month. Each committee member shall have one vote and proxy may not do such voting. Within the School Administrative Committee, the positions of Chair, Vice Chair, and Secretary shall be filled by the elected School Administrative Committee members. The

Chair will preside over each School Administrative Committee Meeting. The Vice Chair will preside over said meetings in the absence of the Chair. The Secretary will take minutes and coordinate with the Chair to establish an agenda for the meetings. The School Administrative Committee may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

With the exception of the Administrative Director, no member of the School Administrative Committee may receive compensation for acting as a member of the School Administrative Committee.

#### ARTICLE IX: PARENT ORGANIZATION

The membership of the Parent Organization shall consist of all members of Mountainville Academy. Each member shall have one vote of equal value to all other members. The Parent Organization shall elect, from its members, a Chairman to serve for a term of one year.

The Parent Organization will take direction from, and work under, the Administrative Director and the School Administrative Committee and all procedures, rights and duties for the proper operation of the Parent Organization may be outlined by the Board of Trustees, the Administrative Director, the School Administrative Committee, or the Parent Organization, in that order of priority.

#### ARTICLE X: COMMITTEES

The Board of Trustees may appoint all committees of Mountainville Academy and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Trustees. The Board of Trustees may delegate this authority at its discretion.

#### ARTICLE XI: INDEMNIFICATION

Mountainville Academy shall indemnify any and all persons who may serve or who have served at any time as Trustees, officers, or members of the School Administrative Committee and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Trustees, officers or members of the School Administrative Committee of Mountainville Academy, except in relation to matters as to which any such Trustee, officer, or members of the School Administrative Committee or former Trustee, officer, or member of the School Administrative Committee shall be adjudged in any action, suit, or proceeding to be liable for his or her own negligence or misconduct in the performance of his or her duty. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof may be paid by Mountainville Academy in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees, whether a disinterested quorum exists or not,

upon receipt of an undertaking by or on behalf of the Board of Trustees to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by Mountainville Academy. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of members, or otherwise.

#### ARTICLE XII: AMENDMENTS

These Bylaws may be altered, amended, repealed or added to by the Board of Trustees with an affirmative vote of not less than sixty-seven (67%) percent of the membership *in attendance at a regular membership meeting.*