

**AMENDED AND RESTATED
BYLAWS
OF
OGDEN PREPARATORY ACADEMY, INC.**

**ARTICLE I
NAME, PURPOSE**

Section 1: The name of the organization is **Ogden Preparatory Academy, Inc.** (the "corporation").

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.

**ARTICLE II
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. All rights which would otherwise by law vest in the members shall vest in the board.

**ARTICLE III
MEETINGS OF DIRECTORS**

Section 1: Annual Meeting. The Board of Directors of the corporation (the "Board") shall hold an annual meeting for the purposes of organization, selection of Directors and officers, and the transaction of other business.

Section 2: Regular Meetings. Regular meetings will be held as often as the Board deems necessary in order to conduct its business. Regular meetings of the Board, including the annual meeting, shall be held without call or notice on such dates and at such times and places as may be from time to time fixed by the Board.

Section 3: Special Meetings. Special meetings of the Board for any purpose(s) may be called at any time by the President/Chief Acting Officer, Secretary, or one-third of the members of the Board.

Section 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 Director has received four (4) days' notice by first class mail or forty-eight (48) hours notice given personally or by telephone or other similar means of communication.

**ARTICLE IV
BOARD OF DIRECTORS, OFFICERS**

Section 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 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 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:

- 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.

Section 3: Board Role, Size, Composition.

- a. The Board 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.
- b. The Board shall consist of no fewer than three (3) and no more than seven (7) members. The Board members shall receive no compensation other than reasonable expenses.
- c. At least one (1), but no more than two (2), president(s) of the Ogden Preparatory Academy Parent Organization(s) will serve as members of the Board.

Section 4: Meetings.

a. The Board shall meet regularly at such times as may from time to time be determined by the Board. Meetings of the Board may be held at the principal office of the corporation or at any other 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 five (5) business days prior to the scheduled board meeting, a description to the then acting secretary of the corporation. However, the President of the Board shall have discretion regarding what items shall be included on meeting agendas.

b. The Board shall hold an annual meeting for the purposes of organization, selection of Directors and officers, adoption of the budget, and the transaction of other business.

c. Special meetings of the Board for any purpose(s) may be called at any time by the President or the Secretary. Special meetings of the Board may be held after each Director has received notice by mail, telecopy, e-mail or telephone and after proper notification as required by Law. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 5: Quorum. A quorum consists of a majority of the current Board members then in office. 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. 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 6: Terms. Board members shall serve four (4) year terms and are eligible for re-election.

Section 7: Resignation, Removal. Resignation from the Board must be in writing and received by the Secretary. 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 Board member may be removed with or without cause by the vote of two-thirds (2/3) of the remaining directors.

Section 8: Vacancies. Vacancies on the Board will exist (1) on the death, resignation, or dismissal of any member, or (2) when the term of a current Board member has expired.

Section 9: Board Elections.

a. In order to fill a vacancy in the Board (other than Board seats filled by the president(s) of the Ogden Preparatory Academy Parent Organization(s)), the Board will solicit nominations and letters of application from the school community or members of the community at large. The Board may then elect an approved applicant to fill the vacancy. Board members (other than for Board seats filled by the president(s) of the Ogden Preparatory Academy Parent Organization(s)) will be elected by the vote of a majority of the remaining members of the Board. Board members elected to fill the seats of directors whose terms have expired shall be elected at the annual meeting of the Board of Directors.

b. Board seats that the Board determines are to be filled by the president(s) of the Ogden Preparatory Academy Parent Organization(s) will be filled by the individual(s) elected according to the Parent Organization(s) bylaws, policies, and procedures.

Section 10: Fees and Compensation. Directors shall not receive compensation for their services; however, the Board may approve the reimbursement of a Director's actual and necessary expenses incurred in the conduct of the corporation's business.

Section 11: Standard of Care.

a. A Director shall perform all duties of 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 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.

**ARTICLE V
OFFICERS**

Section 1: Officers. The officers of the corporation shall be President, Secretary, and Treasurer/Financial Coordinator. 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 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 until their resignation, removal or other disqualification from service, or until their term expires and their respective successors shall be elected.

Section 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 4: Removal. Any officer may be removed, either with or without cause, by the majority vote of the Board at any time or, except for an officer chosen by the Board, by any officer upon whom the Board may confer such power of removal. Any such removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

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. 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 or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 7: President. Subject to such powers, the President is the chief executive officer of the corporation. The President shall preside at all meetings of the Board. The President has the general management powers and duties usually vested in the office of the President and general manager of a corporation as well as such other powers and duties as the Board may prescribe from time to time. The President shall sign on behalf of the corporation all deeds, contracts, and other instruments binding upon the corporation unless otherwise expressly directed by the Board and shall have a general supervision over all of the property, business, and interests of the corporation.

Section 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 Vice President(s) shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 9: Secretary.

a. 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 and its committees, 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. The Secretary shall keep, or cause to be kept, the seal of the corporation and shall affix, or cause to be affixed, the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument.

b. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all its members promptly after the meetings; shall keep the seal of the corporation in safe custody; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer; and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 10: Treasurer.

a. The Treasurer 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 Director.

b. 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 depositories 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 Directors, upon request, an account of all transactions and of the financial condition of the corporation. The Treasurer shall present, or cause to be presented, an operating statement and report, since the last preceding regular Board meeting, to the Board at all regular meetings. The Treasurer shall have such powers and perform such other duties as may be prescribed from time to time by the Board.

**ARTICLE VI
COMMITTEES**

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


**ARTICLE VII
DIRECTOR/PRINCIPAL AND STAFF**

Section 1: Director/Principal. The Director/Principal is hired by the Board. 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.

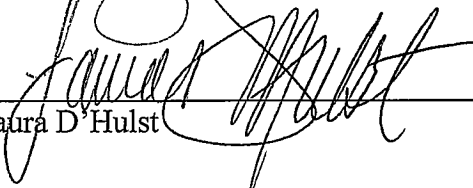
**ARTICLE VIII
AMENDMENTS**

Section 1: These Bylaws may be amended when necessary by the vote of a majority of the Board.

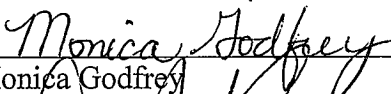
DIRECTORS:




Nancy Allen



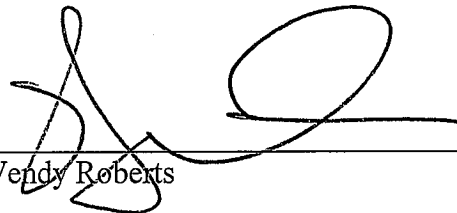
Laura D. Hulst



Monica Godfrey



Catina Martinez-Hadley



Wendy Roberts



Matthew Roper



Hilary Wahlen