

Excelsior Academy Board Bylaws



1.A.01 - Excelsior Academy Board Bylaws

Article I

Purposes

The purposes for which Excelsior Academy is organized are to educate scholars with a broad classical foundation of knowledge, assisting them with opportunities to learn at their challenge level, in an intentionally inviting environment to help scholars acquire a life-long love of learning.

Article II

Board of Trustees

Section 1: The Board of Trustees (“the Board”) shall consist of at least five (5) and no more than eleven (11) Trustees. All Trustees shall have identical rights and responsibilities.

Section 2: Trustees shall be sought who reflect the qualities, qualifications and diversity determined by the Board.

Section 3: Trustees may nominate potential Trustees and officers for election by the Board of Trustees. The Board will take action on these nominations within one month of being presented to the Board. New Trustees will be seated at the annual June meeting of the Board.

Section 4: Trustees shall serve a term of three (3) years. 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 Trustee may not be reduced, except as specified in these bylaws. No Trustee shall serve more than two (2) consecutive, three-year terms. Fulfilling an incomplete term is not considered part of the term limit if time served is less than one year. Trustees shall serve staggered terms with one-third of the board renewed at each annual meeting in June to balance continuity with new perspective as specified in Article II Section 10 of these Bylaws.

Section 5: Any vacancy occurring in the Board of Trustees and any position to be filled by reason of an increase in the number of Trustees may be filled, upon recommendation of a qualified candidate, by the affirmative vote of the majority of the current Trustees. A Trustee elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 6: A Trustee may resign at any time by filing a written resignation with the Chair of the Board.

Section 7: The Board may remove any Officer or Trustee by a two-thirds (2/3) vote of the entire Board at any regular or special meeting of the Board provided that a statement of the reason or reasons shall have been presented to the Officer or Trustee proposed for removal. The Officer or Trustee shall be given an opportunity to be heard and the matter considered by the Board.

Section 8: Members of the Board of Trustees:

Shall receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of voluntary Excelsior Academy activities in accordance with Excelsior Academy policies.

Shall serve Excelsior Academy with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with Excelsior Academy. All participants in Board work are bound by the Code of Conduct, Conflict of Interest and Confidentiality policy statements.

Shall have no direct or indirect financial interest in the assets or leases of Excelsior Academy; any Trustee who individually or as part of a business or professional firm is involved in the business transactions or current professional services of Excelsior Academy shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.

Section 9: In the event the composition of the Board does not comply with any applicable Utah law or rule, a majority of the Board shall vote to replace or add Trustees as necessary to bring the composition of the Board into compliance with such applicable Utah law or rule.

Section 10: Each of the up to eleven Trustees shall be assigned a letter A through J, or designated as the Trustee representing the Parent Teacher Organization (or PTO). This designation is made solely to clarify the term of each board member, and shall be recorded in the minutes of the first board meeting that a Trustee is appointed to the Board.

The following Board Member seats will expire in June 2010, and every three years thereafter: A, D, G and J.

The following Board Member seats will expire in June 2011, and every three years thereafter: B, E and H.

The following Board Member seats will expire in June 2012, and every three years thereafter: C, F and I.

The Board Member seat filled by the PTO representative shall expire in June 2010, and every one year thereafter.

The Secretary shall keep track of these designations at all times and shall include a current copy of the chart attached to these Bylaws showing the name, letter assignment (A-J or PTO), and expiration date of the term for each Trustee, and shall include an updated copy of such chart in the minutes of any Board meeting when a change is made.

Article III

Officers

Section 1: There shall be four (4) elective Officers of the Board: a Chair, a Vice Chair, a Secretary, and a Treasurer.

Section 2: The Board shall create a Governance Committee which shall present a slate of Officers to the Board of Trustees. The nominated Officers shall be drawn from among the members of the Board of Trustees. The election of the Officers shall be held at the annual meeting of the Board.

Section 3: The newly elected Officers shall take office immediately following the close of the meeting at which they are elected and the term of office shall be one year, or until respective successors assume office. A Trustee may serve more than one (1) term in the same office, but not more than three (3) consecutive terms in the same office.

Section 4: 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 Treasurer becomes vacant, the Chair shall appoint interim Officers to fill such vacant offices until a scheduled meeting of the Board can be held. The Secretary shall keep track of these designations at all times and shall include a current copy of the chart attached to these Bylaws showing the name for each Officer and shall include an updated copy of such chart in the minutes of any Board meeting when a change is made.

Article IV

Meetings

Section 1: The annual meeting of the Board shall occur in the last quarter of the fiscal year. There shall be at least five (5) other regular meetings of the Board held each year. Notice shall be given to each Trustee as required by applicable law prior to the date of every regular meeting of the Board, but in no event less than forty-eight (48) hours prior to the meeting.

Section 2: Special meetings of the Board may be called by the Chair or by a majority of the Trustees by filing a written request for such a meeting with the Chair and stating the object, date, and hour therefore, due notice having been given each Trustee twenty-four (24) hours prior to the meeting.

Section 3: More than fifty percent of the Trustees then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board, except where otherwise required by these Bylaws.

Section 4: The Board shall select its own meeting format in any method allowed by the laws of the state of Utah. Any such meeting, whether regular or special, complying with Sections 1 or 2 of Article IV, shall constitute a meeting of the Board and shall subscribe to the policies, procedures, and rules adopted by the Board.

Section 5: 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 Trustees prior to the meeting. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting also shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6: Any action required to be taken by the Board may be taken without a meeting if all Trustees consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action or written consent shall have the same force and effect as a unanimous vote of the Board. All such action must be presented at the next meeting of the Board.

Section 7: Voting by Trustees by proxies shall not be permitted.

Article V

Staff

The Board of Trustees shall have the discretion to appoint a chief staff person, who shall be responsible for carrying out the work of Excelsior Academy in accordance with the policies established from time to time by the Board of Trustees.

Article VI

Executive Committee

Section 1: There shall be an Executive Committee comprised of the officers of the Excelsior Academy Board. The Executive Committee shall be convened by the Chair when it is not possible to convene the Board in a timely fashion, or shall be authorized to act on behalf of the Board by action of the Board. Actions of the Executive Committee shall require ratification by the full Board of Trustees at its next meeting.

Section 2: The Executive Committee shall not serve as an intermediary between the Board and its committees or task forces. The Board of Directors may delegate to the Executive Committee, to the extent provided in a specific resolution, any of the Board's powers and authority, except with respect to:

- the filling of vacancies on the Board of Trustees or in any committee which has the authority of the Board;
- the amendment or repeal of Bylaws or the adoption of new Bylaws;
- the amendment or repeal of any resolution of the Board which provides that such resolution may not be amendable or repealable by the Executive Committee;
- the approval of any self-dealing transactions;
- the sale, transfer, or distribution of all or substantially all of the assets of the corporation;
- the sale, transfer, or purchase of real property;
- the merger or dissolution of the corporation;
- the appointment of committees of the Board or the members thereof;
- the setting of the budget or approval of audits; and any action prohibited by the Articles of Incorporation, these Bylaws, or the laws of the state of Utah.

Article VII

Other Committees and Task Forces

Section 1: The Chair shall appoint committees or task forces of the Board. Committees may be composed of Trustees or community members, or both. The Board may prescribe the need and/or the composition of such committees.

Article VIII

Fiscal Year

The fiscal year of Excelsior Academy shall begin on July 1 on each calendar year and terminate on June 30 of the following year.

Article IX

Rules of Order

Except where they may be in conflict with the Articles of Incorporation, these Bylaws of Excelsior Academy, or applicable law, the rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of Excelsior Academy.

Article X

Indemnification

Excelsior Academy shall, to the maximum extent permitted by law, indemnify each of its Trustees and Officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a Trustee or Officer of Excelsior Academy and shall advance to such Trustee or Officer expenses incurred in defending any such proceeding to the maximum extent permitted by law.

Article XI

Amendments

These Bylaws may be amended at a regular meeting by a two-thirds vote of all Trustees then in office.

Article XII

Subordinate

At all times, these Bylaws shall be subordinate to Excelsior Academy's Charter as granted by the Utah State Charter School Board. In the event of a conflict between these Bylaws and the Charter, the provisions of the Charter shall control.

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CERTIFICATION

THE UNDERSIGNED officer and/or director of Excelsior Academy, a Utah nonprofit corporation, hereby certifies that the foregoing Amended and Restated Bylaws were duly adopted as of the 28th day of October, 2009.

Signature

Print Name

Title