

## Charter School Bylaws

### **What are bylaws?**

- Bylaws provide the framework for effective governance.
- They outline general guidelines for the way the board operates.
- They are not intended to delineate operating procedures, and should provide big picture guidance around the structure and procedures of the board.

### **Why are bylaws important?**

“Bylaws are significant written rules by which an organization is governed...they are frequently neglected or even disregarded as a tool for governance. For many reasons, however, nonprofit organizations should pay more careful attention to their bylaws. For example, an unnecessarily large and unwieldy board of directors can impair an organization’s ability to make decisions and meet new challenges, while an entrenched group of long-time board members might prevent a nonprofit from adapting to change. With bylaws, an organization can specify the number of directors and limit their terms on the board.

Bylaws take on added importance during governance disputes centering on the way an organization is carrying out its mission. These disputes can take many forms: a board member who is voted out of office seeks reinstatement, a dissident group within the organization attempts to gain control of the board, or a faction mounts a legal challenge to a board decision. In these difficult situations, carefully crafted bylaws and adherence to them can help ensure the fairness of board decisions and provide protection against legal challenges.”<sup>f</sup>

### **How do bylaws fit into the hierarchy of legal authority?**

The hierarchy can be described in the following way:

1. Applicable federal and state laws, including IRS regulations
2. Charter contract with the charter authorizer
3. Bylaws of the charter school
4. Standing policies of the board of the charter school
5. Other one-time, short-term board policies
6. Administrative policies

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<sup>1</sup> The Nonprofit Board’s Guide to Bylaws by Kim Arthur Zetlin and Susan Dorn, publication of Board Source.



*Prepared -*

## **Bylaws of Vista School**

### **ARTICLE I ORGANIZATION**

1. The name of the organization shall be Vista School.
2. The organization shall not have a seal but may design a logo.
3. The organization may at its pleasure by a vote of the Board of Trustees change its name with a 2/3rds vote, pending approval from the authorizer.

### **ARTICLE II PURPOSES**

Vista School, a Charter School, has been formed, and established to provide public education pursuant to Utah Charter School laws and other activities related to this purpose and other tax-exempt purposes.

### **ARTICLE III GOVERNANCE**

Vista School shall be governed by the Board of Trustees. All procedures, rights, and duties for the proper operation of the Board of Trustees are outlined 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.

### **ARTICLE IV BOARD OF TRUSTEES**

The total number of members shall be at least five and shall not exceed seven. The Board of Trustees shall be made up of the current board at the time these bylaws are adopted, and any other members that the board may appoint consistent with these bylaws.

The Board of Trustees shall govern Vista School. Trustees shall hold office until such time as the member resigns or is removed consistent with these bylaws. Board member terms are for two years and are staggered. Each member is limited to two consecutive terms. If a member resigns, is removed from office, or their second term expires, they must wait a minimum of one year before running for re-election.

The Board of Trustees shall have the control and governance of the affairs and business of Vista School. Such Board of Trustees shall only act in the name of the organization when it shall be regularly convened after due notice to the public of such meeting.

A majority of the members of the Board of Trustees shall constitute a quorum and the meetings of the Board of Trustees shall be held not less than quarterly on a schedule

adopted by the Board of Trustees. The Board of Trustees may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

A member may be removed when sufficient cause exists for such removal and by two-thirds (2/3) vote of the remaining members. The Board of Trustees may entertain charges against any member. At any hearing for removal, the accused member may be represented by counsel to the Board of Trustees. The Board of Trustees shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of Vista School.

## ARTICLE V OFFICERS

All Officers of Vista are chosen by and from among Vista's Board of Trustees. The presiding officer of the Board is the Chief Administrative Officer. The Board may also elect other Officers to serve as Vice President, Secretary, and Treasurer. No Board member may receive compensation for services rendered to the Charter School as a Board member; provided, however, that Board members may be reimbursed for expenses incurred in performance of their duties as Board members. Officers shall serve one-year terms renewable up to three times.

The Chair of the Board of Trustees shall preside at all meetings. The Chair will be chosen by the majority vote of the Board of Trustees. She/he shall be one of the officers who may sign the checks or drafts of the organization. She/he shall have such powers as may be reasonably construed as belonging to the chief governance officer of any organization.

The Vice Chair shall, in the event of the absence or inability of the Chair, become acting Chair of Vista School with all the rights, privileges and powers associated with that office.

The Board of Trustees shall select from one of their members a secretary. The Secretary shall keep the minutes, documents, and records of the organization. It shall be his or her duty to file any certificate required by any statute, federal or state. She/he shall give and serve all notices to members of Vista School. She/he may be one of the officers authorized to sign the checks and drafts of the organization. She/he shall present to the membership at any meetings any communication addressed to her as Secretary of the organization. She/he shall submit to the Board of Trustees any communications, which shall be addressed to him or her as Secretary of the organization. She/he shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Board of Trustees shall select from one of their members a Treasurer. The Treasurer shall assist in the care and custody of monies belonging to the organization. She/he shall be one of the officers who may sign checks or drafts of the organization. She/he 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. She/he shall exercise all duties incident to the office of Treasurer.

The Board of Trustees shall authorize the hiring and fix the compensation of the School Executive Director. The Executive Director shall authorize the hiring and set the compensation of all other employees of the organization.

#### **ARTICLE VI COMMITTEES**

The Board of Trustees may appoint committees of Vista School and their term of office.

#### **ARTICLE VII INDEMNIFICATION**

Vista School shall indemnify any and all persons who may serve or who have served at any time as members or officers, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, Board of Trustees 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 members or officers, except in relation to matters as to which any such member or officer or former member or officer 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 Vista School 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 Vista School. 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 VIII AMENDMENTS**

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the Board of Trustees, pending approval from the authorizer.

In all cases, these By-Laws shall be compliant with Utah and Federal statutes and rules governing Charter Schools. In cases of any current or future conflict, the statute or rule shall govern.