

2021 Amendment to Attachment E to Charter

**Organizational Structure and Governing Body**

All business and affairs of the organization will be managed under the direction of the Governing Board. The Governing Board of LPA shall consist of no less than five members, though it may have up to ~~nine~~twelve at any time. This Governing Board is responsible for running the school with the following five major responsibilities:

\*\*\*

2021 Bylaw Amendments

Bylaws of Legacy Preparatory Academy Charter School

I. OFFICES

1.1 Location. The corporation may have such offices, either within or without the State of Utah, as the Board of Directors may designate or as the business of the corporation may require from time to time.

II. GOVERNING BOARD

2.1. Powers and Duties. All corporate powers and duties shall be exercised by or under the authority of the business and affairs of the corporation managed under the direction of the Governing Board.

2.2 Numbers and Composition of Governing Board.

a. The Governing Board shall consist of at least five Governing Board Members, but no more than ~~nine~~twelve. A majority of the Governing Board shall be comprised of parents of students enrolled at LPA. The Governing Board Member roles shall include:

1. A President,
2. A Vice President,
3. A Secretary, and
4. A Treasurer.

2.3. Terms of Governing Board Members

a. Board Member terms shall be for a period of three years, commencing July 1 of each year and concluding on June 30. Board members may run for consecutive terms but must be reappointed by a unanimous vote. New Board Members are appointed by a unanimous vote. When filling vacant Board Member seats, terms may be reduced to 1 or 2 years to ensure or promote continuity in Board membership.

## 2.4 Duties of Board Members

- a. President. The President shall schedule and preside at meetings of the Governing Board and business meetings, shall see that all orders and resolutions of the Governing Board are carried into effect and shall perform such other duties as the Governing Board may from time to time prescribe. The President shall assure that the Governing Board fulfills its responsibilities for the governance of LPA, shall be a partner to the /CAO, helping him/her to achieve LPA's mission, and shall optimize the relationship between the Governing Board and Management. The President shall sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the board to another officer or agent of the corporation.
- b. Vice President(s). The Vice President(s) shall attend meetings of the Governing Board, shall assist the President and shall perform such other duties as the Governing Board may from time to time prescribe.
- c. Secretary. The Secretary shall attend meetings of the Governing Board and shall prepare and record all votes and all minutes of all such meetings in a book to be kept for that purpose; the Secretary shall perform like duties for any committee when required. The Secretary shall give, or cause to be given, notice of all meetings of the Governing Board when required. The Secretary shall have the responsibility of authenticating records of LPA. The Secretary shall perform such other duties incident to the office of Secretary or as prescribed from time to time to perform by the Governing Board. The Secretary also prepares correspondence as requested by the President and Board members.
- d. Treasurer. The Treasurer shall attend meetings and is the custodian of funds received by LPA, maintains accurate records of all financial transactions and may perform such other duties as the Governing Board may from time to time prescribe.

2.6. Resignation of Board Members. Each member of the Governing Board of LPA serves in that capacity voluntarily, and may resign at any time during the term by submitting his or her resignation in writing to the ~~21~~ Governing Board or the corporation. A resignation is effective when the notice is received by the Secretary of the Board unless the notice specifies a later effective date.

2.7 Vacancies. In the event of resignation or involuntary removal from the Governing Board, or vacancies on the Board for any other reasons, volunteers may be asked to serve the remainder of the term for the particular seat or seats that are vacant. A volunteer may be selected to serve the remainder of the term for the vacant seat by a majority vote of the Governing Board. Per Bylaw 2.3, however, the remaining term of a vacant Board position may be modified or amended to ensure or promote continuity in Board membership.

2.8 Meetings. The Governing Board or the President will establish the meeting schedule. In scheduling and conducting its meetings, the Governing Board shall act in accordance with these bylaws and the laws of the State of Utah. The Governing Board will meet at least once a month

to discuss the operations of LPA, hear reports and updates from the Director and Officers, consider and adopt policies, and consider requests and concerns from parents, students and teachers.

2.9 Quorum. The Governing Board may not act unless a quorum of at least ~~four members~~a majority of active members is present.

2.10 Voting. Unless otherwise specified in the Bylaws, actions receiving a majority vote of those Members present at a board meeting will constitute action by the Governing Board, unless the Utah Revised Non-Profit Corporation Act requires the vote of a greater number of Board Members. A Board Member who is present at a meeting of the Governing Board when corporate action is taken is deemed to have assented to such action unless: (i) such member objects at the beginning of the meeting (or promptly upon his or her arrival) to holding a meeting or transacting business at the meeting; (ii) such Governing Board Member dissent or abstention from the action taken and such is entered in the minutes of the meeting; or (iii) such Member delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Secretary of the Board immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Board Member who votes in favor of the action taken.

2.11 Removal of a Board Member. Any of the Board Members may be removed for cause by the affirmative vote of a super-majority of the entire Governing Board. A Member may only be removed at a meeting called for the purpose of removing such Member, and the meeting notice must state the purpose, or one of the purposes, of the meeting is removal of the Board Member.

2.12 The Governing Board has the irrevocable obligation to ensure that the vision, mission, philosophy, name and direction of LPA are maintained perpetually.

\*\*\*