

BYLAWS

OF

GOOD FOUNDATIONS ACADEMY CHARTER SCHOOL

ARTICLE I. NAME, LOCATION AND FISCAL YEAR

SECTION 1. NAME

The name of the organization shall be Good Foundations Academy (*hereinafter sometimes referred to as "GFA"*) and is a nonprofit corporation organized and existing under the laws of the State of Utah.

SECTION 2. FISCAL YEAR

The fiscal year of GFA shall be as required by law, and is currently from July 1 to June 30.

ARTICLE II. GOVERNING BOARD

SECTION 1. GENERAL POWERS AND DUTIES

The property, business and affairs of GFA shall be the responsibilities of a Board of Directors (*hereinafter referred to as the "BOD"*). Without limiting the generality of the foregoing, the BOD may exercise all such powers of GFA as are provided by applicable law, the Charter School Application (or the Charter) and these Bylaws. A five to seven member governing Board of Directors (BOD) will administer policy-making processes at GFA. The BOD is to be aware, to the fullest extent possible, of all matters pertaining to the philosophy and goals of GFA to assure that its overall direction is consistent with the Charter. In the event of a vacancy on the BOD, volunteers will be asked to apply to serve, and selected by a majority vote of the BOD. The new Board Member must first receive a recommendation from the President of the BOD and Headmaster. They must also be willing to embrace the principles of Good Foundations Academy and founding books (evaluated through an interview process by the BOD and Headmaster). The founding books are:

- *Cultural Literacy* by E.D. Hirsch Jr.
- *Why Johnny Can't Tell Right from Wrong* by William Kilpatrick
- *The Schools We Need and Why We Don't Have Them* by E.D. Hirsch Jr.

The members of the BOD shall be volunteers and shall not be compensated in any way, but may be reimbursed for reasonable expenses directly related to their service to GFA.

SECTION 2. STRUCTURE, OPERATION and FUNCTIONALITY

The BOD will elect a Chief Administrative Officer (CAO) to serve as the primary liaison with USOE, and a President of the BOD. The members of the BOD will select one member each to serve as President, Vice President, Treasurer and Secretary. These members will serve as the executive committee of the board.

- a. No board member may hold more than one office consecutively.
- b. The Headmaster may not serve as BOD President, or on the BOD.

Members of the BOD shall serve for terms of up to three years, which shall be staggered. Of the original members, one shall serve for one term from the opening date of the School, and two shall serve for two terms from the opening date of the School. The remaining four members shall serve three terms from the opening date of the School.

- c. The original BOD members will be a compilation of members from the Founder's Committee (or additions to the committee prior to opening day), whereby each member will nominate one person to serve on the five to seven member BOD. From this list of nominees, the members of the Founder's Committee will assemble the BOD by vote. To the fullest extent possible, the people that make up the BOD will be persons who have strong work ethic and community ties, have energetic personalities, and are from varied and different

backgrounds. Starting the second year of the school, the BOD will make it a goal to have at least two members of the BOD to be parents, grandparents or guardians of children who attend GFA.

The two members will:

- a. Be parents, grandparents or guardians of children who attend GFA or
- b. Be elected from the community, preferably from persons having backgrounds in education, business, or other occupations that would be beneficial to both the BOD and GFA.

In the event of a vacancy on the BOD, volunteers will be asked to apply to serve, and selected by a majority vote of the BOD.

SECTION 3. TERM

BOD members may be re-elected/re-appointed to three consecutive terms before a mandatory one term absence from the board. Anyone with a child attending GFA, or a current member of the BOD, may nominate candidates for the BOD. BOD members may be removed by an affirmative vote of 2/3 of the BOD. Any member of the Board may be removed at any time for cause, including conduct injurious to the best interests of GFA, by an affirmative vote of two thirds (2/3) of the remaining members of the Board, provided that proper notice of the meeting and an opportunity to respond by the offending member is given. No two board members may be immediate family members. At the first board meeting of the School, the BOD shall designate each of the members of the BOD by a letter, "A" through "G", and record the designations in the minutes. Each time someone is appointed to a new term, or fills a vacancy on the BOD, the minutes shall record the designation of the new board member by letter "A" through "G". The terms of board members shall be as follows.

Board Members A and B: First term expires June 30, 2012. Second term expires June 30, 2015, and then each subsequent term expires every three years thereafter.

Board Members C and D: First term expires June 30, 2013. Second term expires June 30, 2016, and then each subsequent term expires every three years thereafter.

Board Members E, F and G: First term expires June 30, 2014. Second term expires June 30, 2017, and then each subsequent term expires every three years thereafter.

SECTION 4. BOARD OF DIRECTORS - DUTIES

In the first year after the Charter is granted, the BOD will oversee the establishment of GFA. The BOD will also be responsible for other activities:

- a. Have final responsibility for GFA's direction and philosophy.
- b. Hire the Headmaster and Business Manager, and have any necessary input in the hire of additional teachers and staff.
- c. Create and amend Bylaws.
- d. Provide for the financial management of GFA.
- e. Create and maintain a strategic and long-range plan for GFA.
- f. Negotiate and coordinate with the District and State on behalf of GFA.
- g. Provide a performance evaluation of the Headmaster and Business Manager at least annually.
- h. Elect officers from its members, as prescribed in Article II Section 2.
- i. Hold meetings in public and maintain full and accurate meeting minutes.
- j. Ensure GFA's compliance with all applicable laws as well as compliance with the Charter.

SECTION 5. BOARD OF DIRECTORS - POWERS

The BOD powers will include:

- a. Final decision to employ or terminate the Headmaster, Business Manager, teachers and staff.
- b. To establish goals, objectives, and performance criteria of the Headmaster.
- c. To establish committees for research and implementation of policy.
- d. To appoint committee chairs and to approve sub-committee chairs.
- e. To remove committee chairs or sub-committee chairs.

- f. To accept gifts, grants, and donations of any nature for the use of the School.
- g. To appoint members to the Community Advisory Board of the School

SECTION 6. BOARD OF DIRECTORS – GENERAL PROCEDURES

Changes to the Charter require unanimous vote of the BOD and State approval for any substantial changes. Four members of the BOD shall constitute a quorum. All actions must receive four "affirmative" votes to pass. Proxy votes by absent members may be recognized if a quorum is present to do business. All BOD meetings shall be held in accordance with applicable law. All BOD votes shall be by roll call and shall be recorded. Notice of all BOD meetings shall be posted as required by law. Notices for such meetings shall also be posted on the official website for the State of Utah, Public Meeting Notice at <http://www.utah.gov/pmn/index.html>.

ARTICLE IV. MEETING OF THE BOARD OF DIRECTORS

SECTION 1. REGULAR MEETINGS

Regular meetings of the BOD will normally be held not less than once a month at a time and place to be set by the BOD not later than at the previous regular meeting.

SECTION 2. SPECIAL MEETINGS

Special meetings of the BOD may be called by the President and any other member, or by any four members. Notice of any special meeting shall be given as required by applicable law.

SECTION 3. QUORUM

Four BOD members shall constitute a quorum for the transaction of business at any meeting.

SECTION 4. MANNER OF ACTING

Except as otherwise required by law, the Charter School Application, the Charter School Contract or by these Bylaws, the act of four of the members of the BOD present at a meeting at which a quorum is present shall be the act of the BOD. It is critical to good governance of GFA that every member be present to vote and express opinions at every meeting of the BOD. A member's failure to attend three consecutive regular meetings of the BOD, unless the BOD shall approve additional absences or unless the absences are due to temporary mental or physical disability or illness shall be good cause for removal from the BOD.

SECTION 5. AGENDA

A written agenda for every regular or special meeting of the BOD shall be prepared by the President and posted with or included in every public notice of the meeting. Any matter requested by any BOD member for inclusion shall be included in the agenda. At its regular August meeting, the BOD shall adopt a BOD calendar for the succeeding twelve regular meetings. The calendar will constitute a partial list of agenda items for those meetings that may not be modified except by vote of the BOD. The time allotted to calendar items and all other matters involving agendas shall be determined in accordance to the above agenda requirements in this section.

SECTION 6. PUBLIC COMMENT

Members of the public may be given a limited amount of time at the beginning of every BOD meeting for public comment. In addition, members of the public present at any BOD meeting shall be invited to comment on every proposed action on which, after a motion is pending, every BOD member wishing to comment has commented. At the BOD's discretion, public comment may also be invited with respect to any matter affecting the school. Under the Bylaws, Article IV, Sections 5 and 6, and Article V, Section 4, the Chairman may, or at the request of any BOD member shall, include in the agenda of every regular or special meeting of the BOD a time for public comment; and if no such time is included in the agenda, the BOD may invite public comment at its discretion. With respect to any proposed action, public comment must be permitted if any BOD member has commented. The following rules will govern public comment at the BOD meetings:

1. During public comment periods included in a meeting's agenda, comment will be permitted from the floor, and from BOD members, in the order requested by the raising of hands.
2. When a motion is pending:
 - a. Any BOD member desiring to speak at any time shall be given priority over members of the public.
 - b. Public comment will be ruled out of order and terminated immediately unless it relates directly to the proposed action and is reasonably calculated to influence the BOD's vote on the pending motion. At the discretion of the Chairman, one warning may be given before termination of the right to speak.
3. When public comment is invited by the BOD other than during public comment periods included in a meeting's agenda, unless the BOD directs otherwise, the President shall set the rules under which public comment will be received.
4. Any member of the public desiring greater opportunity for comment than is permitted at a BOD meeting shall be invited to (1) submit comments to the BOD in writing, and (2) request that a member of the BOD place the item on the agenda of a regular meeting. No BOD member shall be required to comply with any such request.

These rules will be applied by the Chairman at all meetings unless the BOD prescribes otherwise.

SECTION 7. VOTING PROCEDURE

All votes shall be by roll call and shall be recorded except in matter of routine business in which case the Chairman may query the BOD for any objections to the motion or resolution and hearing none may declare the resolution as passed.

ARTICLE V. OFFICERS OF THE GOVERNING BOARD

SECTION 1. OFFICERS

The Officers of the BOD shall be President, Vice President, Secretary and Treasurer.

SECTION 2. ELECTION AND TERM

Officers shall be elected annually at the regular August meeting of the BOD. Officers shall serve until their successors are elected and qualified or until their earlier deaths, resignations or removal.

SECTION 3. VACANCIES

Any vacancy among the Officers shall be filled by the BOD. An officer appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

SECTION 4. PRESIDENT

The President shall prepare the agenda and preside at all the meetings of the BOD, and shall perform such other duties as may from time to time be assigned by the BOD.

SECTION 5. VICE PRESIDENT

The Vice President shall have all the powers and perform all the duties of the President in the absence or disability of the President. The Vice President shall perform such other duties as may from time to time be assigned by the BOD.

SECTION 6. SECRETARY

The Secretary shall keep minutes of all meetings of the BOD. The Secretary shall attend the meetings of the BOD and shall act as clerk thereof and record all the acts and votes and the minutes of all proceedings in one or more books to be kept for that purpose. The Secretary shall see that all notices are duly given in accordance with these Bylaws or as required by law and shall perform such other duties as may from time to time be assigned by the BOD. In the absence of the Secretary, the President of the BOD may direct the Secretary's duties be performed by any other person.

SECTION 7. TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the school from any source whatsoever, and deposit all such monies in the name of the school in such banks, trust companies or other depositories as shall be selected by the BOD; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the BOD. The Treasurer shall serve as chairman of the school's Financial Advisory Committee (ref. Article VI, Section 3.) If required by the BOD, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the BOD shall determine. The Treasurer may delegate the execution of these duties to the Headmaster and Business Manager of the school but retains oversight and responsibility for the same.

SECTION 8. RESIGNATION AND REMOVAL

Any Officer may resign at any time by giving written notice to the President or Secretary of the BOD. Such resignation shall take effect at the time specified therein and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed at any time, with or without cause, by an affirmative vote of the BOD.

ARTICLE VI. ADVISORY COMMITTEES

As provided for in the School's Charter, or in the sole discretion of the BOD, the BOD may create committees from time to time to provide advice or input to the BOD. Such advice or input shall not obligate the BOD to take any action, or refrain from taking any action.

ARTICLE VII. HEADMASTER

The Headmaster shall serve as Chief Executive Officer and chief administrator for the day-to-day operation of the school as well as the school's personnel administrator, and shall perform such other services and duties as shall be assigned by the BOD. The Headmaster shall have the authority both to offer and to terminate employment, subject to prior BOD review of all termination decisions and of annual teacher retention decisions. Except as otherwise provided in these Bylaws or by resolution of the BOD, the Headmaster shall have the authority to act for GFA in any matter and the action of the Headmaster shall be the action of the school. If such action sets or implies policy, it must be ratified at the next regularly scheduled meeting of the BOD. The Headmaster shall attend all meetings of the BOD except as otherwise directed by the BOD, but shall not be entitled to vote. The Headmaster shall be appointed by the BOD, shall account to and serve at the direction of the BOD, and may be removed at any time, with or without cause, by an affirmative vote of the majority of the BOD. The BOD shall vote annually, no later than at its first May meeting, on whether to retain or remove the Headmaster for the succeeding school year.

ARTICLE VIII. POLICIES MANUAL

Good Foundations Academy School policies, as adopted by the BOD from time to time, shall be recorded and maintained by the Secretary of the BOD, with the assistance of office staff, in a book separate from the minutes of the meeting at which they are adopted. The book shall be known as the "Good Foundations Academy Common School Policies Manual" ("Policies Manual"). The Policies Manual shall have a current table of contents listing, in a logical order designed by the Secretary or the BOD to make the contents accessible, every policy contained therein. A current copy of the Policies Manual shall be maintained in the school office at all times and shall be a public document subject to inspection during regular school hours. Each BOD member will be supplied with a current copy, and with updated material as adopted, and it shall thereafter be the member's responsibility to maintain a current copy. Every action of the BOD that will result in any change to the Policies Manual shall be identified as such prior to the BOD's vote thereon. If an action already taken by the BOD is thereafter proposed for inclusion in the Policies Manual, a separate vote shall be taken for that purpose.

ARTICLE IX. BOOKS AND RECORDS

The school shall keep records as required by law, shall keep minutes of the proceedings of the BOD as required by law, and shall keep at its principal office a record of the names and addresses of the members of the BOD. To the extent required or permitted by law, all records of GFA shall be public documents and shall be open to public inspection upon reasonable request. However, student records, personnel records and any other record protected under privacy laws are excluded.

ARTICLE X. CONSTRUCTION

The masculine gender, where appearing in these Bylaws, shall include the feminine gender and the singular shall include the plural unless the context clearly indicates to the contrary.

ARTICLE XI. PROCEDURE TO AMEND THE BYLAWS

These Bylaws may be amended, altered or repealed and new Bylaws adopted, following the distribution of the proposed changes to the BOD upon the affirmative vote of the BOD. No amendment which conflicts with applicable law or the Charter will be effective unless a waiver has been granted under the Charter School Contract or an amended Charter is agreed upon and signed by the BOD and the entity with the relevant authority from the State of Utah, and such amendment is harmonious with applicable law. At all times, these Bylaws shall be subordinate to the Charter, and in the event of a conflict between these Bylaws and the Charter, the provisions of the Charter shall control.

ARTICLE XII. VIOLATION OF BYLAWS

Except as otherwise provided by law, any action taken in violation of these Bylaws shall be invalid and void "*ab initio*", except that if the action is ratified in accordance with these Bylaws within ten days after notice of the violation is communicated to the Chairman of the BOD, the action shall be deemed to have been valid as of the date on which it was taken.

ARTICLE XIII. REPEAL OF PRIOR BYLAWS

All Bylaws of the school, and amendments thereto, other than the foregoing, if any, are hereby repealed.

ARTICLE XIV. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification of Directors and Officers. The School shall, to the maximum extent permitted by law, indemnify each of its Directors 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 Director or Officer of the School and shall advance to such Director or Officer expenses incurred in defending any such proceeding to the maximum extent permitted by law.

Section 2. Indemnification of Other Agents. The Board of Directors of the School may, in its sole discretion, provide by resolution for indemnification of any other agents of the Corporation comparable to that provided for Directors and Officers under this Article, to the extent permitted by law.


ARTICLE XV. ASSURANCES

- i. The charter school will not discriminate in student right of entry, program benefits, participation, employment, or treatment on the basis of race, color, religion or national origin, and will comply with the provisions of Title IX of the Education Amendments of 1972 prohibiting discrimination on the basis of gender.

- ii. The charter school assures that no otherwise qualified person shall, on the basis of a disability, be excluded from participation in, be denied the benefits of, or otherwise be subjected to discrimination under any program or activity that receives or benefits from local, state, or federal financial assistance.
- iii. The charter school will not expend program funds for any education program, activity, or service related to sectarian instruction or religious worship.
- iv. The charter school will function under an open admission policy. If the number of students applying to enroll at any grade level exceeds the capacity of the school or of, classes, or grade levels within the school, then those to be admitted shall be chosen at random from among the applicants, within the allowable mandatory and optional preferences specified in Section 53A-1a-506, Utah Code Annotated.

CERTIFICATE


I hereby certify that the foregoing Bylaws, consisting of seven (7) pages including this page, constitute the Bylaws of Good Foundations Academy, adopted by the Board of Directors thereof as of January 17, 2010.




Tom Koehler, Chairman/President



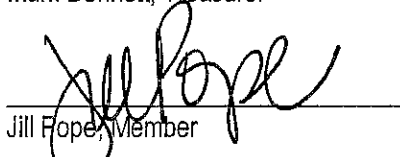
Hugh Ryan, Vice Chairman/VP



Mark Bennett, Treasurer



Nathan Bartsch, Secretary



Jill Fope, Member