BYLAWS
OF
SOUTH SUMMIT EDUCATION FOUNDATION

These Bylaws adopted March 24, 2016
Amended November 4, 2021
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ARTICLE I

The Corporation

Section 1.01. Name and Organizational Structure. South Summit Education Foundation (hereinafter the “Corporation”) is a nonprofit corporation organized and existing under the Utah revised Nonprofit Corporation Act in compliance with the Title 16, Chapter 6a of the Utah Code Annotated.

Section 1.02. Tax Status and Purposes. In accordance with the status of the Corporation as an organization described in Section 501 (c)(3) of the Internal Revenue code of 1986, as amended (or corresponding provisions of any future United States internal revenue law) (the “Code”), the Corporation is organized and shall be operated exclusively for the purposes set forth in the Articles of Incorporation.

ARTICLE II

Directors

Section 2.01. Power and Authority of Directors. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all of the authority of the Corporation shall be exercised by the Board of Directors. The Directors serving hereunder shall have the power, authority and responsibilities of and shall perform the functions provided for Directors under the Utah Revised Nonprofit Corporation Act, including, but not limited to, the power to do the following:

A. To appoint and control and at its pleasure remove any agents and employees and to allow such compensation for their services as the Board shall deem proper. This shall include the power to appoint investment advisors, trust companies, banks or other fiduciaries to invest and safeguard the assets of the Corporation;

B. To prescribe, consistent with these Bylaws, the duties of any Officer;

C. To determine and govern all matters affecting finances, discipline, committees or the function of the Corporation; and

D. To conduct such acts as may be required to carry out the exempt purposes of the Corporation.

Section 2.02. Provisions Relating to Directors.

A. Number. The initial Board of Directors shall comprise five (5) members. The number of Directors may be established by Board of Directors from time to time by the South Summit District Board of Education (the “Board of Education”), but shall never be fewer than three (3) nor greater than eighteen (18). The Board of Directors shall also include the President of the Board of Education (or his or her designee).
B. **Term and Election.** Each Director designated in the Articles of Incorporation shall be deemed to be elected as such as the time of filing the Articles of Incorporation to serve until his or her replacement is duly elected and qualified. Directors shall serve for terms of three (3) years each or until his or her successor is duly appointed and qualified, unless otherwise specified at the time of appointment by the Board of education. Directors may be reappointed.

The appointment of Directors shall be made annually by the Board of Education, or if action is not then taken, or if there is a vacancy, the election may be made at any regular or special meeting of the Board of education. The Board of Directors or Nominating Committee of the Board may present candidates for consideration to the Board of education. Once approved by a majority vote of the Board of Education, a Director shall be deemed appointed to the Corporation’s Board of Directors.

C. **Resignation and Removal.** Any Director, by notice in writing to the Board of Directors, with a copy to the Board of Education, may resign at any time. Except as otherwise provided in the Articles of Incorporation or these Bylaws, any Director may be removed from office with or without cause by the Board of Education.

**Section 2.03. Quorum and Voting.**

A. **Quorum.** Except as otherwise provided in the Articles of Incorporation or these Bylaws, a majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Directors.

B. **Voting.** Except as otherwise provided in the Articles of Incorporation or these Bylaws, each Director then in office shall have one (1) vote, and the vote of a majority of the Directors present, whether in person, by mail or by proxy, at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

**Section 2.04. Notice of Meetings of Board of Directors.** Notice of the place, date and time of each meeting of the Board of Directors shall be given to each Director not more than thirty (30) days nor less than two (2) days before the date of such meeting. Any notice referred to in this Section 2.04 may be given by any reasonable means and need not specify the purpose of the meeting, except that if an amendment to the Articles of Incorporation or these Bylaws is proposed a copy of such proposed amendment shall accompany said notice, and except with respect to a proposed action to elect or remove a Director or Officer. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered to the Director at this or her address specified in the records of the Corporation. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior to such meeting, and may be waived, in writing, by any Director either before, at or after such meeting. Such writing shall be filed with or entered upon the records of the meeting.

**Section 2.05. Meetings of Directors.**

A. **Regular Meetings.** Regular meetings of the Directors, including the annual meeting, shall be at such place (within or without the State of Utah), date and time as may be fixed by the Board of Directors or by the Board Chair as authorized by the Board.
B. **Special Meetings.** Special meetings of the Board of Directors may be called by the Board Chair or by two (2) Directors who deliver a written request to the Secretary for the calling of a meeting at least five (5) business days prior to the minimum notice period (as provided in Section 2.04) for the meeting to be called.

**Section 2.06. Attendance and Participation at Meetings.** Directors may attend and participate in any meeting of the Board of Directors through any communications equipment if all persons participating can hear each other.

**Section 2.07. Action Without Meeting.** Any action which might be taken at any meeting of the Board of Directors may be taken without such meeting by a writing or writings signed by all of the members of the Board. The writing or writings evidencing such action without a meeting shall be filed with the Secretary of the Corporation and inserted by him or her in the permanent records relating to meetings of the Board of Directors.

**Section 2.08. Ex Officio Directors.** In addition to the above-described voting Directors, persons serving in the following positions with the Board of Education shall serve as Ex Officio Directors: the South Summit School District Superintendent, and up to two (2) designated members of the Superintendent’s Cabinet. Ex Officio Directors shall be entitled to attend meetings of the Board of Directors or other activities of the Corporation as determined by the Board of Education. The Board of Directors shall provide for the selection and privileges thereof, provided that such persons shall not be entitled to vote, shall not be counted for quorum purposes of determining the number of Directors. However, the failure of such persons to receive notice of a meeting of the Board of Directors shall affect the validity of a meeting.

**ARTICLE III**

**Committees**

**Section 3.01. Committee Types.** The Board of Directors may from time to time create committees of the Board consisting of not less than two (2) Directors and appoint the members thereof. The Board also may appoint advisory committees consisting of the Directors and/or persons who are not Directors provided that at least one (1) Director shall be a member of each such committee. The Board of Directors may prescribe or limit the powers and duties of any committee of the Board. Such committees may include an Executive Committee, a Nominating Committee and a Finance Committee.

**Section 3.02. Committee Limitations.**

A. Each committee shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Board or in making reports to the Board and shall be subject to the control and direction of the Board. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, each committee shall act by a majority vote of the whole number of its members.
B. No committee shall have the authority to:
   a. Approve any action for which the approval of the Board of Directors is
      required by the Utah Revised Nonprofit Corporation Act;
   b. Establish committees of the Board of Directors or appoint members thereof;
      or
   c. Fill vacancies on the Board of Directors of any committee.

Section 3.03. Action Without Meeting. Any action which might be taken at any meeting of
any committee may be taken without such meeting by a writing or writings signed by all of the
members of such committee. The writing or writings evidencing such action taken without a
meeting shall be filed with the Chair of such committee and inserted by him or her in the
permanent records relating to meetings of the committee.

ARTICLE IV

Officers

Section 4.01. Election. The Officers of the Corporation shall consist of a Chair, Vice Chair and
Secretary/Treasurer and such other Officers as the Directors may from time to time designate.
The Foundation Board may choose to separate the position of the Secretary/Treasurer if the
duties become cumbersome for one person to fulfill. Election of Officers shall take place at each
annual meeting of the Board of Directors or, if action is not then taken or if there is a vacancy at
any regular or special meeting for which notice is given as provided in Section 2.04. The same
individual may be elected to more than one (1) office. All officers shall be elected by the Board
of Directors by a majority vote for a one (1) year term.

Section 4.02. Board Chair. Board Chair shall preside at all meetings of the Board of Directors.
The Board Chair shall, subject to the direction of the Board of Directors, have general
supervision, direction and control of the business and Officers of the Corporation. The Board
Chair shall be an Ex Officio member of all standing committees. The Board Chair shall have the
general powers and duties usually vested in the chief executive officer of a nonprofit corporation
under the laws of the State of Utah and shall have such other powers and duties as may be
prescribed by the board of Directors or these Bylaws.

Section 4.03. Vice-Chair. The Board of Directors may, at a later date, create the office of Vice-
Chair. The Vice-Chair shall in the absence of disability of the Board Chair, perform all duties of
the Board Chair, and, when so acting, shall have the powers and be subject to the restrictions on
the Board Chair. The Vice-Chair shall have such other powers and shall perform such other
duties as from time to time may be prescribed by the Board of Directors.

Section 4.04. Secretary. The Secretary shall keep the minutes of the proceedings of the Board
of Directors, shall be the custodian of all books, records, papers and property of the Corporation
and shall perform such other administrative duties as shall be necessary or desirable to carry out
the purposes of the Corporation. He or she shall have such other duties as may be established by
the Board Chair with the consent of the Board of Directors. Secretarial duties may, at the
discretion of the Board Chair, be conducted by the Executive Director of the Foundation.

Section 4.05. Treasurer. The Treasurer shall be the chief financial officer of the Corporation
and shall perform such other administrative duties as shall be necessary or desirable to carry out
the purposes of the Corporation. He or she shall have such other duties as may be established by
the Board Chair with the consent of the Board of Directors.

ARTICLE V

Indemnification and Insurance

Section 5.01. Indemnification of Directors and Officers. The Corporation shall, to the
maximum extent permitted by the 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 of Officer of the Corporation and shall advance to such Director or Officer expenses
incurred in defending any such proceeding to the maximum extent permitted by law.

Section 5.02. Indemnification of Other Agents. The Board of Directors of the Corporation
may, in its discretion, provide by resolution for indemnification of any other agents of the
Corporation comparable to that provided for Directors and Officers under Section 5.01, to the
extent permitted by law.

ARTICLE VI

Miscellaneous

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall end on the last day of June,
or on such other date as may be fixed from time to time by the Board of Directors.

Section 6.02. Amendments. Unless otherwise provided in the Articles of Incorporation or
these Bylaws, the Bylaws may be amended at a meeting called for that purpose by the
affirmative vote of two-thirds (2/3) of the whole number of Directors; provided, however, that
any such amendments shall be consistent with the Corporation’s status a tax-exempt organization
under Code Section 501 (c)(3); provided, further that all amendments must be approved by the
Board of Education.
Section 6.03. Limitations on Expenditures. No policy or regulation shall be adopted by the Foundation Board of Directors which is in conflict with or offends an adopted policy or regulation of the Board of education, nor may Foundation funds be spent for purposes in the South Summit School District which are foreign to the educational philosophies of the Board of Education. Pursuant to this article, the expenditure of all funds by the Foundation, except for its own maintenance and operation, shall be reviewed by the Board of Education.