

BYLAWS

OF

UTAH ARTS ACADEMY

a Utah nonprofit corporation

Dated as of _____, 2021

TABLE OF CONTENTS

ARTICLE 1 PURPOSES 1

ARTICLE 2 OFFICES OF THE CORPORATION..... 1

Section 2.1. Principal Office 1

Section 2.2. Registered Office 1

ARTICLE 3 BOARD OF DIRECTORS..... 1

Section 3.1. Powers 1

Section 3.2. Number of Voting Directors 2

Section 3.3. Administrative Representative 2

Section 3.4. Terms of Directors 2

Section 3.5. Election of Directors 2

Section 3.6. Removal of Directors 3

Section 3.7. Resignation..... 3

Section 3.8. Vacancies 3

Section 3.9. Compensation..... 3

Section 3.10. Chairperson 3

Section 3.11. Right of Inspection 3

ARTICLE 4 MEETINGS..... 4

Section 4.1. Regular Meetings 4

Section 4.2. Special Meetings 4

Section 4.3. Annual Meetings 4

Section 4.4. Voting..... 4

Section 4.5. Action by Written Consent..... 4

Section 4.6. Meetings by Video or Telephone Conference..... 4

Section 4.7. Quorum 4

Section 4.8. Manner of Acting 4

Section 4.9. Presumption of Assent 4

Section 4.10. Notice 4

ARTICLE 5 OFFICERS 6

Section 5.1. Number..... 6

Section 5.2. Election and Term of Office..... 6

Section 5.3. Removal 6

Section 5.4. Vacancies 6

Section 5.5. Board Chair 6

Section 5.6. Secretary..... 6

Section 5.7. Treasurer 6

| | |
|---|-----------|
| Section 5.8. Executive Director | 7 |
| Section 5.9. Multiple Offices | 7 |
| Section 5.10. Compensation..... | 7 |
| ARTICLE 6 COMMITTEES | 7 |
| Section 6.1. No Executive Committee | 7 |
| Section 6.2. Audit Committee..... | 7 |
| Section 6.3. Advisory Committees..... | 7 |
| Section 6.4. Other Committees | 8 |
| ARTICLE 7 LIMITATION OF AUTHORITY | 8 |
| ARTICLE 8 EXECUTION OF INSTRUMENTS | 8 |
| Section 8.1. Checks, Drafts, etc | 8 |
| Section 8.2. Loans..... | 8 |
| Section 8.3. Deposits..... | 8 |
| Section 8.4. Contracts | 8 |
| Section 8.5. Conflicts of Interest and Procurement..... | 8 |
| ARTICLE 9 INDEMNIFICATION | 9 |
| Section 9.1. Indemnification of Directors and Corporation Agents | 9 |
| Section 9.2. Indemnification against Liability to the Corporation | 9 |
| Section 9.3. Indemnification of Criminal Actions | 9 |
| Section 9.4. Period of Indemnification..... | 9 |
| Section 9.5. Advances of Costs and Expenses | 10 |
| Section 9.6. Personal Liabilities of Directors and Officers | 10 |
| Section 9.7. Insurance for Corporate Agents | 10 |
| ARTICLE 10 FINANCES..... | 10 |
| Section 10.1. Funds..... | 10 |
| Section 10.2. Fiscal Year | 10 |
| Section 10.3. Budget | 10 |
| Section 10.4. Annual Audit..... | 10 |
| Section 10.5. Bonding..... | 10 |
| ARTICLE 11 PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS | 10 |
| ARTICLE 12 EXEMPT ACTIVITIES..... | 11 |
| ARTICLE 13 PARLIAMENTARY AUTHORITY | 11 |
| ARTICLE 14 AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION | 11 |
| ARTICLE 15 CONFLICTS; CONSTRUCTION | 11 |

**BYLAWS
OF
UTAH ARTS ACADEMY**

**ARTICLE 1
PURPOSES**

These bylaws are adopted for the governance of UTAH ARTS ACADEMY, a Utah nonprofit corporation (herein referred to as the “Corporation”). The Corporation shall have the right to do and accomplish all things and engage in all lawful transactions that a nonprofit corporation organized under the laws of the State of Utah might do, accomplish, or engage in under the Utah Revised Nonprofit Corporation Act (the “Nonprofit Act”), subject to the restrictions, qualifications and limitations set forth in the Articles of Incorporation.

The mission of the Corporation is to be a premier academic and arts-focused school in the State of Utah, by combining rigorous academic programming with pre-professional training in a wide array of arts (theatre, dance, music, visual and media arts).

**ARTICLE 2
OFFICES OF THE CORPORATION**

Section 2.1. Principal Office. The principal office of the Corporation shall be set by the Board and may be changed by the Board from time to time. The Corporation may have such other offices, either within or without the State of Utah, as the Board may designate or as the business of the Corporation may require from time to time.

Section 2.2. Registered Office. The registered office of the Corporation in the State of Utah may be, but need not be, identical with the principal office in the State of Utah, and the Board may change the address of the registered office from time to time.

**ARTICLE 3
BOARD OF DIRECTORS**

Section 3.1. Powers. The Corporation shall be managed under the direction of a governing board of directors (the “Board” or the “Board of Directors”), which shall be vested with all powers, privileges and rights of a governing board under the Act, and shall have final authority to establish and resolve all matters and questions of policy. The Board shall follow the Coherent Governance Model which is a policy-based model, comprised of four different but interrelated types of policies:

- (a) **Governance Culture.** Governance Culture policies combine to establish an overall culture for the Board, including a definition of the Board’s job as well as a number of commitments and processes delineating how the Board will accomplish its work. The policies affect only the Board and its members and define the standards for board performance.

(b) Board/Executive Director Relations. Board/Executive Director Relations policies define the Board's relationship with its Executive Director, and include the Executive Director's job description, the extent of authority delegated to the Executive Director, and a finely crafted description of the Executive Director's accountability.

(c) Operational Expectations. If the Board is to remove itself from preoccupation with the day-to-day operations of the organization, there must be in place a clear set of statements reflecting the Board's values about a number of operational functions and areas, all intended to guide the Executive Director's and the staff's decisions about those functions. Operational Expectations policies state both those conditions and actions the Board expects to happen, as well as those it prohibits. Thus these policies have two parts: one directing that certain conditions occur or exist, the other prohibiting certain actions and conditions. Together, they are the standards for operational performance.

(d) Results. The Corporation exists for a purpose: to provide benefits for specified clients or customers. Results policies define those expected outcomes, and are intended to be the dominant focus of organizational performance.

Section 3.2. Number of Voting Directors. The number of voting directors of the Corporation shall not be less than five (5) and no more than nine (9), with the exact number to be set by resolution of the Board. The Board may, by written resolution, increase or decrease the number of members of the Board of Directors. The Board of Directors shall include at least two (2) directors with a strong professional background in the arts, at least one (1) director with a strong business/financial background, and an optimal number of three (3) parents of then-current students of Utah Arts Academy.

Section 3.3. Administrative Representative. The Administrative Representative shall be the Executive Director of Utah Arts Academy. The Administrative Representative is a non-voting Board member. The Administrative Representative's term of office shall correspond with his or her term of employment as Executive Director.

Section 3.4. Terms of Directors. The voting directors shall be elected to serve 3-year terms, which may be staggered at the option of the Board of Directors in order to preserve Board continuity. Directors shall serve until their successors are elected. After serving six (6) consecutive years, a Board member may only be reappointed for additional one (1) year terms with the unanimous approval of Board members entitled to vote. The Board Member being considered for reelection shall be excluded from the vote.

Section 3.5. Election of Directors.

(a) Board members will apply through a third party application process approved by the Board. The third party will select the new director(s) and present them to the Board for a vote at a Board meeting. The new director(s) shall then be elected by the affirmative vote of a majority of the members of the Board at the meeting.

(b) All newly elected Board members shall be seated at the regular June meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the regular June meeting.

Section 3.6. Removal of Directors. Any director or directors of the Corporation may be removed from office, with or without cause, and for any reason, as decided upon by the affirmative vote of at least two-thirds (2/3) of the other members of the Board at any annual or special meeting specifically called for such purpose, *provided* that such director is notified by registered letter at least fourteen (14) days prior to such Board action and such director is provided an opportunity for a hearing before the Board of Directors prior to such vote. A member of the Board of Directors who shall be absent from four (4) consecutive regular meetings on the Board of Directors without prior verbal or written notice to the Board Chair and Board shall automatically be dropped from membership on the Board, unless confined by illness or otherwise decreed by a majority vote of those voting at any meeting thereof.

Section 3.7. Resignation. Any director may resign at any time by giving written notice to the Corporation. A resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date.

Section 3.8. Vacancies. Vacancies on the Board, including vacancies created by an increase in the number of directors or from removal or resignation of a director, shall be filled by the affirmative vote of a majority of the members of the Board at any annual or special meeting specifically called for such purpose. A person so appointed to fill a vacancy shall remain a director until the expiration of the term of his or her predecessor or until his or her successor has been appointed.

Section 3.9. Compensation. Board members shall serve without any compensation for their service as Board members. Board members may receive a reasonable advance or reimbursement of expenses incurred in the performance of their duties as may be fixed or determined by resolution of the Board members and in accordance with applicable federal and state tax codes. Board members may not be compensated for rendering services to the corporation in any capacity unless such other compensation is reasonable and is allowable under the provisions of Section 8.5.

Section 3.10. Chairperson. The director elected as Board Chair of the Corporation shall also serve as the chairperson of the Board. Such person shall hold such position until the next annual meeting of the Board and until his or her successor has been duly elected, or until his or her earlier death, resignation or removal. The chairperson shall preside at meetings of the Board, and shall present, or cause to be presented, a report of the condition of the business of the Corporation at the annual meeting of the Board. The chairperson shall perform such other duties as are incident to the position, are required by law, or are specified by the Board by resolution.

Section 3.11. Right of Inspection. Every director shall have the right at any reasonable time to inspect all the Corporation's books, records and documents of every kind.

ARTICLE 4 MEETINGS

Section 4.1. Regular Meetings. The Board shall meet regularly at such times and in such places as may be determined by the Board of Directors.

Section 4.2. Special Meetings. The Board Chair or any two (2) directors may call a special meeting of the Board by providing written notice of the hour, date and place of the meeting in accordance with the provisions of Section 4.8.

Section 4.3. Annual Meetings. One of the regular meetings of the Board described above in Section 4.1. shall be designated as the Annual Meeting for the purposes of organization, election of officers and the transaction of other business.

Section 4.4. Voting. At any meeting of the Board, each voting director present at such meeting shall have one (1) vote on any matter. Voting by proxy shall not be permitted.

Section 4.5. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent, setting forth the action so taken, is affirmatively approved by at least the minimum number of directors that would be necessary to take the action at a meeting at which all of the directors then in office were present and voted. **Meetings by Video or Telephone Conference.** Directors or committee members may participate in a meeting by video or telephone conference or similar communications equipment, so long as all persons participating in such meeting can hear and communicate with one another and such participation is authorized by law.

Section 4.7. Quorum. A majority of the directors shall constitute a quorum for the transaction of business of the Board.

Section 4.8. Manner of Acting. Except as otherwise provided herein, the act of a majority of the directors present at a meeting at which a quorum is present is the act of the Board.

Section 4.9. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. No director may dissent regarding an action for which the director voted in favor.

Section 4.10. Notice.

(a) **Regular Meetings.** Regular meetings of the Board may be held at the times specified in Section 4.1. with notice of not less than 24 hours.

(b) Special Meetings. Special meetings of the Board may be held as provided in Section 4.2. with notice of not less than 24 hours.

(c) Public Notice. Public notice for regular and special meetings shall be deemed to have been delivered at the time of posting at the front doors of the Corporation and posting on the Utah Public Notice Website, and any other requirements of notice under the Utah Open and Public Meetings Act under Utah Code §52-4-101, et seq. Notice may also be emailed to all families of students with valid email addresses on file.

(d) Emergency Meetings. The notice requirements of Section 4.1. and Section 4.2. may be disregarded if, because of unforeseen circumstances, it is necessary for the Board to hold an emergency meeting to consider matters of an emergency or urgent nature, and the Board gives the best notice practicable of (a) the time and place of the emergency meeting and (b) the topics to be considered at the emergency meeting. An emergency meeting may not be held unless (a) an attempt has been made to notify all the members of the Board and (b) a majority of the members of the Board approve the meeting.

(e) Closed Meetings. Closed meetings may be held for the purposes set forth in Utah Code §52-4-205 if (a) a quorum is present, (b) the meeting is an open meeting for which notice has been given, and (c) two-thirds of the Board members present at the open meeting vote to approve closing the meeting. Closed meetings shall be conducted in accordance with Utah Code §52-4-204, 205, and 206.

(f) Electronic Meetings. The Board may conduct electronic meetings pursuant to Utah Code § 52-4-209.

(g) Contents of Notice. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The notice shall include an agenda with reasonable specificity to notify the public as to the topics to be considered at the meeting. The Board may set time limits for discussion of each or any agenda item contained in the notice.

(h) Conduct of Meetings. Meetings of the Board shall be presided over by the Board Chair or another Board member as designated by the Board Chair. The Board Chair may designate a person to act as Secretary of all meetings of the Board. In the Secretary's absence, the presiding Board member shall appoint another person to act as Secretary of the meeting.

(i) Time Limits. The Board Chair may set a time limit for each speaker, as well as a cumulative time limit for all speakers. The Board Chair may waive or extend the time limit for any speaker(s) or any agenda items without prejudice to enforcing the time limits for any other speaker(s) or agenda items.

(j) Open and Public Meetings Act Training. The Board Chair shall ensure that the members of the Board are provided with annual training on the requirements of the Utah Open and Public Meetings Act under Utah Code §52-4-101, et seq.

ARTICLE 5 OFFICERS

Section 5.1. Number. The executive officers of the Corporation shall be a Board Chair, a secretary and a treasurer, each of whom shall be selected by the Board and each of whom shall be members of the Board. An Executive Director, one or more vice-presidents (the number thereof to be determined by the Board) and such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board. The Board may delegate to any officer of the Corporation or any committee of the Board the power to appoint, remove and prescribe the duties of such other officers, assistant officers, agents and employees.

Section 5.2. Election and Term of Office. The officers of the Corporation shall be elected every two (2) years by the Board at the annual meeting of the Board. If the election of officers shall not be held at such meeting, or if such meeting is not held, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified or until such officer's death or until such officer shall resign or shall have been removed in the manner hereinafter provided. The appointment of an officer shall not itself create any contract rights with the Corporation.

Section 5.3. Removal. Any officer, assistant, agent or employee may be removed, with or without cause, at any time: (i) in the case of an officer, assistant, agent or employee appointed by the Board, only by resolution of the Board; and (ii) in the case of any other officer, assistant, agent or employee, by any officer of the Corporation or committee of the Board upon whom or which such power of removal may be conferred by the Board; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

Section 5.5. Board Chair. The chairperson of the Board (the “**Board Chair**”) shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all the business and affairs of the Corporation. The Board Chair is authorized to execute approved contracts on behalf of the Corporation. The Board Chair must be able to attend Board meetings in person and shall not be a then-current parent of a student of Utah Arts Academy.

Section 5.6. Secretary. The secretary shall: (i) keep the minutes of the Board's meetings in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records of the Corporation and (iv) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the Board Chair or by the Board.

Section 5.7. Treasurer. The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements; and shall deposit all moneys, securities, and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the

Board. The treasurer shall disburse such funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board Chair and directors at the regular meetings of the Board and whenever requested by them an account of all of the transactions of the treasurer, and of the financial condition of the Corporation. If required by the Board, the treasurer shall deliver to the Board Chair of the Corporation and shall keep in force a bond in form, amount, and with a surety or sureties satisfactory to the Board, conditioned upon the faithful performance of the duties of the office of treasurer, and for restoration to the Corporation in case of the death, resignation, retirement, or removal from office of the treasurer of all books, papers, vouchers, money, and property of whatever kind in the possession or under the control of the treasurer which belong to the Corporation.

Section 5.8. Executive Director. The Board may appoint an executive director, who shall assist the Board Chair and the Board in the day-to-day management of the business affairs of the Corporation, who shall perform such duties as may be assigned to him or her by the Board Chair and/or the Board, including the power to hire staff personnel, and who may be authorized to execute contracts on behalf of the Corporation. The Executive Director has a seat on the Board but is not a voting member.

Section 5.9. Multiple Offices. A person may hold more than one office of the Corporation; provided, however, no person may serve both as the Board Chair and as the secretary of the Corporation.

Section 5.10. Compensation. The compensation of the officers shall be fixed from time to time by the Board, and no officer shall be prevented from receiving such compensation by reason of the fact that he or she is also a director of the Corporation.

ARTICLE 6 COMMITTEES

Section 6.1. No Executive Committee. The Board shall not establish or delegate its powers to any “Executive Committee” in the sense usually described in the Bylaws of nonprofit corporations.

Section 6.2. Audit Committee. The Board shall have power to appoint by resolution an audit committee (“**Audit Committee**”) composed solely of persons (at least one of whom shall be a member of the Board) who are independent of the officers of the Corporation and free from any relationships that, in the opinion of the Board, would interfere with their exercise of independent judgment as a committee member. The Audit Committee shall assist the Board in fulfilling its responsibilities for the Corporation's accounting and financial reporting practices, shall provide a channel of communication between the Board and the Corporation's independent auditors, and shall have such other powers and perform such other duties as the Board shall, from time to time, grant and assign to it.

Section 6.3. Advisory Committees. The Corporation may create such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also Board members. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” committees.

Section 6.4. Other Committees. The Board may from time to time appoint such other standing and ad hoc committees with such persons (at least one of whom shall be a member of the Board) as it shall deem appropriate, which may include, without limitation, an Arts Committee, School Committee, and Business Committee.

ARTICLE 7 LIMITATION OF AUTHORITY

No action by any committee, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Corporation until it shall be approved or ratified by the Board of Directors. No committee, employee, director or officer shall represent himself/herself (implicitly or explicitly) as speaking for the Corporation in a public forum without explicit approval by the Board. Violation of this rule shall be grounds for dismissal, termination or expulsion from the Corporation by a majority vote of the Board of Directors.

ARTICLE 8 EXECUTION OF INSTRUMENTS

Section 8.1. Checks, Drafts, etc. All checks, drafts and orders for payment of money, and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 8.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to any of its directors or officers.

Section 8.3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 8.4. Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.5. Conflicts of Interest and Procurement. The directors and officers of the Corporation shall have no undisclosed economic interest in the process of securing contracts. If any person who is a director or officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the Corporation, and (c) not be entitled to vote on the decision

to enter into such transaction. In all cases, Corporation transactions with any director or officer or any entities as described above is to be avoided unless absolutely necessary.

ARTICLE 9 INDEMNIFICATION

Section 9.1. Indemnification of Directors and Corporation Agents. The Corporation hereby declares that any person who serves at its request as a director, officer, employee, chairperson, or member of any committee, or on behalf of the organization as a trustee, director, or officer of another organization, whether for profit or not for profit, shall be deemed the Corporation's agent for the purposes of this Article and to the extent allowed by law, shall be indemnified by the Corporation against expenses (including attorney's fees), judgment, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of such service, provided such person acted in good faith and in a manner he reasonably believed to be in the best interest of the Corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. Except as provided in Section 9.3. below, termination of such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in the best interest of the Corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his conduct was unlawful.

Section 9.2. Indemnification against Liability to the Corporation. No indemnification shall be made with respect to any claim, issue, or matter as to which a person covered by Section 9.1. shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action, suit, or proceeding was brought shall determine upon application that, despite the adjudication of the liability, but in view of all the circumstances of a case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

Section 9.3. Indemnification of Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered in Section 9.1. shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt, but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses, or fines which such court shall deem proper.

Section 9.4. Period of Indemnification. Any indemnification pursuant to this Article shall: (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a director, officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying, restricting any of the powers or rights of indemnification provided or permitted in this Article shall not solely by reason of such repeal or

amendment, eliminate, restrict, or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment

Section 9.5. Advances of Costs and Expenses. The Corporation may pay costs and expenses incurred by a director, officer, employee or agent in defending a civil or criminal action, suit or proceeding, in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the person that he or she shall repay the amount advanced if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized by these bylaws.

Section 9.6. Personal Liabilities of Directors and Officers. No director or officer of the Corporation shall be personally liable to the Corporation for civil claims arising from acts or omissions made in the performance of his or her duties as a director or officer, unless the acts or omissions are the result of his or her fraud, or malicious or willful misconduct, or the illegal use of alcohol or a controlled substance.

Section 9.7. Insurance for Corporate Agents. The Board members shall adopt a resolution authorizing the purchase and maintenance of directors and officers liability insurance.

ARTICLE 10 FINANCES

Section 10.1. Funds. All money paid to the Corporation shall be placed in a restricted fund or the general operating fund according to GAAP and Board of Director approval.

Section 10.2. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and close on June 30 of each year.

Section 10.3. Budget. A committee appointed by the Board Chair shall compile a budget of estimated expenses for the coming year, with staff support, and submit it to the Board of Directors for approval by the Board.

Section 10.4. Annual Audit. The accounts of the Corporation shall be audited annually by a certified public accountant. The audit shall at all times be available to the directors.

Section 10.5. Bonding. The Board Chair and such other officers and staff as the Board may designate by majority vote shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Corporation.

ARTICLE 11 PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No director, officer or employee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such

person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE 12 EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE 13 PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the bylaws of the Corporation or with an explicit majority vote on the matter by the Board of Directors.

ARTICLE 14 AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

These bylaws and the Articles of Incorporation of the Corporation may be amended, altered, changed, added to or repealed by an affirmative vote of a two-thirds (2/3) of the Board at any regular or special meeting of the Board.

ARTICLE 15 CONFLICTS; CONSTRUCTION

Any discrepancies or conflicts between the provisions of the Nonprofit Act, the Articles and Bylaws shall, unless otherwise provided, be resolved by giving priority first to the Nonprofit Act, second to the Articles, and third to the Bylaws.

SECRETARY'S CERTIFICATE

I, THE UNDERSIGNED, being the secretary of Utah Arts Academy, a Utah nonprofit corporation, do hereby certify the foregoing to be the bylaws of such corporation, as adopted by written consent of its Board, dated effective the ____ day of _____, 2021.

Sadie Best, Secretary