

Second Amended and Restated Bylaws
of
Canyon Rim Academy

ARTICLE I
Purposes

This corporation is organized as a nonprofit Utah corporation and shall be operated exclusively for educational, charitable, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws. The corporation is organized to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, shall use and apply the whole or any part of the income therefrom and the principal thereof exclusively for educational, charitable, scientific, medical or literary purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE II
Meetings of Trustees

Section 1. Place of Meeting. Any or all meetings of the Board of Trustees of this corporation may be held within or outside of the State of Utah; meetings shall be held at the office of the corporation in Salt Lake City, Utah, which is Canyon Rim Academy, 3005 South 2900 East, Salt Lake City, Utah 84109, or such other location as may be determined from time to time by the Board of Trustees.

Section 2. Annual Meeting of Board of Trustees. An annual meeting of the Board of Trustees shall be held each year on the first Thursday of May at 7:00 p.m., or at such other time as the Board shall determine.

Section 3. Notice of Annual Meeting. At least ten days prior to the date fixed by Section 2 of this article for the holding of the annual meeting of the Board of Trustees, written notice of the time and place of such meeting shall be posted at Canyon Rim Academy and emailed to the email address on file at Canyon Rim Academy for each child enrolled in the school.

Section 4. Delayed Annual Meeting. If for any reason the annual meeting shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting; provided, however, that the notice of such meeting shall be the same as herein required for the annual meeting, namely, not less than a ten-day notice.

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Section 5. Order of Business at Annual Meeting. The order of business at the annual meeting may generally include the following:

- (a) Roll call;
- (b) Reading notice and proof of mailing;
- (c) Reading of minutes of last preceding meeting;
- (d) Reports of Officers;
- (g) Election of Trustees;
- (h) Election of Officers;
- (i) Transaction of other business mentioned in the notice; and
- (j) Adjournment;

provided, that in the absence of any objection, the presiding officer shall have the discretion to vary the order of business.

Section 6. Regular Meetings of Board of Trustees. The Board of Trustees may adopt a resolution setting a date, time, and location for more frequent, regular meetings of the Board of Trustees. In the event that such a resolution is adopted, the Secretary shall distribute an agenda for the meeting by e-mail or hand-delivery to each member of the Board of Trustees not later than 24 hours prior to the time of the meeting.

Section 7. Special Meetings of Board of Trustees. Special meetings of the Board of Trustees may be called by the Chairman or any two or more Trustees upon written notice thereof from the Chairman or the Secretary, who shall e-mail, hand-deliver, or mail such notice to each Trustee at least three calendar days in advance of the holding of such meeting.

Section 8. Notices of Mailing. All notices required to be given by any provision of these Bylaws shall state the authority pursuant to which they are issued (as, for example, “by order of the Chairman,” or “by order of the Board of Trustees,” as the case may be) and shall bear the written, stamped, typewritten or printed signature of the Secretary. Every notice shall be deemed duly served when the same has been (a) e-mailed to the e-mail address appearing on the records of the corporation; (b) hand-delivered; or (c) deposited in the United States mail, with postage fully prepaid, addressed to the addressee at his, her, or its last known address appearing on the records of the corporation.

Section 9. Waiver of Notice. Notice of the time, place and purpose of any meeting of the Board of Trustees may be waived in writing either before or after such meeting has been held.

Section 10. Quorum of Trustees. Two thirds of the Trustees shall constitute a quorum for the transaction of business of the corporation, but a lesser number may adjourn from time to time without notice other than an announcement at the meeting, until a quorum shall attend.

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ARTICLE III
Board of Trustees

Section 1. Number and Term of Trustees. The business, property, and affairs of this corporation shall be managed by a Board of Trustees composed of not less than five nor more than nine Trustees, as decided upon by the Board. With the exception of the parent-elected Trustee (described below), Trustees shall each serve for a term of three years or until their death, resignation, or removal, and such three-year term may be extended for an additional three-year term by a majority vote of the remaining Trustees. One member of the Board of Trustees shall be elected by the parents of children enrolled at Canyon Rim Academy and shall serve a one-year term, commencing at the annual meeting, to be filled each year by a parent of a child currently enrolled at Canyon Rim Academy. In the event that a Trustee is replaced upon death, resignation, or removal, the replacement Trustee shall serve for the remainder of the term of the Trustee being replaced.

Section 2. Removal of Trustees. Any Trustee or Trustees of the corporation may be removed from office, whether with or without cause and for any reason, as decided upon by a majority of the Trustees at any meeting of the Board of Trustees called for such purpose.

Section 3. Vacancies. Any and all vacancies in the Board of Trustees shall be filled by election of the majority of the remaining Trustees at any meeting of the Board of Trustees called for such purpose. Provided, however, that the one-year-term Trustee position that shall be filled by a parent of a child attending Canyon Rim Academy shall be elected not by the Board of Trustees, but by a vote by the families of children enrolled at Canyon Rim Academy. The vote may take place in person at the annual meeting, by email at or about the time of the annual meeting, or through such other means as the Board deems appropriate. Each family shall have one vote. In all events, if, because of death, resignation, incapacity or any other reason, a Trustee is unable to act and there is no longer a quorum of Trustees in existence, successor Trustees shall be elected by the unanimous vote of the remaining Trustees.

Section 4. General Powers and Duties. The Board of Trustees shall have the complete and exclusive care, custody and control of the corporation's properties and shall exercise all of the corporate powers subject to the provisions of the laws of the State of Utah, the Articles of Incorporation and the Bylaws. The entire management of the corporation, its affairs, its properties and assets, subject to any restrictions set forth in the Articles of Incorporation, is vested exclusively in the Board of Trustees. The powers of the Board shall include, but are not limited to, the following:

- (a) To enter into any and all types of agreements or contracts relating to the care, custody, control, and management of the properties and assets of the corporation;
- (b) To decide finally and to effectuate and perform decisions of the Board regarding to whom, in what amounts, at what times and under what conditions contributions, payments and distributions shall be made in furtherance of pursuits and objects of this corporation; accordingly, the Board shall make such contributions, payments and distributions of the corporation's

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properties and assets and income as may be decided upon from time to time by a decision of the majority of the Board as contained in its minutes, but all nevertheless strictly of the type permitted under the Articles of Incorporation;

(c) To pay salaries or other compensation to Trustees and officers for personal services actually rendered by them, but such salaries or compensation shall not be in excess of a reasonable allowance for such personal services rendered by such Trustee and officers;

(d) Notwithstanding anything herein to the contrary, it is strictly understood and agreed that the Board's powers, prerogatives, duties and responsibilities shall be vested in them and shall be exercised by them strictly in a fiduciary capacity to carry out, perform and accomplish the pursuits and objects of this corporation, and their powers are expressly limited so as to do no thing nor accomplish any act which would be in contravention or derogation of the pursuits and objects as stipulated above.

Section 5. Power to Appoint Officers. The Board of Trustees shall appoint a Chairman of the Board, a Vice-Chairman, and a Secretary. All officers shall be Trustees and, at the option of the Board, more than one office may be held by one Trustee. Assistants to officers may be appointed by the Trustees and such assistants need not be Trustees.

Section 6. Power to Appoint Other Officers and Agents. The Board of Trustees shall have power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the corporation.

Section 7. Power to Fill Vacancies. The Board of Trustees shall have power to fill any vacancy in any office occurring from any reason whatsoever.

Section 8. Delegation of Powers. For any reason deemed sufficient by the Board of Trustees, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Trustee, but no officer or Trustee shall execute, acknowledge or verify any instrument in more than one capacity.

Section 9. Power to Require Bonds. The Board of Trustees may require any officer or agent to file with the corporation a satisfactory bond conditioned upon the faithful performance of his duties.

Section 10. Power to Appoint Executive Committee. The Board of Trustees shall have power to appoint by resolution an executive committee composed of two or more Trustees who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the management of the business of the corporation between meetings of the Board.

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ARTICLE IV
Officers

Section 1. Chairman of the Board. The Chairman of the Board shall be selected by and from the membership of the Board of Trustees. The Chairman shall preside over all meetings of the Board.

Section 2. Vice-Chairman of the Board. The Vice-Chairman of the Board shall have the same powers as vested in the Chairman, but shall not exercise said powers unless acting under the delegation, authority or direction of the Chairman, or in the absence or incapacity of the Chairman.

Section 3. Secretary. The Secretary shall attend all meetings of the Board of Trustees and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. The Secretary shall give all notices required by statute, bylaw or resolution and shall perform such other duties as may be delegated to the Secretary by the Board of Trustees.

Section 4. Terms of Office. Unless otherwise decided by the Board of Trustees, the terms of officers shall be three years, or until their successors are duly elected and qualified to act by the Board of Trustees. At the completion of any three-year term of office, a member of the Board of Trustees may be elected as an officer for one or more additional three-year terms by a majority vote of the other members of the Board of Trustees.

ARTICLE V
Execution of Instruments

Section 1. Contracts, Conveyances, etc. When the execution of any contract, conveyance or other instrument has been authorized within the specifications of the authorized officers, the Chairman, Vice-Chairman, or Secretary may execute the same in the name and on behalf of this corporation. The Board of Trustees shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of the corporation.

Section 2. Prior Action by Corporate Officers. The approval of these Amended Bylaws shall not abrogate any corporate action taken in the name of the corporation prior to the approval of these Amended Bylaws.

ARTICLE VI
Loans

Section 1. Power of Board to Borrow Money. Subject to restrictions set forth in the Articles of Incorporation, the Board of Trustees shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of said power is required in the general interests of this corporation, and in such case the Board may authorize the proper officers of this corporation to make, execute and deliver in the name and on behalf of this corporation such notes, bonds and other evidences of indebtedness as the Board shall deem proper, and the

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Board shall have full power to mortgage the property of this corporation, or any part thereof, as security for such indebtedness.

Section 2. Prohibited Loans. The corporation shall make no loans to any of its Trustees, officers, or other “disqualified persons” described in Section 4941 of the Internal Revenue Code of 1986.

ARTICLE VII **Taxable Year**

The taxable year of the corporation shall be a in accordance with Utah law regarding public charter schools.

ARTICLE VIII **Investments**

The corporation shall have the right to retain all or any part of any funds, securities, or real or personal property acquired by it in whatever manner, and to invest, reinvest, sell, or exchange any such property held by it, according to the judgment and authorization of the Board of Trustees without being restricted to the class of investments which may hereafter be permitted by law, or any similar restriction; provided, however, that no action shall be taken by or in behalf of the Corporation and no action shall be forbore if such action or such forbearance is a prohibited transaction or would result in either imposition of penalty, excise taxes, or the denial of the tax exemption under the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IX **Indemnification**

Section 1. Indemnification Against Third Party Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a Trustee, officer, or employee of the corporation, against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding; provided however, that the acts, omissions, or alleged acts or omissions of the Trustee, officer, or employee upon which such action, suit, or proceeding is based were undertaken in good faith in a manner reasonably believed by the Trustee, officer, or employee to be in the best interests of the corporation and not in violation of the law; and did not constitute fraud, gross negligence, or willful misconduct. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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Section 2. Indemnification for Corporate Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a Trustee, officer, or employee of the corporation against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; provided however that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence, breach of duty, or other misconduct in the performance of his duty to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Determination. To the extent that a Trustee, officer, or employee of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 hereof, or in defense of any claim, issue, or matter thereon, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith. Any other indemnification under Sections 1 or 2 hereof shall be made by the corporation upon a determination that indemnification of the trustee, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2 hereof. Such determination shall be made either (i) by the Governing Board by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceeding, or (ii) by independent legal counsel in a written opinion.

Section 4. General Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision in the corporation's Articles of Incorporation, Bylaws, agreement, vote of disinterested Trustees, or otherwise, both as to action in this official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, employee, or agent and shall inure to the benefit of the heirs and legal representatives of such a person.

Section 5. Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding as contemplated in this Article shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon a majority vote of a quorum of the Governing Board and upon receipt of an undertaking by or on behalf of the Trustee, officer, or employee to repay such amount or amounts unless it ultimately be determined that he is entitled to be indemnified by the corporation as authorized by this Article.

Section 6. Scope of Indemnification. The indemnification authorized by this Article shall apply to all present and future Trustees, officers, and employees of the corporation and shall continue as to such persons who cease to be Trustees, officers, or employees of the

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corporation and shall inure to the benefit of the heirs, personal representatives, and assigns of all such persons and shall be in addition to all other rights to which such persons may be entitled as a matter of law.

Section 7. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, or employee of the corporation against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the laws of the State of Utah, as the same may hereafter be amended or modified.

ARTICLE X **Amendments**

Except for ARTICLE III, Sections 1, 2, and 3, these Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the Board of Trustees at a regular or special meeting of the Board if notice of the proposed amendment, alteration, change or repeal be contained in the notice of the meeting; provided the Board shall not be permitted to amend the Bylaws contrary to the provisions of the Articles of Incorporation or the laws of the State of Utah. ARTICLE III, Sections 1, 2 and 3 may only be amended, altered, changed, added to or repealed by the unanimous vote of the Board of Trustees at a regular or special meeting.

The undersigned, as Secretary of the Corporation, certifies that the foregoing Amended and Restated Bylaws were adopted by unanimous consent of the Trustees at a meeting held on the 31st day of January, 2017.

/s/ Ruth Hadlock
Ruth Hadlock, Secretary

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