

**Third 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**  
**Board of Trustees**

Section 1. Number and Term of Trustees.

- a. 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.
- b. With the exception of the parent-elected Trustee (described below), Trustees shall each serve for a term of three years, which can be renewed by a majority vote of the remaining Trustees for no more than two additional, consecutive three-year terms, or until their earlier death, resignation, or removal.
- c. 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 immediately upon the conclusion of the annual meeting in May of each year, to be filled each year by a parent of a child currently enrolled at Canyon Rim Academy.
- d. Terms of Trustees expire or commence immediately upon the conclusion of the annual meeting in May of each year. In the event that a Trustee is replaced upon death, resignation, or removal, the replacement Trustee shall begin service immediately and 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.

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Section 3. Vacancies.

(a) Three-Year-Term Trustees. Three-year-term Trustees are elected by the Board of Trustees. During the first quarter of each year, the Board of Trustees shall (1) conduct a vote regarding the renewal of any three-year-term Trustees whose term is set to expire that year; (2) determine the number of vacancies on the Board of Trustees for the upcoming year, (3) conduct a search to fill any vacancies; and (4) conduct a vote to elect any new three-year-term Trustees. Vacancies shall be determined and filled by a majority vote of the Board of Trustees. New Trustees will commence serving immediately upon the conclusion of the annual meeting.

(b) The Parent-Elected Trustee. 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 election shall be conducted prior to the regular meeting of the Board of Trustees in April through such means as the Board deems appropriate. Each family shall have one vote.

(c) Incapacity. If, because of a Trustee's earlier death, resignation, or incapacity, or any other reason that the Trustee is unable to act, regardless whether there is a quorum of Trustees in existence, successor three-year-term Trustees shall be elected by a majority vote of the remaining Trustees, and a successor parent-elected Trustee shall be elected by a special election of parents or a majority 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. 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 Elect Officers. The Board of Trustees shall elect a Chair of the Board, a Vice-Chair, 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 the power to appoint such other officers and agents as the Board may deem necessary to transact the business of the corporation.

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

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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 their 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.

Section 11. Power to Form Ad Hoc and Standing Committees. The Board of Trustees shall have the power to form by resolution, as needed from time to time, ad hoc and standing committees. Each committee shall include at least one Trustee. The Board of Trustees shall form a standing finance committee (also known as an internal audit committee) and a standing long-term strategic planning committee. No committee shall have the power to bind the corporation.

### **ARTICLE III** **Meetings of Trustees**

Section 1. Place of Meeting. Meetings of the Board of Trustees of the corporation 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 same date as the regular May board meeting, or at such other time as the Board shall determine. The annual meeting is an opportunity for the Board of Trustees and the school administration to report to the school community regarding the school's progress during the year in accomplishing its mission, its vision, and any other matter of interest or importance to the school.

Section 3. Notice of Annual Meeting. At least ten days in advance, written notice of the time and place of the annual 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. Regular Meetings of Board of Trustees. The Board of Trustees shall hold regular meetings not less than ten times each year. The Secretary shall ensure that an agenda for each meeting is posted at the school and distributed by e-mail to each member of the Board of Trustees not later than 24 hours prior to the time of the meeting.

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Section 5. Special Meetings of Board of Trustees. Special meetings of the Board of Trustees may be called by the Chair or any two or more Trustees upon written notice thereof from the Chair 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 meeting.

Section 6. 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 Chair,” 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 7. 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 8. 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 meet from time to time without notice other than an announcement at the meeting, until a quorum shall attend.

#### **ARTICLE IV** **Officers**

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

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

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. The terms of officers shall be two years. At a regular meeting of the Board of Trustees during the first quarter of each year, the Board of Trustees shall review the status of each officer’s term and shall conduct a vote to replace any officers whose terms are expiring. Trustees may not serve consecutive terms in the same elected office. Officers shall be elected by a majority vote of the Board of Trustees. Any newly elected officers will commence serving immediately upon the conclusion of the annual meeting.

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**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 Chair, Vice-Chair, or Secretary may execute the same in the name and on behalf of the corporation. The Board of Trustees shall have the 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 any restrictions set forth in the Articles of Incorporation, the Board of Trustees shall have the 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 the corporation, and in such case the Board may authorize officers of the corporation to make, execute, and deliver in the name and on behalf of the corporation such notes, bonds, and other evidences of indebtedness as the Board shall deem proper, and the Board shall have the full power to mortgage the property of the 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 forborne if such action or such forbearance is a prohibited transaction or would result in the imposition of a penalty or excise taxes, or the denial

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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 they are or were 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 them 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 they 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 their conduct was unlawful.

**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 they are or were a Trustee, officer, or employee of the corporation against expenses (including attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of such action or suit, if they acted in good faith and in a manner they 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 duties 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, the person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person 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, or employee is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 or 2 hereof. Such determination shall be made either (i) by the Board of Trustees by a majority vote of a quorum

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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 Board of Trustees and upon receipt of an undertaking by or on behalf of the Trustee, officer, or employee to repay such amount or amounts unless it is ultimately determined that the person 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 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 II, 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 II, 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.

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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 17th day of May, 2018.

/s/ Ruth Hadlock  
Ruth Hadlock, Secretary

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