**BYLAWS**

**OF**

**CAMINO NUEVO TECHNICAL ACADEMY**

**ARTICLE I**

**NAME AND PURPOSE**

**Section 1:** The name of the organization is **Camino Nuevo Technical Academy** (the “Corporation”)

**Section 2:** The Corporation was formed to manage, operate, guide, direct, and promote the Corporation, a Utah public charter school. The Corporation is organized under the Utah Nonprofit Corporation Act for public purposes and is not organized for the private gain of any person.

**ARTICLE II**

**MEMBERS**

The Corporation shall have no members. Any action which would otherwise by law require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise by law vest in the members shall vest in the Board.

**ARTICLE III**

**MEETINGS OF THE BOARD**

**Section 1: Annual Meeting.** The Board of Directors of the Corporation (the “Board”) shall hold an annual meeting for the purposes of organization, selection of Directors and officers, and the transaction of other business.

**Section 2: Regular Meetings.** Regular meetings will be held as scheduled by the Board, with a published schedule and proper notice.

**Section 3: Special Meetings.** Special meetings of the Board for any purpose(s) may be called at any time by the President, Secretary, or one-third of the members of the Board.

**Section 4: Electronic Meetings.** In accordance with applicable state law and Board policy, any meeting of the Board may be held by telephone conference or a similar communication method as long as all Board members participating in the meeting can hear one another, and any such participation shall constitute presence in person at the meeting.

**Section 5: Notice.** Special meetings of the Board and regular meetings may be held only after each Director has received notice of at least twenty-four (24) hours by a documentable form of communication.

**ARTICLE IV**

**BOARD OF DIRECTORS, OFFICERS**

**Section 1: Board Rules, Size, and Composition**. The Board is responsible for overall policy and direction of the school and delegates responsibility for day-to-day operations to the Executive Director and committees established by the Board. The Board will consist of no fewer than five (5) and no more than seven (7) Directors. The members of the Board shall receive no compensation other than reasonable expenses.

**Section 2: Meetings**. The Board shall meet at an agreed upon time and place.

**Section 3: Terms**. Board members shall serve three (3) year terms. However, to ensure that the terms for the initial Board of Directors shall be as follows: The Board member initially elected to serve as Board President shall serve a five (5) year term; the Board member initially elected to serve as Board Vice President shall serve a four (4) year term; the Board members initially elected to serve as Secretary and Treasurer shall serve three (3) year terms; and Board member not initially elected to Board officer positions shall serve two (2) year terms. Board members are eligible for re-election.

**Section 4: Quorum**. A quorum consists of a majority of the current Board members. A quorum of Board members must be present, in person or by electronic means, at any meeting of the Board before business can be transacted or motions made or passed.

**Section 5: Officers and Duties**. There shall be four (4) officers of the Board consisting of a President, Vice-President, Secretary, and Treasurer. The officers shall be elected to serve a one (1) year term by a majority vote of the Board at the annual meeting of the Board. The individuals elected to these offices shall hold their respective offices until their resignation, removal, or other disqualification from service, or until the expiration of their office’s term. No Board member may hold more than one office at any given time. Officers’ duties are as follows:

1. President: The President shall convene regularly scheduled Board meetings, preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer.
2. Vice-President: The Vice-President will chair committees on special subjects as designated by the Board.
3. Secretary: The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking minutes at all board meetings, sending out meeting announcements, distributing copies of the minutes and the agenda to each Board member, and assuring that the corporate records are maintained.
4. Treasurer: The Treasurer shall ensure a financial report is presented at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

**Section 6: Vacancies**. Vacancies on the Board will exist (1) on the death, resignation, or dismissal of any member, or (2) when the term of a current Board member has expired.

**Section 7: Board Elections**. To fill a vacancy on the Board, the Board will solicit nominations and letters of application from the school community or members of the community at large. The Board may then elect an approved applicant to fill the vacancy. Board members will be elected by the vote of a majority of the remaining members of the Board.

**Section 8: Resignation, Termination, and Absence.** Resignation from the Board must be in writing and received by the Secretary. If the resignation is effective at a future time, a successor may be selected before such time, to take the office when the resignation becomes effective. A Board member may be removed with or without cause by the vote of two-thirds (2/3) of the remaining directors.

**ARTICLE V**

**COMMITTEES**

**Section 1: Committees**. The Board may create committees as needed to fulfill its responsibilities. The President of the Board will appoint all committee chairs.

**Section 2. Finance Committee**. The Finance Committee consists of three (3) individuals, the chair of which is the Treasurer. The other two members are appointed by the President at the beginning of each fiscal year and shall serve a term of one (1) year and until their successors are appointed. The duty of the Finance Committee is to example all bills and evidences of indebtedness of the Corporation, pass upon their validity and correctness, recommend their payment or rejection, and present them to the Board for final action.

**ARTICLE VI**

**DIRECTOR AND STAFF**

**Section 1: Executive Director**. The Executive Director is hired by the Board. The Executive Director has the day-to-day responsibility of managing the school, including the adoption and implementation of curriculum, and carrying out the school’s goals, mission, and Board policies. The Executive Director will attend all Board meetings, report on the progress of the school, answer questions of Board members, and carry out the duties described in the job description. The Board can designate other duties as necessary.

**ARTICLE VII**

**INDEMNIFICATION**

**Section 1: Indemnification of Directors and Corporation Agents**. The Corporation hereby declares that any person who serves at its request as a Executive Director, office employee, chair, or member of a 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 services, 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 Article VII, Section 3, below, termination of such action, suit, pr 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 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 Article VI, Section 1 shall have been adjudged to be liable for negligence or misconduct in the performance of his 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 vies 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 3: Indemnification of Criminal Actions.** No indemnification shall be made in respect as to which a person covered in Article VII, Section 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 4: Period of Indemnification**. Any indemnification pursuant to this Article shall: (1) 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 indemnity any persons, 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 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 shall repay the amount advanced if it is ultimately determined that he is not entitled to be indemnified by the Corporation as authorized by these Bylaws.

**Section 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 duties as a Director of officer, unless the acts or omissions are the result of his fraud, or malicious or willful misconduct, or the illegal use of alcohol or a controlled substance.

**ARTICLE VII**

**AMENDMENTS**

**Section 1.** The Bylaws may be amended when necessary by a vote of two-thirds (2/3) majority of the Board.

IN WITNESS WHEREOF, these Bylaws are hereby executed, effective as of the 1st day of June 2021

Marvin Aiono

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Board Chair