

**BYLAWS OF
DAVINCI ACADEMY OF SCIENCE AND THE ARTS
ARTICLE I. MISSION AND STATEMENT OF PURPOSE**

Vision: To create an academic institution where everyone can learn, develop their talents, acquire appropriate social and cognitive skills, master all their academic goals, and be prepared for any college or career.

Mission:

The DaVinci Academy of Science and the Arts is dedicated to developing competent, inventive, ethical, and divergent thinkers who are able to apply their knowledge, skills, leadership and problem-solving abilities to become productive citizens of the dynamic world.

We offer programs that promote enthusiasm, exploration, and academic excellence in an interdisciplinary curriculum that involves real-world experience and application.

We serve as a laboratory school to examine and develop new methods and materials in curriculum innovation/reform, including, but not limited to, traditional, online, and distance educational programs.

We serve as a model for private sector/public education partnership, including mentor and internship opportunities.

1.1 Statement of Purpose. The Corporation is organized exclusively for charitable, educational and scientific purposes in accordance with Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of the future United States Internal Revenue law).

The initial purpose of the Corporation is to manage, operate, guide, direct and to promote DaVinci Academy of Science and the Arts, hereafter, referred to as DASA, and such other activities as the Board of Directors may define from time to time. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Utah Nonprofit Corporation Act.

ARTICLE II STANDARDS

- 2.1 Meetings and Records.** All meetings of the Corporation shall be open to any person consistent with Utah Non-Profit law, excepting matters pertaining to personnel, to acquisition or sale of holdings or real property (which shall be acted upon in open meeting), or to other such matters as shall be deemed appropriately confidential and which shall be set out in policy. Further, all written proceedings, reports and financial records shall be made available to any person upon written request, excepting personnel records and other such matters as shall be deemed appropriately confidential and which shall be set out in policy.
- 2.2 Personnel.** The Board of Directors shall set out in policy other such accounting and reporting standards, as well as standards of conduct as shall be deemed necessary, and shall require all persons working for this Corporation, whether paid or volunteer, to adhere to said standards.
- 2.3 Nondiscrimination.** All activities of the Corporation shall be open and accessible to all persons, consistent with existing law, and no decision regarding personnel or access shall be made on the basis of race, creed, sex, age, disability, color, religion or national origin.

ARTICLE III OFFICE

- 3.1** The Board of Directors may maintain such offices, within or without the State of Utah, as the Board of Directors may from time to time designate.
- 3.2 Address of the Principal Office.** The address of the principal office of the Corporation shall be 2033 Grant Avenue, Ogden, Utah 84401. The Board of Directors may change the address of the principal office from time to time, as it deems advisable.

ARTICLE IV BOARD OF DIRECTORS

- 4.1 General Powers.** Except as otherwise provided in the Articles of Incorporation creating the Corporation, the Board of Directors shall manage the property, affairs and business of the Corporation. The Board of Directors may exercise all the powers of the Corporation set forth in the Articles of Incorporation and all other powers, which are necessary to the proper management of the Corporation.

- 4.2 Annual Meetings.** An annual meeting of the Board of Directors shall be held each year during the month of June unless changed by resolution of the Board of Directors. The June meeting shall be regarded as the annual meeting of the Board of Directors. The Board of Directors may provide by resolution the time and place, within the State of Utah, for the holding of additional regular meetings without other notice than such resolution.
- 4.3 Special Meetings.** Subject to the notice requirements of Section 4.4, special meetings of the Board of Directors may be called by or at the request of at least four of the Board of Directors. The persons authorized to call special meetings of the Board of Directors may fix any time and place for the holding of any such meetings.
- 4.4 Notice of Board of Directors Meetings.** The Secretary of the Corporation shall cause notice of the time and place of each special meeting of the Board of Directors to be given to each of the Board of Directors not less than three days prior to such meeting.
- 4.5 Quorum and Manner of Acting.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a quorum is present at a meeting, the Board of Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The President of the Board is not required to vote unless the vote results in a tie, at which time the President shall make the final and deciding vote. Board members with conflict of interests, of any kind, must declare so prior to voting and must abstain from voting.
- 4.6 Reimbursement of Expenses.** By resolution of the Board of Directors, a Board Member may be reimbursed the expenses, if any, for attendance at meetings of the Board of Directors, conferences, etc. No such payment shall preclude a Board Member from receiving compensation for serving the Corporation as a Board Member or in any other capacity.
- 4.7 Resignations.** A Board Member may resign at any time by delivering a written resignation to the remaining Board of Directors. The resignation shall become effective on its acceptance by the Board of Directors; provided, however, that if the Board of Directors have not acted thereon within ten days from the date of its delivery, the resignation shall, on the tenth day, be deemed accepted.
- 4.8 Removal.** With the exception of an ex-officio Board Member, a Board Member may be removed by the vote of two thirds of the Board of Directors who are not subject to the removal vote.
- 4.9 Board Member Terms Of Service, Election and Replacement**
- 4.9.1 Initial Terms of Office.** The initial Board of Directors will be made up of volunteers consisting of parents and business people

from the Weber County and Ogden City School District. At the first meeting an election will be held to appoint the Executive Committee. The Executive Committee will include the office of President, Vice President, Secretary and Treasurer. In the first year prior to and after the charter is granted, the volunteer Board will oversee the establishment of the school. In order to establish a board member service rotation, one half of the board members will serve a one-year term, and the other half will serve a two-year term.

- 4.9.2 Subsequent Elections and Terms of Service.** On an annual basis at the annual membership meeting due to expiring terms, one half of the board positions will be up for election. Of the total members up for election, one quarter of the board positions will be made up of parents of DaVinci students, and the other quarter of the board members will be made up of community members. Subsequently elected or appointed board members will serve two-year terms. The parent/student organization is able to propose candidates and the board will seriously consider those proposals.
- 4.9.3 Annual Presidential Elections.** After the first two years of operation, the Board of Directors on an annual basis will elect the President. It is preferred that subsequent President's have served on the board for at least one year.
- 4.9.4 Vacancies and Newly Created Board Positions.** If a vacancy occurs on the board such vacancy may be filled by a qualified person, by majority vote the board of directors. The newly elected board member will assume the term of the person being replaced. New board members will serve out the remaining portion of the vacated position, which is until the next annual election.
- 4.9.5 Nomination and Qualifications to Serve as a Board Member.** Existing board members may propose new members for consideration to fill vacancies at any time. Parents of an enrolled student(s) may propose qualified persons to run for annual election, see paragraph 4.9.2 or to fill vacancies as defined in paragraph 4.9.5. For parent positions on the board, parents of enrolled students must collect 100 signatures of parents of enrolled students beginning in January and due to the main office by the last Friday in February. For community member positions, current Board members will nominate candidates. Persons nominated for appointment or who are collecting signatures to be elected to the board must submit a signed biography, a brief written statement covering why they want to serve and an agreement to have a background check. The required documents will be submitted to the Board Secretary before their appointment or election will be considered.

- 4.10 Presumption of Assent.** A Board Member who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless the Board Member's dissent shall be entered in the minutes of the meeting or unless the member shall file the Board Member's written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board of Directors who voted in favor of such action.
- 4.11 Telephonic Meetings.** The Board of Directors, or any subcommittee established by the Board of Directors, may participate in committee meetings by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other and participate in the meeting. Each person who is a party to such a meeting shall be deemed to have been present at the meeting.
- 4.12 Action.** Without holding a formal meeting, the Board of Directors, or any subcommittee established by the Board of Directors, may take action by the unanimous consent of the Board of Directors or its subcommittee to a written resolution stating the action taken.
- 4.13 Term.** The Board of Directors shall serve staggered two-year terms with one half being elected each year. Board of Directors may serve more than one term but not more than three consecutive terms. The Board of Directors serving at the time of incorporation shall determine the means by which this provision will be implemented.
- 4.14 Eligibility.** Direct employees, subcontractors, or direct family members of employees and contractors, of entities managed by the Board of Directors cannot be members of the Board.

ARTICLE V. OFFICERS

- 5.1 Number.** The officers of the Corporation, if the Board of Directors determines to elect officers, may consist of a President, Vice Presidents, Secretary and Treasurer, each of whom shall be elected by the Board of Directors and serve a two-year term. Officers or Board Members may serve more than one term.
- 5.2 Election and Qualifications.** The Board of Directors at their annual meeting shall elect the officers. In the event of failure to elect officers at the annual meeting of the Board of Directors, officers may be elected at any regular or special meeting of the Board of Directors.
- 5.3 Subordinate Officers.** The Board of Directors from time to time may appoint such other officers, agents or officials as it may deem advisable,

each of whom shall have such title, hold office for such period, have such authority and perform such duties as the Board of Directors from time to time may determine. The Board of Directors from time to time may delegate to any officer or agent the power to appoint subordinate officers or agents and to prescribe their respective titles, terms of office, authority and duties.

- 5.4 Resignations.** Any officer may resign at any time by delivering a written resignation to the President or Secretary, or in their absence, any one or more of the Board of Directors. Such resignation shall take effect upon delivery, unless a specific effective date is so stated.
- 5.5 Removal.** The Board of Directors may remove any officer whenever in their judgment the best interests of the Corporation will be served thereby. For this purpose such removal action may be taken when favored by a two-thirds majority of Board of Directors. Such action may be taken at any special meeting of the Board of Directors called for that purpose or at a regular meeting.
- 5.6 Vacancies and Newly Created Offices.** If any vacancy shall occur in any office by reason of death, resignation, removal, disqualification or any other cause, or if a new office shall be created, such vacancy or newly-created office may be filled either (1) by the Board of Directors at any regular or special meeting, or (2) by an officer to whom the Board of Directors has delegated the responsibility of appointing a new officer as provided in Section 5.3.
- 5.7 President.** The President shall have the following powers and duties:
- (a) The President shall be the Corporation's senior officer and shall perform such duties as may be assigned by the Board of Directors
 - (b) The President shall preside at all meetings of the Board of Directors
 - (c) The President shall appoint Board of Directors to the various committees and designate a Chairman of each, subject to ratification by the Board of Directors at a special or regular meeting.
 - (d) The President shall supervise and perform annual performance evaluations of any employed Executive Director and make an annual report thereon to the Board of Directors in executive session.
 - (e) The President of the Board is not required to vote unless the vote results in a tie, at which time the President shall make the final and deciding vote.
 - (f) The President of the Board has the authority to sign and enter in to contracts on behalf of the Board of Directors.
- 5.8 Vice President.** The Vice President shall have the following powers and duties:

(a) The Vice President shall perform such duties as may be assigned by the Board of Directors.

(b) In the absence of the President, the Vice President shall preside at all meetings of the Board of Directors.

5.9 Secretary. The Secretary shall have the following powers and duties:

(a) The Secretary shall keep or cause to be kept a record of all the proceedings of the meetings of the Board of Directors in books provided for that purpose.

(b) The Secretary shall cause all notices to be duly given in accordance with the provisions of these Bylaws.

(c) The Secretary shall be custodian of the records.

(d) The Secretary shall see that the books, reports, statements and other documents and records are properly kept and filed.

(e) The Secretary shall perform in general all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

5.10 Treasurer. The Treasurer shall have the following powers and duties:

(a) The Treasurer will have charge and custody of and be responsible for all funds and securities of the Corporation.

(b) The Treasurer shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and shall deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

5.11 Surety Bond. In case the Board of Directors shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such sureties as the Board of Directors may direct, conditioned upon the faithful performance of duties to the Corporation, including responsibility for negligence and for the accounting for all property or monies of the Corporation which may come into the officer's or agents hands.

ARTICLE VI. EXECUTIVE COMMITTEE

6.1 How Constituted. The Officers of the Board of Directors are the Executive Committee. Each member of the Executive Committee shall hold office until a successor shall have been designated or until resignation or removal in the manner provided in these Bylaws.

6.2 Powers. During the intervals between meetings of the Board of Directors, the Executive Committee shall have and may exercise all powers of the

Board of Directors in the management of the business and other affairs of the Corporation, except for the powers:

(a) to fill vacancies in the Board of Directors and (b) to amend these Bylaws.

- 6.3 Proceedings.** The President shall be the presiding officer of the Executive Committee. The Executive Committee shall meet at such place or places, at such time or times and upon such notice (or without notice) as it shall determine from time to time. It shall keep a record of its proceedings and shall report such proceedings to the Board of Directors at the next meeting of the Board of Directors.
- 6.4 Quorum for Transacting Business.** A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any of its meetings. The act of a majority of the members of the Executive Committee present at a meeting shall be the act of the Executive Committee.
- 6.5 Resignation.** Any member of the Executive Committee may resign at any time by delivering a written resignation to the President, the Secretary or the Board of Directors. Such resignation shall take effect upon delivery.
- 6.6 Removal.** The Board of Directors may at any time, and with a two-thirds majority vote, remove any member of the Executive Committee either for or without cause. The officer shall maintain membership on the Board of Directors after removal from the Executive Committee.
- 6.7 Vacancies.** If any vacancy shall occur in the Executive Committee by reason of disqualification, death, resignation, and removal or otherwise, the remaining members shall, until the filling of such vacancy, constitute the then total membership of the Executive Committee. Such vacancy may be filled by appointment of the President with subsequent approval at any meeting of the Board of Directors.
- 6.8 Reimbursement of Expenses.** The Board of Directors may allow a fixed sum of expenses of attendance to any member of the Executive Committee (including those who are active, salaried employees of the Corporation) for attendance at each meeting of the Executive Committee.

ARTICLE VII. OTHER COMMITTEES

- 7.1** The Board of Directors may establish other committees as needed to assist in the management of the Corporation. Other committees shall be established by resolution of the Board of Directors. The resolution shall specify the powers and procedures of the committee so established.

**ARTICLE VIII.
EXECUTION OF INSTRUMENTS, BORROWING OF MONEY
AND DEPOSIT OF FUNDS**

- 8.1 Execution of Instruments.** The Board of Directors has authorized in writing the President of the Board to execute and deliver any contract or other instrument in the name and on behalf of the Corporation. Any such authorization may be general or confined to specific instances.
- 8.2 Loans.** No loans or advances shall be contracted for or on behalf of the Corporation, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the Corporation shall be mortgaged, pledged, hypothecated or transferred as security for the payment of any loan, advance, indebtedness or liability of the Corporation unless and except as authorized by the Board of Directors of the Corporation. Any such authorization may be general or confined to a specific instance or transaction.
- 8.3 Deposits.** All monies of the Corporation not otherwise employed shall be deposited from time to time to its credit in such banks or trust companies or with such bankers or other depositories as the Board of Directors of the Corporation may select.
- 8.4 Checks, Drafts, Etc.** The Treasurer and one additional officer shall sign all notes, drafts, acceptances, checks, endorsements and evidences of indebtedness of the Corporation. However, the Board of Directors may delegate to the Executive Director such customary operational responsibilities as check writing and routine payment of and accounting for operating payables and receivables in amount limits as established by the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories shall be made in such manner as the Board of Directors from time to time may determine.
- 8.5 Sale, Transfer, Etc. of Securities Real and Personal Property** The President, Secretary and Treasurer shall execute all instruments in writing incident to any sale of the Corporation's property or holdings or any two of the Board of Directors so authorized by the Board of Board of Directors.

**ARTICLE IX.
FISCAL YEAR**

- 9.1 Fiscal Year.** The fiscal year of the Corporation shall be July 1 to June 30.

**ARTICLE X.
AMENDMENTS**

- 10.1 Amendments.** Bylaws of the Corporation shall be subject to amendment, alteration or repeal by two-thirds vote of the Board of Directors in attendance at a meeting of Board of Directors at which a quorum is present.

**ARTICLE XI.
GENERAL BYLAWS**

- 11.1 Manner of Giving Notice.** Whenever under the provision of these Bylaws, notice is required or permitted to be given to a Board Member or to an officer, such notice may be given (a) by personal delivery, or (b) by mail, or (d) by facsimile, or (e) by e-mail.

A notice given by mail shall be deemed to be delivered when the notice is deposited in the United States mail, properly addressed and certified with postage thereon prepaid. The proper address for a Board Member shall be either the Board Member's customary business address or the address of the last-known residence. The proper address for an officer shall be the business address of the Corporation or the last-known address of residence.

- 11.2 Attendance Constitutes Waiver of Notice.** Attendance by a Board Member at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where such member attends such meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.
- 11.3 General Waiver or Notice.** Any Board Member with respect to a meeting of the Board of Directors may waive notice of such meeting by signing a written notice of waiver with respect thereto and such signed waiver shall be deemed equivalent to the giving of notice.

**ARTICLE XII.
POLICY ON REIMBURSEMENT OF BOARD OF DIRECTORS AND
EMPLOYEES**

- 12.1** The Corporation may make payment for reimbursement of expenses to Board of Directors, Officers, and employees (other than government officials) for the performance of personal services, which are reasonable and necessary to carry out the exempt purposes of the Corporation.

The Board of Directors adopted these Revised Bylaws of the Corporation on the 4th day of January, 2017.

Timothy Allan Herzog

[Timothy Allan Herzog \(Feb 13, 2017\)](#)

Tim Herzog, Board President

**DAVINCI ACADEMY OF SCIENCE AND THE ARTS
BOARD OF DIRECTORS**

Timothy Herzog		President
Amy Wicks		Vice President
Marjukka Ollilainen		Secretary
Patricia Olsen		Treasurer
Russell Winkler		Member
Kevin Richter		Member
Kathleen Stevenson		Member
Brian Rogue		Member

Approved by the Board of Board of Directors on the 4th of January, 2017

Timothy Allan Herzog

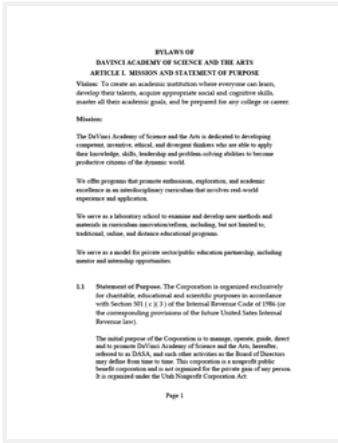
[Timothy Allan Herzog \(Feb 13, 2017\)](#)

Timothy Herzog, Board President

Bylaws signed updated






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