

NUAMES Board of Directors By Laws

History:

NUAMES Early College High School and Board of Directors began as a partnership among the Davis, Ogden, and Weber School Districts and Weber State University. NUAMES Early College High School is governed by a Board of Directors, hereinafter referred to as the Board, comprised of members including representatives from Davis School District, Ogden School District, Weber School District, Weber State University, the local business community, and parents. The Board will have the ultimate oversight and responsibility for the school. Four members of the Board of Trustees were appointed by Governor Leavitt

1. Membership:

- 1.1. The initial Board of Trustees will be appointed by the Governor of the State of Utah. Subsequent board members will be appointed through nomination by the Board of Directors.
- 1.2. Appointed members (founding) of the Board of Directors serve until they resign or are removed.
- 1.3. Replacements to the Founding Members will be nominated and selected by the remaining members of the Board and will serve six (6) year terms.
- 1.4. Board of Director members have no term limits and may be reappointed for additional terms
- 1.5. The membership of the NUAMES Board of Trustees (Board) shall be comprised of not more than eleven and not less than three, individuals.
- 1.6. The board members have voting rights.
- 1.7. Any member of the Board may resign at any time by delivering a written resignation to the Board. If the retirement, resignation or removal of a Trustee results in less than seven (7) remaining members of the Board, the vacancy shall be filled by appointment upon a vote of the majority of the remaining members of the Board.
- 1.8. Candidates for appointment to the Board shall be limited to business or community members, and parents or guardians of students who will be enrolled in NUAMES during the term of their appointment.
- 1.9. Any member of the Board may be removed at any time for cause, including conduct injurious to the best interests of NUAMES, by an affirmative vote of two thirds (2/3) of the remaining members of the Board, provided that proper notice of the meeting and an opportunity to respond by the offending member is given.

2. Powers and Responsibilities

- 2.1 The Board shall exercise such powers and authority established by law, policies of the State Charter Board or their specific delegation, and such powers and authority not specifically denied by the State Board of Education or by law and as may be necessary and proper to ensure the effective and efficient administration and operation of the school.
- 2.2 The Board shall exercise the powers and responsibilities granted by the operating authority of the charter and approved by the State Board of Education.
- 2.3 The Board will enact policies and render final arbitration on personnel issues.
- 2.4 An officer appointed or elected by the Board may be removed from office for cause by vote of

two-thirds of the Board.

2.5 The Board of Directors shall have the final control and oversight of the management of the affairs and business of the NUAMES

3. Officers of the Board

3.1 Chair – The initial Board Chair will be appointed by Governor Leavitt

3.2 The Vice Chair shall be elected by the Board.

3.3 The Board shall only act in the name of the organization when it shall be regularly convened by the Chair after due notice to all the Trustees and the public of such meeting.

3.4 The Chair of the Board of Trustees shall preside at and conduct all meetings of the Board. The Vice Chair shall, in the event of the absence or inability of the Chair, become acting Chair of the Board with all the rights, privileges and powers associated with that office.

3.5 Secretary – The school administrative assistant will serve as secretary for the Board. The secretary shall be charged with the responsibility of recording and maintaining a record of all Board meetings and shall perform such other duties as the Board may direct. If the secretary is absent a Board member or another school employee may serve in this capacity.

3.6 Treasurer - To provide internal financial controls necessary to meet generally accepted accounting principles, a Board Treasurer should be appointed to:

- 1) Ensure on a regular basis (monthly) that board policy regarding financial procedures are being followed,
- 2) Review monthly expenditures to ensure that funds are used and managed according to legal and ethical principles, and
- 3) With the school's director and other financial management personnel, periodically (monthly) provide a summary of adherence to financial procedure and opinion as to legal/ethical appropriateness of expenditures.

IV. Committees

4.1 Committee Assignments –The Board may appoint standing and other special committees as the Board or the Chair and/or Vice Chair may determine from time to time to be necessary or appropriate. The members of all standing and special committees and their respective chairs shall be appointed by the Chair and/or Vice Chair of the Board.

4.2 Staff Support – The School Principal/Chief Executive Officer may provide such staff and support services as may be necessary to each standing and special committee.

V. Meetings

5.1 The Board will meet throughout the year to establish policy, evaluate instructional and programmatic activities, identify problems, issues, and challenges that arise, and make recommendations regarding more effective coordination and collaboration as needed.

5.2 The Principal will report to the Board of Trustees and communicate pertinent information to the Utah State Charter Board

5.3 Each board member shall have one vote and may not vote by proxy.

5.4 A quorum for conducting the business of the Board shall consist of majority of board members, whether present in person or present by means of electronic equipment. Board action may be taken by majority vote whenever a quorum is present.

5.5 Meetings can be in person or electronic meetings.

5.6 Special meetings of the Board may be called by the Chair and/or Vice Chair of the Board, or in the Chair and/or Vice Chair's absence by a majority of the members.

5.7 All meetings of the Board shall be in compliance with the Utah Open and Public Meetings Act.

5.8 The Board may meet in Executive Session as provided by the Utah Open and Public Meetings Act.

5.9 Absent specific law, regulation, resolution, or action to the contrary, a Parliamentary order, such as Robert's Rules of Order, may apply to the Board proceedings.

VI. Chief Executive Officer

6.1 Principal/Chief Executive Officer – The Board shall select and appoint a principal/chief executive officer of the Board with a title consistent with the role and mission of the school. The Principal/Chief Executive Officer serves at the pleasure of the Board at such salary with other benefits and in such capacities as the Board may direct. The Principal/Chief Executive Officer shall be responsible to the Board (1) to see that policies, finances, and programs are properly executed; (2) to furnish information about school activities and functions; (3) to provide leadership in all activities affecting the school; and (4) to do such other things as may be directed by the Board in carrying out duties and responsibilities under the law.

VII. Public Information

7.1 Official Pronouncement – The Chair and/or Vice Chair of the Board are the only members of the Board authorized to make official pronouncements for the Board. The Principal/Chief Executive Officer is ex-officio authorized to speak for the Board and the school with respect to any policy matters that have received the approval of the Board and on administrative matters, which have been entrusted to him or her by law or by the Board.

7.2 Releases and General Information – The Principal/Chief Executive Officer, or in his/her absence a designated deputy, may issue such news releases, general information, and other communications regarding the administration of the school, as will serve its interest, such releases to be consistent with Board policies and practices.

VIII. Conflicts to Interest

8.1 Board Members – Unless notification is made, no Board member shall have, direct or indirect, pecuniary interest in any contracts made in behalf of the school.

8.2 Pecuniary responsibility of Board of Governor Member – The Board member is responsible to notify the Board if any pecuniary interest is pending with the school.

8.3 Conflict of Interest Statement – Board members are required to annually disclose any interests that could give rise to conflicts.

IX. Amendments

9.1 These bylaws may be amended at any regular Board meeting by a majority vote, provided that a copy of the proposed amendment shall be given in writing to each Board member at least seven days before action on the amendment is taken.

9.2 These bylaws are subject to applicable provisions of law. To the extent of any inconsistency between these bylaws and such law, or in the event applicable law is later amended to become inconsistent with these bylaws, these bylaws shall be deemed amended accordingly.

X: Indemnification:

Indemnification NUAMES shall indemnify any and all persons who may serve or who have served at any time as Trustees, directors, Council members, officers, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or officers of NUAMES, except in relation to matters as to which any such Trustee or officer or former Trustee or officer shall be adjudged in any action, suit, or proceeding to be liable for his or her own negligence or misconduct in the performance of his or her duty. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof may be paid by NUAMES in advance of the final disposition of such action, suit or proceeding as authorized by the Community Council, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the Community Council to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by NUAMES. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of members, or otherwise.