

**BYLAWS
OF
Salt Lake School for the Performing Arts,
A Utah Nonprofit corporation**

**ARTICLE 1
OFFICES**

The corporation's principal office shall be fixed and located at such place within the boundaries of the County of Salt Lake county, as the Board of Trustees ("Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another.

**ARTICLE 2
PURPOSE**

The specific and general purposes of the corporation are described in the Articles of Incorporation.

**ARTICLE 3
NO MEMBERS**

Section 3.1 No 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 4
TRUSTEES**

Section 4.1 General Powers

Subject to the limitations of the Utah not-for-profit corporation law, the corporation's Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may, subject to contractual obligations as may exist, rescind any such assignment, referral or delegation at any time.

Section 4.2 Specific Powers

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- a. To select and remove all of the officers, agents and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with law, the corporations Articles of Incorporation or these Bylaws; and to fix their compensation;
- b. To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore which are not inconsistent with the law, the corporation's Articles of Incorporation or these Bylaws, as it deems best;
- c. To adopt, make and use a corporate seal and to alter the form of the seal from time to time, as it deems best;

- d. To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's and other evidences of debt and securities therefore;
- e. To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;
- f. To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property;
- g. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose; and;
- h. To carry out such other duties as are described in the Charter.



Section 4.3 Number, Election and Term of Trustees

- a. The authorized number of Trustees shall be no less than four (4) and no greater than twelve (12) until changed by amendment of these Bylaws.
- b. The term of office of a trustee shall be three years. A trustee may serve three consecutive terms. Vacant board positions may be filled by appointment with a majority vote of the Board.
- c. The Board will appoint members to fill the positions on the Board: The President, and Vice President, will be elected and the Secretary and Treasurer will be appointed by the board president. The President will serve as such for two years, at such time a President and Vice president will be elected by the board. This process will repeat itself every two years. These elections will be held during the first board meeting in January of the year.
- d. The Salt Lake School District will appoint a member to the board and a Highland Representative will also be appointed by the Current Principal of Highland High.
- e. There will be two advisory members on the Board of Trustees. These members will be non-voting and will not attend any portion of a meeting that is "closed" under Utah Statute 52-4-20(1), as amended. They will not be counted as members in 4.3.a, above. They will be:
 - (1) Faculty representative: This member will be selected by the SPA faculty.
 - (2) Student body representative: This member will be the Student Body President, or designee.

Section 4.4 Resignations and Removal

Any Trustee may resign effective upon giving written notice to the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. A Trustee may be removed without cause by majority of the Trustees then in office.

Section 4.5 Vacancies

- a. A Board vacancy or vacancies shall be deemed to exist if any Trustee dies, resigns, or is removed, or if the authorized number of Trustees is increased. Any Trustee missing more than three consecutive meetings without contacting the President may be deemed to have resigned from the Board.
- b. The Board may declare vacant the office of any Trustee who has been convicted of a felony.

Section 4.6 Place/Notice of Meetings

Meetings of the Board may be held at the principal office of the corporation or at any other place that has been designated in the notice of the meeting by resolution of the Board. Appropriate notices of the meeting complying with Utah law shall be posted. The public, any board member or officer of the corporation shall place any desired item on the agenda of any board meeting by notifying in writing, no later than 2 business days prior to the scheduled board meeting, a description shall be delivered to the then acting secretary of the corporation.

Section 4.7 Annual Meetings

The Board shall hold an annual meeting for the purpose of organization, selection of Trustees and officers, and the transaction of other business.

Section 4.8 Meetings

Meetings of the Board shall be held on such dates and at such times and places as may be from time to time fixed and notified by the Board.

Section 4.9 Special Meetings

- a. Special meetings of the Board for any purpose(s) may be called at any time by the Chairman of the Board, if there is such an officer, the President, or the Secretary.
- b. Special meetings of the Board may be held after each Trustee has received notice by mail, telecopy, e-mail or telephone.
- c. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 4.10 Quorum and Voting

Four (4) members of the Board of Trustees shall constitute a quorum. The Board shall attempt to reach a general consensus on all actions before the Board; provided, however, that every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is an act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by a least a majority of the required quorum for such meetings.

Section 4.11 Waiver of Notices

Notice of meeting need not be given to any Trustee who signs a waiver of notice, a written consent to the holding of the meeting, an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack or notice prior thereto or at its commencement. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 4.12 Adjournment

A majority of the Trustees present, whether or not a quorum is present, may adjourn any Trustee's meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the Trustees who were not present at the time of the adjournment.

Section 4.13 Rights of Inspection

Every Trustee has the absolute right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation provided such inspection and copying is subject to the corporation's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state or local law.

Section 4.15 Fees and Compensation

Trustees shall not receive compensation for their services; however, the Board may approve the reimbursement of a Trustee's actual and necessary expenses incurred in the conduct of the corporation's business. The corporation shall carry liability insurance covering the Trustee's and officers of the corporation as described on the Charter on the conduct of the corporation's business.

Section 4.16 Standard of Care

- a. A Trustee shall perform all duties of a Trustee in good faith, in a manner such Trustee believes to be in the best interest of the corporation and with such care, including the duty to make reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances.
- b. In performing the duties of a Trustee, a Trustee may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 1. One or more officers or employees of the corporation whom the Trustee believes to be reliable and competent in the matters presented;
 2. Legal counsel, independent accountants or other persons as to matters that the Trustee believes to be within such person's professional or expert competence; or
 3. A committee of the Board upon which the Trustee does not serve as to matters within a designated authority, provided the Trustee believes that the committee merits confidence and the Trustee acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

ARTICLE 5 OFFICERS

Section 5.1 Officers

The officers of the corporation shall be President, Vice President Treasurer and Secretary. The corporation may also have, at the discretion of the board, one or more Vice Presidents, one or more Assistant Secretaries, and such other officers as may be elected or appointed.

Section 5.2 Election

The President and Vice President of the corporation, shall be elected at the January business Board meeting, and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective elected terms end.

Section 5.3 Subordinate Officers

The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 5.4 Removal

Any officer may be removed, either with or without cause, by the Board at any time or, except for an officer chosen by the board, by any officer upon whom the Board may confer such power of removal. Any such removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 5.5 Resignation

Any officer may resign at any time by giving written notice to the Board; such resignation may not prejudice the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.6 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5.7 President

Subject to such powers, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. The President shall preside at all meetings of the Board. The President has the general management powers and duties usually vested in the office of the President and general manager of a corporation as well as such other powers and duties as the Board may prescribe from time to time.

Section 5.8 Vice Presidents

In the absence or disability of the President, the Vice President(s), if there are appointed shall, in order of their ranks as fixed by the Board or, if not ranked, the Vice President designated by the Board, perform all duties of the President and, when so acting, shall have all the powers of, and subject to all the restrictions upon, the President. The Vice President(s) shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 5.9 Secretary

- a. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, including the following information for all such meetings; the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the office of the Salt Lake School for the Performing Arts, the original or a copy of the corporation's Article of Incorporation and Bylaws, as amended to date and a register showing the names of all Trustees and their respective addresses. The Secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument.
- b. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all its members promptly after the meetings; shall keep the seal of the corporation in safe custody; shall see that all reports, statements and other documents required by law are properly kept or filed; and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.
- c. The Secretary or (Treasurer) President of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Trustee.
- d. The Secretary or Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositaries as may be designed from time to time by the Board. The Secretary or President shall disburse the funds of the corporation as may be ordered by the Board, and shall render to the Trustees, upon request, an account of all transactions as Secretary or Treasurer and of the financial condition of the corporation. The Secretary or President shall present an operating statement and report, since the last preceding regular Board meeting, to the Board at all regular meetings. The Secretary or President shall have such powers and perform such other duties as may be prescribed from time to time by the Board.

Treasurer Responsibilities: Provides direction for the financial management of the school and facilitates the board in meeting its financial oversight responsibilities.

Specific Responsibilities:

1. Chair of the Finance Committee.
2. Provides direction for the oversight of the school's record keeping and accounting policies.
3. Ensures the presentation of timely and meaningful financial reports to the board.
4. Ensures the development of annual budget and its submission to the Board for its

approval. Leads the monitoring of budget implementation.

5. Oversees development and board review of financial policies and procedures. With the Finance Committee, monitors the adherence to financial policies and procedures adopted by the Board.

6. Leads the board in assuring compliance with federal, state and other financial reporting requirements.

7. Presents the recommendation of the auditor to the Board for their approval. With the Finance Committee reviews the results of the audit including the management letter, develops a plan for remediation, if necessary, and presents the results to the Board.

8. Takes responsibility for designing an annual board education program so that all board members can effectively conduct oversight of the financial health of the organization.

ARTICLE 6 COMMITTEES

Section 6.1 Board of Committees

The Board may, by resolution adopted by a majority of the Trustees then in office, provided that a quorum is present, create one or more standing or ad hoc committees, each consisting of at least one member of the Board, to serve at the pleasure of the Board.

ARTICLE 7 OTHER PROVISIONS

Section 7.1 Validity of Instrument

Subject to the provision of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other written instrument and any assignment or endorsement thereof executed or entered into between the corporation and any other person, shall be valid and binding on the corporation when signed by the President or any Vice President and the Secretary, unless the other person has actual knowledge that the signing officers has no authority to execute the same. Any such instruments may also be signed by the Board or a designated member of the Board.

Section 7.2 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Nonprofit Corporation Law of the State of Utah shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both the corporation and a natural person. The captions and headings in these Bylaws are for convenience of reference only and are not intended to limit or define the scope or effect of any provision.

Section 7.3 Fiscal Year

The fiscal year of the corporation shall be set by the Board.

Section 7.4 Conflict of Interest

Any Trustee, officer, key employee, or committee member having an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts know to such person about the corporation's interest.

Section 7.5 Interpretation of Character

In any instance in which the provisions of these Bylaws are in conflict with the provisions of the Charter, the provisions of these Bylaws shall control.

**ARTICLE 8
AMENDMENTS**

Section 8.1 Bylaws

These Bylaws may be amended from time to time or repealed by a two-thirds (2/3rds) vote of the members of the Board of Trustees.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the appointed and acting Secretary of Salt Lake School for the Performing Arts, Inc., a Utah nonprofit corporation, and that the foregoing Bylaws constitute the Bylaws of such corporation as adopted by the Board of Trustees.

Secretary DocuSigned by:
Rob Tudor
9/12/2016
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