

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WEBER STATE UNIVERSITY CHARTER ACADEMY**
(a Utah nonprofit corporation)

These Amended and Restated Articles of Incorporation are made and executed by the undersigned, as the Chair of the Board of Directors of Weber State University Charter Academy (the "**Company**"), in accordance with the provisions of the Utah Revised Nonprofit Corporation Act (the "**Act**").

A. The Company was originally organized by filing Articles of Incorporation (the "**Articles**") with the Utah Division of corporations and Commercial Code of the Department of Commerce of the State of Utah (the "**Division**") on January 16, 2013, under the name "Weber State University Charter Academy";

B. The Company desires to amend and restate the Articles in order to delete provisions relating to the Company acting as a 509(a)(3) supporting organization for Weber State University;

C. These amended and Restated Articles of Incorporation were approved and adopted by the board of Directors of the Company in accordance with the Act on February 1, 2013.

NOW THEREFORE, in accordance with the provisions of the Act, the company hereby amends and restates the Articles in their entirety as follows:

**ARTICLE 1
CORPORATE NAME; DURATION**

The name of the corporation is **WEBER STATE UNIVERSITY CHARTER ACADEMY**. The duration of the corporation is perpetual.

**ARTICLE 2
PURPOSES AND POWERS**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. Without limiting the generality of the foregoing, the corporation is organized for the purpose of creating, operating and maintaining a charter academy with the following goals:

To maintain a focus on children and families through educational, co-curricular, and extra-curricular programs;

To provide training in research-informed practices for Weber State University pre-service teachers through observation and mentored teaching opportunities; and

To provide a research center with opportunities for Weber State University faculty and students and for Weber State University Charter Academy faculty to study various educational aspects.

The corporation shall have all powers necessary and incidental to carrying out the purposes for which the corporation is formed.

Notwithstanding any other provision in this document or the corporation's Bylaws, the purposes will be limited exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Notwithstanding any other provision of this document or the corporation's Bylaws, the organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Notwithstanding any other provisions of this document or the corporation's Bylaws, the organization shall not make any distributions that are not used for 501(c)(3) purposes and/or activities.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 3 DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 4 MEMBERS

The corporation shall have no members. No certificates of membership shall be issued.

ARTICLE 5 DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors, initially consisting of four (4) directors. The number of directors may be increased to ten (10) by resolution of the Board of Directors. The rights, privileges and duties of the directors and the manner of their election, term of office, and removal shall be as set forth in the Bylaws.

**ARTICLE 6
LIMITATIONS ON POWERS OF DIRECTORS**

Notwithstanding any other provisions of these Articles or the Bylaws, the majority of the Board of Directors will be elected or appointed by Weber State University. At all times, all decisions made will be made by a Board that is comprised of a majority of the persons that were appointed or elected by Weber State University. In any reference to a quorum, all quorums will be made up of a majority of persons that were appointed or elected by Weber State University. In any reference to a majority, a majority will consist of a minimum of fifty-one (51%) percent of unrelated parties and shall not include disqualified persons, within the meaning of the IRS Code.

**ARTICLE 7
LIMITATIONS UPON LIABILITY OF DIRECTORS AND OFFICERS**

The directors and officers of the corporation shall not be individually or personally liable for the debts or obligations of the corporation, except as required by Section 16-6a-823(1)(b) and Section 16-6a-824 of the Nonprofit Act, as amended.

**ARTICLE 8
INDEMNIFICATION**

The corporation shall indemnify any directors or officers of the corporation in accordance with the terms and conditions set forth in the Utah Governmental Immunity Act, Section 63G-7-101 et. seq., Utah Code Ann. (1953, as amended).

**ARTICLE 9
AMENDMENT**

These Articles of Incorporation may be amended upon the affirmative vote of those persons comprising a quorum of the Board of Directors at a meeting duly called for such purpose.

**ARTICLE 10
INCORPORATORS**

The names and street addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Jack L. Rasmussen	1305 University Circle, Moyes College of Education, Weber State University, Ogden, UT 84408-1305

**ARTICLE 11
REGISTERED AGENT, REGISTERED OFFICE**

The registered office of the corporation shall be initially located at 1305 University Circle, Moyes College of Education, Weber State University. The initial registered agent of the corporation at that address shall be Jack L. Rasmussen.

IN WITNESS WHEREOF, the undersigned hereby states that she has read the foregoing Amended and Restated Articles of Incorporation, is familiar with the contents thereof, and verifies and affirms the truthfulness thereof.

Executed as of the 1st day of February, 2013.



Chloe D. Merrill
Chair, Board of Directors

SECOND AMENDED AND RESTATED BYLAWS OF WEBER STATE UNIVERSITY CHARTER ACADEMY

ARTICLE 1 PURPOSES

These Second Amended and Restated Bylaws are adopted for the governance of WEBER STATE UNIVERSITY CHARTER ACADEMY, a Utah nonprofit corporation (herein referred to as the "**Corporation**"). The Corporation shall have the right to do and accomplish all things and engage in all lawful transactions that a nonprofit corporation organized under the laws of the State of Utah might do, accomplish, or engage in under the Utah Revised Nonprofit Corporation Act (the "**Nonprofit Act**"), subject to the restrictions, qualifications and limitations set forth in the Articles of incorporation.

The mission of the Corporation is to provide a charter academy (the "**Academy**"). The specific goals of the charter academy are:

To maintain a focus on children and families through educational, co-curricular, and extra- curricular programs;

To provide training in research-informed practices for Weber State University ("**University**") pre-service teachers through observation and mentored teaching opportunities; and

To provide a research center with opportunities for University faculty and students and for Academy faculty to study various educational aspects.

ARTICLE 2 OFFICES OF THE CORPORATION

Section 2.1. Principal Office. The principal office of the Corporation in the State of Utah shall be located at the Jerry and Vickie Moyes College of Education, Weber State University, 1305 University Circle, Ogden, UT 84408-1305. The Board may change the principal office from time to time. The Corporation may have such other offices, either within or without the State of Utah, as the Board may designate or as the business of the Corporation may require from time to time.

Section 2.2. Registered Office. The registered office of the Corporation in the State of Utah may be, but need not be, identical with the principal office in the State of Utah and the Board may change the address of the registered office from time to time.

ARTICLE 3

BOARD OF DIRECTORS

Section 3.1. Powers. The Corporation shall be managed under the direction of a governing board of directors (the “**Board**” or the “**Board of Directors**”), which shall be vested with all powers, privileges and rights of a governing board under the Act, and shall have final authority to establish and resolve all matters and questions of policy.

Section 3.2. Number of Directors. The number of directors of the Corporation shall be five (5). The Board may, by written resolution, increase or decrease the number of members of the Board of Directors.

Section 3.3. Appointment and Election of Directors. The Members of the Board of Directors will be appointed by the Department Chair of Child and Family Studies (the "CFS Chair") or their designee. The Members will be drawn from the following areas:

Three directors shall be appointed from Weber State University faculty or administration based on areas of expertise, interest, and willingness to contribute to the Charter Academy.

One director shall be a parent with a child attending the Weber State Charter Academy.

One director shall be appointed from the University community or surrounding community.

The procedure for parents to apply to become board members will be established by the Board.

In accord with the recent Resolution changing the number of directors, to the extent possible the five director positions for the year in which these Second Amended and Restated Bylaws are first effective shall be filled from the existing directors to assure a mix of new and old directors on the Board every year.

Section 3.4. Term of Directors. Weber State University faculty or administration directors, and Weber State University community or surrounding community directors will be appointed to a three-year term with the possibility of a second three-year term. The parent member will fulfill a one-year term. Terms shall commence on July 1 of the year in which a director is appointed or such other date as designated by the CFS Chair and end the later of June 30th of the year in which their appointment expires or when a replacement is appointed.

Section 3.5. Removal of Directors. Any director or directors of the Corporation may be removed from office, with or without cause, and for any reason, by the CFS Chair, following consultation with the Board. Replacements will be made by the CFS Chair.

Section 3.6. Resignation. Any director may resign at any time by giving written notice to the Corporation. A resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date.

Section 3.7. Vacancies. Vacancies on the Board shall be filled by the CFS Chair. In the event that the number of directors is increased, the resulting vacancy shall be filled as specified by the Board.

Section 3.8. Decisions by Board. Notwithstanding any other provision of these Bylaws, the majority of the Board will be elected or appointed by the University. At all times, all decisions made will be made by a Board that is comprised of a majority of the persons that were appointed or elected by the University. In any reference to a quorum, all quorums will be made up of a majority of persons that were appointed or elected by the University. All newly elected or appointed Board members shall be seated at the first regular meeting after the beginning of the new fiscal year and shall be participating members thereafter.

Section 3.9. Power to Make Bylaws. The Board shall have power to make and alter any bylaws of the Corporation, with the exception of Sections 3.3, 3.4, 3.5, 3.7, and 3.8, which alterations shall require the approval of the CFS Chair.

Section 3.10. Compensation. By resolution of the Board, the Corporation may pay directors' expenses, if any, of attendance at each meeting of the Board. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore; provided that each specific service and the rate of compensation therefore shall be approved by the other members of the Board in each instance.

Section 3.11. Chair. A chair shall be elected by Board members annually. The chair shall preside at meetings of the Board, and shall present, or cause to be presented, a report of the condition of the business of the Corporation at the annual meeting of the Board. The chair shall perform such other duties as are incident to the position, are required by law, or are specified by the Board by resolution.

Section 3.12. Right of Inspection. Every director shall have the right at any reasonable time to inspect all the Corporation's books, records and documents of every kind.

ARTICLE 4 MEETINGS

Section 4.1. Regular Meetings; Application of Utah Open and Public Meetings Act. The Board shall meet at such times and in such places as may be determined by the chair, with notice of meetings to be given in accordance with the provisions of the Utah Open and Public Meetings Act. All meetings shall be held in accordance with the Utah Open and Public Meetings Act, provided that, in the event that the Utah Open and Public Meetings Act is determined not to apply to the corporation, the Board shall specify procedures for scheduling and holding meetings and for giving notice.

Section 4.2. Special Meetings. The chair or any two (2) directors may call a special meeting of the Board by providing written notice of the hour, date and place of the meeting in accordance with the provisions of Section 4.7.

Section 4.3. Annual Meetings. One of the regular meetings of the Board described above in Section 4.1. shall be designated as the Annual Meeting for the purposes of organization, election of officers and the transaction of other business.

Section 4.4. Voting. At any meeting of the Board, each director present at such meeting shall have one (1) vote on any matter. Voting by proxy shall not be permitted.

Section 4.5. Meetings by Telephone Conference. Directors or committee members may participate in a meeting by telephone conference or similar communications equipment, in accordance with the provisions of the Utah Open and Public Meetings Act. Participation in a meeting through telephonic means shall constitute presence in person at such meeting.

Section 4.6. Quorum. A majority of the directors shall constitute a quorum for the transaction of business of the Board, but a lesser number may adjourn from time to time without notice other than an announcement of a lack of a quorum at the meeting, until a quorum shall attend.

Section 4.7. Notice.

(a) **Manner of Notice.** Notice of any regular or special meeting shall be given in accordance with the provisions of the Utah Open and Public Meetings Act, as specified in Section 4.1.

(b) **Waiver of Notice.** Any director may waive notice of a meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present is the act of the Board.

Section 4.9. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the secretary of the Corporation immediately after the adjournment of the meeting. No director may dissent regarding an action for which the director voted in favor.

ARTICLE 5 OFFICERS

Section 5.1. Number. The executive officers of the Corporation shall be a chair, a vice chair, a secretary and a treasurer, each of whom shall be members of the Board. The chair shall be appointed as specified in Section 3. 11, and all other officers shall be selected by the Board. A principal, business administrator, one or more vice-chairs (the number thereof to be determined by the Board) and such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board. The Board may delegate to any officer of the Corporation or any committee of the Board the power to appoint, remove and prescribe the duties of such other officers, assistant officers, agents and employees.

Section S.2. Election and Term of Office. Each officer shall take office at the first regular meeting after the beginning of the new fiscal year and shall serve for a term of one year. If the election of officers shall not be held at such meeting, or if such meeting is not held, such election shall be held as soon thereafter as conveniently may be. The appointment of an officer shall not itself create any contract rights with the Corporation.

Section S.3. Removal. Any officer, assistant, agent or employee may be removed, with or without cause, at any time. Motions requesting the removal of an officer for not performing the duties of his/her office may only be entertained at a regular meeting. The proposed action must be included on the pre-meeting announcement agenda. Such action requires approval of two-thirds of the membership present at the meeting; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section S.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

Section S.5. Chair. The chair shall preside at all meetings of the Board of Directors. The chair is authorized to execute approved contracts on behalf of the Corporation.

Section 5.6. Vice Chair. In the absence of the chair, the vice chair shall perform the duties of the chair and, when so acting, shall have all the powers and be subject to all of the restrictions upon the chair.

Section S.7. Secretary. The secretary shall be responsible for keeping the minutes of the meetings of the Corporation and distributing copies of said minutes to all current directors at least one week prior to the next meeting. The secretary shall see that all notices are duly given in accordance with the provisions of these bylaws; maintain a list of members; and in general, perform all duties incident to the office of secretary.

Section 5.8. Treasurer. The treasurer shall supervise the activities of the business administrator in managing and accounting appropriately for funds of the Corporation.

Section 5.9. Multiple Offices. A person may hold more than one office of the Corporation; provided, however, no person may serve both as the chair and as the secretary of the Corporation.

Section 5.10. Compensation. Officers of the Corporation shall not be compensated, unless expressly authorized by the Board of Directors.

ARTICLE 6 COMMITTEES

Section 6.1. Audit Committee. The Board shall have power to appoint by resolution an audit committee ("**Audit Committee**") composed solely of persons (at least one of whom shall be a member of the Board) who are independent of the officers of the Corporation and free from any relationships that, in the opinion of the Board, would interfere with their exercise of independent judgment as a committee member. The Audit Committee shall assist the Board in fulfilling its responsibilities for the Corporation's accounting and financial reporting practices, shall provide a channel of communication between the Board and the Corporation's independent auditors, and shall have such other powers and perform such other duties as the Board shall, from time to time, grant and assign to it.

Section 6.2. Other Committees. The Board may from time to time appoint such other standing and ad hoc committees with such persons (at least one of whom shall be a member of the Board) as it shall deem appropriate; provided that only such committees as are composed entirely of directors shall constitute a "Committee of the Board of Directors" for purposes of these bylaws. The chair shall select the chair of such committees.

Section 6.3. Term of Committees. The term of committee members shall be for one year, after which they may be reappointed.

ARTICLE 7 LIMITATION OF AUTHORITY

No action by any committee, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Corporation until it shall be approved or ratified by the Board of Directors. No committee, employee, director or officer shall represent himself/herself (implicitly or explicitly) as speaking for the Corporation in a public forum without explicit approval by the Board. Violation of this rule shall be grounds for dismissal, termination or expulsion from the Corporation by a majority vote of the Board of Directors.

ARTICLE 8 UNIVERSITY POLICIES AND PROCEDURES

The Board shall provide for compliance by the Corporation with all policies and procedures of the University which are applicable to the Corporation.

ARTICLE 9 EXECUTION OF INSTRUMENTS

Section 9.1. Checks, Drafts, etc. All checks, drafts and orders for payment of money, and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board, in accordance with University policies and procedures.

Section 9.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to any of its directors or officers.

Section 9.3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select, in accordance with University procedures.

Section 9.4. Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.5. Conflicts of Interest and Procurement. The directors and officers of the Corporation shall comply with a conflicts of interest policy to be adopted by the Board, and shall comply with all University procurement policies.

ARTICLE 10 INDEMNIFICATION

The corporation shall indemnify any directors or officers of the corporation in accordance with the terms and conditions set forth in the Utah Governmental Immunity Act, Section 63G-7-101 et. seq., Utah Code Ann. (1953, as amended).

ARTICLE 11 FINANCES

Section 11.1. Funds. All funds of the Corporation shall be held in separate accounts managed by Weber State University as a contractor for the Corporation.

Section 11.2. Disbursements. Upon approval of the budget, the chair is authorized to approve disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. The chair may designate executive staff to make approved disbursement s in accordance with resolutions of the Board. Disbursement shall be by check.

Section 11.3. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and close on June 30 of each year.

Section 11.4. Budget. The chair, with staff support, shall compile a budget of estimated expenses for the coming year and submit it to the Board of Directors for approval by the Board.

Section 11.5. Annual Audit. The accounts of the Corporation shall be audited annually within three months of the close of business on December 31 by a certified public accountant. The University shall manage the audits of the Corporation. The audit shall at all times be available to the directors.

Section 11.6. Bonding. If designated by the Board, the chair and such other officers and staff as the Board may designate by majority vote shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Corporation.

ARTICLE 12 PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No director, officer or employee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary , the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE 13 EXEMPT ACTIVITIES

Notwithstanding any other provision of these by laws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE 14 PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order, or such other governing model as is adopted by the Board of Directors, shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the bylaws of the Corporation or with an explicit majority vote on the matter by the Board of Directors.

ARTICLE 15 AMENDMENT OF BYLAWS

Subject to the provisions of Sections 3.8 and 3.9, these bylaws may be amended, altered, changed, added to or repealed by an affirmative vote of a majority of the Board at any regular or special meeting of the Board.

ARTICLE 16 CONFLICTS; CONSTRUCTION

Any discrepancies or conflicts between the provisions of the Nonprofit Act, the Articles and Bylaws shall, unless otherwise provided, be resolved by giving priority first to the Nonprofit Act, second to the Articles, and third to the Bylaws. The Articles and Bylaws shall also conform to the Utah Charter School Act, Utah Ann. §53A-1a-501 et seq.

SECRETARY'S CERTIFICATE

I, THE UNDERSIGNED, being the Secretary of Weber State University Charter Academy, a Utah nonprofit corporation, do hereby certify the foregoing to be the bylaws of such corporation, as adopted by written consent of its Board, dated effective the 6th day of December, 2016.

Vince Bates Secretary