

Board of Director Bylaws

Moab Charter School

Article I: Name

This Board shall be known as The Board of Directors for Moab Charter School.

Article II: Purpose

This Board's purpose is to oversee the development, operation and maintenance of the Moab Charter School, a public charter school located within Moab, UT and to further the purpose and mission of Moab Charter School (MCS). All business conducted by the Board of Directors (BOD or Board) will be on behalf of and in conjunction with the operation of MCS. No other business or enterprise shall be entertained by this Board.

These Bylaws and articles within supersede any and all other documents relating to the role and/or position of this Board, including, but limited to, the official charter of Moab Charter School. As a Board of a public charter school all meetings are open to the general public unless specified as a special work or discussion meeting where no votes are conducted.

Article III: Members

- A. **Qualifications:** Board members should have a clear understanding of the mission of MCS and be supportive of that mission and the philosophy behind public charter schools. Parents, family members, community members will fill five to thirteen positions on the board. All members are voting members.
- B. **Limits:** No more than one member of a family may serve on the Board at one time. Family members of Board members may serve on Committees (Article VII). No employee or contractor of Moab Charter School will serve on the Board of Directors.
- C. **Admission:** Members to the Board are filled by an appointment and vote of approval by the Board.
- D. **Fees:** There are no fees or dues required of members.
- E. **Attendance:** Board members are required to attend 50% of all scheduled meetings throughout the school year. Board members not in attendance should notify the Board Chair or Board Secretary.
- F. **Removal of Members:** Board members may be removed from service at any time if actions of a member are deemed detrimental to the school or board. Action to remove Board members will be approved by a simple majority of the Board.
- G. **Proxy:** Members may give another member their proxy to vote in their absence. Proxy must be received by the Chair prior to the vote, and must be in

writing (email is acceptable). Having someone vote by Proxy still constitutes an absence and should only be used rarely and not as a replacement for attending.

- H. Resignations: Board members may resign at any time. It is the request of the Board that members resign in writing (mail, fax or email) prior to a regularly scheduled meeting.

ARTICLE IV: Officers

- A. Officers are elected from the general membership of the Board. The officers will include Chair, Vice Chair, Treasurer, and Secretary.
- B. Terms: Officers serve no more than four year terms and are limited to two consecutive terms.
- C. Voting: The Board will hold officer elections the last meeting of June each year, as needed. The Board may hold a special election to fill vacancies or elect successors.
- D. Voting Process: Members will be nominated for officer positions at the meeting prior to the meeting set aside for elections. Elections will be held by written ballot. Ballots will be filed with the minutes as public record.
- E. Duties of Office:
 - 1. Chair: The Chair serves as the official head of the Board. As such, the Chair should have a clear vision of the mission of MCS, its role in the community and the challenges it faces. The Chair
 - a) Presides over Board meetings;
 - b) Sets Agenda for meetings;
 - c) Oversees all business of the Board;
 - d) Meets regularly with school Director;
 - e) Serves as contact agent for MCS;
 - f) Serves as spokesperson to media and the public regarding school issues; and
 - g) Fulfills other functions as needed and prescribed to by the Board.
 - 2. Vice Chair: The Vice Chair serves in the absence of the Chair. The Vice Chair assists in fundraising, promotional activities and public relations.
 - 3. Secretary: The Secretary is responsible for formal communication of the Board and recording and management of all meeting minutes. The Secretary
 - a) Assures meeting agendas are published as according to law.
 - b) Records all minutes and posts them so as to provide public access.
 - c) Answers all correspondence that relates to the business of the Board.
 - d) Maintains Board mailing list, including email addresses and distributes Board communication and minutes to all members.

4. Treasurer: The Treasurer oversees the financial business of MCS and reports financial concerns to the Board. The Treasurer
 - a) Ensures MCS financial reports are provided at monthly Board meetings.
 - b) Works closely with MCS accountant and Director to monitor MCS finances in meeting state fiscal requirements.

ARTICLE V: Meetings

- A. Regularly scheduled board meetings shall be held at a frequency and on a day and time as determined by the Board at the commencement of each school year which will include at least monthly meetings.
- B. The Agenda will not be discussed if there is not a quorum of the Board.
- C. A quorum, required to hold a meeting, shall constitute a simple majority of the number of standing board members, one of whom shall be an officer.
- D. Meeting notices are posted according to Utah law.
- E. The Agenda shall be sent via email to all Board members and posted in a public place within the school at least 24 hours prior to the Board meeting.
- F. Meetings are presided over by the Chair. In the Chair's absence the Vice Chair presides. If the Vice Chair is absent, then the Secretary or Treasurer presides. If no officer is present the meeting is not called to order.
- G. Meetings are typically held at MCS and open to the public
- H. Special Work or Discussion meetings may be held by the Board that are not open to the public. No voting may take place in non-public Board meetings.
- I. Special meetings may be called by the Board Chair and members must be notified of said meeting in writing, via email or telephone at least 24 hours prior to such meeting.
- J. Special elections may be held during regular meetings when a vacancy needs to be filled.
- K. Minutes: Pursuant to Utah Code Title 52.4.5
 1. Written minutes or a digital or tape recording shall be kept of all public Board meetings. Such minutes or a digital or tape recording shall include:
 - a) the date, time, and place of the meeting;
 - b) the names of members present and absent;
 - c) the substance of all matters proposed, discussed, or decided, and a record of votes taken;
 - d) the names of all citizens who appeared and the substance in brief of their testimony or comments; and
 - e) any other information that any member requests be entered in the minutes.
 2. The minutes and recordings are public records and shall be available within a reasonable time after the meeting.
 3. All or any part of an open meeting may be recorded by any person in attendance; provided, the recording does not interfere with the

- conduct of the meeting.
4. Minutes of meetings that are required to be retained permanently shall be maintained in or converted to a format that meets long-term records storage requirements.
 5. Written minutes or digital or tape recordings shall be public records pursuant to Title 63, Chapter 2, Government Records Access and Management Act, but only written minutes shall be evidence of the official action taken at such meeting.
- L. A meeting may be closed when there is a simple majority vote of the quorum for the following purposes as defined by Utah Code Title 52.4.5
1. discussion of the character, professional competence, or physical or mental health of an individual;
 2. strategy sessions to discuss collective bargaining;
 3. strategy sessions to discuss pending or reasonably imminent litigation;
 4. strategy sessions to discuss the purchase, exchange, or lease of real property when public discussion of the transaction would disclose the appraisal or estimated value of the property under consideration or prevent the public body from completing the transaction on the best possible terms;
 5. strategy sessions to discuss the sale of real property when:
 - (a) public discussion of the transaction would disclose the appraisal or estimated value of the property under consideration or prevent the public body from completing the transaction on the best possible terms;
 - (b) the public body had previously given public notice that the property would be offered for sale; and
 - (c) the terms of the sale are publicly disclosed before the public body approves the sale.
- M. A public body may not interview a person applying to fill an elected position in a closed meeting.
- N. Nothing in this section may be construed to require any public body to approve the purchase, sale, exchange, or lease of real property if that public body is not required to approve the purchase, sale, exchange, or lease of real property under other laws.
- O. This chapter shall not apply to any chance meeting or a social meeting. No chance meeting or social meeting shall be used to circumvent this chapter.
- P. This chapter shall not prohibit the removal of any person who willfully disrupts a meeting to the extent that orderly conduct is seriously compromised.

ARTICLE VI: Executive Committee

The Board may designate from among its members, an executive committee which shall exercise all of the authority of the Board, except as prohibited by statute. The delegation of authority to the Executive Committee shall not operate to relieve the

Board of Trustees or any member of the Board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board, or in the absence thereof, by the committee itself.

ARTICLE VII: Committees

The Board may appoint committees to serve the Board.

A. Standing Committees

1. The Board may, at any time, move and vote to establish a standing committee (Committee).
2. Standing committees are a permanent part of the Board until disbanded by a simple majority vote.
3. Standing committees may include, but not be limited to, Fundraising, Finance, Curriculum, Special Events, Document Review, Nominating, School Discipline.
4. Members of a standing committee are initially appointed by the board. The Committee may elect officers to serve the committee. Once in operation the Committee may nominate others to join, present those nominations to the Board at a regularly scheduled meeting and the Board will approve members by a simple majority.
5. Committees may have their own budget to allow them to perform their subscribed purpose. The Committee will present monthly reports to the Treasurer and be subject to audits by the Treasurer and/or finance committee.
6. A Finance Committee will be chaired by the Treasurer.
7. Committee secretary reports to the Board during regular Board meetings.
8. Committee members have the same attendance responsibility as Board members.

B. Ad Hoc Committees are formed by the board for a limited time to investigate or act on one specific item.

1. Ad Hoc committees may have a budget, officers, and, as needed, add members with Board approval. They serve only one purpose, and are limited in scope and time.
2. The Board may choose to appoint officers for the Ad Hoc or a member of the Board may chair the Ad Hoc.
3. The Ad Hoc reports to the Board during regularly scheduled Board meetings.
4. Ad Hoc members have the same attendance responsibility as Board members.

ARTICLE VIII: Parliamentary Authority

- A. All business of the Board of Directors, Moab Charter School, is ruled first by the Utah Code of Public Offices, Title 52, then by the Policies and Standards of the Utah State Charter School Board and finally by the Moab Charter School charter.
- B. All meetings are conducted under the Parliamentary Procedure of *Robert's Rules of Order*.

ARTICLE IX: Amendment of Bylaws

- A. Any member of the Board may propose an amendment to the Bylaws at a regular meeting if said amendments have been presented to all Board members 24 hours prior to the Board meeting.
- B. The chair may entertain the amendment by motion, followed by discussion and call to vote.
- C. The Bylaw may be amended with a simple majority of the collected votes.