



Bylaws of the Board

Approved June 2017

Article I Name

The name of the organization shall be Dual Immersion Academy.

Article II Purposes

Dual Immersion Academy, a Utah nonprofit and a 501c3 corporation, has been formed and established to provide public education pursuant to Utah Charter School laws.

Article III Membership

The corporation shall have no membership. 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 IV Governance

The board of directors shall govern Dual Immersion Academy. The rights, responsibilities, and authority of the board of directors are as found in the charter contract and as defined in the school's governance policies.

Article V Meetings

Section 1

Regular meetings of the board shall be held at DIA. The board president will give appropriate notice of changes to the schedule.

Section 2

Special meetings of the board may be called by the chair or by any two members of the board of directors.

Section 3

Notice of each meeting shall be given according to Utah Code -- Title 52 -- Chapter 04 -- Open and Public Meetings Act.

Section 4

The presence of fifty percent of the board of directors at any legally called meeting shall constitute a quorum. If a quorum is not present at a meeting, members present may adjourn the meeting with majority vote. Presence may be construed to mean telephonic or electronic participation as allowed by Utah Code -- Title 52 -- Chapter 04 -- Open and Public Meetings Act.

Section 5

Each board member has one vote.

Section 6

Meetings of the board of directors are held in accordance with Utah Code -- Title 52 -- Chapter 04 -- Open and Public Meetings Act.

Article VII Board of Directors

Section 1

The affairs of DIA shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the organization.

Section 2.

The number of directors shall be fixed by the board and shall consist of no less than five members and no more than eleven members. In the event that board candidates are not available to fill vacancies, the board will continue to govern until new board members are elected.

Section 3

Board members will serve terms of three years, and may serve up to six consecutive years. A second term may be offered by a majority vote of the Board. To promote board stability, the Board may extend a renewable one-year term to a member who has concluded two terms of service, pending the election of a suitable replacement.

Section 4

Eligibility for membership on the Board of Directors shall be in accordance with the Conflict of Interest Policy. Before election to the Board a candidate must submit to a background check, according to state law, attend at least one Board meeting, and submit an application for membership to the Board President.

Section 5

Candidates are elected to the Board upon a majority affirmative vote of the Board.

Section 6

Board members are expected to adhere to the Code of Conduct policy.

Section 7

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 8

A board member may resign by notifying the Board President in writing. A board member may be removed with or without cause, by the vote of a majority of the board members then in office.

Section 9

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Article VIII Officers

Section 1

The board vests various powers and responsibilities in the following offices: President, Vice President, Secretary, and Treasurer. Officers will be elected by majority vote to serve a two-year term and may be re-elected.

Section 2

The board president will function as the chief governance officer, a specially empowered member of the board, who ensures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Section 3

The board vice-president is responsible for board training and professional development. They will become the interim president in the event of the absence or inability of the president and will do so with all the rights and responsibilities that come with the office, and to preside over meetings in the absence of the president.

Section 4

The board secretary is an officer of the board responsible for the board record. The secretary shall ensure the integrity of the board's documents, and preside over meetings in the absence of the president and vice-president.

Section 5

The board treasurer will ensure monitoring of the school's financial activities, and preside over meetings in the absence of the president, vice-president, and secretary. The Treasurer shall be bonded.

Article IX Committees

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

Article X Executive Director

The Board of Directors shall hire and set the compensation of the Executive Director.

Article XI Auxiliary Organizations

The board has authorized the Executive Director to establish and oversee a parent organization, which shall consist of all parents and legal guardians of students who attend Dual Immersion Academy. Each member of the parent organization shall be entitled to one vote in any vote held by the parent organization. The parent organization shall operate under the direction of the Executive Director. The parent organization shall maintain its own policies and procedures. These policies and procedures shall not supersede any school or governance policies.

Article XII Indemnification

Section 1.

To the full extent authorized under the laws of the State of Utah, Dual Immersion Academy shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

Article XIII Books and Records

The corporation shall maintain complete books and records of account and minutes of the proceedings of the Board of Directors.

Article XIV Amendments

These By-laws may be amended or repealed by an affirmative vote of two-thirds of the members of the board of directors.

Presented for board approval June, 2017