

The Center for Creativity, Innovation and Discovery

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ARTICLE I

OFFICES

Section 1.1 Business Offices

The principal office of the school shall be located in the city of Providence and the county of Cache, Utah.

Section 1.2 Registered Office

If a registered office of the school is required to be maintained in Utah, it may be, but need not be, the same as the principal office, if in Utah; and the address of the registered office may be changed from time to time by the Board members.

ARTICLE II

GOVERNING BOARD MEMBERS

Section 2.1 General Powers

The business and affairs of The Center for Creativity, Innovation and Discovery (CCID) shall be managed by its Governing Board members, except as otherwise provided in the Utah Nonprofit School and these Bylaws.

Section 2.2 Number, Appointment, Tenure and Qualifications for Voting Board Members

The number of Board Members shall be between 5 and 9.

Board Members shall be appointed or reappointed by a majority of the existing Board Members throughout the year.

Board Members terms shall be appointed to 3 year terms. Terms shall be staggered with appointment renewal votes by the board held in the April Board of Trustee meeting.

No less than two of the voting Board Members must be a parent, grandparent or legal guardian of a child currently attending the school. These two voting Board Members must come from two different families and will be appointed by a majority vote of the Governing Board.

Any Board Member who has two or more unexcused absences at board meetings and/or does NOT complete assignments regularly to the satisfaction of the Board, having been given due notice, shall be subject to removal if the remaining Board so deems by a majority vote. Regardless of the foregoing, any Board Member may be removed by a majority vote of the Board whenever in its judgment the best interests of the school will be served thereby; but such removal shall be without prejudice, if any, of the person so removed.

Each voting Board Member shall be expected to attend a Board approved discovery, field-based or a STEM focused training within his or her first year of tenure.

Section 2.3 Vacancies

Any Board Member may resign at any time by giving notice, either verbal or written, to the Board Chair of CCID. Such resignation shall take effect at the time specified in the notice, or immediately if no specified time is given. Acceptance of such resignation shall not be necessary to make it effective. Vacancies shall then be filled by the affirmative vote of a majority of the current Board Members.

Section 2.4 Regular Meetings and Attendance

Regular meetings of the Board shall be held at least nine times each year. Notice for meetings will be posted consistent with the Utah Open Public Meetings Act. An annual meeting shall be held each year in April.

Board meetings will remain open to the public unless a closed session is convened by a majority vote of members present. Closed sessions will be subject to the requirements of [Utah State Open Public Meetings Act](#).

Board Members should refrain from discussing board business, policy, actions, resolutions, etc. with anyone else on the Board, except at regularly scheduled meetings. No decision of the Board can be made outside of a public noticed meeting of the CCID Board, consistent with Utah law.

Section 2.5 Special Meeting

Special meetings of the Board may be called by the Chair or any two Board Members. The person or persons authorized to call special meetings of the Board will provide proper notice and may fix any place, date and time for holding any special meeting of the Board called by them. Special meetings will follow normal open meeting requirements as outlined by the State of Utah.

Section 2.6 Notice

Notice of each meeting of the Board will be posted consistent with Utah Open and Public Meeting Act. Specifically, the meeting notice will be posted a minimum of 24 hours in advance and will be posted on the Utah Public Meetings Website. This posting requirement may only be waived if there is a valid need for an emergency meeting of the Board as defined by Utah Law.

Section 2.7 Quorum and Voting

A majority of the number of Board Members shall constitute a quorum. A regular public meeting may be held without a quorum of the board, but no action may be taken by the board without a quorum present. If less than such majority is present at a meeting, the Board Members present may adjourn the meeting, or delay the meeting for a reasonable time until a quorum shall be present. No Board Member may vote or act by proxy at any meeting of Board Members.

Section 2.8 Manner of Acting

The act of the majority of the Board Members present at a meeting, at which a quorum is present, shall be the act of the Board.

Section 2.9 Meetings by Telephone or other Electronic Device

Members of the Board, or any other committee thereof, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment. Such participation shall constitute presence in person at the meeting. While Board Members may join a meeting telephonically, the meetings must be noticed and held at an anchor location, consistent with Utah Open Public Meetings Act.

Section 2.10 Action Without a Meeting

All official actions of the Board must be done in a public meeting in accordance with Utah State law.

Section 2.11 Presumption of Assent

A Board Member of CCID who is present at a Board meeting at which action on any school matter is taken, shall be presumed to have assented to the action taken unless their dissent is stated in the meeting.

Section 2.12 Compensation

Board Members shall not receive compensation for their service on the Board, although the reasonable expenses relating to the furtherance of the school’s mission may be paid or reasonable compensation paid for services rendered in the furtherance of the school’s mission outside of service on the Board, but only in accordance to Utah State Law.

Section 2.13 Executive and Other Committees

By resolution, the Board may create committees for the operation of the school. These committees shall report to the Board for vote of committee recommendations. The Board shall have a standing Finance Committee and may create other long or short term committees as deemed necessary by Board vote.

ARTICLE III

ORGANIZATIONAL STRUCTURE OF GOVERNING BODY

Section 3.1 Officers of the Board

The Officers of the Board shall be made up of a Chair, Vice-Chair, and Treasurer. The Board may also elect or appoint other positions as it may deem necessary.

Section 3.2 Appointment and Term of Office

Officers of the Board shall be nominated by the Board and elected to their positions for one year terms. The officer elections will be held in the April Board meeting.

Section 3.3 Recruitment of Board Members

The Board shall nominate and appoint Board Members at their April Board Meeting or as needed to fill vacancies. Newly appointed Board Members begin their term of service May 1 or at the time of their appointment, if circumstances require.

The procedure for the recruitment of new Board Members is as follows:

1. The Board will form a Board Recruitment & Development Committee consisting of a minimum of three members, including a minimum of two Board Members and one community member as approved by the Board.
2. The Board Recruitment & Development Committee is empowered by the Board with the responsibility to search for the best qualified candidates.
3. The Committee members will act to assess the needs of the Board, identify potential candidates through recruitment or application. The Committee Members will rank candidates by qualifications, priorities and Board needs and provide their assessments to the Board for the Board’s consideration.

4. The Board will consider the Committee's recommendations in their selection and appointment of new members to the Board. All appointments of new Board Members will be made by vote in an Open Public Meeting.

Section 3.4 Removal

Any Officer may be removed by a majority vote of the Board whenever in its judgment the best interests of the school. Such removal shall require the vote of the Board in an Open Public Meeting consistent with Utah law.

Section 3.5 Authority and Duties of Officers

The Officers of the Board shall have the authority to exercise the powers and perform the duties specified below and as may be additionally specified by the Chair, the Board or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

Board Chair: The Board Chair shall, subject to the direction and supervision of the Board : (1) preside at all meetings of the Board; (2) see that all orders and resolutions of the Board are carried into effect; (3) ensure that structures and procedures are in place for effective recruitment, training and evaluation of Board Members.

Board Vice-Chair: The Vice-Chair shall assist the Board Chair and shall perform such duties as may be assigned by the Board. The Vice-Chair shall, at the request of the Board Chair, or in his/her absence or inability to act, perform the duties of the Board Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Board Chair.

Board Treasurer: The Treasurer shall: (1) be the principal financial officer of the school; (2) be the principle accounting officer of the school and as such prescribe and maintain the methods and systems of accounting to be followed, ensure complete books are kept by employees and agents of the school, and ensure performance of an annual audit as required by law; and shall ensure the Board is provided monthly financial statements of accounts showing the financial position of CCID and the results of its operations.

Article IV

MISCELLANEOUS

Section 4.1 Account Books, Minutes, Etc.

The school shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board. All records of such meetings shall be deemed public record except where an exception exist to categorize such records as private or protected under Utah Law.

Section 4.2 Fiscal Year

The fiscal year of the school shall be July 1 to June 30.

Section 4.3 Insurance

The Board of CCID will maintain insurance, in such amounts as the Board may deem appropriate, on behalf of the Board Members, Officers and Directors of the school sufficient to indemnify such

members against any liability asserted against him/her and incurred by him/her in the capacity of or arising out of his/her status or actions as an agent of the school. The school may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure CCID against reasonable liability.

Section 4.4 Conflicts of Interest

If any person who is a Board Member or Officer of the Board is aware that the school is about to enter into any business transaction directly or indirectly with himself/herself, any member of his/her family, or any entity in which he/she has any legal, equitable or fiduciary interest or position, including without limitation as a Board Member, Officer or beneficiary of the Member shall (a) immediately inform those charged with approving the transaction on behalf of the school of his/her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his/her knowledge that bear on the advisability of such transaction from the standpoint of the school, and (c) shall recuse themselves from voting on such transaction.

Section 4.5 Amendments

The power to alter, amend or repeal these Bylaws and adopt new Bylaws shall be vested in the Board; and shall require that every Board Member vote with at least a 2/3 majority vote for passage.