



BY-LAWS  
OF  
THE RANCHES ACADEMY

**Article I**

NAME & PURPOSE

**Section 1.01** Name of the Corporation  - The name of the Corporation is The Ranches Academy, Incorporated.

**Section 1.02** Purpose of the Corporation

To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah, and to manage, operate, guide, direct and promote The Ranches Academy, a Utah Public Charter School.

To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.

To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein;

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 except as authorized under the Internal Revenue Code of 1954, as amended;

The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

**Section 1.03 Mission of The Ranches Academy**□

The Ranches Academy Charter School was founded to join parents, teachers, students, and community together to create an environment where students have the opportunity to reach their highest potential and are challenged academically, primarily in the areas of reading, writing and arithmetic. This will be accomplished through an academically rigorous, content-rich educational program, in an environment of discipline, respect and parental involvement.

Operational Mission: Academic Excellence for Every Student.

**Section 1.04 Philosophy of The Ranches Academy**

The Ranches Academy Charter School places an emphasis that will be applied through direct teaching and other effective techniques used in an academically rigorous, content-rich educational program. All children should be given access to the same knowledge base that assures future educational success. Curriculum should include detailed, explicit and systematic sequence of grade specific content that can be consistent year after year. To maximize the learning experience for all, an environment of discipline and respect will be cultivated and maintained. To maximize student progress, parental involvement will be encouraged and opportunities provided for hands-on involvement in the education of their children.

**Section 1.05 Core Values**

1. Individualized Education:

By using data driven instruction, coupled with multiple teachers in every classroom, The Ranches Academy enables each student to achieve academic excellence.

2. Growth Mindset:

At The Ranches Academy, students are challenged by teachers with a growth mindset to progress in a safe learning environment according to their own academic ability.

3. Parental Partnerships:

At The Ranches Academy, parents are instrumental in enriching the classroom experience.

**ARTICLE II**

## VOTING MEMBERS

### **Section 2.01** Membership classes □

The Ranches Academy is made up of three membership classes, which are:

1. The Ranches Academy School Board, which is made up of seven voting members, and one non-voting member, will include the Officers of the Board, namely, the President, Vice-President, Treasurer and Secretary, three other board members and the school's Director. The school's Director is an ex officio, non-voting, member position on the School Board. Board vacancies are filled by either a vote by the parent membership or appointment by the Board .

2. Parent or Guardian Members are parents/guardians of students enrolled in The Ranches Academy Charter School who will remain so until their student(s) are no longer enrolled in The Ranches Academy. Parent/Guardian Members' only voting privilege allows them to vote for candidates to fill vacancies on the School Board. Only one vote is allowed per Parent or Guardian Member family.

3. Faculty, Staff, and Administration Members who are any Faculty, Staff, and Administration members and remain so until no longer employed by the The Ranches Academy. Faculty, Staff, and Administration Members' only voting privilege allows them to vote for candidates to fill vacancies on the School Board. Only one vote is allowed per faculty, staff, and administration Member family.

### **Section 2.02** Non-fee based

Membership in the organization is non fee-based.

## **ARTICLE III**

### **BOARD OF TRUSTEES**

#### **Section 3.01** Board of Trustees size and general responsibilities

A seven-member governing School Council Board shall manage the business of the organization. The number of members may be adjusted by the Board if needed, but shall never be less than five (5) nor greater than seven (7). The Board is responsible for maintaining the overall policy and direction of the organization. The Board shall delegate responsibility of day-to-day operations to the Director and appropriate committees.

#### **Section 3.02** Board of Trustees Titles and Responsibilities

The President, Vice President, Treasurer and Secretary and remaining Board

members will serve as voting members of the Board. The Director will be an ex officio member of the Board of Trustees.

(A) President: The Board President shall convene regularly scheduled Board meetings and shall preside or arrange for other members to preside at each meeting in the following order: Vice-President, Secretary and Treasurer. The President will initiate and solicit items for the meeting agenda.

(B) Vice President: The Vice President will chair committees on special subjects as designated by the Board. In addition, the Vice President will facilitate meetings in the absence of the Board President. If the President position is vacated mid-term, the Vice-President serves as President until a new President is appointed by the Board of Trustees.

(C) Treasurer: The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

(D) Secretary: The Board Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that records are maintained. The Secretary will format the agenda and post as required by law.

(E) Members: The Board Members will chair committees on special subjects as designated by the council and fulfill duties as assigned.

### **Section 3.03** Shared authority for running school

The Board of Trustees will have shared authority for running the school with the following responsibilities:

Hire, dismiss and evaluate performance of the director

Promote the mission and philosophy of The Ranches Academy

Oversee school fundraising

Assure financial responsibility and accountability

Approve budget and oversee adherence

Contract for and approve independent audit

**Section 3.04** Curriculum Knowledge and Training

Members of the Board of Trustees will be expected to be familiar with the curriculum required by the State of Utah and the curriculum of The Ranches Academy. Each member of the Board of Trustees is required to attend a minimum of one training each year.

**Section 3.05** Compensation

Board of Trustees members shall receive no compensation or other benefits for their service other than reimbursement for reasonable expenses. As outlined in the Lottery Policy, currently elected or appointed Board Members’ children may receive preference in the lottery pool.

**Section 3.06** Selection and Election of Officers to the Board of Trustees

The positions of President, Secretary, Treasurer, and two council members will be filled by appointment by the Board of Trustees. The Vice President and one Board Member will be elected by the parent *and* faculty, administration memberships. An annual election for all remaining vacancies will take place before or during October and every year following. For mid-term vacancies, the Board will appoint a replacement member to complete the remainder of the term of the vacated seat.

The Executive Board Member Terms will be staggered as follows:

President and Secretary - will serve two year terms based on even calendar years

Vice President and Treasurer - will serve two year terms based on odd calendar years

**Section 3.07** Term of service

Each Board member will serve a 2 year term. Terms will be staggered so as to not have more than 2 executive board members vacate the board at one time. A current executive board member may choose to take a non-executive board member position to fulfill this requirement.

**Section 3.08** Vacancies□

Vacancies on the Board of Trustees will exist (1) upon the death, (2) resignation, (3) dismissal, or (4) when term of the current Board Member is up and the member elects not to renew his/her term. In order to fill such a vacancy, the Board of Trustees will solicit letters of application from the parent/guardian membership or respected persons of the community at large. The Membership will then elect an approved applicant for those positions that are not by appointment only. Only one vote is allowed per each member family.

**Section 3.09** Resignation

Any Board of Trustees member may resign at any time by giving notice to the Board.

**Section 3.10** Dismissal

A Board member may be dismissed by a majority vote of the Board if the member in question fails to fulfill his/her responsibilities, is consistently absent from Board meetings, or misses half or more of all Board Meetings within a year. Any member may be removed from office without assigning any cause by the vote of the Board at any meeting of the Board.

**Section 3.11** Meeting dates, times and locations

Regular meetings of the Board of Trustees will be held six times yearly at such date, time, and location as shall be determined by the board. Special Meetings may be called by the President or two Board members as needed. Notice of all meetings shall be provided to each voting member at least one week prior to the meeting unless there is an issue that requires immediate attention. The Board of Trustees will adhere to the Utah Open Meeting Act.

**Section 3.12** Purpose of meetings

The main purposes of the meetings will be to:

Fulfill primary responsibilities.

Discuss logistics of school operations.

Fiscal oversight and accountability.

Review and ensure student academic achievement.

Consider and approve new or amended policies or procedures.

Hear Board members' reports or concerns.

Through due process, consider concerns and/or questions from parents, faculty, staff, administration, students and community.

Address any other school or corporation issues.

All meeting procedures, notices, access, and minutes will comply with the state's open

meeting laws.

**Section 3.13** Attendance at Board of Trustees meetings

The Board of Trustees shall meet at least 6 times per year at an agreed upon date, time, and location. Board members shall not miss more than 3 meeting(s) per year.

**Section 3.14** Rules of Order

Board members should read and be familiar with Robert’s Rules of Order as the meetings will be conducted in that format.

**Section 3.15** Definition of quorum and majority vote

A quorum is defined as two-thirds of the Board members. The Board of Trustees may not act unless a quorum of the Board is present. A majority vote of the quorum will constitute action by the Board.

**ARTICLE IV**

COMMITTEES

**Section 4.01** Committee creation

The Board of Trustees may from time to time create committees of the Board consisting of not less than two (2) members and appoint additional members as needed. The Board President shall appoint all committee chairs upon recommendation.

**Section 4.02** Limits of power

Committees will serve at the pleasure of the Board of Trustees. No committee shall have the authority to act as the Board at any time.

**ARTICLE V**

INDEMNIFICATION

**Section 5.01** Policy□

An indemnification policy will be determined by the Council.

**ARTICLE VI**

## AMENDMENTS

### **Section 6.01** Submission of proposed amendments

Proposed amendments must be submitted to the Secretary and sent along with regular Board meeting notices.

### **Section 6.02** Majority Vote

These By-Laws may be amended when deemed necessary by a majority vote of the Board of Trustees.

## CERTIFICATE OF ADOPTION OF BYLAWS

By-laws revised and approved July 2018.

I certify that I am the elected and acting Secretary of The Ranches Academy, Incorporated, a Utah nonprofit public benefit corporation, and that the foregoing Bylaws, comprising 9 pages, constitute the Bylaws of such corporation as adopted at a meeting of the Board of Trustees held on January 24, 2004.   IN WITNESS WHEREOF, I have signed my name to this certificate on January 24, 2004