BYLAWS

approved October 2022

Article I Name

The name of the organization shall be Dual Immersion Academy.

Article II Purposes

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

Article III Governance

The Board of Directors (hereafter, the "Board") shall govern DIA. The rights, responsibilities, and authority of the Board are as found in the charter contract and as defined in the school's governance policies.

Article IV Membership

The corporation shall have no membership. All rights, which would otherwise by law vest in the members, shall vest in the Board. 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.

Article V Meetings

Section 1

Regular meetings of the Board will be consistent with Utah Code -- Title 52 -- Chapter 04 -- Open and Public Meetings Act.The board Secretary will give appropriate notice of changes to the schedule.

Section 2

Special meetings of the Board may be called by the President or by any two officers of the Board.

Section 3

The presence of a majority of the Board at any duly called meeting shall constitute a quorum.

Section 4

The Board may enact an attendance policy for meetings.

Article VII Board of Directors

Section 1

The affairs of DIA shall be managed by its Board. The Board 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 determined 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

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

Section 4

Board members will enter a term of service that begins on the date they are voted upon and ends when they resign their seat or are removed by a majority vote of the board members then in office.

Section 5

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

Section 6

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

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 6

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

Article VIII Officers

Section 1

The Board vests various powers and responsibilities in the following offices: President, Vice President, Secretary, and Treasurer.

Section 2

The 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 Vice President is responsible for training and professional development of the Board. They will become the interim president in the event of a vacancy in the presidency and will preside over meetings in the absence of the president.

Section 4

The Secretary is responsible for the Board's documents, and will preside over meetings in the absence of the president and vice-president.

Section

The 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.

Section 6

Board officers will enter a term of service that begins on the date they are voted into the office and ends when they resign their office or are removed from office by a two-thirds vote of the board members then in office. Resignation from office or removal by vote does not result in removal from the board unless expressly stated in the motion.

Article IX Committees

The Board may create committees and designate committee chairs as needed.

Article X Employees

Section 1

The Board shall select and set the compensation of the Executive Director of DIA.

Section 2

The Board may direct the Executive Director to hire staff to perform specified and necessary duties for the proper functioning of the school.

Article XI Auxiliary Organizations

The Board may authorize the Executive Director to establish and oversee a parent organization, which shall consist of all parents and legal guardians of students who attend DIA. Each member of the parent organization shall be entitled to one vote in any vote held by the parent organization. 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, DIAy 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 shall 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 accounts and minutes of the proceedings of the Board of Directors.

Article XIV Amendments

These bylaws may be amended or repealed by an affirmative vote of two-thirds of the members of the Board.