

Utah State Charter School Board
 Conversion Documents for existing
 Utah State Board of Education Charter Schools

Name of Charter School: DaVinci Academy of Science and the Arts (aka Riverside Technology High School)

Chief Administrative Officer or Chair of Governing Board: Eric Stroup

Mailing Address: PO BOX 150133

City Ogden State: UT Zip: 84403

Oct. 21, 2004

County: Weber E-mail : eric.stroup@fmc-na.com, or info@davinciacademy.org

Daytime Phone (801) 626-4782 Fax()

Form of Organization

- NonProfit Corporation
- Tribal Entity
- _____

The governing body of a charter school is responsible for the policy decisions of the school. Please indicate the makeup of this body below.

Governing Body (Body responsible for the policy decisions of the school.) (U.C.A.53A-1a-508)				
Member Type	Number	Name	Name	Name
Parents	4	Dave Kane	Lisa Larsen	Julie Steele
		Chris Curry		
Business	7	Eric Stroup	Russ Lebarron	Catina Martinez-Hadley
		Joe Oliva	Dan Earley	Iain Hueton
		Keith Henderson		

Target Population

Mission Statement (use only this space):

DaVinci Academy of Science and the Arts is dedicated to developing competent, inventive, ethical, and divergent thinkers who are able to apply their knowledge, skills, leadership and problem-solving abilities to become productive members of the dynamic world of mathematics, technological science, engineering and bio-sciences.

- Offer programs that promote enthusiasm, exploration, and academic excellence in an interdisciplinary curriculum that involves real-world experience and application.
- Serve as a laboratory school to examine and develop new methods and materials in curriculum innovation/reform

Serve as a model for private sector/public education partnership, including mentor and internship opportunities.

	Grades Served Please circle all grades being taught.	Total Number Enrollment cap at all campuses and in all grades combined	Sites Number Operating
Currently	K 1 2 3 4 5 6 7 8 9 10 11 12	250	1
Ultimate Size	K 1 2 3 4 5 6 7 8 9 10 11 12	500	1

School Calendar

Standard Year

Extended School Year

Instructional Days ___177

Start Date ___August 23, 2004

Alternative (please describe in 5 words or less)

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Complete the following information for each site indicated above. If planning more than one site, attach an additional page with the following information.

Site Name DaVinci Academy of Science and the Arts

Site Address 298 24th Street

City: Ogden

Zip Code: 84401

County: Weber

Site/Location Description:

The school is temporarily located in the basement of The Old Post Office Building at 24th Street and Grant in downtown Ogden. Classroom spaces and administrative offices were achieved through the construction of walls in the leased facility. The school moves to its permanent location in the American Can Building on or around December 1, 2004 where it will be the centerpiece for a research park. DaVinci will be surrounded by research and development facilities and businesses where science, math, and the arts are being applied in industry.

Effectiveness Goals

1. Goal - Improve student learning

Specific Objectives:

- a. CRT Scores
- b. Iowa Test Scores
- c. U-PASS Scores

Measurement Criteria:

- a. Administer tests at the beginning of the 9th grade year (to establish baseline), and at the end of each academic year.
- b. Quantitative improvement by measuring 10% above state standard, and 10% above personal baseline if it is below state standard

2. Goal - Facilitate parental involvement in establishing school policies, assisting in academic projects, and extracurricular activities.

Specific Objectives:

- a. Track participation hours per family in a volunteer data base.
- b. Send monthly report to each parent on how many volunteer hours have been completed.

Measurement Criteria:

- a. 80% completion of volunteer hours per family every academic year.
- b. 60% parent participation in monthly parent association meetings
- c. 95% parent association chairperson at the DaVinci Board of Directors meetings.

3. Goal - Maintain small class sizes

Specific Objectives:

- a. Employ a student cap of 25 students per classroom.

Measurement Criteria:

- a. Class count

4. Goal -Facilitate college placement for students interested in pursuing secondary education.

Specific Objectives:

- a. Participation in college resume/applications workshops

Measurement Criteria:

- a. 75% of student body with completed applications

Goal – Attendance

Specific Objectives:

- a. Daily attendance to exceed Ogden School District average

Measurement Criteria:

- a. Measure daily attendance
- b. Greater than 10% of district norm

5. Goal – Graduation

Specific Objectives:

- a. Graduation to exceed Ogden School District average

Measurement Criteria:

- a. Measure graduation based on 9th grade enrollment
- b. Greater than 10% of local district norm

6. Goal – Teachers will be accountable for maintaining high standards and expectations

Specific Objectives:

- a. Average education attainment of their students
- b. Participation in professional development
- c. Knowledge of subject taught

Measurement Criteria:

- a. Quarterly teacher assessments by the Director of Academic Services; scores ranging from satisfactory to unsatisfactory
- b. End of Course evaluations by students; scores ranging from satisfactory to unsatisfactory
- c. Knowledge proficiency tests; greater than 10% of local district norm

7. Goal – Facilitate real life professional experiences / internships for students

Specific Objectives:

- a. Student participation in internships

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b. Student projects

Measurement Criteria:

- a. 80% participation in internship, measured by project feedback from student and mentor.

**100% completion of senior project, measured by a grade of B or better
(graduation requirement for DASA)**

Provide information on the following:

A. A description of the school's library or access to a library. The description may include location, size, staffing, and estimates of size and types of collection.

DaVinci's current library is in the corner of an English classroom. It consists of about 1500 books, mostly paperback, of all genres and literary periods that are a teacher's private classroom collection. Included is a complete set of encyclopedias published in 1992 and a variety of biographies, classics, historical fiction, mysteries, thrillers, non-fiction, etc. in a variety of lengths and reading levels. The library is accessible throughout the day and before and after school. All students in the school filter through the English wing at least twice a week. Staffing consists of one English teacher who is undergoing training as a media specialist. We currently have no automation and are accepting all donations to the library. We have several hundred volumes, (perhaps 3,000 or more) that have been provided by staff, purchased, and donated that need to be cataloged and prepared for student use. We will prepare them when we have automation equipment, barcode scanners and printers. We have also earned new books through a book fair fundraiser.

- o **List goals that the school hopes to achieve with the library program in the next three years. Include the types of library media resources you will have and how they will be used. The final goals should be refined with input from the staff, parents and students.**

Our library will be a comfortable place to enjoy reading and also an excellent site to do research. The DaVinci Academy will encourage parents to use the library with their children so that the reading skills of our community can be improved for all. The Library/Media Center will include appropriate technology to support student-guided student, remediation, and investigation of old and new ideas.

B. The school's plan for providing administrative and supervisory services. These may include, but are not limited to supervision and improvement of instruction, interpretation of student and school progress and performance, community relations, staff professional development, counseling, employment issues, discipline, student placement, responsibilities for operation and maintenance of school plant, management of school equipment and supplies, preparation and completion of federal and state reports, assistance and support to teachers.

At DaVinci, the Director of Academic Services is free to be the school's principal, leading the daily activities of the instructors and students. The Director of Academic Services is a mentor and leader to the instructional staff and monitors their performance. The majority of the administrative tasks are assigned to the Director of Business Services who prepares grant applications, handles employment issues like payroll, benefits, and training. The Director of Business Services deals with the public, handling community relations and partnerships benefiting the school, oversees the school lunch program, serves as the liaison to the State Office on a number of fronts, and handles all compliance and financial issues, reporting directly to the governing board.

The DaVinci staff has had a number of in-service learning programs including a half-day session on the Love and Logic, half-day of cognitive learning approach, and several days of Special Education instruction.

C. The school's fiscal procedures. These may include policies around the governing board's budget process, limits on appropriations, monthly budget reports, the school's policy on making appropriations in excess of estimated revenue, expendable revenue, policy around undistributed reserves, policies around interfund transfers, and policies around emergency expenditures among others.

The Director of Business Services is authorized to pay any school related expense that does not exceed \$500. The bank requires two signatures on checks exceeding this amount. The second signature must be the Board Treasurer or President.

All expenses are documented on a check authorization form signed by two members of the Executive Board. The Director of Business Services handles all bank deposits.

Account activity is recorded into Quickbooks for Nonprofits. Each month the Director of Business Services provides a reconciliation report to the Treasurer and the Board.

DaVinci is being coached on the appropriate use of accounting procedures through consultation with Schmit Griffiths Accounting Group.

D. The school's policy and procedures regarding employee evaluation.

PROFESSIONAL GROWTH

Teachers are urged to continue their education. The teacher salary schedule provides for salary increases commensurate with additional hours.

Teaching personnel who have charge of special departments or activities which have activity funds will be given the privilege of attending at the expense of the activity, if it can be deemed important enough to justify the expenditure.

TEACHER DEVELOPMENT & IN-SERVICE

Several in-service training opportunities are offered during the school year. Presenters in different curriculum areas are brought to the school site to keep teachers abreast of trends, innovations, and new information.

Continue to grow professionally by attending staff development, conducting peer observations, taking college courses, reading professional books, articles, etc.

EVALUATION PROCESS

Evaluation of teachers is done every year. A professional development plan is done every year by conference with the director and the teacher.

Teachers will undergo yearly evaluations of lesson plan development, class discipline strategies and professional responsibilities; classroom observations, formal and informal will be included for licensed teachers.

ARL teachers will be supervised more closely and observed in the classroom by the administrator quarterly and evaluated on classroom discipline, lesson plan development, teaching methods, professional responsibilities and fulfillment of the state IDP.

Problem evaluations will be written with a request for improvement. A formal requirement for improvement will be given with a timeline if improvement is not forthcoming. A probationary period of close daily observation will precede termination.

E. The school's policy and procedure regarding employee termination. Policy may include policies on hearings, appeals, dismissal procedures, and necessary staff reduction.

Teachers can be terminated any time during the contract period for violating the code of ethics, for gross misconduct or dereliction of duties, for failure to perform instructional duties as set forth in this handbook, for failure to implement lesson plans as directed, for failure to complete

professional development as required by the Utah State Office of Education or for unsatisfactory evaluations and inability to address evaluations and recommendations with poor evaluations.

PROCEDURE FOR PROBLEMS AND GRIEVANCES

If you encounter a problem that requires advice or help from a supervisor, the first step is to discuss it with the department or Director. In the event that these administrators are unable to resolve the problem, then the Director should be asked for assistance.

An instructor should verbally report any grievance to the Director and discuss it with the director and department head. If the instructor is not satisfied with the Director's solution, he or she should submit the grievance in writing to the DaVinci Board of Directors if no resolution is forthcoming.

CONTRACT RENEWAL

Contracts are renewed on a yearly basis at the discretion of the Director and the Board.

If any amendments to the Charter that exists with the Utah State Office of Education are being requested, please describe them here.

1. In February 2004, the State Board chartered this school under the name "Riverside Technology High School". In April, the DASA board voted to change the name to more closely reflect its instructional philosophy and plan for actualization. The name change also helped resolve a number of public misperceptions about the location and focus of the school. In May, DASA applied for and was granted a DBA by the State of Utah under the name "DaVinci Academy of Science and the Arts".

We now ask the Utah State Charter School Board to officially recognize our name change.

2. In order to more effectively serve our students, the board of directors approved the following resolution at its July 27 meeting. This resolution allows DaVinci students to participate in sports at their home school during the 2004-2005 school year.

DaVinci Academy of Science and the Arts ("DaVinci")

Board of Directors ("Board")

RESOLUTION

SUBJECT OF RESOLUTION: Athletic Programs at DaVinci

SUBMITTED TO: DaVinci Board

SUBMITTED BY: Eric W. Stroup

THE DAVINCI BOARD,

(01) RECOGNIZING the desire of many of our students and potential students to participate in athletic activities,

(02) BELIEVING THAT athletic activities are an important part of a child's growth and maturation process and that students at DaVinci will benefit from the development of sports and activities programs,

(03) UNDERSTANDING THAT DaVinci will not be able to offer varsity athletic programs associated with the Utah High School Activities Association (UHSAA) for the 2004-2005 school year,

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(04) UNDERSTANDING THAT the UHSAA by-laws (Section 7, Eligibility) state that to be eligible to participate in Association sanctioned activities, a student must be a full time student in the school he or she intends to represent, or otherwise comply with all Utah State Board of Education dual enrollment requirements,

(05) UNDERSTANDING THAT the UHSAA by-laws (Section 13, Home and Non-Member Private Schools) state that students exempted from compulsory public school education by the local board for instruction in non-member private or home schools may be eligible for participation in extracurricular public school activities provided they earn credit as outlined in R277-700 and R277-438-4. The private non-member or home school student may only participate in extracurricular activities at the school within whose boundaries the student's parent(s) or legal guardian(s) reside. And that this rule does not specifically apply to charter schools,

(06) BEARING IN MIND that the UHSAA intends to rule on the issue of charter schools this year,

(07) Fully aware that DaVinci intends to offer its own varsity UHSAA athletics programs in the future,

(04) 1. RESOLVES TO, In accordance with Utah Code Section 53A-1a-501 through 515, modify its charter to allow its students to participate in athletic programs at their home school for the 2004-2005 academic year;

(05) 2. RESOLVES THAT Any student who elects to play at their home school for the 2004-2005 academic year will abide by the current guidelines

- I. DaVinci students will pay an annual athletic fee of \$100.00 to the School District in which they will participate and are also responsible for any normal costs required of all student athletes to cover transportation, clothing, etc.)
- II. DaVinci students must provide documentation that they meet all UHSAA requirements such as physicals and report cards.
- III. DaVinci students will provide the home school's athletic director with periodic reports as to their academic eligibility and attendance.
- IV. DaVinci students will attend practice and other required activities in a manner consistent with other team members.

Approved unanimously by the DASA board.

ARTICLES OF INCORPORATION
Of
RIVERSIDE TECHNOLOGY HIGH SCHOOL
A Nonprofit Corporation

Riverside Technology High School, a Nonprofit Corporation duly formed pursuant to the Utah Nonprofit Act, hereby adopts the following Articles of Incorporation.

Article I.
Name

The name of the corporation is Riverside Technology High School.

Article II.
Period of Duration

The period of duration of the Corporation is perpetual unless sooner dissolved according to law.

Article III.
Purpose

The purposes for which the Corporation is organized are:

Section 1: The Corporation is organized exclusively for charitable, educational, technical and scientific purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of the future United States Internal Revenue law).

The initial purpose of the Corporation is to manage, operate, guide, direct and to promote Riverside Technology High School, hereafter, referred to as RTHS, and appropriate other activities as the Board of Directors may define from time to time. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Utah Nonprofit Corporation Act.

Section 2: To engage in such other activities as may be permitted to a nonprofit corporation under the applicable laws of the State of Utah, it being the specific purpose of the Corporation that it is organized and shall be operated not for pecuniary profit.

Section 3: Notwithstanding any of the above statements of purposes and powers, this Corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Section 1 of the Article III.

**Article IV.
Internal Revenue Designation**

The corporation is organized and operated exclusively to manage, operate, guide, direct and promote RTHS, and to educate students, within the meaning of Internal Revenue Code Section 501(c)(3).

**Article V.
Membership**

There shall be no members of the corporation

**Article VI.
Stock**

No shares of stock of the Corporation evidencing membership or interest therein shall be authorized or issued by the Corporation and the Corporation shall have no authority to issue stock, and no dividends or pecuniary profits shall be paid thereon.

**Article VII.
Contracts with Directors or Officers**

Section 1: No officer, managing agent, employee, board member or other person shall derive a principal economic benefit from the operation of the Corporation. However, any person, including an officer or board member of the Corporation may deal or contract with the Corporation, provided that no person or entity shall be paid any fee, salary, rent or other payment of any kind in excess of the fair market value for the service rendered, goods furnished or facilities or equipment rented; provided further, that at a meeting of the board or a committee thereof having authority in the premises to authorize or confirm such contract or transaction, the interest of such officer, board member, or other person or entity is disclosed or made known and there shall be present a quorum of the board or such committee and such contract or transaction shall be approved by a majority of such quorum consisting of board members or committee members not so interested.

Section 2: No member of the Board or officer shall be liable to account to the Corporation for any transaction or contract of the Corporation ratified or approved as herein provided, and they are relieved from any liability that might otherwise exist with respect to such transactions or contracts.

**Article VIII.
Indemnification of Officers and Board Members**

The corporation shall indemnify any and all persons who may serve or who have served at any time as board members or officers or who at the request of the Board of the Corporation may serve

or at any time have served as board member or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid in settlement (before or after suit is commenced), actually and necessarily by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made parties or a party, or which may be asserted against them or officers or board member or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such board member or officer or former board member or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, or otherwise.

**Article IX.
Board of Directors**

A Board of Directors of at least seven (7) but not more than twenty-one (21) Directors shall govern the Corporation, each of who shall be a voting Board Member of the Corporation. In addition, the following Board Members shall hold office in the initial Board, until their successors shall have been elected pursuant to the Corporation Bylaws:

Scott Brown 1680 E. Fern Dr. Ogden, UT 84403	Rick Johnson 5233 S Ridgedale Dr. Ogden, UT 84403	Lisa Larsen 1811 E. Shadow Valley Dr. Ogden, UT 84403
Julie Steele 1865 E. Choctaw Ogden, UT 84403	Eric Stroup 475 W. 13 th St. Ogden, UT 84404	Keith Hanchett 6121 S 2900 E Ogden, UT 84403
Lisa Nichols 670 28 th St. Ogden, UT 84401	Iain Hueton 1804 Ross Dr. Ogden, UT 84403	Alan Hall 2475 Washington Blvd. Ogden, UT 84402
Dan Earley PO Box 3091 Ogden, UT 84409	Russ LeBarron 5155 Ridgedale Dr., Ogden, UT 84403	Catina Martinez-Hadley 1033 27 th St. Ogden, UT 84403
Glen Olpin 519 Madison Avenue Ogden, UT 84404		

Resignation, Removal, Appointment of Successor Board Members The By-laws of the Corporation shall set forth the requirements for the resignation and removal of Board Members and the appointment of Successor Board Members.

**Article X.
Incorporators**

The following are the incorporators of the Corporation:

Scott Brown
1680 East Fern
Ogden Utah, 84403

Rick Johnson
5233 South Ridgewood Dr.
Ogden Utah, 84403

Julie Steele
1865 East Choctaw
Ogden Utah, 84403

**Article XI.
Registered Office and Agent**

The initial registered office of the Corporation shall be 1680 East Fern, Ogden, Utah 84403 and the initial registered agent at such address is Scott Brown.

Pursuant to the provisions of Section 16-6-25.1 of the Utah Code Annotated, Scott Brown, herewith acknowledges and accepts his appointment as the registered agent for Riverside Technology High School, a Nonprofit Corporation. This acknowledgment and acceptance of appointment as registered agent is freely and voluntarily made and given by the undersigned.

Scott Brown
Registered Agent

**Article XII.
Earnings and Activities**

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

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. Notwithstanding any other provision of these Articles, 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 Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

**Article XIII.
Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, and after properly disposing of assets held by the Corporation upon condition requiring return, transferor conveyance upon such event of dissolution as required by Utah law, transfer and convey all remaining assets and benefits of the Corporation to a transferee designated by the Board of Directors for advancement of the purposes of such transferee provided such transferee then qualifies under Section 501 (c) (3) of the Internal Revenue Code or its future equivalent. If the transferee or its successor shall fail to so qualify, than all remaining assets and benefits of the Corporation shall be disposed of by the District Court for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which most nearly approximate the purposes for which the Corporation was organized.

**Article XIV.
Administration of Corporation**

Compliance. At all times, the Corporation will not conduct any activity which would not be permitted to be conducted by an organization exempt from taxation under Section 501 (c) (3) of the Code and to which donations are deductible under Sections 170 (a) (1), 2005 and 2522 of the Code.

Article XV.

In the event that the purposes for which this Corporation has been created cannot, at any time, be carried out, the Board of Directors is to administer the Corporation for other purposes which are as similar to the original purposes as is reasonably possible and which are consistent with federal laws governing the administration of 501 (c) (3) tax exempt organizations.

Article XVI.

Effective Date

The foregoing Article of Incorporation shall be effective when filed.

Dated this ____ day of _____, 2003

Incorporators:

Scott Brown
1680 East Fern
Ogden Utah, 84403

Rick Johnson
5233 South Ridgewood Dr.
Ogden Utah, 84403

Julie Steele
1865 East Choctaw
Ogden Utah, 84403

The foregoing instrument was acknowledged before me this _____ day of _____, 2003, Scott Brown, incorporator, Riverside Technology High School, a Utah non-profit corporation, who affirmed to me, under penalties of perjury, that the contents of the foregoing instrument are true and correct in all respects.

NOTARY PUBLIC

STATE OF UTAH)

: ss

COUNTY OF WEBER)

The foregoing instrument was acknowledged before me this _____ day of _____, Rick Johnson, incorporator, of the Riverside Technology High School, a Utah non-profit corporation, who affirmed to me, under penalties of perjury, that the contents of the foregoing instrument are true and correct in all respects.

NOTARY PUBLIC

STATE OF UTAH)

: ss

COUNTY OF WEBER)

The foregoing instrument was acknowledged before me this _____ day of _____, 2003, Julie Steele, incorporator, of the Riverside Technology High School, a Utah non-profit corporation, who affirmed to me, under penalties of perjury, that the contents of the foregoing instrument are true and correct in all respects.

NOTARY PUBLIC

STATE OF UTAH)

: ss

COUNTY OF WEBER)
ACKNOWLEDGEMENT

The undersigned, Scott Brown, hereby acknowledges that he/she has been named as registered agent of the, a Utah nonprofit corporation Riverside Technology High School to be formed pursuant to Articles of Incorporation to which Acknowledgement is attached, and hereby agrees to act as registered agent of said corporation.

Scott Brown, hereby acknowledges and affirms, under penalties of perjury, to the below name Notary Public, that (I) he/she appeared before such Notary Public, and (II) he/she executed this Acknowledgement before such Notary Public or admitted, in the Notary's presence, having voluntarily signed and acknowledgment for said stated purpose.

NOTARY PUBLIC

STATE OF UTAH)

: ss.

COUNTY OF WEBER)

The foregoing instrument was acknowledged before me this _____ day of _____, 2003, by Scott Brown, Registered Agent, of Riverside Technology High School a Utah non-profit corporation, who affirmed to me, under penalties of perjury, that the contents of the foregoing instrument are true and correct in all respects.

NOTARY PUBLIC

STATE OF UTAH)

: ss

COUNTY OF WEBER)

BYLAWS OF

RIVERSIDE TECHNOLOGY HIGH SCHOOL

ARTICLE I. MISSION AND STATEMENT OF PURPOSE

Mission of Riverside Technology High School, a Utah nonprofit corporation (herein the "Corporation"), is dedicated to developing competent, inventive, ethical, and divergent thinkers who are able to apply their knowledge, skills, leadership and problem-solving abilities to become productive members of the dynamic world of mathematics, technological science, engineering and bio-sciences.

- Offer programs that promote enthusiasm, exploration, and academic excellence in an interdisciplinary curriculum that involves real-world experience and application.
- Serve as a laboratory school to examine and develop new methods and materials in curriculum innovation/reform
- Serve as a model for private sector/public education partnership, including mentor and internship opportunities.

1.1 Statement of Purpose. The Corporation is organized exclusively for charitable, educational and scientific purposes in accordance with Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of the future United States Internal Revenue law).

The initial purpose of the Corporation is to manage, operate, guide, direct and to promote Riverside Technology High School, hereafter, referred to as RTHS, and such other activities as the Board of Directors may define from time to time. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Utah Nonprofit Corporation Act.

ARTICLE II STANDARDS

2.1 Meetings and Records. All meetings of the Corporation shall be open to any person consistent with Utah Non-Profit law, excepting matters pertaining to personnel, to acquisition or sale of holdings or real property (which shall be acted upon in open meeting), or to other such matters as shall be deemed appropriately confidential and which shall be set out in policy. Further, all written proceedings, reports and financial records shall be made available to any person upon written

request, excepting personnel records and other such matters as shall be deemed appropriately confidential and which shall be set out in policy.

- 2.2 Personnel.** The Board of Directors shall set out in policy other such accounting and reporting standards, as well as standards of conduct as shall be deemed necessary, and shall require all persons working for this Corporation, whether paid or volunteer, to adhere to said standards.
- 2.3 Nondiscrimination.** All activities of the Corporation shall be open and accessible to all persons, consistent with existing law, and no decision regarding personnel or access shall be made on the basis of race, creed, sex, age, disability, color, religion or national origin.

ARTICLE III OFFICE

- 3.1** The Board of Directors may maintain such offices, within or without the State of Utah, as the Board of Directors may from time to time designate.
- 3.2 Address of the Principal Office.** The address of the principal office of the Corporation shall be 1680 East Fern, Ogden, Utah 84403. The Board of Directors may change the address of the principal office from time to time, as it deems advisable.

ARTICLE IV BOARD OF DIRECTORS

- 4.1 General Powers.** Except as otherwise provided in the Articles of Incorporation creating the Corporation, the Board of Directors shall manage the property, affairs and business of the Corporation. The Board of Directors may exercise all the powers of the Corporation set forth in the Articles of Incorporation and all other powers, which are necessary to the proper management of the Corporation.
- 4.2 Annual Meetings.** An annual meeting of the Board of Directors shall be held each year during the month of June unless changed by resolution of the Board of Directors. The June meeting shall be regarded as the annual meeting of the Board of Directors. The Board of Directors may provide by resolution the time and place, within the State of Utah, for the holding of additional regular meetings without other notice than such resolution.
- 4.3 Special Meetings.** Subject to the notice requirements of Section 4.4, special meetings of the Board of Directors may be called by or at the request of at least four of the Board of Directors. The persons authorized to call special meetings of the Board of Directors may fix any time and place for the holding of any such meetings.

- 4.4 Notice of Board of Directors Meetings.** The Secretary of the Corporation shall cause notice of the time and place of each special meeting of the Board of Directors to be given to each of the Board of Directors not less than three days prior to such meeting.
- 4.5 Quorum and Manner of Acting.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a quorum is present at a meeting, the Board of Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The President of the Board is not required to vote unless the vote results in a tie, at which time the President shall make the final and deciding vote. Board members with conflict of interests, of any kind, must declare so prior to voting and must abstain from voting.
- 4.6 Reimbursement of Expenses.** By resolution of the Board of Directors, a Board Member may be reimbursed the expenses, if any, for attendance at meetings of the Board of Directors, conferences, etc. No such payment shall preclude a Board Member from receiving compensation for serving the Corporation as a Board Member or in any other capacity.
- 4.7 Resignations.** A Board Member may resign at any time by delivering a written resignation to the remaining Board of Directors. The resignation shall become effective on its acceptance by the Board of Directors; provided, however, that if the Board of Directors have not acted thereon within ten days from the date of its delivery, the resignation shall, on the tenth day, be deemed accepted.
- 4.8 Removal.** With the exception of an ex-officio Board Member, a Board Member may be removed by the vote of two thirds of the Board of Directors who are not subject to the removal vote.
- 4.9 Appointment.**

Initial Terms, Subsequent Terms, and Selection Process

Initial Terms of Service

The initial Board of Directors will be made up of volunteers consisting of parents and business people from the Weber County and Ogden City School District. At the first meeting an election will be held to appoint the Executive Committee. The Executive Committee will include the office of President, Vice President, Secretary and Treasurer. In the first year prior to and after the charter is granted, the volunteer Board will oversee the establishment of the school. In order to establish a board member service rotation, one half of the board members will serve a one-year term, and the other half will serve a two-year term.

Subsequent Elections and Terms of Service

At the annual membership meeting one half of the board positions will be filled due to the expiration of the initial one-year term. Of the total members one quarter of the board positions will be elected by the parent organization, and the other quarter of the board members will be filled by appointment from the first year's board. Subsequently elected or appointed board members will serve two-year terms. Each family that is a member of the parent association (which consists of parents and guardians who have at least one child in the school) may cast one vote for each open board seat.

After the first two years of operation, the Board of Directors on an annual basis will elect the President. It is preferred that subsequent President's have served on the board for at least one year.

In subsequent years at the annual membership meeting beginning in June 2005, one half of the board positions, including President, will need to be filled due to expiring terms. The number of positions elected by the parent organization will alternate. The previous year's board will appoint the remaining position(s). Thus, one half of the governing board positions are elected by the parent organization over a 2-year period, while the remaining half are appointed.

- 4.10 Presumption of Assent.** A Board Member who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless the Board Member's dissent shall be entered in the minutes of the meeting or unless the member shall file the Board Member's written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board of Directors who voted in favor of such action.
- 4.11 Telephonic Meetings.** The Board of Directors, or any subcommittee established by the Board of Directors, may participate in committee meetings by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other and participate in the meeting. Each person who is a party to such a meeting shall be deemed to have been present at the meeting.
- 4.12 Action.** Without holding a formal meeting, the Board of Directors, or any subcommittee established by the Board of Directors, may take action by the unanimous consent of the Board of Directors or its subcommittee to a written resolution stating the action taken.
- 4.13 Term.** The Board of Directors shall serve staggered two-year terms with one half being elected each year. Board of Directors may serve more than one term but not more than three consecutive terms. The Board of Directors serving at the time of

incorporation shall determine the means by which this provision will be implemented.

- 4.14 Eligibility.** Direct employees, subcontractors, or family members of employees and contractors, of entities managed by the Board of Directors cannot be members of the Board.

ARTICLE V. OFFICERS

- 5.1 Number.** The officers of the Corporation, if the Board of Directors determines to elect officers, may consist of a President, Vice Presidents, Secretary and Treasurer, each of whom shall be elected by the Board of Directors and serve a two-year term. Officers or Board Members may serve more than one term.
- 5.2 Election and Qualifications.** The Board of Directors at their annual meeting shall elect the officers. In the event of failure to elect officers at the annual meeting of the Board of Directors, officers may be elected at any regular or special meeting of the Board of Directors.
- 5.3 Subordinate Officers.** The Board of Directors from time to time may appoint such other officers, agents or officials as it may deem advisable, each of whom shall have such title, hold office for such period, have such authority and perform such duties as the Board of Directors from time to time may determine. The Board of Directors from time to time may delegate to any officer or agent the power to appoint subordinate officers or agents and to prescribe their respective titles, terms of office, authority and duties.
- 5.4 Resignations.** Any officer may resign at any time by delivering a written resignation to the President or Secretary, or in their absence, any one or more of the Board of Directors. Such resignation shall take effect upon delivery, unless a specific effective date is so stated.
- 5.5 Removal.** The Board of Directors may remove any officer whenever in their judgment the best interests of the Corporation will be served thereby. For this purpose such removal action may be taken when favored by a two-thirds majority of Board of Directors. Such action may be taken at any special meeting of the Board of Directors called for that purpose or at a regular meeting.
- 5.6 Vacancies and Newly Created Offices.** If any vacancy shall occur in any office by reason of death, resignation, removal, disqualification or any other cause, or if a new office shall be created, such vacancy or newly-created office may be filled either (1) by the Board of Directors at any regular or special meeting, or (2) by an officer to whom the Board of Directors has delegated the responsibility of appointing a new officer as provided in Section 5.3.
- 5.7 President.** The President shall have the following powers and duties:

- (a) The President shall be the Corporation's senior officer and shall perform such duties as may be assigned by the Board of Directors
- (b) The President shall preside at all meetings of the Board of Directors
- (c) The President shall appoint Board of Directors to the various committees and designate a Chairman of each, subject to ratification by a by the Board of Directors at a special or regular meeting.
- (d) The President shall supervise and perform annual performance evaluations of any employed Executive Director and make an annual report thereon to the Board of Directors in executive session.
- (e) The President of the Board is not required to vote unless the vote results in a tie, at which time the President shall make the final and deciding vote.

5.8 Vice President. The Vice President shall have the following powers and duties:

- (a) The Vice President shall perform such duties as may be assigned by the Board of Directors.
- (b) In the absence of the President, the Vice President shall preside at all meetings of the Board of Directors.

5.9 Secretary. The Secretary shall have the following powers and duties:

- (a) The Secretary shall keep or cause to be kept a record of all the proceedings of the meetings of the Board of Directors in books provided for that purpose.
- (b) The Secretary shall cause all notices to be duly given in accordance with the provisions of these Bylaws.
- (c) The Secretary shall be custodian of the records.
- (d) The Secretary shall see that the books, reports, statements and other documents and records are properly kept and filed.
- (e) The Secretary shall perform in general all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

5.10 Treasurer. The Treasurer shall have the following powers and duties:

- (a) The Treasurer will have charge and custody of and be responsible for all funds and securities of the Corporation.
- (b) The Treasurer shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and shall deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

- 5.11 Surety Bond.** In case the Board of Directors shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such sureties as the Board of Directors may direct, conditioned upon the faithful performance of duties to the Corporation, including responsibility for negligence and for the accounting for all property or monies of the Corporation which may come into the officer's or agents hands.

ARTICLE VI. EXECUTIVE COMMITTEE

- 6.1 How Constituted.** The Officers of the Board of Directors are the Executive Committee. Each member of the Executive Committee shall hold office until a successor shall have been designated or until resignation or removal in the manner provided in these Bylaws.
- 6.2 Powers.** During the intervals between meetings of the Board of Directors, the Executive Committee shall have and may exercise all powers of the Board of Directors in the management of the business and other affairs of the Corporation, except for the powers:
- (a) to fill vacancies in the Board of Directors and (b) to amend these Bylaws.
- 6.3 Proceedings.** The President shall be the presiding officer of the Executive Committee. The Executive Committee shall meet at such place or places, at such time or times and upon such notice (or without notice) as it shall determine from time to time. It shall keep a record of its proceedings and shall report such proceedings to the Board of Directors at the next meeting of the Board of Directors.
- 6.4 Quorum for Transacting Business.** A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any of its meetings. The act of a majority of the members of the Executive Committee present at a meeting shall be the act of the Executive Committee.
- 6.5 Resignation.** Any member of the Executive Committee may resign at any time by delivering a written resignation to the President, the Secretary or the Board of Directors. Such resignation shall take effect upon delivery.
- 6.6 Removal.** The Board of Directors may at any time, and with a two-thirds majority vote, remove any member of the Executive Committee either for or without cause. The officer shall maintain membership on the Board of Directors after removal from the Executive Committee.
- 6.7 Vacancies.** If any vacancy shall occur in the Executive Committee by reason of disqualification, death, resignation, and removal or otherwise, the remaining members shall, until the filling of such vacancy, constitute the then total membership of the Executive Committee. Such vacancy may be filled by

appointment of the President with subsequent approval at any meeting of the Board of Directors.

- 6.8 Reimbursement of Expenses.** The Board of Directors may allow a fixed sum of expenses of attendance to any member of the Executive Committee (including those who are active, salaried employees of the Corporation) for attendance at each meeting of the Executive Committee.

ARTICLE VII. OTHER COMMITTEES

- 7.1** The Board of Directors may establish other committees as needed to assist in the management of the Corporation. Other committees shall be established by resolution of the Board of Directors. The resolution shall specify the powers and procedures of the committee so established.

ARTICLE VIII. EXECUTION OF INSTRUMENTS, BORROWING OF MONEY AND DEPOSIT OF FUNDS

- 8.1 Execution of Instruments.** The Board of Directors may authorize in writing any officer or agent to execute and deliver any contract or other instrument in the name and on behalf of the Corporation. Any such authorization may be general or confined to specific instances.
- 8.2 Loans.** No loans or advances shall be contracted for or on behalf of the Corporation, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the Corporation shall be mortgaged, pledged, hypothecated or transferred as security for the payment of any loan, advance, indebtedness or liability of the Corporation unless and except as authorized by the Board of Directors of the Corporation. Any such authorization may be general or confined to a specific instance or transaction.
- 8.3 Deposits.** All monies of the Corporation not otherwise employed shall be deposited from time to time to its credit in such banks or trust companies or with such bankers or other depositories as the Board of Directors of the Corporation may select.
- 8.4 Checks, Drafts, Etc.** The Treasurer and one additional officer shall sign all notes, drafts, acceptances, checks, endorsements and evidences of indebtedness of the Corporation. However, the Board of Directors may delegate to the Executive Director such customary operational responsibilities as check writing and routine payment of and accounting for operating payables and receivables in amount limits as established by the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories shall be made in such manner as the Board of Directors from time to time may determine.

- 8.5 Sale, Transfer, Etc. of Securities Real and Personal Property** The President, Secretary and Treasurer shall execute all instruments in writing incident to any sale of the Corporation's property or holdings or any two of the Board of Directors so authorized by the Board of Board of Directors.

**ARTICLE IX.
FISCAL YEAR**

- 9.1 Fiscal Year.** The fiscal year of the Corporation shall be July 1 to June 30.

**ARTICLE X.
AMENDMENTS**

- 10.1 Amendments.** Bylaws of the Corporation shall be subject to amendment, alteration or repeal by two-thirds vote of the Board of Directors in attendance at a meeting of Board of Directors at which a quorum is present.

**ARTICLE XI.
GENERAL BYLAWS**

- 11.1 Manner of Giving Notice.** Whenever under the provision of these Bylaws, notice is required or permitted to be given to a Board Member or to an officer, such notice may be given (a) by personal delivery, or (b) by mail, or (d) by facsimile, or (e) by email.

A notice given by mail shall be deemed to be delivered when the notice is deposited in the United States mail, properly addressed and certified with postage thereon prepaid. The proper address for a Board Member shall be either the Board Member's customary business address or the address of the last-known residence. The proper address for an officer shall be the business address of the Corporation or the last-known address of residence.

- 11.2 Attendance Constitutes Waiver of Notice.** Attendance by a Board Member at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where such member attends such meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.
- 11.3 General Waiver or Notice.** Any Board Member with respect to a meeting of the Board of Directors may waive notice of such meeting by signing a written notice of waiver with respect thereto and such signed waiver shall be deemed equivalent to the giving of notice.

**ARTICLE XII.
POLICY ON REIMBURSEMENT OF BOARD OF DIRECTORS AND EMPLOYEES**

12.1 The Corporation may make payment for reimbursement of expenses to Board of Directors, Officers, and employees (other than government officials) for the performance of personal services, which are reasonable and necessary to carry out the exempt purposes of the Corporation.

The Board of Directors adopted these Bylaws of the Corporation on the ____ day of _____, 2003.

Secretary

**RIVERSIDE TECHNOLOGY HIGH SCHOOL
BOARD OF DIRECTORS**

Scott Brown	President	801.393.2195	1680 E. Fern Dr.; Ogden, UT 84403
Rick Johnson	Vice President	801.476.9630	5233 S Ridgedale Dr., Ogden, UT 84403
Julie Steele	Secretary	801.479.4282 801.540.3880	1865 E. Choctaw, Ogden, UT 84403
Glen Olpin	Treasurer	801.778.8380	519 Madison Ave.; Ogden, UT 84404
Lisa Larsen	Member	801.476.8363 801.643.0232	1811 E. Shadow Valley Dr., Ogden, UT 84403
Eric Stroup	Member	801-626-4782	475 W. 13 th St., Ogden, UT 84404
Keith Hanchett	Member	801.479.3546	6121 S 2900 E, Ogden, UT 84403
Lisa Nichols	Member	801.334.2213	670 28 th St., Ogden, UT 84401
Iain Hueton	Member	801.627.4119	1804 Ross Dr., Ogden, UT 84403
Dan Earley	Member	801.589.7360	Box 3091; Ogden UT 84409
Russ LeBarron	Member	801.479.0142	5155 Ridgedale Dr., Ogden UT 84403
Catina Martinez-Hadley	Member	801.629.8939 801.644.3113	1033 27 th St. Ogden, UT 84403

Approved by the Board of Board of Directors on the ____ of _____, 2003

Secretary