

PROMONTORY

school of expeditionary learning

Board Meeting Minutes

Thursday, April 21, 2022

At 7:00PM

Trustees:

Mindy Johnson
Michelle Flynn
Dorothy Dobson
Amber Edelman
Zach Davis
Michael Engh

Officers:

Amy Rich—Zoom
Karen Braithwaite—Zoom
Janice Ward

Director:

Jennifer Blaine

Visitors:

Brian Cates
Tammy Taylor

7:04 PM – CALL TO ORDER

- Welcome/Mission Statement and Pledge –Dorothy Dobson

7:07 PM – Training: Amber Edelman–No training

7:09 PM – MINUTES

- 3-17-2022 Board Meeting Minutes: Mindy motions to approve. Michelle seconds. Zac abstains. Motion is carried.

7:20 PM – **PUBLIC COMMENT:** No public comments

7:10 PM – FINANCE REPORT

- Budget Review – Brian: Working a lot in the restricted fund area. Cost rate agreements, quarterly transparent reports submitted. WPU increased by 6%, replacement fund over 7%. Additional bonuses approved. New funding source for technology source, instructional supplies. Next year we have the remainder of ESSER and COVID funds. Will discuss in next months finance meeting. June budget will be approved in board meeting. Audits will begin in July, same as last year in addition to school fees, procurement. As well as a hotline is available on the school website. We have a score of 350 out of 395–low risk level. Question of a policy that we didn't have–reporting abuse. Michelle stated that we have one started, but not completed. Will get it on next weeks meeting. Discussed PTIF continues to improve as far as investment goes. Budget summary as of end of march, we are 75% through the fiscal year. Most forecasts are in line with original budget. 8% cash position, which is good. Enrollment 433 holding good. Starting to think to prepare of the audit.

7:20 PM – BUSINESS ITEMS

- Dress Code: Student Council: Table until Tuesday meeting.
- Expansion Committee Update: Amber reached out to Jeff Bissenger and decided to do project in phases. Have an idea to build two classes and build up the stage. Create two more classes out back which would create two more classrooms. Create another SPED

room and possibly a wellness room. Will take idea to expansion committee. Carrie with ASPIRE is working on getting a large auditorium completed for our community to use. Hopefully we will be ready to start building by next summer. Plan to meet the second week of May with the expansion committee.

- Employee Breastfeeding: One code change. Concurrent needs to be changed to concurrently.

- Employment of Relatives: Says school officer; second series it states public officer. Last paragraph it says himself/his. Last paragraph is copied from the bylaws. Looking at the bylaws at the retreat. Whatever is changed in the bylaws, needs to be changed here. Remove paragraph altogether and reference the bylaws.

- Ethics Policy: Formatting issues. Dorothy will get it edited. Codes are the same. Written 5/21/20. Bottom of page 2 just reference the rule. Michelle will send it to Dorothy once it is ready to be formatted. Copy and paste updated codes if needed.

- FERPA Rights Notification: Needs formatting. Have it say section instead of the sign. Keep EL in the wording. No other changes.

- Intensive Update: Most were unable to open the folder. Will add to the agenda next week.

7:50 PM **ACTION ITEMS**

7:52• Donations, Gifts, and Sponsorship: No changes. Michael motions to approve. Mindy seconds. Motion is carried.

7:54• Equity in Curriculum Policy: No changes. Dorothy motions to approve. Zach seconds. Motion is carried.

7:50• Volunteers and Visitors—one word needs to be changed, has been changed. Wording is harsh. Maybe simplify the wording. Remove sentence altogether. State is suggesting words to use. Changed word to invited. Changed asked to encourage. Michelle motions to approve. Michael seconds. Motion is carried.

7:55• 7/8th Grade Adventure Leadership Overnight Intensive: Maple Canyon: Anderson and Shawna Andreasen. Plan what it would take to plan an activity. Maple canyon down by Ephraim. Mindy motions to approve. Michelle seconds. Motion is carried.

8:04• After School Activities—student council, yearbook, play practice. Add action school activities to action calendar in October. Michael motions to approve. Dorothy seconds. Motion is carried.

- Fall Expedition Approval—Table until next week at the retreat.

8:05 PM **DIRECTOR'S REPORT**

- Staffing Update: Currently interviewing to SPED teacher position. Had 5 fully certified teachers apply. Down to 2 good possibilities. Interviewing for social worker/counselor position. Hire a full-time social worker with ESSER funds next year and use counselor grants the following years. Also have a position for a part-time library aide, and two classroom aides for next year.

- Enrollment: 432 current.

- Student Achievement: Mega celebration preparations. Advanced orchestra performed for our 4th graders today. 1-2 Fieldwork learning about rivers, streams, ponds, and lakes. RISE testing.

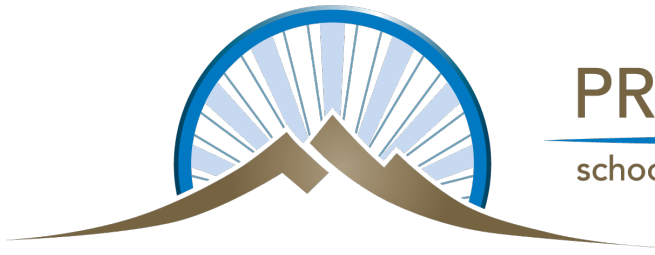
- Charter Agreement Goal: None for April

- Professional Development: LETRS Training, Teton training school, CPI training for SPED. Aide training monthly.
- Public Relations—Mega Crew celebration next week on the 29th. Passages for 8th graders. Invited to the Chamber of Commerce Banquet April 22nd.
- Lottery: 51 kindergarten registration completed. No large numbers of spots open for next year. 13 total will be leaving our school.

8:25PM CLOSED MEETING : No closed meeting items.

8:30 PM – ADJOURN: Michelle motions to adjourn. Dorothy seconds.

*Next scheduled Board Meeting: April 26, 2022



PROMONTORY

school of expeditionary learning

Board Meeting Retreat Minutes

Thursday, April 26, 2022

2830 N 4800 W

Corinne, UT

At 9:00AM

Trustees:

Dorothy Dobson
Amber Edelman
Zach Davis
Michael Engh

Director:

Jennifer Blaine

Officers:

Amy Rich
Karen Braithwaite
Janice Ward

Visitors:

Tammy Taylor

9:09AM – **CALL TO ORDER:** Welcome and Mission Statement –Dorothy Dobson

9:10 AM – **MINUTES**

· April 21, 2022. Table until next meeting.

9:20 AM – **PUBLIC COMMENT:** No public comments

9:30 AM – **BUSINESS ITEMS**

· Dress Code: Student Council: Student council came to the board to propose an idea to change the dress code—to add all colors and allow patterns to dress code. Keeping collared shirts. Amber said the patterns go against the purpose of the dress code. But open to the idea of discussing more colors. Some parents are drawn to our school because of our dress code. Dress code offers unity. Amber suggests that we poll the parents to find out what they really want. Student council suggested adding black and red to our colors. Teach students to be a group and not judge others for what they wear. We want to be “different” from the district. Suggested maybe a free day/Jean day on Fridays. **Poll parents and put on May Board meeting.** Originally color was picked to go with the earth tones.

· Intensives Update: Kindergarten intensive needs more to it. Healthy bodies intensive (Merkley/Earl) don’t need to write in their dailies, still has ELA on it. Michael offered to help find an expert. Project Green Light–movie every day. That is their focus for the intensive. Find out what Phantom of the Opera will be watching, Les Mes make sure its the appropriate movie. They will get parent permission for each movie. Intensive will be writing the script and filming their own film. Can we Build it Intensive: be sure there is an adult at every power tool. Millionaire

Intensive: make sure there is enough stuff to take up all day. Maybe add some personal financial ed or advertising to the topics. Glenna's intensive is joining with Tami's.

- Team Building Activity: Need to think about the other person's perspective, and think of everyone's points of views. Focus is also important. Trust the person giving instructions.
- Update Bylaws: Will need to get approval from state of the changes of Bylaws—amendment request application. Do it the redline version so they can see what we added and what we changed. Look at section 4.4. 3.5 Updated wording to open meeting law to mention virtual meetings and call-in attendees. Section 3.2 remove EL conference, add in state training.
- Team Building—Put together a 100 piece puzzle—that had pieces from the other puzzle mixed together. Adapt. We all gain something from each other. We all have different backgrounds. Not everything is as it seems.
- Update Charter Agreement Goals: Updated goals will be completed and sent out to the Board.

11:45AM—**ACTION ITEMS**

11:48am· Volunteers & Visitors Policy: No additional changes. Dorothy motions to approve. Michael seconds. Motion is carried.

12:03pm· Fall Expeditions: Missing components have been addressed. Michael motions to approve. Dorothy seconds. Motion is carried.

12:00-12:45 **LUNCH BREAK**

· Gender Discussion—Request to make sure we are doing procedure correctly. We do have about 7 kids experiencing gender issues between 5th-8th grade. Bathroom situation is the hardest situation to deal with. Suggest making sure having single use bathrooms in remodel. Need to create a policy, but it might attract more attention than we want. However, we need guidelines to follow. Amber is hesitant to create a policy for fear of opening something up a can of worms for parents. Michelle stated that we may just need to update one of our current policies. Our school promotes inclusion. We are already dealing with gender identity situations. Need procedures to be consistent. Need to make some changes to our overnight policy. Jennifer agrees that this change would be enough support. Single use bathrooms are a concern as well. Going forward we will make changes to our overnight policy and work on single use bathroom issues.

1:34PM ADJOURN—Zach motions to adjourn. Michael seconds. Motion is carried.

*Next scheduled Board Meeting: May 19, 2022

USE OF STUDENT DIRECTORY INFORMATION

The Use of Student Directory Information form is distributed to all parents/guardians at the beginning of each school year or with new student registration paperwork.

The Family Education Rights and Privacy Act (FERPA**), is a Federal law that protects the privacy of student education records. This law authorizes the routine release of directory information on students without written consent, unless a child's parent/guardian has advised the school to withhold the information. Directory information is generally not considered harmful or an invasion of privacy if released.

Promontory has designated the following information as directory information:

- Student name
- Student grade level
- Student date of birth
- Student address
- Student telephone number and email (*this is not printed in school publications*)
- Student ID number, user ID, or other unique personal identifier used to communicate in electronic systems but only if the identifier cannot be used to gain access to education records except when used in conjunction with one or more factors that authenticate the user's identity, such as a PIN, password, or other factor known or possessed only by the authorized user.
- A student ID number or other unique personal identifier that is displayed on a student ID badge, but only if the identifier cannot be used to gain access to education records except when used in conjunction with one or more factors that authenticate the user's identity, such as a PIN, password, or other factor known or possessed only by the authorized user.
- Parent email address, phone number (*this is not printed in school publications*)
- Participation in officially recognized school activities
- Degrees, honors, and awards received
- Most recent educational institution attended by student
- Student photographs/video images (*yearbook, newspaper, social media, school website*)
- Student dates of attendance

The primary purpose of directory information is to allow school districts to include student information or school work in certain school publications. Some examples of how student directory information will be used may include, but are not limited to:

- School publications, such as the school newsletter/magazine, student fieldwork journals, the school yearbook, school social media pages, and the school website, which may include pictures and written accounts of the activities of our students.
- Classroom activities, presentations, or other events sponsored by the school may be photographed, documented, or displayed.
- Books and other projects compiled by students may contain photographs, classwork, and the names of contributing students.
- Teachers may showcase student projects in their classroom and display cases throughout the school or post student photos and class projects on the school's website.
- Local media, such as TV or newspapers, may report or publish stories on our students and the work they are doing.

Please note that no photograph of a student individually identified by name, or group photo in which students are individually identified by name will be published on the internet.

Your student's directory information will be used by the school as stated above. Please consider very carefully your decision to withhold the release of "directory information." If you would like to **opt-out** of the sharing of directory information, please send a **written** notification to the school director within the first two weeks of school or within two weeks of a student's enrollment in Promontory School. If you do opt out, please understand that your child will not be included in the yearbook or be recognized in newspapers or school publications.

Promontory School of Expeditionary Learning

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Section 6.9 Severability

ARTICLE I

OFFICES

Section 1.1 Business Offices. The principal office of the corporation shall be located in the city of Perry and the county of Box Elder, Utah. The corporation may have such other offices either within or outside Utah, as the Board of Trustees may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. If a registered office of the corporation 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 of trustees.

ARTICLE II

MEMBERSHIP

Section 2.1 Classification & Election of Members. The corporation shall have no members.

ARTICLE III

BOARD OF TRUSTEES

Section 3.1 General Powers. The business and affairs of PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING shall be managed by its Board of Trustees, except as otherwise provided in the Utah Nonprofit Corporation and Co-operative Association Act, the articles of incorporation or these bylaws.

Section 3.2 Number, Election, Tenure and Qualifications for Voting Board Members The number of trustees of the Corporation shall be fixed by the Board of Trustees, but in no event shall be less than 5 five and no more than 9 nine with an expectation of 7 seven as the desired usual. Any action of the Board of Trustees to increase or decrease the number of trustees, whether expressly by resolution or by implication through the election of additional trustees, shall constitute an amendment of these bylaws effecting such increase or decrease.

Trustees shall be elected or reelected by a majority of the existing Board of Trustees at each

June annual meeting. Board terms shall end on June 30th of the respective term.

The first five years of operation the founding board members (Those who joined the Board in the first year of the development of the school) can remain on the board in order to maintain the original vision of PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING. After the school has been in operation for 5 five years, founding board members fall under the same rotation as non founding board members.

New board members shall not serve on the board for more than 2 three-year terms. After which, they may be re-elected to the Board only after at least a one year sabbatical. At least 2 two of the Voting Board Members must be a parent of a child currently attending the school.

Any trustee who has 2 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 Trustee may be removed by a majority vote of the Board of Trustees whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice, if any, of the person so removed.

Each Voting Board Member shall be required to attend ~~a national conference sponsored by Expeditionary Learning~~ an annual state sponsored training. within his or her their 1st two years of tenure.

Section 3.3 Number, Election, Tenure and Qualifications of Advisory Board Members (Non Voting Board Members) Advisory Board members shall be elected or re-elected by a majority of the voting Board Members at each annual June meeting or as otherwise determined by the Board. Advisory Board members shall serve an indefinite term and shall make an effort to attend as many board meetings as they are able. Advisory Board members may be removed at any time by a majority of Voting Board Members.

Section 3.4 Vacancies Any trustee may resign at any time by giving written notice, either paper or electronic, to the chair of PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The Board shall publicly announce the number of vacancies available and shall consider any nominations from parents or the community at large. Vacancies shall be filled by the affirmative vote of a majority of the trustees then in office.

In the event the maximum number of trustees is appointed to the board, a trustee in the position as the Board Chair, Vice-Chair, Secretary, or Treasurer may resign their elected position without resigning their post as a trustee provided that another trustee is willing to step into the vacated position. If another trustee is not willing to take over the role, the trustee vacating the role may be required to step down as a trustee to a non-voting officer position and a vacancy announcement then posted to fill the position.

Section 3.5 Regular Meetings and Attendance. Regular meetings of the board of trustees shall be held at least 10 times each year. Notice for such meetings shall be given at least one week in advance. An annual meeting shall be held each year in June. Board meetings will remain open to the public unless a closed session is convened by a majority vote of members present; which closed session will be subject to the requirements of Utah State Open Meetings Laws.

Section 3.6 Special Meeting. Special meetings of the Board of Trustees may be called by or at the request of the chair or any two trustees. The person or persons authorized to call special meetings of the board of trustees will provide proper notice and may fix any place, date and time for holding any special meeting of the board called by them; which special meeting will follow normal open meeting requirements as outlined by the State of Utah.

Section 3.7 Notice. Notice of each meeting of the board of trustees stating the place, day and hour of the meeting shall be given to each trustee at ~~his or her~~ **their** business or home address at least five days prior thereto by mailing of written notice by first class, certified or registered mail or at least two days prior thereto by personal delivery of written notice or by telephone notice or by email (the method of notice need not be the same to each trustee). If mailed, such notice shall be deemed to be given when deposited in the US mail, with postage thereon prepaid. If emailed, such notice shall be deemed to be given when the email is sent. Any trustee may waive notice of any meeting before, at or after such meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.8 Quorum and Voting. A majority of the number of trustees fixed by section 2 of this Article III shall constitute a quorum, but if less than such majority is present at a meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice than an announcement at the meeting, until a quorum shall be present. No trustee may vote or act by proxy at any meeting of trustees.

Section 3.9 Manner of Acting. The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the board of trustees.

Section 3.10 Meetings by Telephone or other Electronic Device. Members of the board of trustees 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.

Section 3.11 Action Without a Meeting. All official actions of the board must be done in a public meeting in accordance with Utah State law.

Section 3.12 Presumption of Assent. A trustee of PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING who is present at a meeting of the board of trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless ~~his~~ **their** dissent is entered in the minutes of the meeting, or unless ~~he~~ **they** files ~~his~~ **their** written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 3.13 Compensation. Trustees shall not receive compensation for their service on the board, although the reasonable expenses relating to the furtherance of the corporation's mission may be paid or reasonable compensation paid for services rendered in the furtherance of the corporation's mission outside of service on the Board of Trustees, but only in accordance to Utah State Law.

Section 3.14 Executive and Other Committees. By one or more resolutions, the board of trustees may designate from among its members an executive committee and one or more other committees.

ARTICLE IV

OFFICERS AND AGENTS

Section 4.1 Number and Qualifications. The Officers of PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING shall be a chair, a vice-chair, secretary and a treasurer. The Board of Trustees may also elect or appoint such other officers, assistant officers and agents, including an executive director, one or more vice-chairs, a controller, assistant secretaries and assistant treasurers, as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of chair and secretary. Officers need not be trustees of the corporation. All officers must be at least eighteen years old.

Section 4.2 Election and Term of Office. Officers of the Board of PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING shall be elected by the board of trustees at the regular annual meeting of the board of trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Officers shall hold office for ~~2~~ two-year terms with the opportunity to be elected again to the same position.

Section 4.3 Removal. Any officer or agent may be removed by a majority vote of the board of trustees whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 4.4 Vacancies. Any officer may resign at any time, subject to any rights or obligation under any existing contracts between the officer and the corporation, by giving written notice to the chair or the board of trustees. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of trustees for the unexpired portion of the term.

Section 4.5 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the chair, the board of trustees or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- (a) **Chair.** The chair shall, subject to the direction and supervision of the board of trustees: (1) preside at all meetings of the board of trustees; (2) see that all orders and resolutions of the board of trustees are carried into effect; and (3) perform the duties of the chair and when so acting shall have all the powers of and be subject to all the restrictions upon the chair.
- (b) **Vice-Chair.** The vice-chair shall assist the chair and shall perform such duties as may be assigned by the chair or by the board of trustees. The vice-chair shall, at the request of the chair, or in ~~his~~ their absence or inability to act, perform the duties of the chair and when so acting shall have all the powers of and be subject to all the restrictions upon the chair.

- (c) Secretary. The secretary shall: (1) keep the minutes of the proceedings of the board of trustees and any committees of the board; (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be custodian of the corporate records and of the seal of the corporation; and (4) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the chair or by the board of trustees. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.
- (d) Treasurer. The treasurer shall: (1) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Trustees; (2) receive and give receipts and acquittances for moneys paid on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING of whatever nature upon maturity; (3) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the chair and the board of trustees statements of accounts showing the financial position of PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING and the results of its operations; (4) upon request of the board, make such reports to it as may be required at any time; and (5) perform all other duties incident to the office of treasurer and other such duties as from time to time may be assigned to him/her by the chair of the board of trustees. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer.

Section 4.6 Surety Bonds The board of trustees may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of his/her duties and for the restoration of PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING of all books, papers, vouchers, money and other property of whatever kind in ~~his~~ **their** possession or under ~~his~~ **their** control belonging to the PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING.

ARTICLE V

INDEMNIFICATION

Section 5.1 Indemnification of Trustees, Officers, etc. The corporation hereby declares that any person who serves at its request as a trustee, officer, employee, chairperson or member of any committee, or on behalf of PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING as a trustee, director or officer of another corporation, whether for profit, shall be deemed the corporation's agent for the purposes of this Article and shall be indemnified by PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING against expenses (including attorney's fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such believed to be in the best interests of PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING and, with respect to any criminal action or proceeding, had no reason of such service, provided such person

acted in good faith and in a manner she/he reasonably believed to be in the best interests of PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Except as provided in Section 5.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of no contender or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in manner which he reasonably believed to be in the best interests of the corporation. With respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his conduct was unlawful.

Section 5.2 Indemnification Against Liability to the Corporation. No indemnification shall be made in respect of any claim, issue matter as to which a person covered by Section 5.1 shall have been adjudged to be liable for negligence or misconduct in the performance of his their duty to the corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 5.3 Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 5.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application, that despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 5.4 Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these bylaws, vote of the disinterested trustees or otherwise, and any procedure for by any of the foregoing, both as to action in his their official capacity and as to action in another capacity while holding such office.

Section 5.5 Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a trustee, officer employee or agent of the corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person or affect any right of indemnification so such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 5.6 Insurance. By action of the Board of Trustees, notwithstanding any interest of the trustees in such action, PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING may, subject to Section 5.8, purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him/her and incurred by him/her in the capacity of or arising out of his/her status as a agent of the corporation, whether or not the corporation would have the power to indemnify him/her against such liability under applicable provisions of law. The corporation may also purchase and maintain insurance, in such amounts as the board may deem appropriate, to insure PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING against any liability, including without limitation, any

liability for the indemnification provided in this Article.

Section 5.7 Right To Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the board or trustees may deem appropriate in each specific case, including by not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the corporation; (b) that PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subornation to PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING.

Section 5.8 Limitation of Indemnification. Notwithstanding any other provision of these bylaws, PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

Article VI

MISCELLANEOUS

Section 6.1 Account Books, Minutes, Etc. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of trustees and business meetings of officers. All books and records of the corporation may be inspected by any trustee or ~~his~~ **their** accredited agent or attorney, for any proper purpose at any reasonable time.

Section 6.2 Fiscal Year. The fiscal year of the corporation shall be July 1st to June 30th.

Section 6.3 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of trustees, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 6.4 Designated Contribution. The corporation may accept any designated contribution, grant, and bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all rights, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purpose.

Section 6.5 Conflicts of Interest. If any person who is a trustee or officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with ~~himself~~ **themselves**, any member of ~~his~~ **their** family, or any entity in which ~~he~~ **they** ~~has~~ **have** any legal, equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the corporation of ~~his~~ **their** interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within ~~his~~ **their** knowledge that bear on the advisability of such transaction from the standpoint of the corporation, and (c) not be entitled to vote on the decision to enter into such transaction.

Discrimination: PROMONTORY SCHOOL OF EXPEDITIONARY LEARNING admits students of any race, religion, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, religion, color, national origin, or ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs.

Section 6.6 Loans to Trustees and Officers. No loans shall be made by the corporation to any of its trustees or officers. Any trustee or officer who assents to or participates in the making of such loan shall be liable to the corporation for the amount of such loan until it is paid.

Section 6.7 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1954, as amended and shall include the corresponding provisions of any subsequent federal tax laws.

Section 6.8 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the board of trustees; and shall require that every Board Member vote with at least a $\frac{3}{4}$ majority vote for passage.

Section 6.9 Severability. The invalidity of any provisions of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as such invalid provision were omitted.

Fieldwork and Overnight Policy

In order to maintain the safety, welfare, and educational interests of students, teachers, and volunteers, the following policy shall apply.

Transportation

When large or small groups are leaving campus for any school-sponsored activity a school bus can be used or volunteers can transport students in their own vehicles. All volunteer drivers are subject to the requirements of the volunteer policy including criminal records background checks. Volunteer drivers shall submit their current driver's license and proof of insurance to be photocopied and kept on file in a secure location at the school.

Parental Consent and Release of Liability

1. For each fieldwork excursion, a note must be sent home to parents/guardians describing the date, time, location, and purpose of the trip.
2. A consent and release of liability form must accompany this note and be returned to the school with the parent's signature.

Safety Protocols and Supervision

1. All proposed fieldwork must be approved by the School Director in advance of any trips. Reasonable guidelines shall be established that provide adequate advance notice to parents and students and sufficient time for review and preparation by Director and office staff.
2. The School Director shall develop safety protocols for fieldwork that include, but are not limited to,
 - criminal records background checks for volunteers;
 - frequent "role calls" and other means of assuring attendance;
 - clear supervision responsibilities for volunteers and staff;
 - special medical consideration for designated students;
 - communication methods and procedures both within the excursion group and from the group to the school, including procedures and guidelines to be followed in the event of an emergency.
 - An adult to student ratio of 8:1 and the principle of two deep adult leadership will be maintained on all day trips.

Camping and other Overnight Fieldwork Excursions

Overnight trips must fall within the following guidelines. Fieldwork and extended day must be approved by the director of the school. All overnight excursions must be approved by the director and the board.

Middle School and Upper Elementary (5th-8th) Students:

For clear and compelling educational opportunities overnight trips may be proposed by the teachers.

Lower Elementary (K-4th) Students:

- Will typically have day trips only. If there is a rare, clear, and compelling educational opportunity which cannot be had by other means, a trip may be proposed by the teachers.

Basic Safety

1. Generally accepted safety policies and procedures shall be rigorously adhered to on all camping trips. Such practices include, but are not limited to:
 - a. Minimum two-deep adult leadership in all circumstances (hikes, outings, activities, etc.).
 - b. No one-on-one grouping of adult with student. If, for instance, a private conference is needed, this must be done in view of other adults and students.
 - c. Training in, and packing of, proper clothing and gear.
 - d. A 6:1 student to adult ratio on all overnight trips.
2. Training shall be held for those going on camping trips, and there shall be strict enforcement of the rules.
3. In camping situations that involve tent lodging:
 - two or more adult chaperone's and a teacher(s) may share a large tent with students, provided that the sleeping arrangements for the adults are on one side of the tent, and students' accommodations are on the opposite side (with an unobstructed separation of at least 3 feet between adults and students).
 - b. In all other situations, teachers must sleep alone in their own tents, and adult chaperones sleep in their own tents. Chaperones may sleep in the same tent with their own child(ren) and no others.
4. In hotel/motel lodging situations:
 - a. Teachers shall not sleep in the same room as students (except as provided in 4. c. below).
 - b. Adult chaperones sleep in their own rooms. In some cases, chaperones may sleep in the same room with students where there are two or more chaperones present. Adults may not sleep in the same bed as a student unless the student is their own child.
 - c. In large, open-room lodging situations:
 - i. Students and chaperones will be divided by sex at birth and assigned to separate rooms.
 - ii. The room will be clearly divided into a student sleeping area and an adult sleeping area.
 - iii. Appropriate measures will be taken to maintain individual privacy.
 - iv. For the safety of all involved, teachers are strongly encouraged to find and use large, open-room lodging accommodations where possible (don't forget your earplugs).
5. Camps of sex at birth shall be clearly separated from one another.
6. Parents and students shall receive and provide signed consent to abide by the safety rules and submit to the consequences of breaking rules.
 - a. Fieldwork is an extension of the school boundaries. Consequently, all rules related to the prohibition of alcohol, tobacco, drugs, and weapons with regard to both adults and students apply in all aspects of the trip including night-time, while in transport, and at all fieldwork locations.
 - b. As part of this agreement parents accept the responsibility, as a consequence of their child breaking the rules, to pick up and transport their child home from a trip *at any time during the trip* should the need arise.

Concerns

If, at any time, a student or parent is uncomfortable with the sleeping arrangements on overnight fieldwork, they may contact either the administration or the teachers planning the fieldwork. These concerns will be addressed on a case-by-case basis. Our goal as a school is for all involved to feel comfortable with arrangements and ready to make learning the top priority.

Campout costs

1. The School must stay within the budget raised and allocated for the experience.
2. Students will be given enough time to know costs, and will be required to make a reasonable effort to provide for needs through fund-raising, borrowing of equipment, etc.
3. The School will provide necessary funds and equipment if a student (and family) is not financially able to cover the costs.

Participation Requirements

Overnight trips are intended to provide direct, rare, and compelling educational experiences. Consequently, the School hopes to have all students participate. However, in situations where parents prefer not to have their child participate in overnight trips, such participation is not required and students will not be penalized for failure to attend. Under circumstances of non-participation, the school is not responsible for any missed experiences that the students forgo for having elected not to attend.

Food Sold on School Grounds Policy

- I. Definitions
 - A. "Competitive foods" as provided in 7 CFR 210, means all food and beverages, other than meals reimbursed under programs authorized by the Richard B. Russell National School Lunch Act, 42 U.S.C., and the Child Nutrition Act of 1966, available for sale to students on the school campus during the school day.
 - B. "Nutrition Standards" are defined in 7 CFR 210.11 and are hereby incorporated by reference.
 - C. "Reimbursable meal" means a meal, which meets the requirements of 7 CFR 210, 211, 215, 220 or 225, which are incorporated by reference and can be claimed for payment.
 - D. "School day" means the period from the midnight before to 30 minutes after the end of the official school day.
 - E. "School grounds" means all areas of the property under the jurisdiction of the school that are accessible to students during the school day.
 - F. "Vending machine" means a self-service device that upon insertion of a coin, paper currency, token, card or key, dispenses unit servings of food in bulk or in packages.
- II. Purpose
 - A. The purpose of this policy is to outline requirements for Promontory School of Expeditionary learning regarding foods sold outside of the reimbursable meal service.
- III. Vending Machine/Competitive Food Sales on Promontory School Grounds
 - A. Promontory School does not provide vending machines to the students in order to encourage and promote healthy eating and participation in the school lunch program and to support the family in encouraging healthy eating through home lunch.
 - B. Promontory School does not allow the sale of competitive foods during the school day for the reasons listed in III. A.
 - C. Food Sales for fundraising purposes and special events may be sold using the following criteria:
 - a. Food sales are encouraged to meet the nutrient standards as outlined in 7 CFR 210.1 as well as the standards defined in the Promontory Health and Wellness Policy. According to R277-719-5, foods that do not meet the nutrient standards outlined can be used for fundraising if they are used infrequently, not more than three times a year and each individual fundraiser must not exceed five days.
 - b. The school director shall designate an individual to maintain records of fundraisers at which foods and beverages that do not meet competitive food standards are sold.
 - c. Career and Technical Education programs may make written requests for fundraisers, in addition to the three allowed in R277-519-5C, to the USOE Child Nutrition Program Director with director and board approval.
- IV. Promontory intends for this policy to be consistent with Board Rule R277-407.

Reporting Fraud, Abuse & Waste Policy

Promontory School of Expeditionary Learning encourages citizens, including school employees, to report suspected financial improprieties or violations of (i) laws or regulations by state and local governments, (ii) waste of public funds or resources, and/or (iii) constructive suggestions for improving state and local governments regarding financial-related matters, internal controls, or compliance.

Fraud, Waste, and Abuse Hotline Complaint Process :

You may report the condition to the Utah State Board of Education by calling their hotline at (801) 538-7813 or email audit@schools.utah.gov, as listed on the school website. Please provide the following information on the suspected violation.

1. Description of the suspected violation.
2. The name of the employee(s) involved.
3. The school, division, and location where the action occurred.
4. When the action occurred.
5. Any other details that may be important for our investigation – other witnesses, evidence, documents, dollar amounts, time period, etcetera.
6. Specific law or regulation that has been violated if known.
7. Your name, address, and phone number if you desire to provide the information, although you can remain anonymous.

Each improper action should be noted separately and supported with as much specific information as possible. Supplying detailed information contributes to a thorough and efficient investigation. The above information should assist you in providing the details needed for an in-depth analysis. The identity of the complainant is considered protected information under the Utah Government Records Access and Management Act (Utah Code Section 63-2-304) if the complainant requests anonymity from parties outside the office. Additionally, the State whistleblower statute (Utah Code Section 67-21) protects government employees from reprisal by an employer for reporting, in good faith, suspected illegal acts or waste of public funds. A complaint made to the Hotline, identifying yourself, will provide the necessary communication to invoke the protection of the whistleblower statute. The identity of the complainant is considered protected information.