

BYLAWS
OF THE
WEBER SCHOOL DISTRICT FOUNDATION

ARTICLE I.

Name

The name of this corporation is the Weber School District Foundation (the “Foundation”). It is a Utah non-profit corporation and operates as a 501 (c) (3) exempt organization under the Internal Revenue Code.

ARTICLE II.

Purposes

Section 1. The primary purpose of the Foundation is to enhance the quality of education in the public schools of the Weber School District, Weber County, Utah, by providing private funding for enrichment programs and offerings, and to assist in initiating programs that demonstrate innovative and effective ways to meet student, faculty and administrative needs. The Foundation is organized to receive and maintain funds of real or personal property or both, and, subject to the restrictions and limitations hereinafter set forth and those imposed by contributors to the Foundation on their individual contributions, to use and apply the whole or any part of the income and/or principal of the funds exclusively for educational purposes.

Section 2. All assets of the Foundation shall be principally and directly dedicated exclusively to the above stated purposes. No part of any net earnings of the Foundation shall inure to the benefit of any trustee, or officer of the Foundation, or any private individual, except that reasonable compensation may be paid for services

rendered to or for the Foundation effecting one or more of its purposes. No trustee or officer of the Foundation, or private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

Section 3. Notwithstanding any other provisions of these bylaws, the Foundation shall not conduct or carry on any activities not permitted by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations.

Section 4. Upon the dissolution of the Foundation, the assets of the Foundation shall be distributed exclusively to the Board of Education of the Weber School District for the primary purpose of the enhancement of public education in said district.

Section 5. It shall be the duty of the Board of Trustees to establish all policies governing the administration of the fiscal assets of the Foundation and to determine the services to be rendered by the Foundation.

ARTICLE III.

Offices

Section 1. Principal Office. The principal office of the Foundation shall be at 5320 South Adams, Ogden, Utah 84403 or such other place as the Board of Trustees from time to time may select.

Section 2. Additional Offices. In addition to the principal office, the Foundation may have such other offices as may be helpful or convenient to the Foundation's operations.

ARTICLE IV.

Board of Trustees

Section 1. General Powers. The business and affairs of the Foundation shall be managed by its Board of Trustees.

Section 2. Number and Tenure. The number of elected Trustees of the Foundation shall be at least twelve (12), but not more than thirty six. The Trustees of the Board of Trustees shall be elected by the Trustees of the Foundation at their annual meeting. Initially, six (6) Trustees shall be elected to three year terms and six (6) or more Trustees as the case may be, shall be elected to two-year terms. Thereafter, a regular term of office for each Trustee shall be four (4) years. It is contemplated that each year six (6) Trustees shall be elected/re-elected to the Board of Trustees in order that there not be any more than six retiring Trustees in any given year. Each Trustee shall hold office until the next annual meeting of Trustees after his/her term has expired and until a successor has been elected and qualified. Any Trustee unexcused from three regularly scheduled meetings of the Board of Trustees during the Foundation's fiscal year shall be deemed to have voluntarily resigned as a Trustee effective upon adjournment of the fourth meeting .

Section 3. Ex-Officio Trustees. Consistent with, and as a result of the Weber School District's contribution of services to the Foundation and in recognition of the direct benefit the School District receives from the Foundation's activities, the Weber School District Superintendent, an Assistant Superintendent or other designee as

appointed by the Superintendent, and one member of the Board of Education of the Weber School District (appointed by said Board of Education) may serve as Ex-Officio Trustees. Such Ex-Officio Trustees shall serve as long as they are employed by or hold office in such capacities with the Weber School District, except that the member of the Board of Education serving as an Ex-Officio Trustee shall be reappointed by the Board of Education in June of each year. The Board of Trustees reserves the right to review the commitment and effectiveness of the Ex-Officio Trustees and seek alternative appointees through negotiation with the Weber School District and Board of Education. Ex-Officio Trustees shall be entitled to vote on all matters brought before the Board of Trustees and shall be counted in determining the existence of a quorum as hereinafter provided.

Section 4. Annual Meeting. An annual meeting of the Trustees shall be held in September during each calendar year on a date and at a time and place to be designated by the Board of Trustees for the purpose of electing Trustees, setting the annual budget, and for the transaction of such other business as may come before the meeting.

Section 5. Regular Meetings. Regular meetings of the Board of Trustees shall be held immediately after each annual meeting of the Trustees of the Foundation. The Board of Trustees may hold additional regular meetings by providing notice to its Trustees in accordance with Section 7.

Section 6. Special Meetings. Special meetings of the Board of Trustees may be held at the call of the President or any five Trustees. The person or persons authorized to call the special meeting may fix the place and time for holding any special meeting of the Board of Trustees called by them.

Section 7. Notice. Notice of any special or regular meeting shall be given at least ten (10) days before such meeting by written notice delivered personally, mailed, or emailed to each Trustee. If mailed, such notice shall be deemed delivered when deposited in the United States Mail addressed to each Trustee at the address as shown on the records of the Foundation. If emailed, such notice shall be deemed delivered when sent by electronic mail to the email address of the trustee as shown in the records of the Foundation. Any Trustee may waive notice of any meeting, and the attendance of a Trustee at a meeting shall constitute a waiver of notice, except where a Trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened.

Section 8. Quorum. A majority of the Trustees elected and then serving, including Ex-Officio Trustees, shall constitute a quorum for the transaction of business at any regular or special meeting.

Section 9. Vacancies. Any vacancy occurring in the Board of Trustees shall be filled by a vote of the Trustees of the Foundation. A Trustee elected to fulfill a vacancy shall serve the unexpired term of his/her predecessor in office. A special meeting to fill a vacancy on the Board need not be called unless the number of Trustees, including Ex-Officio Trustees, has been reduced to less than fifteen (15).

Section 10. Informal Action by Board. Any action required to be taken at a meeting of the Board of Trustees may be taken with like effect without a meeting if a consent in writing setting forth the action shall be signed by each Trustee.

Section 11. Waivers. In lieu of any notice of meeting or place of meeting such meeting may be held at any time and at any place upon the written waiver of notice by all of the Trustees, whether before or after the time stated therein. The attendance of a Trustee at any meeting shall be deemed a waiver of notice unless such Trustee's

appearance at such meeting is made for the sole purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE V.

Officers

Section 1. Elected Officers. The elected officers of the Foundation shall be a President, a President Elect, a Treasurer, and an Executive Director each of whom shall be elected by the Board of Trustees.

Section 2. Election and Term of Office. The President, President Elect and Treasurer of the Foundation shall be elected by the Board of Trustees from its Trustees at the annual meeting of the Board of Trustees. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as may be convenient. Each elected officer shall hold office for one (1) year or until re-elected/re-appointed or a successor shall have been duly qualified and elected/appointed. Upon the resignation of the President, the President Elect shall automatically succeed to the office of President.

Section 3. Vacancies. A vacancy in any office for any reason shall be filled by a vote of the Trustees for the unexpired portion of the term.

Section 4. Duties. The duties of the Foundation's officers shall be as follows:

- (a) President. The President shall preside over all meetings of the Board of Trustees. The President shall also cooperate and consult with and advise the other officers of the Foundation in the discharge of their duties.
- (b) President Elect. The President Elect shall have full authority to act for the President in his/her absence or incapacity and assist the President as directed by the President.

(c) Executive Director. The Executive Director shall be the chief executive officer and secretary of the Foundation and shall be responsible for the proper administration of the day-to-day plans, budgets, activities and projects of the Foundation and shall have primary responsibility in the Foundation's relations with the Weber School District, the Weber School District Board, and the general public.

(d) Treasurer. The Treasurer shall have charge of the finances of the Foundation under the direction of the President of the Board of Trustees and shall keep or cause to be kept a record of all the financial and business transactions of the Foundation. The records kept by the Treasurer shall at all times be open to the inspection by any members of the Board of Trustees. The Treasurer shall render such statements of accounts to the Board of Trustees as they may require and shall make a full report at each annual meeting of the Board of Trustees. The Treasurer shall be required to give bond of the faithful discharge of duties in such form as the Board of Trustees may require, the expense of such bond may be paid by the Foundation. The Treasurer shall also perform such other duties as may be assigned by the Board of Trustees.

ARTICLE VI.

Committees

Section 1. Executive Committee. Membership will consist of the following Trustees of the Board of Trustees: President, President Elect, The District Superintendent or designee, Treasurer, a member at large chosen from the Board of Trustees by the President of the Board, and the Executive Director. A Quorum of the Executive Committee shall be a majority of the total membership of the committee as defined. Such committee shall have general oversight of all questions affecting the policy, property, budgets, and general functions of the Foundation, subject, however, to the control and direction of the Board of Trustees and shall make such reports to said Board as may be required. During intervals between meetings of the full Board of Trustees, Such Committee shall have and enjoy and may exercise the power of authority of the Board of Trustees in the management of the property and affairs of the Foundation and when duly reported to and approved by said board of Trustees the acts of said Committee shall stand as the acts of the Board of Trustees.

The Executive Committee shall recommend an auditor, supervise the audit, and present the Annual Audited Financial Statements of the Foundation to the Trustees of the Foundation at the Annual Meeting, or at a regular meeting as soon as practical following the annual meeting. The Committee shall also be responsible for conducting a periodic review of the compliance of the Foundation with the provisions of the Internal Revenue Service Code of 1954 as amended and especially Sections 4940 through 4946 thereof or corresponding provisions of any tax law, regulations, or codes subsequent to that date. The Committee shall report any finding of noncompliance to the full Board of Trustees without delay.

Section 2. Investment and Finance Committee. An Investment and Finance Committee consisting of the President, Treasurer and at least two other Trustees of the Foundation appointed by the President with approval of the Board shall advise the Board of Trustees in regard to the investments and general fiscal policy of the Foundation. The Executive Director shall carry out the directions of the Investment Committee approved by the Board of Trustees.

Section 3. Nominating Committee. The President of the Foundation shall annually appoint Trustees of the Foundation who will constitute a Nominating Committee. They will submit nominations at the annual meeting of the Trustees of the Foundation for those persons who are to be elected to the Board of Trustees. Additional nominations for Trustees may also be made by the Trustees of the Foundation at such annual meeting.

Section 4. Other Committees. The Board of Trustees may from time to time create additional committees consisting of Trustees of the Foundation with such powers and duties as the Board may prescribe.

ARTICLE VII.

Execution of Instruments

Section 1. Contracts and Instruments. Contracts and other instruments, not including routine instruments, to be executed by the Foundation shall be signed unless otherwise required by law by the President or President Elect and the Executive Director. The Executive Director signing alone is authorized and empowered to execute in the name of this Foundation all routine instruments arising in the day to day operation of the business of this Foundation. The Board of Trustees may authorize any other person or persons whether or not an officer of the Foundation to sign any contract or other

instrument and may authorize any such officer or other person to delegate, in writing, all or any part of such authority to any other person or persons.

Section 2. Notes, Checks, Drafts, etc. All notes, checks, drafts, acceptances, endorsements, and all evidences of indebtedness of the Foundation shall be signed by the Executive Director and one other officer of the Foundation or by such person or persons and in such manner as the Board of Trustees may from time to time by resolution determine.

ARTICLE VIII.

Gifts and Contributions

Section 1. Solicitations. Contributions and gifts shall be solicited by representatives of the Foundation to promote, sponsor, and carry out the purposes of this Foundation.

Section 2. Deposit and Use of Contributions. Unless otherwise provided by the donor, all contributions received by the Foundations shall be deposited and held by the Treasurer of the Foundation and may be used and disbursed by the Board of Trustees to promote, sponsor, and carry out the educational, charitable, and related activities and objectives of the Weber School District Foundation.

Section 3. Restricted Gifts. Limitations and restrictions upon any grant, gift, donation, bequest, or devise shall be observed strictly except and unless it shall be determined by the Board of Trustees that changed conditions or other reasons shall have rendered the application of the gift, donation, bequest, and devise for the purpose provided illegal, unnecessary, or impracticable or that the purpose of the gift, donation, bequest, or devise has been fulfilled or become impossible of fulfillment in which event

said funds shall be administered for such other purposes of the Foundation as will best carry out the intentions of the donor or testator/testatrix and as may be sanctioned by law.

Section 4. Operating Expenses. The operating expenses of the Foundation shall be defrayed by funds from the following sources.

- A. Direct contributions to the Foundation.
- B. Interest earnings of investments by the Foundation.
- C. Contributions from the Weber School District Annual Budget

Section 5. Deposits. All funds of the Foundation shall be promptly deposited to the credit of the Foundation in such depository as the Board may select.

ARTICLE IX.

Indemnification and Insurance

Section 1. Scope of Indemnification of Trustees and Officers. To the maximum extent permitted by the laws of Utah or any other applicable law, the Foundation shall indemnify its Trustees and Officers in all cases in which a corporation may indemnify a director or officer. Without limiting the foregoing, the Foundation shall indemnify its Trustees and Officers in all cases in which it may do so under the Utah Revised Nonprofit Corporation Act. The Trustees and Officers shall not be individually or personally liable for the debts or obligations of the Foundation and shall be indemnified by the Foundation against any loss, damage, costs, expenses (including attorneys' and experts' fees), judgments, fines, penalties, and amounts paid in settlement reasonably incurred by or imposed upon them in connection with or resulting from any threatened, pending or completed action, suit, proceeding, or judgment whether civil, criminal, administrative or investigative, and whether formal or informal.

Section 2. Limitation. This indemnification is subject to the conditions for indemnification set forth in the Utah Revised Nonprofit Corporation Act and specifically will not cover acts by a Trustee or Officer that are not made in good faith, that are considered to be self-dealing, or that constitute criminal conduct.

Section 3. Advances of Expenses. If a Trustee or Officer is involved in any such proceeding in which the Trustee or Officer is entitled to indemnification, the Foundation shall advance to such person expenses incurred in any proceeding covered by the indemnification provision.

Section 4. Insurance. The Foundation may purchase and maintain liability insurance on behalf of a person who is or was a trustee, officer, employee, fiduciary, or agent of the Foundation against liability asserted against or incurred by such person in that capacity or arising from such person's status as a trustee, officer, employee, fiduciary, or agent, whether or not the Foundation would have power to indemnify such person against the same liability. Insurance may be procured from any insurance company designated by the Board of Trustees, whether the insurance company is formed under the laws of this state or any other jurisdiction.

Section 5. Other Rights and Remedies. The rights to indemnification and advancement of expenses provided in this Article shall be in addition to any other rights which a party may have or hereafter acquire under any applicable law, contract, order, or otherwise.

Section 6. Extension of Indemnification to Others. The Foundation may in its discretion (but is not obligated in any way) to indemnify and advance expenses to an employee or agent of the Foundation to the same extent as to a Trustee or Officer. The foregoing provisions for indemnification and advancement of expenses are not exclusive,

and the Foundation may at its discretion provide for indemnification or advancement of expenses in a resolution of its Trustees, in a contract or in its articles of incorporation.

Section 7. Repeal and Severability. Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

ARTICLE X.

Fiscal Year

The Foundation shall operate on a fiscal year beginning July 1 and ending June 30 of each year.

ARTICLE XI.

Independent Audit

After the close of each fiscal year the Board of Trustees, through its Executive Committee, shall cause an independent audit of all corporate assets and accounts to be made by a certified public accountant.

ARTICLE XII.

Amendment of Bylaws

These bylaws may be altered, amended, or repealed and new bylaws adopted by majority vote of the Trustees of the Foundation at any annual or special meeting of the Trustees of the Foundation.

These Bylaws of the Weber School District Foundation have been APPROVED AND ADOPTED by resolution of the Board of Trustees the Foundation this _____ day of _____, 2009.

President

ATTEST:

Executive Director