VENTURE ACADEMY
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ARTICLE I

OFFICES

Section 1.1 Business Offices. The principal office of the corporation shall be located in the city of Ogden and the county of Weber. 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 Venture Academy 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, Appointment, 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 three (3) and no more than nine (9), with an expectation of seven (7) 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 affecting such increase or decrease.

Trustees shall be appointed or reappointed to a three year term by a majority of the existing Board of Trustees when vacancies need to be filled.

Board members shall generally serve on the board for one to two three-year terms. In circumstances that would interfere with the continuity of the board, a board member who has already served multiple three-year terms may be appointed to serve on the Board for an additional three-year term.

Unusual circumstances may require a member to take temporary leave of absence, not to exceed one year. During the absence, the term continues to elapse. If the term ends while absent, re-joining the board requires a vote. Otherwise, the member returns without a vote to fill the term of service.

At least one of the board members must be a parent of a child currently attending the school.

Board members shall not be a spouse/partner, parent, or sibling of Venture administration, teachers, or other board members.

Any trustee who does not attend 75% of board meetings and/or complete assignments regularly to the satisfaction of the board, having been given due notice, shall be subject to removal if remaining board deems.

Section 3.3 Vacancies Any trustee may resign at any time by giving written notice, either paper or electronic, to the Chair of the Board of Venture Academy. 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.

Section 3.4 Regular Meetings Regular meetings of the Board of Trustees shall be held at least eight times each year. Notice for such meetings shall be given to the Board at least one week in advance. Board meetings are subject to the Open Meetings Act and are therefore open to the public unless a closed session is convened by a majority vote of trustees present. Closed sessions are subject to the requirements for such in the Open Meetings Act of Utah state law.

Section 3.5 Special Meeting. Special meetings of the board of trustees may be called by or at the request of the Chair or a quorum minus one of the 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 3.6 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 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 3.7 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 3.8 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 3.9 Electronic Meetings and Remote Attendance at Meetings. An Electronic Meeting is one in which a quorum or more, or a majority of board members present at a meeting, attend the meeting remotely through electronic means. Attendance via phone or other electronic means shall constitute presence at the meeting as far as quorum determination and voting is concerned. (Note: When fewer than a quorum, or less than a majority of those in attendance, remotely join a regular in-person board meeting, that scenario is not considered an electronic meeting, but such remote attendance still constitutes presence at the meeting.)

A board meeting may be held as an electronic meeting as directed by the Board Chair--or upon the request of a majority of board members--at least three days prior to the time that the board meeting is scheduled. For all electronic board meetings, the Chair will follow one of the two procedures listed below in preferential order:

a) At the school where regular board meetings are held, a space will be set up and facilitated as an anchor site for members of the public to attend the electronic meeting.
b) If the Board Chair determines:
    i) that providing an anchor site at the school presents a substantial risk to the health or safety of those who would be present; or
    ii) that other circumstances make it impractical to provide the anchor site at the school, a means for the public to attend remotely will be provided.

At least 24 hours before an Electronic Meeting is scheduled to begin, each Board Member, and the public via official notice (as needed as noted in 2b above), will receive instructions on how to electronically connect to the meeting.

Notwithstanding the instances described in 2b where remote access to an electronic meeting is given to the public, outside of those specific situations, members of the public are not entitled to connect remotely to any other meeting or request such access.

Section 3.10 Action Without a Meeting. All official actions of the board must be done in a public meeting in accordance with Utah State law.

Section 3.11 Presumption of Assent. A trustee of Venture Academy 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 dissent is entered in the minutes of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action. A Trustee may abstain from voting when he or she has a conflict of interest and/or where said abstention is required by law.

Section 3.12 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.

Section 3.13 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 Venture Academy 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 Venture Academy 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 -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 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 (or designee, e.g., assistant 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 acquittance for moneys paid on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of Venture Academy 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 Venture Academy 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 treasurer, 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 Venture Academy of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Venture Academy.

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 the Venture Academy 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 Venture Academy 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 the Venture Academy 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 Venture Academy 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 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 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, Venture Academy 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 or 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 Venture Academy 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 of trustees may deem appropriate in each specific case, including but 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 Venture Academy 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 Venture Academy shall be surrogated, 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 subordination to Venture Academy.

Section 5.8 Limitation of Indemnification. Notwithstanding any other provision of these bylaws, Venture Academy 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 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 1 to June 30.

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, any member of his family, or any entity in which he has 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 interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his 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: Venture Academy admits students of any race, 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, color, national origin, and 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.

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.