

**AMENDED AND RESTATED BYLAWS OF
HAWTHORN ACADEMY, INC.
A Utah Nonprofit Corporation**

**ARTICLE 1
OFFICES**

The corporation's principal office shall be fixed and located at such place within the boundaries of the County of Salt Lake as the Board of Directors ("Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another.

**ARTICLE 2
PURPOSE**

The specific and general purposes of the corporation are described in the Articles of Incorporation.

**ARTICLE 3
NO MEMBERS**

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The corporation shall have no members. Any action, which would otherwise by law require approval by a majority of all members or approval by the members, shall require only approval of the Board. All rights, which would otherwise by law vest in the members, shall vest in the board.

**ARTICLE 4
DIRECTORS**

Section 4.1 General Powers

Subject to the limitations of the Utah not-for-profit corporation law, the corporation's Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person(s), company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral, or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may, subject to contractual obligations as may exist, rescind any such assignment, referral, or delegation at any time.

Section 4.2 Specific Powers

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- a. To select and remove all of the officers, agents and employees of the corporation; to

- prescribe powers and duties for them which are not inconsistent with law, the corporations Articles of Incorporation or these Bylaws; and to fix their compensation;
- b. To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore which are not inconsistent with the law, the corporation's Articles of Incorporation or these Bylaws, as it deems best;
 - c. To adopt, make and use a corporate seal and to alter the form of the seal from time to time, as it deems best;
 - d. To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's and other evidences of debt and securities therefore;
 - e. To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;
 - f. To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property;
 - g. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose; and
 - h. To carry out such other duties as are described in the Charter.

Section 4.3 Number, Election, and Term of Directors

- a. The authorized number of Directors shall be no less than three (3) and no greater than seven (7) until changed by amendment of these Bylaws.
- b. Those Directors who are to be elected by the Board of Directors shall be so elected at the annual meeting of the Board of Directors. The existing Directors of the corporation shall nominate each Director. The length of the term for Directors is four (4) years. The duration of the term of each Director shall be staggered to promote continuity in the Board.

Section 4.4 Resignation and Removal

Any Director may resign effective upon giving written notice to the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be nominated by a Director and voted in by majority vote of the Board before such time, to take office when the resignation becomes effective. A Director may be removed without cause by majority of the Directors then in office.

Section 4.5 Vacancies

- a. A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, is removed, or if the authorized number of Directors is increased.
- b. The Board may declare vacant the office of any Director who has been convicted of a felony.
- c. A vacancy on the Board shall be filled in the same manner of selection as that used to select the Director whose office is vacant, provided that vacancies to be filled by

election by Directors may be filled by a vote of the majority of the remaining Directors. Each Director so elected shall hold office until a successor has been appointed and qualified.

- d. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.6 Place/Notice of Meetings

Meetings of the Board may be held at the principal office of the corporation or at any other place that has been designated in the notice of the meeting by resolution of the Board. Appropriate notices of the meeting complying with Utah law shall be posted. Any board member or officer of the corporation may request any desired item on the agenda of any board meeting by notifying in writing, no later than 5 business days prior to the scheduled board meeting, a description to the then acting secretary of the corporation.

Section 4.7 Annual Meetings

The Board shall hold an annual meeting for the purposes of organization, selection of Directors and officers, adoption of the budget, and the transaction of other business.

Section 4.8 Quarterly Meetings

Quarterly meetings of the Board shall be held on such dates and at such times and places as may be from time to time fixed and notified by the Board.

Section 4.9 Special Meetings

- a. Special meetings of the Board for any purpose(s) may be called at any time by the President of the Board, or the Secretary.
- b. Special meetings of the Board may be held after each Director has received notice by mail, telecopy, e-mail or telephone and after proper notification as required by Law.
- c. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 4.10 Quorum and Voting

A majority of the authorized, acting Directors with voting privileges shall constitute a quorum. Every act or decision done or made requires a majority vote of the Directors present at a meeting duly held at which a quorum is present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 4.12 Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any Director's meeting.

Section 4.13 Rights of Inspection

Every Director has the absolute right to inspect and copy all books, records and documents of

every kind and to inspect the physical properties of the corporation provided such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the corporation's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state or local law.

Section 4.14 Fees and Compensation

Directors shall not receive compensation for their services; however, the Board may approve the reimbursement of a Director's actual and necessary expenses incurred in the conduct of the corporation's business. The corporation shall carry liability insurance covering the Director's and officers of the corporation as described on the Charter on the conduct of the corporation's business.

Section 4.15 Standard of Care

- a. A Director shall perform all duties of a Director in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including the duty to make reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances.
- b. In performing the duties of a Director, a Director may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 1. One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
 2. Legal counsel, independent accountants or other persons as to matters that the Director believes to be within such person's professional or expert competence; or
 3. A committee of the Board upon which the Director does not serve as to matters within a designated authority, provided the Director believes that the committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

ARTICLE 5 OFFICERS

Section 5.1 Officers

The officers of the corporation shall be President, Vice President, Secretary, and Treasurer/Financial Coordinator. The corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed. Any number of offices may be held by the same person.

Section 5.2 Election

The officers of the corporation, shall be chosen at the annual meeting of the Board by and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be

elected.

Section 5.3 Subordinate Officers

The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 5.4 Removal

Any officer may be removed, either with or without cause, by the Board at any time or, except for an officer chosen by the Board, by any officer upon whom the Board may confer such power of removal. Any such removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

5.5 Resignation

Any officer may resign at any time by giving written notice to the Board; such resignation may not prejudice the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.6 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5.7 President

Subject to such powers, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. The President shall preside at all meetings of the Board. The President has the general management powers and duties usually vested in the office of the President and general manager of a corporation as well as such other powers and duties as the Board may prescribe from time to time.

Section 5.8 Vice Presidents

In the absence or disability of the President, the Vice President(s), if any are appointed shall, in order of their ranks as fixed by the Board or, if not ranked, the Vice President designated by the Board, perform all duties of the President and, when so acting, shall have all the powers of, and subject to all the restrictions upon, the President. The Vice President(s) shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 5.9 Secretary

- a. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its

committees, including the following information for all such meetings; the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, a the principal office in the State of Utah, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all directors and their respective addresses. The Secretary shall keep, or cause to be kept, the seal of the corporation and shall affix, or cause to be affixed, the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument.

- b. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all its members promptly after the meetings; shall keep the seal of the corporation in safe custody; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer; and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.
- c. The Secretary or President of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Director.
- d. The Secretary or President shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated from time to time by the Board. The Secretary or President shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Board, and shall render, or cause to be rendered, to the Directors, upon request, an account of all transactions as Secretary or President and of the financial condition of the corporation. The Secretary or President shall request the Treasurer/Financial Coordinator to present, or cause to be presented, an operating statement and report, since the last preceding regular Board meeting, to the Board at all regular meetings. The Secretary or President shall have such powers and perform such other duties as may be prescribed from time to time by the Board.

ARTICLE 6 COMMITTEES

The Board may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, create one or more standing or ad hoc committees, each consisting of at least one (1) member of the Board, to serve at the pleasure of the Board.

ARTICLE 7 OTHER PROVISIONS

Section 7.1 Validity of Instrument

Subject to the provision of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other written instrument and any assignment or endorsement thereof executed or entered into between the corporation and any other person, shall be valid and binding on the corporation when signed by the President or any Vice President and the Secretary or Treasurer of the corporation, unless the other person has actual knowledge that the signing officers has no authority to execute the same. Any such instruments may also be signed by the Board or a designated member of the Board.

Section 7.2 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Nonprofit Corporation Law of the State of Utah shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both the corporation and a natural person. The captions and headings in these Bylaws are for convenience of reference only and are not intended to limit or define the scope or effect of any provision.

7.3 Fiscal Year

The fiscal year of the corporation shall be set by the Board.

Section 7.4 Conflict of Interest

Any Director, officer, key employee, or committee member having an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the corporation's interest.

Section 7.5 Interpretation of Charter

In any instance in which the provisions of these Bylaws are in conflict with the provisions of the Charter, the provisions of the Charter shall control.

ARTICLE 8 AMENDMENTS

These Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Board.

ARTICLE 9 UTAH STATE CHARTER SCHOOL BOARD POWERS

Notwithstanding anything to the contrary in these Bylaws, the Utah State Charter School Board ("USCSB") shall: (a) have the power to remove any Director and to approve or reject any elected or appointed Director, as required under Article Five of the Articles of Incorporation, and (b) approve or reject any change to these Bylaws that conflicts with Article Five of the Articles of

Incorporation. The provisions of this Article 10 that give USCSB rights to approve and/or remove Board members will not be amended or altered without the prior written consent of USCSB.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected and acting President of Hawthorn Academy, Inc., a Utah nonprofit corporation, and that the foregoing Bylaws constitute the Bylaws of such corporation as adopted by the Board of Directors.