



BYLAWS
of the
Skyline 70 Legacy Fund

Revised by the Board of Trustees on January 16, 2024

Pursuant to the provisions of the Utah Nonprofit Corporation and Cooperative Association Act, the Board of Trustees (Board) of the Skyline 70 Legacy Fund, a Utah nonprofit corporation, hereby adopts the following Bylaws for said nonprofit corporation, referred to hereinafter as “Legacy Fund.”

ARTICLE 1: PURPOSE

The purpose of Legacy Fund shall be to seek funding through individuals, foundations, and public sources to support unmet needs of students, faculty, staff, designated programs, and facilities of Skyline High School in Salt Lake City, Utah (SHS) to ensure continued development of engaged citizens and life-long learners”.

ARTICLE 2: OFFICES

The principal offices of Legacy Fund in the State of Utah shall be located in any such place as may be designated by the Board of Legacy Fund. Legacy Fund shall have such other offices, either within or without the State of Utah, as the Board or the business of Legacy Fund, may require from time to time.

ARTICLE 3: BOARD OF TRUSTEES

3.1 Authority of the Board. The Board shall exercise all its powers subject to the provisions of the laws of the State of Utah, the Articles of Incorporation, and the Bylaws. The

Board, in developing and maintaining Legacy Fund, shall exercise the powers, prerogatives, duties and responsibilities for which it was created. The Board shall have the complete and exclusive authority to review and approve the organization's purpose and strategic direction, and its fiscal and governing policies. The Board's primary purpose is to administrate strategy and policies for marketing, funds collection, management, and distribution of resources and to ensure fiscal and operational responsibility of Legacy Fund. The Board shall have the complete and exclusive authority to care for and control the organization's properties and assets, and shall ensure the orderly, efficient, and effective operation of Legacy Fund.

- 3.2 Qualifications.** The Board of Trustees shall endeavor to nominate individuals representing SHS alumni across all graduate classes with diverse backgrounds, experience, and skills relevant to accomplishing the Board's work. Other Trustees will be selected as needed from the public at-large at the discretion of the Board. All nominees shall be vetted through the Nominations Committee.
- 3.3 Number of Trustees.** The number of Trustees which shall constitute the whole Board shall not be less than nine (9) nor more than fifteen (15). Within these limits, the Board may increase or decrease the number of directors for purposes of Board effectiveness.
- 3.4 Election of the Board of Trustees.** Nominees for Trustee positions will be submitted by the Nominations Committee. Trustees shall be elected by a majority vote of the Board. The vote will take place in the month prior to the annual meeting and results will be announced at the meeting.
- 3.5 Terms.** A Director shall be elected to a term of two years and may be re-elected to an additional term of two years.
- a) A Trustee may serve additional terms if approved by a majority of the Board.
 - b) Terms shall run concurrent with the calendar year beginning in January of the year following election to the Board at the annual meeting. If a Director is elected to fill a vacancy or for another purpose, the term tenure shall commence:
 - 1) at the beginning of the next calendar year if elected on or after July 1; or
 - 2) at the beginning of the year elected if elected on or before June 30.

- c) A Trustee of the Board may resign at any time by delivering a written notice of resignation to the Chair of the Board.
- d) Because the Board does not provide for 'Leaves of Absence', a Trustee who is unable to attend regularly shall resign, without prejudice, and be eligible for future election.

3.6 Removal of a Trustee. Trustees are expected to be active in the work of the Board. A Trustee may be removed by a two-thirds (2/3) majority vote of the Board if a Trustee:

- a) Is absent from forty percent (40%) or more of the regularly scheduled meetings of the Board Directors in a twelve-month period.
- b) Fails to act in accord with the responsibilities described in Legacy Fund policies or these Bylaws.

3.7 Voting. All Trustees shall have equal voting rights, being entitled to vote on each matter before the Board for which they have not recused themselves. Trustees shall recuse themselves from voting on any matters that could include a conflict of interest.

- a) A quorum shall be necessary for a vote to be taken. Except as otherwise required by statute, the Articles of Incorporation, or these Bylaws, the presence in person (including presence by telecommunications) of a simple majority of Trustees entitled to vote shall constitute a quorum.
- b) Motions may be passed by the vote of a simple majority of all Trustees, including the election to the Board of new Trustees and Officers, except in instances which specifically require a two-thirds (2/3) or three-quarter (3/4) majority of the Board.
- c) Amending these Bylaws or Policies shall require a three-quarter (3/4) majority of the Board.
- d) Removing an Officer from an elected position shall require a three-quarter (3/4) majority of the Board.
- e) Removing the Executive Director, if applicable, shall require a three-quarter (3/4) majority of the Board.

3.8 Place of Board Meetings. The Board of Trustees shall hold its meetings in person at such place or places designated by the Board or by virtual teleconference or a combination of both.

- 3.9 Meetings.** The Board of Trustees shall hold at least one regular annual meeting each year in the last calendar quarter for the purposes of the organization, for the selection of trustees and officers, and for other business as needed. The Board may hold additional special meetings, virtual or in person, as necessary to conduct the business of Legacy Fund. Guidance and protocols as outlined in Robert’s Rules of Order shall be used for conducting meetings, changing policies or bylaws, and other business decisions as applicable.
- 3.10 Notice.** Notice of the time and place of all meetings of the Board of Trustees shall be given by email notification to each Trustee by the Secretary, or in the absence of the Secretary, by any other officer of Legacy Fund, not less than ten days before the meeting. Notice of a special meeting shall also state the purpose of such meeting.
- 3.11 Discretionary Vote.** When the Chair deems it necessary to obtain a vote of the Board of Trustees on a matter where timing is a factor, the Chair may, at their discretion, utilize any available form of communication. The resultant vote shall be noted in the records of Legacy Fund by the Secretary.

ARTICLE 4: BOARD OFFICERS

- 4.1 Principal Officers.** The four (4) principal officers of Legacy Fund shall be: Chair, Vice-Chair, Treasurer, and Secretary.
- a) Chair. The Chair shall preside at all meetings of the Board of Legacy Fund. In the event of a vacancy in the office of Chair, or during the Chair's absence or inability to act, the duties shall be executed by the Vice Chair.
 - b) Vice-Chair. In the absence of the Chair, the Vice-Chair will assume the duties of the Chair. The Vice-Chair will also chair designated committees.
 - c) Treasurer. The Treasurer shall be charged with the custody of all financial papers and documents relating funds collection, accounting, tax returns, financial and investment policy, and be the primary liaison of banks and financial institutions conducting business with Legacy Fund.
 - d) Secretary. The Secretary shall keep a careful record of proceedings of the meetings of the members of Legacy Fund and of the Board of Trustees and

provide timely notices to Trustees for all Legacy Fund meetings.

- 4.2 **Tenure.** The Principal Officers shall be elected by as simple majority of the Board of Trustees at its designated annual meeting. The Principal Officers shall be elected to serve for a two (2)-year term.
- 4.3 **Compensation.** No Trustee or Principal Officer of Legacy Fund shall, directly or indirectly, receive any salary compensation or emolument from Legacy Fund, either as an Officer or Trustee, or in any other capacity, or be interested in any contracts with potential conflicts of interest, unless authorized by the concurring vote of no less than three fourths (3/4) of the Board of Directors.
- 4.4 **Vacancies.** The Board of Trustees may vote to fill any vacancy in any office at the next regularly scheduled board meeting of Legacy Fund.
- 4.5 **Resignations.** Any Officer may resign at any time by written notice to the Chair, or in their absence, the Vice Chair.
- 4.6 **Removal.** Any Officer of Legacy Fund may be removed for cause, after an appropriate hearing, by the affirmative vote of no less than three-fourths of the Board of Trustees whenever, in their judgment, the best interests of Legacy Fund will be served thereby.

ARTICLE 5: COMMITTEES

The standing committees of the Board shall be five (5) and include the Executive, Development, Award Grants, Nominations, and Finance and Investment Committees.

- 5.1 **Executive Committee.** The Executive Committee shall be composed of the Officers of Legacy Fund plus the Immediate Past Chair and shall be convened by the Chair. The Executive Committee shall be empowered to act for and on behalf of the Board of Directors on Board designated matters. The Executive Committee shall develop policies and procedures as needed and submit to the full Board for approval

and implementation. However, the Executive Committee may not nullify or modify any previous action of the Board.

- 5.2 Award Grants Committee.** The Award Grants Committee shall be chaired by the Vice-Chair of the Board and be composed of at least six (6) other members: two (2) from the Legacy Fund Trustees, two (2) from the community of supporters, and two (2) from the current staff of SHS. The Committee shall:
- a) Create and maintain an open and transparent award selection process, including criteria, application, and award dates, for scholarships, endowments, and any distribution of award grant funds.
 - b) Coordinate with other committees and SHS administration to ensure the integrity of the process is maintained and records kept from all proceedings according to policy and applicable laws governing nonprofit organizations.
- 5.3 Development Committee.** The Development Committee shall be chaired by appointment from the Executive Committee and be composed of at least six (6) other members: two (2) from the Legacy Fund Trustees, two (2) from the community of supporters, and two (2) from the current staff of SHS. The Committee shall:
- a) Develop an annual plan with calendar, communications strategy, and implementation budget to ensure successful outcomes of Legacy Fund goals.
 - b) Develop promotional materials, plans and programs to educate, inform and inspire members of the SHS alumni classes and their families and other potential donors.
- 5.4 Finance and Investment Committee.** The Finance and Investment Committee shall be chaired by the Treasurer of the Board or as assigned by the Chair and be composed of at least six (6) other members: two (2) from the Legacy Fund Trustees, two (2) from the community of supporters, and two (2) from the current staff of SHS. The Finance and Investment Committee shall:
- a) Ensure a cash and investment management policy and that sound fiscal and investment practices are in place and utilized by Legacy Fund.
 - b) Ensure that risk management policies and practices are in place to indemnify the Board as well as protect all Legacy Fund assets.
 - c) Report meaningful actionable information to the Board every calendar quarter.

5.5 **Nominations Committee:** The Nominations Committee shall be chaired by the secretary of the Board or as assigned by the Chair and be composed of at least three (3) members. Other members should reflect a fair representation of individuals across SHS classes. The committee shall include at least one person with previous service on the Nominations Committee (when feasible).

The Nominations Committee will nominate one or more candidates for trustee positions and will send the slate nominations to the SLF Board of Trustees for selection.

- a. The number of candidates nominated will be at least one more than the number of seats to be filled and may be up to two more than the number of seats to be filled.
- b. In carrying out its work, the Nominations Committee shall:
 1. identify potential candidates through soliciting names of interested and willing individuals from across the class years of Alumni from existing SHS databases; through its own research; and through consultation with the Principal or Vice Principal of SHS.
 2. conduct such background and/or reference checks and interviews as it deems necessary and appropriate; and
 3. secure each candidate's approval to be nominated as an SLF Trustee.
- c. The Nominations Committee shall strive to achieve diversity.

5.6 **Other Committees.** Other ad hoc committees of the Board may be organized when deemed necessary for business purposes and shall be created by motion and approval by the Trustees.

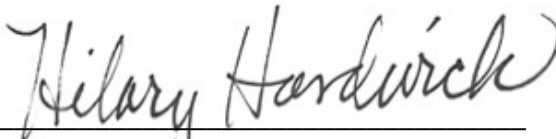
ARTICLE 6: OTHER PROVISIONS

- 8.1 Account Books, Minutes, Etc.** Legacy Fund shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and Committees. All books and records of Legacy Fund may be inspected or copied by any Trustee or such Trustee's authorized agent or attorney, for any proper purpose consistent with Legacy Fund policies at any reasonable time provided, however, that the Trustee must give the Chair a written request, at least five (5) business days before the date on which the Trustee wishes to inspect or copy the records.
- 8.2 Fiscal Year.** The fiscal year for Legacy Fund will be January 1 to December 31.
- 8.3 Contract Services.** The Board may determine from time to time to retain contract services for the purpose of conducting Legacy Fund business including, but not limited to, web development, administrative assistance, legal, executive leadership, etc.
- 8.4 Fund Contributions.** The Legacy Fund may accept any contribution, grant, bequest, or device consistent with its general charitable and tax-exempt purposes, as set forth in the articles of incorporation. All donations will be accompanied by a Gift Agreement form designating the donor's intent for the donation whether for a specific designated fund or as a general contribution. The Gift Agreement will specify the terms of the gift including dedication to special funds, purposes or uses. The Legacy Fund shall reserve all rights, title and interest in and control of such contributions, consistent with the terms of the gift agreement. Where a variation from the gift agreement is appropriate, such variation shall receive the approval of the donor(s).
- 8.5 Statements of Responsibility.** A Trustee shall perform all duties of a Trustee in good faith, in a manner such Trustee believes to be in the best interests of the Legacy Fund 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. All Board Trustees will be required to complete a set of documents attesting to their understanding and agreement to comply with Legacy Fund policies including:
- a) Confidentiality of Information
 - b) Conflict of Interest

- c) Code of Ethics
- d) Lobbying Regulations

- 8.6 Trustees and Officers Liability Insurance.** The Executive Committee shall ensure the acquisition of adequate Trustees and Officers liability insurance coverage as part of their Board support duties. The Executive Committee shall review the insurance policy annually.
- 8.7 Limitation on Liability.** No Trustee or officer of Legacy Fund shall be personally liable to Legacy Fund for civil claims arising from acts or omissions made in the performance of such person's duties as a Trustee or Officer unless the acts or omissions are the result of such person's intentional misconduct. Legacy Fund 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 Legacy Fund 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.
- 8.8 Amendments.** The Board of Legacy Fund may, by an affirmative vote of three fourths (3/4) of the Trustees, amend these Bylaws at any Annual or Special Meetings of the Board, subject to the limitations herein. Amendments may be proposed by any Legacy Fund standing committee member or Trustee by electronic written request to the Legacy Fund Executive Committee. The Board will consider the request at its next regularly scheduled meeting. Approved amendments will be updated in the records and documents of Legacy Fund.

The foregoing Bylaws were adopted by resolution of the Board at the meeting of the Board held on the 16th day of January 2024.



ATTEST: Hilary Hardwick
Chair, Legacy Fund Board of Trustees

