



BOARD RULES OF ORDER & PROCEDURE

Pursuant to Utah Code § 53G-5-413, Syracuse Arts Academy (the “School”) hereby adopts the following rules of order and procedure to maintain order and govern conduct at the meetings of the School’s board of directors (the “Board”).

- (1) **Public Meetings.** Board meetings will be convened, and Board business will be conducted in accordance with the applicable provisions of the Utah Open and Public Meetings Act.
- (2) **Board Size & Quorum Requirement.** The Board consists of no fewer than (5) and no more than seven (7) members. A quorum of Board members must be present at any meeting to take official Board action. A quorum consists of a majority of the current Board members.
- (3) **Meeting Agenda.** An agenda for each Board meeting will provide notice of the business to be conducted and topics to be considered by the Board.
- (4) **Presenting Business.** As a general rule of order, a member of the Board should present an item of business by motion prior to voting. If the motion is seconded by another member of the board, the motion should then be considered and voted upon by the Board members present at the meeting.
- (5) **Board Action & Voting.** The minimum number of “yes” votes required to pass any resolution or to take any action, unless otherwise prescribed by law or the School’s Bylaws, is a majority of the voting members of the Board present at the meeting.
- (6) **Public Comment.** The Board encourages public engagement and frequently schedules time to hear from members of the public. Public comment time is placed on the agenda at the Board’s discretion.

The following rules apply to public comment at Board meetings:

- a) Members of the public wishing to speak to the Board must include their name and the agenda item or topic they wish to address on the “Public Comment Sign Up Form” that is available prior to the meeting.
- b) Speakers will be given up to three (3) minutes to address the Board. Speakers representing large groups may request up to six (6) minutes to address the Board.
- c) The Board will not take public comment on personnel issues or statements regarding the character, professional competence, and the physical or mental health of an individual during a Board meeting.

- d) The Board is unable to deliberate or take action on items raised during the public comment period that are not on the meeting agenda.
- e) Persons who disrupt Board meetings will be removed from the meeting.
- f) The Board chair, at his/her discretion, reserves the right to end public comment at any time.

(7) Board Member Code of Conduct

- a) Members of the Board will conduct themselves in a civil and respectful manner during Board meetings and when acting in their official capacity as a member of the Board.
- b) Members of the Board will abide by state and federal laws and School policies and refrain from personal or professional conduct that would bring censure, ridicule, damage, or reproach upon the Board or the School.
- c) The Board only exercises its authority by taking official action through voting in a public Board meeting. Members of the Board have no individual authority to act on behalf of the Board unless expressly authorized by the Board. Individual members of the Board should not speak on behalf of the Board without prior Board approval.
- d) Members of the Board will maintain the confidentiality of information obtained in closed session or other confidential information otherwise obtained in their official capacity as a member of the Board.

(8) Governing Law. If any provision contained in these Board Rules of Order & Procedure conflict with law or the Board's Bylaws, the applicable law or the Board's Bylaws will govern.