

**BYLAWS
OF
SAINT SOPHIA HELLENIC ORTHODOX SCHOOL**

**ARTICLE I
NAME AND OFFICES**

Section 1.01. Name.

The name of the Corporation shall be Saint Sophia Hellenic Orthodox School (“Corporation” and “Saint Sophia School”). The name of the Corporation may be changed upon unanimous vote of the Board of Trustees.

Section 1.02. Principal Office.

The principal office of Saint Sophia School shall be located at 5341 South Highland Drive, Salt Lake City, Utah 84117. The principal office of Saint Sophia School may be changed by a three fourths (3/4) vote of the voting members of the Board of Trustees.

Section 1.03. Other Offices.

Branch or subordinate offices may be opened at any time by a majority vote of the Board of Trustees at any place Saint Sophia School is qualified to be in business.

**ARTICLE 2
PURPOSE**

This Corporation is organized exclusively for charitable, educational, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 3
BOARD OF TRUSTEES**

Section 3.01. Powers.

The affairs of the Corporation shall be managed by its Board of Trustees ("Board" or Trustees").

Section 3.02. Number and Qualifications.

The number of Trustees shall be no fewer than 7 and no more than 15. No fewer than two (2) Trustees shall be parents of students then enrolled in Saint Sophia School. The Board shall include three (3) nonvoting members consisting of: (a) the Principal of Saint Sophia School; (b) a priest of the Greek Orthodox Church of Greater Salt Lake appointed by the priests of the same community; and (c) a member of the Parish Council of the Greek Orthodox Church of Greater Salt Lake. Such Parish Council member shall not be an executive officer of the Board of Trustees of Saint Sophia School .

At least one (1) Trustee shall be a credentialed, experienced, classroom teacher.

At least four Trustees shall have Greek ancestry and be a member of a Greek Orthodox Church.

Section 3.03. Tenure.

All Trustees shall hold their respective offices for a two (2) year term. At the annual meeting, one half of the Trustees shall be elected from among all nominees for a two (2) year term, thus providing for the staggering of the terms of office. Any Trustee shall be eligible for re-election for another two year term. The term of all new Trustees shall begin one (1) month after their election or appointment, unless the Board decides otherwise.

Thereupon Trustees shall immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

A Trustee may not serve more than three (3) two year terms consecutively.

No Trustee who has served three consecutive two year terms shall be eligible for re-election or appointment as Trustee until after the expiration of two (2) years from the termination of his/her last term.

Section 3.04. Obligations.

The Board shall serve the interests and objectives of the Corporation, and shall supervise, control, and direct the affairs of the Corporation. It may adopt rules and regulations for the conduct of its business and appoint an executive director/principal and other such agents as it considers necessary.

ARTICLE 4

OFFICERS: EXECUTIVE COMMITTEE

Section 4.01. Officers.

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. These officers shall collectively be known as the "Executive Committee". The School Principal shall be a non-voting member of the Executive Committee. The Board may elect or appoint such other officers, including but not limited to one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable. Such officers shall have the authority and perform the duties prescribed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. At least fifty percent of the Executive Committee will be comprised of individuals who are not parents of Saint Sophia School students.

Section 4.02. Election and Tenure.

The officers shall be elected by the Board. The tenure for all officers shall be the same as those for the regular Trustees (two years) or until their successors are elected and as further described in Article 3, Section 3.03. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his successor has been duly elected and qualified. The term of all new officers shall begin one (1) month after their election or appointment, unless the Board decides otherwise.

Section 4.03. Nominating Committee.

The Nominating Committee shall be responsible for submitting nominations for the various offices for which elections are to be held at the annual meeting. The Nominating Committee shall be comprised of existing Trustees elected by the Board. There shall be at least three members on the Nominating Committee. The President shall not appoint the Nominating Committee nor shall be a member of it. Members of the Nominating Committee may become nominees themselves for office.

The Nominating Committee shall contact each person whom it wishes to nominate to obtain his or her acceptance of nomination. The Nominating Committee shall make a report of the nominees to the Board. The report shall be made known to the Board prior to the annual meeting in which the elections will take place. The report shall also be presented at the annual meeting itself. The Nominating Committee shall also be able to nominate an individual(s) at any time throughout the year. The Nominating Committee and the Board shall not be restricted to nominating and electing individuals to office only at the annual meeting.

Section 4.04. Removal.

Any officer or Trustee elected or appointed by the Board may be voted out of office by a two-thirds (2/3) majority of the total number of Trustees whenever in its judgment the best interests of the Corporation would be served thereby. Any officer or Trustee may resign at any time by giving written notice to the Board. Any such resignation shall take effect as of the receipt of such notice or at a later time specified therein. The acceptance of such resignation shall not be necessary for it to be effective.

Section 4.05. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 4.06. Powers and Duties.

The Executive Committee shall have general supervision of the affairs of the Corporation, fix the hour and place of meetings, make recommendations to the Corporation, and perform such other duties as are specified in these Bylaws. The Executive Committee shall have powers and duties as may be specified in resolutions or other directives of the Board. In the absence of such specifications, each officer shall have the power and authority to perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

Section 4.07. Meetings.

The Executive Committee shall have the authority to hold its own regular and special meetings when necessary. It shall have the right to decide the time and place of the meetings. The President may call Special meetings of the Executive Committee with at least twenty-four (24) hour notice to the individual officers of the Executive Committee.

Section 4.08. President.

The President shall preside at all meetings of the Trustees. The President shall have the power to call special meetings of the Board for any purpose and pursuant to Article 3. Upon direction and vote of the Board the President may make and sign contracts and agreements in the name and on behalf of the Corporation. While the Trustees and/or committees are not in session the Executive Committee shall have general management control of the business and affairs of the Corporation. The President shall be ex-officio a member of all committees (except the Nominating Committee). If the President can no longer perform his or her duties then the remainder of the term shall be filled by the Vice President.

Section 4.09. Vice President.

The Vice President shall have such powers and perform such duties as shall be assigned to him or her by the President and /or Board .

Section 4.10. Secretary.

The Secretary shall cause to be given written notice of all meetings of the Board, and all other notices required by law or by these bylaws, and in case of his absence or refusal or neglect so to do, any such notice may be given by any person so directed by the President or any of the Trustees. The Secretary shall record proceedings of the meetings of the Board in a Minute Book (known as the 'minutes') to be kept for that purpose and shall perform all other duties incident to the office of the Secretary. The Secretary shall perform such other duties as may be assigned by the President or the Board of Trustees. The Secretary may have one or more assistant secretaries, elected by the Board to assist in these duties.

Section 4.11. Treasurer.

The Treasurer shall have the custody of all funds, securities, evidence of indebtedness, and other valuables of the Corporation. The Treasurer shall cause to be entered in the books of the Corporation full and accurate accounts of all moneys received and paid out on account of the Corporation. Whenever required by the President or the Board the Treasurer shall render a statement of accounts. The Treasurer shall cause to be kept such other books as will show a true record of the expenses, losses, gains, assets, and liabilities of the Corporation. The Treasurer shall make a report of the financial condition of the Corporation at each meeting

of the Board or any other time when called upon to do so by the President. The Treasurer shall be prepared at all times to display to the Board of Trustees for verification, inspection, or audit all funds, books, records, and vouchers in his or her hand.

ARTICLE 5 MEETINGS

Section 1. Regular Meetings.

A regular meeting of the Board shall be held no less than one (1) time per quarter. The Board shall attempt to meet once per month. At each such regular meeting the Board shall designate the date, time, and location for the following regular meeting of the Board. Notice and agenda shall be given to each Trustee not less than seven (7) days before the meeting is held. Special meetings may be called by the President (see Article 4) or at the request of a majority of the Trustees.

All Trustees must attend at least seventy-five percent of the Board's regular meetings for the fiscal year. Failure to do so shall lead to the removal of the officer(s) as set forth in Section 4.04 of these Bylaws.

Section 2. Annual Meetings.

There shall be a regular meeting in the Spring and it shall be known as the annual meeting. The annual meeting shall be for the purpose of electing Trustees and the Executive Committee, receiving reports of officers and committees, and for any other business that may arise. This meeting shall take place once per year, preferably in May, but at any time the Board decides.

Section 3. Special Meetings: Special meetings of the Board may be called by the President, or by the Executive Committee. Written or verbal notice of the date, time, location and purpose of the special meeting shall be given at least twenty-four (24) hours prior to the meeting.

Section 4. Quorum.

All actions by the Board require the presence a quorum of the Trustees. A quorum is the number of voting members who must be present to legally transact business. This means that, except as set forth in Section 6 below, the Board cannot vote on a matter unless a quorum is present at a meeting. A majority of the Board shall constitute a quorum.

Section 5. Voting.

Unless otherwise specifically set forth herein, all voting shall be by simple majority of the votes cast.

Section 6. Trustee Action Prior to Scheduled Meeting.

If the President or the Executive Committee believes that the Board must take immediate action on a matter prior to the next scheduled meeting, the President or his or her chosen agent or representative shall notify each and every Trustee via telephone, facsimile or electronic mail on the matter requiring a vote. Each Trustee may then, by telephone, facsimile or electronic mail, vote on the matter. Each Trustee shall have 48 hours after being contacted to vote on the matter. The matter must pass by a simple majority of all the Trustees. If the matter passes by simple majority of all the Trustees the action may be taken without a meeting.

This section shall not be used for matters requiring more than a simple majority vote and shall only be used for urgent but routine matters. If action on such a basis is necessary in an emergency, it must be ratified at the next regular Board meeting to become an official act of the Board.

ARTICLE 6 PRINCIPAL/EXECUTIVE DIRECTOR

The Principal of Saint Sophia School shall be in charge of the central office of the Corporation and shall act under the direction of the Board and the Executive Committee. The Principal is responsible for seeing that the Board's instructions are carried out. The Principal shall recommend plans of work and shall conduct the day-to-

day business of the Corporation. The Board shall determine the salary of the Principal and shall be responsible for the hiring and/or termination of the Principal's employment. The Principal shall hire and fire other employees with the approval of the Board.

ARTICLE 7 COMMITTEES

Section 7.01. Committees of Trustees.

The Board by resolution adopted by a majority of the Trustees may designate one or more committees. Such committees shall consist of one or more Trustees and to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the Corporation. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board collectively or individually of any responsibility imposed on it by law. The committees may also include individuals who are not Trustees.

- A.) Finance Committee: A Finance Committee composed of the Treasurer and at least three (3) other Trustees shall be appointed by the President promptly after each annual meeting. The Finance Committee in conjunction with the remainder of the Board shall prepare a budget for the fiscal year. The Finance Committee will oversee the responsibilities of preparing the budget. The Finance Committee may from time to time submit amendments to the budget for the current fiscal year which may be adopted by a majority vote.
- B.) Endowment/Investment Committee: The Endowment Fund and Investment Committee ("EFIC") shall be appointed by the President and be composed of at least four (4) Trustees. The EFIC members shall consist of a fundraising chairperson, other Trustees and an investment consultant and an investment manager. The investment manager and investment consultant shall be approved by a majority of the Board and shall not have any voting rights on the EFIC.

The EFIC shall establish long-term policy target allocations and ranges for equity and fixed income funds as well as long term target allocations and ranges for the primary asset classes within the equity fund. The EFIC shall manage an Endowment Fund. The EFIC shall have any transfer of funds from the Endowment Fund into any accounts of the Corporation be approved by the Board by a majority vote. The EFIC shall present to the Board a quarterly report on the progress of the Endowment Fund.

Section 7.02. Other Committees.

Such other committees shall be appointed by the President or the Board as they deem necessary to carry on the work of the Corporation. Any member of such committee may be removed by the person(s) authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

ARTICLE 8 CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 8.01. Contracts.

The Board may authorize any officer, representative, or agent(s) of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 8.02. Checks, Drafts, or Orders.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed only by the officers of the Executive Committee and any changes shall from time to time be determined by resolution of the Board. Such instruments shall be signed by no fewer than two (2) members of the Executive Committee as defined in Section 4.06 above.

Section 8.03. Deposits.

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 8.04. Gifts.

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

ARTICLE 9

PARLIAMENTARY AUTHORITY

Rules of Order.

The ethical and moral principles of the Greek Orthodox Church shall govern the conduct of the Board. The rules contained in the latest edition of ROBERT'S RULES OF ORDER shall govern the conduct of meetings of the Board in cases where applicable and where consistent with these Bylaws, The Board's conduct of meetings shall also be governed by any special rules of order that the Board may adopt, and in accordance with the requirements of the Utah Non Profit Corporation and Cooperative Act.

ARTICLE 10

BOOKS AND RECORDS

Books and Records.

Saint Sophia shall keep correct and complete books and records of accounts and shall also keep an annual report and minutes of the proceedings of the Board. The minutes and annual report shall be made available for review to those who so choose to view them. The Board shall approve an annual audit or review of such books and records by an independent Certified Public Accountant.

ARTICLE 11

FISCAL YEAR

The fiscal year of Saint Sophia School shall be the twelve (12) month period ending on the last day of June, and beginning on the first day of July.

ARTICLE 12

NOTICE

Section 12.01. Method.

Unless otherwise specifically set forth herein notice shall be given verbally or written, by any of the following methods: in person, or by: hand, U.S. Mail, electronic mail, telephone, telephone text, or by facsimile.

Section 12.02. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Law, or the Articles of Incorporation or these bylaws, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 13

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted with a two-thirds (2/3) majority vote of the total number of Trustees present at any regular meeting or special meeting. A minimum of thirty (30) days notice of the proposed change must be given to each member of the Board prior to such regular or special meeting.

ARTICLE 14 FINANCES

Section 14.01. Budget.

The Board shall prepare a budget annually and shall operate the affairs of the Corporation in accordance therewith.

Section 14.02. Disbursements.

No obligation or expense shall be incurred and no money shall be appropriated or paid in excess of funds available unless approved by a three-fourths (3/4) majority of the Board at any regular or special meeting.

Section 14.03. Financial Records.

The Treasurer shall make a report of the financial condition of the Corporation at each meeting of the Board or any other time when called upon to do so by the President of the Board, and as more thoroughly described in Article 4 Section 4.11.

ARTICLE 15 INDEMNIFICATION

Section 15.01. Indemnification.

Each trustee and officer, whether than in office, shall he indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon such person in connection with or resulting from any action, suit, or proceeding to which such person may be made a party by reason of his being or having been a trustee or officer of the Corporation. Except in relation to those individual matters as to which a recovery shall be had against that person by reason of his or her having been finally adjudged in such action, suit, or proceeding, to have been derelict in the performance of his or her duties as such trustee or officer.

Section 15.02. Insurance Against Liability.

Saint Sophia shall purchase and maintain liability insurance on behalf of a person who is or was a principal, Trustee, officer, employee, fiduciary, or agent of the Corporation against liability asserted against him or her in that capacity or arising from his or her status as a principal, Trustee, officer, employee, fiduciary, or agent.

BYLAWS
OF
SAINT SOPHIA HELLENIC ORTHODOX SCHOOL

I hereby certify that the above and foregoing Bylaws are a true and correct copy of the Bylaws of Saint Sophia Hellenic Orthodox School, as amended on the 27th day of October, 2008.

President

Vice President

Secretary

Treasurer