

Windsor 
CHARTER ACADEMY
GROWING LIFE-LONG LEARNERS
BYLAWS OF WINDSOR CHARTER ACADEMY

BOARD RESOLUTION APPROVING REVISION AND AMENDMENTS OF BYLAWS

WHEREAS, the Bylaws of the Windsor Charter Academy were certified and duly revised and adopted by the action of the Windsor Charter Academy Executive Board on or about September 27, 2012 (the "Bylaws"), and

WHEREAS, it is deemed desirable and in the best interest of the Windsor Charter Academy that the following actions be taken by the Executive Board of the Windsor Charter Academy pursuant to this resolution,

NOW THEREFORE, BE IT RESOLVED that, pursuant to applicable laws, the undersigned, hereby consent to approve and adopt the following:

REVISION OF BYLAWS

RESOLVED FURTHER, that the Bylaws of the Windsor Charter Academy and any revisions thereto approved before now are hereby revised, amended and replaced in their entirety and shall be superseded by the following:

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL PLACE OF BUSINESS

The principal office of Windsor Charter Academy (herein referred to as "the Academy") is located at: 680 Academy Court, Windsor, Colorado 80550.

SECTION 2. CHANGE OF ADDRESS

The designation of the Academy's principal office may be changed by resolution. The Executive Board may change the principal office from one location to another by posting the changed address and effective date at the 680 Academy Court, Windsor, Colorado 80550, or any subsequent fixed address. Such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

SECTION 3. OTHER OFFICES

The Academy may also have offices or facilities at such other places, within the State of Colorado, as its business and activities may require, and as the Executive Board may designate.

ARTICLE 2 NONPROFIT PURPOSES

SECTION 1. IRS SECTION 501(c)(3) PURPOSES

The Academy is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Academy's purpose is to provide a K-12 education to its enrolled students.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of the Academy shall be:

- A. To maintain a regularly enrolled student body with an established curriculum and a full-time faculty.
- B. To offer an innovative educational program of academic excellence.
- C. To promote parental involvement in the Academy.
- D. To have the normal functions, operations, programs, and pursuits incidental to a fully recognized and operational nonprofit center of learning and education.

ARTICLE 3 EXECUTIVE BOARD

SECTION 1. NUMBER

The Academy Executive Board shall consist of at least five (5) Board members and no more than seven (7) Board members and collectively they shall be known as the Executive Board (for the purposes of this document they shall be referred to as "the Board").

The Board shall consist of at least five (5) Academy members from the Academy Membership. (See Article 13, Academy Membership Provisions) and up to two (2) community-at-large members; who are neither an Academy member.

SECTION 2. QUALIFICATIONS

No employee's spouse, child, sibling, and/or parent/guardian will be eligible to serve on the Board. No current employee will be eligible to serve on the Board. No former employee or the spouse, child, sibling, and/or parent/guardian of a former employee, nor an employee of another entity who is assigned to the Academy as a function of their employment or their spouse, child, sibling, and/or parent/guardian shall serve on the Board for a minimum of twenty-four (24) months from the last date of employment with, or assignment to the Academy.

Only one (1) Academy member per family may serve on the Board at any one time.

Board members shall be of the age of majority in this state.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation, these Bylaws and the Academy Charter relating to action required or permitted to be taken or approved by the members of the Academy, the activities and affairs of the Academy shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

SECTION 4. DUTIES

The Board shall govern for the purpose of implementing the philosophy, vision, mission, goals and objectives for the Academy as a charter school, as described in the Charter Contract. The Board's responsibilities shall include but are not limited to:

- A. Establishing Academy policy, staff requirements and long-range planning.
- B. Making necessary organizational appointments, including the final approval of all staff hiring and termination, with input from the Academy Executive Director.
- C. Adopting and overseeing the Windsor Charter Academy's budget and finances.
- D. Reviewing and approving contracts for goods and services over the set limit for the Executive Director.
- E. Preparing or causing to be prepared all documents and reports required to meet Federal, State and local requirements.
- F. Negotiating with the Windsor School District or any other outside party for future needs.
- G. Acting as liaison between the Academy and the community-at-large.
- H. Performing any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- I. Supervising or causing to be supervised, all officers, agents and employees of the Academy to assure that their duties are performed properly.
- J. Meeting at such times and places as required by these Bylaws.
- K. Registering their addresses with the Secretary of the Board for notices of meetings communicated to them at such addresses which shall be valid notice thereof.

SECTION 5. TERM OF OFFICE

Each Board member, except for instances detailed within these Bylaws, shall hold office until the end of July of the year their term ends.

- A. In the event there is a vacancy on the Board between election periods, the existing Board members may appoint individuals to fulfill the duties for the remaining term of office created by the vacancy.
- B. Each Board term is for a period of three (3) years.

SECTION 6. COMPENSATION

Board members shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7. PLACE OF MEETING

Board meetings shall be held at the Academy unless otherwise provided by the Board or at such other places as may be designated by posted agenda as required by Colorado Revised Statutes.

SECTION 8. MEETINGS

Regular meetings of the Board shall be held monthly at the time designated on the posted agenda.

SECTION 9. SPECIAL SESSION MEETINGS

Special Sessions of the Board may be called by the President of the Board, the Secretary of the Board, by any two (2) Board members, or, if different, by the persons specifically authorized under the laws of this state to call a Special Session of the Board. Such meetings shall be held at the Academy or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, provisions of law, or the Academy Charter, the following provisions shall govern the giving of notice for meetings of the Board:

- A. All meetings of the Board will be noticed to the public, at a minimum, in accordance with Colorado Revised Statute (CRS) 24-6-402.
- B. All Board members shall be notified of all meetings of the Board.
- C. Acceptable forms of communication between Board members include, but are not limited to, oral, written, first class mail, e-mail, text, facsimiles, and telephone, social media, and video-conferencing platforms. All communications are considered non-confidential, except when provided by law.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the members of the Board. Except as otherwise provided under the Articles of Incorporation, these Bylaws, the Academy Charter, or provisions of law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the President of the Board shall entertain at such meeting is a motion to adjourn. Minutes shall be taken at such meetings.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Board members present at a meeting duly held at which a quorum is present, is an act of the entire Board, unless the Articles of Incorporation, these Bylaws, the Academy Charter, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board. Each Board member shall have one (1) vote except when a tie vote results, in which case the President of the Board's vote shall be counted twice.

SECTION 13. ATTENDANCE

Attendance at Board meetings is mandatory. If a member must miss a meeting due to extenuating circumstances, he/she must give the President or Secretary of the Board advanced notice, if possible. Failure to follow this procedure may be grounds for removal from the Board. Missing three (3) meetings in six (6) consecutive months may result in removal from the Board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the President of the Board or, in his/her absence, the Vice President of the Board or, in the absence of each of these persons, by a person chosen by a majority of the Board members present at the meeting. The Secretary of the Board shall act as secretary of all meetings of the Board, provided that, in his/her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

The President of the Board shall govern meetings, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, the Academy Charter, or with provisions of law. The conduct of the meetings shall be in accordance with established parliamentary procedure. Except as otherwise specified by state law or by Board policies pertaining to its own operating procedures, the Board shall be governed by the rules prescribed in *Robert's Rules of Order, Newly Revised*. NOTE: Under Robert's Rules, these parliamentary rules of order may be suspended by a majority vote.

SECTION 15. CONFLICT OF INTEREST

Members of the Board hold a position of trust, created in the interest of the common good and for the benefit of the Academy. It is the intent of this Section to maintain public confidence and prevent the use of public office for private gain. Board members shall disclose any known or potential conflicts of interest to the President of the Board prior to the time set for voting on any such transaction and shall not vote on the matter or attempt to influence the decisions of other Board members in voting on the matter. The disclosures shall be included in the Minutes of the meeting in which Board action will occur relating to the matter disclosed. Failure by a Board member to bring notice of a potential conflict of interest to the attention of the Board in this manner may constitute just cause for removal of the member from the Board.

The following activities have the potential to create actual conflicts of interest, or raise the appearance of a conflict:

- A. Any term of paid consulting to the Academy.
- B. Decision-making role/responsibility in other organizations relevant to the Academy, its Board, its membership, etc.
- C. Position on publicly visible advisory bodies, even if no decision-making authority is involved.

Duty to Abstain

- A. No Board member shall vote on any matter in which he/she has a material and direct financial interest that will be affected by the outcome of the vote.
- B. In the event of such an abstention, the abstaining Board member shall state the reason for the abstention, which shall be noted in the minutes.

Request for Disclosures by Board Members and Officers

- A. When requested by the Board, each Board member and/or Officer shall promptly submit a statement to the Board setting forth all business and other affiliations, which relate in any way to the business and other affiliations of the Academy. This will be requested not less than once every year.

Procedures for Addressing a Conflict of Interest

- A. A Board member with a potential conflict of interest in a transaction or arrangement is not precluded from making a presentation to the Board or committee regarding the transaction or arrangement. However, before the Board or committee discusses and votes on the transaction or arrangement, the interested person must leave the meeting.
- B. Where a matter has been referred to the Board and they have concluded that a conflict of interest exists, the President of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction, contract, or arrangement.
- C. After exercising due diligence, the Board may determine whether the Academy can obtain a more advantageous transaction, contract, or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- D. If a more advantageous transaction, contract, or other arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board may determine by a majority vote of the disinterested Board member(s) whether the transaction, contract, or arrangement is in the Academy's best interest and for its own benefit and whether it is fair and reasonable to the Academy, and may make its decision as to whether to enter into the transaction, contract, or arrangement in conformity with such determination.

Rules About Gifts

Board members may accept gifts as a result of their involvement with the Academy in the following circumstances:

- A. The gift has no more than token value.
- B. It is the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together.
- C. The exchange is lawful and in accordance with the educational industry's ethical practice and/or standards.
- D. The gift could not be construed by an impartial observer as a bribe, pay off or improper and/or illegal payment.
- E. No member may use the Academy property to make a gift, charitable donation or political contribution to anyone on behalf of the Academy. Any gift must have the authorization/approval of the Board or Board designee.

SECTION 16. EXECUTIVE SESSION

All Regular and Special Session meetings of the Board shall be open to the Academy Membership and the public, except that at any Regular or Special Session, the Board may proceed into Executive Session upon the affirmation vote of the quorum present, and as provided by these Bylaws, the Academy Charter and the laws of this state.

The motion requesting the Executive Session shall state the statutory reason for the Executive Session along with the statutory citation and the nature of the matter to be discussed. A motion to enter into the Executive Session requires a 2/3 vote of the Board. However, the Board shall not make final policy decisions, nor shall any resolution, rule, regulation, or formal action or any final action approving a contract or calling for the payment of money be adopted or approved during an Executive Session.

Matters discussed during an Executive Session shall remain private and confidential among those attending the session and may not be disclosed, discussed or otherwise revealed outside the Executive Session. Disclosure of said discussion shall be just cause for a Board member to be removed from office.

The Secretary of the Board shall ensure that the Executive Session is audio-recorded (unless statutory exceptions apply) and the recording kept on file for ninety (90) days after which it shall be destroyed. Only those persons invited by the Board may be present during any Executive Session.

An Executive Session is closed to the public for the purpose of discussing business of a sensitive or confidential nature and may only be called for a purpose as provided by C.R.S. §24-6-402(4) and/or as otherwise permitted by the laws of this state.

SECTION 17. VACANCIES

Vacancies on the Board may exist due to the death, resignation or removal of any Board member. Any Board member may resign effective upon giving written notice to the President of the Board, the Secretary of the Board, or the Board, unless the notice specifies a later time for the effectiveness of such resignation.

No Board member may resign if the Academy would then be left without a duly elected Board member or Board members in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Removal by Action of the Board

Board members may be removed from office, with just cause as permitted by and in accordance with these Bylaws and the laws of this state. Any Board member being considered for removal shall have prior notice of the concerns of the Board and have an opportunity to address those concerns. A Board member considered for removal has the right of grievance through an outside mediator. The Board must acknowledge and consider the recommendations of the mediator before taking further action. However, the Board is not bound by said recommendations when taking action. If just cause is presented to the Board, any Board member may be voted off by a super majority of the entire Board.

Removal by Action of the Academy Membership

The Academy Membership has the right to remove any Board member by submitting a petition to the Board that states the nature of the grievance. This petition must contain the valid names and signatures of at least 51% of the Academy Membership. The petition process shall be initiated when the Board is presented with a petition stating the Board member's name, the reason for removal, the name(s) of the person(s) responsible for the petition. Once the Board has received the petition, those person(s) responsible for the petition shall have the following sixty (60) days in which to collect the required signatures. Upon expiration of the sixty (60) days the petition and the signatures of 51% of the Academy Membership shall be presented to the Secretary of the Board. If the petition is not properly presented to the Secretary of the Board the entire petition process must start over. The Board shall have no less than fifteen (15) business days prior to its next regularly scheduled Board meeting to verify the petition. No one Board member shall face a petition for removal more than once within any twelve (12) month period. So as to prevent interference with the learning environment, such petitions may not be solicited on school grounds from one (1) hour before until one (1) hour after normal school hours or any school sponsored functions. Once the Board receives a valid petition, the Board will be compelled to add the petition as an item on the agenda at the next regular Board meeting. If, after the petition is discussed at the Board meeting and is not withdrawn by petitioner, the Board shall appoint a new Board member pursuant to this section.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, the Academy Charter or provisions of law, vacancies left by a Board member shall be appointed by the Board to fulfill the remainder of the vacated position's term. Each Board member shall have an equal vote and shall be given seven (7) days advance notice of any meeting at which an appointment vote will be taken.

SECTION 18. NON-LIABILITY OF BOARD MEMBERS

The Board members shall not be personally liable for the debts, liabilities, or other obligations of the Academy.

SECTION 19. INDEMNIFICATION BY ACADEMY OF BOARD MEMBERS AND OFFICERS

- A. **Indemnification by the Academy.** The Academy shall indemnify any person who was or is an involuntary party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Academy) by reason of the fact that he/she is or was a Board member, officer, employee, fiduciary or agent of the Academy or is or was serving, at the request of the Academy as a Board member, officer, employee, fiduciary or agent of another Company, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by he/she in connection with such action, suit, or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in the best interests of the Academy and, with respect to any criminal action or proceeding had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in the best interest of the Academy and, with respect to any criminal action or proceeding, had reasonable cause to believe his/her conduct was unlawful.
- B. **No Indemnification Upon Negligence or Misconduct.** The Academy shall indemnify any person who was or is a party defendant or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Academy to procure a judgment in its favor by reason of the fact that he/she is or was a Board member, officer, employee, fiduciary or agent of another Company, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him/her in connection with the defense or settlement or such action or suit if he/she acted in good faith and a manner he/she reasonably believed to be in the best interest of the Academy; but no indemnification shall be made in respect to any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Academy unless and only to the extent that the court in which such action or suit was brought determines upon application that despite the adjudication such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.
- C. **Indemnification Upon Successful Defense.** To the extent that a Board member, employee, fiduciary or agent of the Academy has been successful on the merits in defense of any action, suit or proceeding referred to in Sections (a) or (b) above or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him/her in connection therewith.
- D. **Determination by the Board.** Any indemnification under this Bylaw (unless ordered by a court) shall be made by the Academy only as authorized in a specific case upon determination that indemnification of the director, officer, employee, fiduciary or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections (a) or (b) above. Such determination shall be made by the Board by a majority vote of a quorum consisting of Board member(s) who were not parties to such action, suit, or proceeding, or if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Board members so directs, by independent legal counsel in written opinion.

- E. Payment in Advance.** The Academy may pay for or reimburse the reasonable expenses incurred by a Board member, fiduciary, employee or agent who is a party to a proceeding in advance of final disposition of the proceeding if:
- a. The party seeking indemnification furnishes to the Academy a written affirmation demonstrating a good faith belief that the party has met the standard of conduct described in Sections (a) and (b) above;
 - b. The party seeking indemnification furnishes to the Academy a written undertaking, executed personally or on the party's behalf, to repay the advance if it is ultimately determined that the party did not meet the standard of conduct; and
 - c. Determination is made that the facts then known to those making the determination would not preclude indemnification under these Bylaws.
- F. Inurement for the Benefit of Heirs.** That the indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any other Bylaw, agreement, vote of members or disinterested directors, or otherwise any procedure provided for by any of the foregoing, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Board member, officer, employee, fiduciary or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.
- G. Insurance.** The Academy shall purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee, fiduciary or agent of the Academy or who is or was serving at the request of the Academy as a Board member, officer, employee, fiduciary or agent of another Company, partnership, joint venture, trust, or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Academy would have the power to indemnify him/her against such liability under provisions of these Bylaws.

SECTION 20. INSURANCE FOR AGENTS

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Academy (including a Board member, employee or other agent of the Academy) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Academy would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, the Academy Charter, or provisions of law, and in accordance with budgetary constraints.

SECTION 21. EXTENDED ABSENCE OF BOARD MEMBER

A replacement Board member may be appointed by a majority vote of the Board, for the duration of the absence, should any Board member require an absence of more than three months.

ARTICLE 4 ELECTIONS

SECTION 1. REGULAR AND SPECIAL ELECTIONS

A regular election shall be held annually in the spring semester with thirty (30) days written public notice. The regular election may be held for the purpose of electing Academy members and community-at-large individuals to the Board.

The Board may hold a special election by resolution with at least thirty (30) days written public notice in advance of such special election. The resolution shall set forth the purpose of such election.

Any Academy member with at least one (1) child enrolled and attending shall be eligible to vote in any regular or special election.

Electronic voting will ensure access to voting by all members of the Academy, which is a primary consideration of the Board. The details of all voting such procedures will be set forth in the written public notice.

SECTION 2. ELECTION COMMITTEE

Votes shall be tallied by the Election Committee in accordance with established policies. The Election Committee shall consist of members, preferably 3 or greater, appointed by the Board. The Election Committee shall also have the power to answer all questions relating to the conduct of the Academy elections.

SECTION 3. CANDIDATES FOR OFFICE

Any Academy member or community-at-large individual who desires to be considered for election as a member of the Board shall complete a WCA Board application, indicating such desire with the Election Committee no less than six (6) full weeks prior to the election.

A candidate for an Academy member seat on the Board must have attended a minimum of two (2) Board meetings in the year of their intended candidacy or volunteered for a minimum of thirty-five (35) hours within the twelve (12) months prior to their candidacy. Candidate requirements must be verified and approved by the Election Committee. Additionally, the committee reserves the right to disqualify a candidate based on the results of a criminal background check.

SECTION 4. REQUIREMENTS OF NEWLY ELECTED AND APPOINTED BOARD MEMBERS

All newly elected Board members must complete the minimum training requirements within sixty (60) days of being elected and prior to service on the Board. Failure to complete the minimum training within the sixty (60) days may result in removal from the Board.

Minimum training requirements shall be established and reviewed annually by the Board and published no less than thirty (30) days prior to an election.

All newly appointed Board members must complete the minimum training requirements that are currently in effect at the time of appointment within sixty (60) days of being appointed by the Board. Failure to complete the minimum training within the sixty (60) days shall result in removal from the Board.

All newly elected Board members may participate in the discussions at the Board meetings following their election; however, they shall not count towards quorum and they cannot vote until they are seated.

ARTICLE 5 OFFICERS AND DUTIES

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Academy shall be a President, a Vice President, a Secretary and a Treasurer.

SECTION 2. QUALIFICATIONS

Any Board member may serve as an officer of the Academy.

SECTION 3. ELECTION AND TERM OF OFFICE

The Board shall elect officers by secret ballot annually at the first meeting of each new Board. Each officer shall hold office until he/she resigns, is removed, or is otherwise disqualified to serve, or until his/her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

The Board may remove any officer, with cause, at any time. Any officer may resign at any time with written notice to the Board or to the President or Secretary of the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Board member shall be filled as outlined in Article 3 section 17 of these Bylaws.

In the event of a vacancy in any office other than that of President of the Board, such vacancy may be filled temporarily by appointment by the President of the Board until such time as the Board shall fill the vacancy. Any vacancy appointment shall retain the Board seat vacated position's term is completed.

SECTION 6. DUTIES OF PRESIDENT

The President of the Board shall, subject to the control of the Board, supervise, or cause to be supervised, and control the business affairs of the Academy and the activities of the officers. He/She shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws or by the Academy Charter, or which may be prescribed from time to time by the Board. The President of the Board shall preside at all meetings of the Board and, at all meetings of the Academy Membership. Except as otherwise expressly provided by law, by the Articles of Incorporation, by these Bylaws or by the Academy Charter, he/she shall, in the name of the Academy, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board.

SECTION 7. DUTIES OF VICE PRESIDENT

The Vice President of the Board shall perform all the duties of the President of the Board, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President of the Board. The Vice President of the Board shall have other powers and perform such other duties as may be

prescribed by law, by the Articles of Incorporation, by these Bylaws or by the Academy Charter, or as may be prescribed by the Board.

SECTION 8. DUTIES OF SECRETARY

The Secretary of the Board shall certify and keep at the principal office of the Academy the original, or a copy, of these Bylaws as amended or otherwise altered to date.

The Secretary of the Board shall maintain at the principal office of the Academy, or at such other place as the Board may determine, a book of minutes of all meetings of the Board members, meetings of committees and Meetings of the Academy Members, recording therein the time and place of holding, whether Regular or Special, the names of those present or represented at the meeting, and the proceedings thereof. He/she shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Such records may be kept in digital format.

SECTION 9. DUTIES OF TREASURER

The Treasurer of the Board shall ensure the proper accounting of financial records and work with the Finance Director in ensuring that the Academy is aligned with state expectations for transparency, accuracy and accountability pursuant to Colorado law.

SECTION 10. COMPENSATION

Board members shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 11. EXTENDED ABSENCE OF BOARD OFFICER(S) MEMBER(S)

A replacement Board officer member may be appointed by a majority vote of the Board, should an elected Board member require an extended absence.

ARTICLE 6 COMMITTEES

SECTION 1. COMMITTEES

The Academy shall have committees designated by resolution of the Board. These committees may consist of persons who are Academy members, Academy staff and invited community-at-large individuals and may also be members of the Board. Board members shall have committee voting privileges and may act in an advisory capacity.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by the Board, which may also adopt rules and regulations pertaining to the conduct of meetings and committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Committees are advisory to the Board. Committees do not have decision-making authority and the Board may not delegate decision-making authority to a committee. Committees are charged with gathering and analyzing information, reaching consensus on recommendations, and then make

recommendations to the Board which then may enable the Board to make thoughtful and strategic decisions.

ARTICLE 7
RELATIONSHIP OF EXECUTIVE BOARD TO ACADEMY EMPLOYEES

SECTION 1. EXECUTIVE DIRECTOR

The Executive Director shall serve as the official representative of the Academy to the community and as the chief administrator of the Academy over all aspects of the operations of the Academy, as well as for such other services and duties as shall be assigned by the Board.

The Executive Director shall be appointed by the Board and may be removed by a vote of the majority of the Board, with or without cause, whenever in the judgment of the Board, the best interests of the Academy is served by such action. Any contract or agreement entered into by the Board with the Executive Director contrary to the provisions of this Article or any other provision of these Bylaws shall be deemed null and void.

The Board of Directors is solely responsible for evaluating the performance of the Executive Director at the minimum of once per year.

SECTION 2. HUMAN RESOURCES

All Human Resource matters shall be addressed by the Executive Director, including but not limited to, all matters pertaining to the areas of Employee Investigations, Employee Benefits, HR Related training staff, and other topics of interest as determined by the Executive Director.

All Human Resource matters pertaining directly to the Executive Director shall be brought to the attention of the President and Secretary of the Board.

ARTICLE 8
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Academy to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Academy by any contract or engagement, to pledge its credit, or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, no more than four (4) signatures will be on file with the bank. Two (2) signatures will be required per check written.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS TO THE ACADEMY

The Board may accept on behalf of the Academy any contribution, gift, bequest, or devise for the nonprofit purposes of the Academy.

ARTICLE 9 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Academy shall keep at its principal office:

- A. Minutes of all meetings of the Board, committees and of all Meetings of the Academy Members, indicating the time and place of holding such meetings, whether Regular or Special, and the names of those present and the proceedings thereof.
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- C. A copy of the Academy's Articles of Incorporation, Charter and Bylaws as amended to date, which shall be open to inspection at reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Academy. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. BOARD MEMBERS' INSPECTION RIGHTS

Every Board member shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Academy and shall have such other rights to inspect the books, records and properties of the Academy as may be required under the Articles of Incorporation, other provisions of these Bylaws, the Academy Charter and provisions of law.

SECTION 4. ACADEMY MEMBERS' INSPECTION RIGHTS

Each Academy member shall have the following inspection rights, for a purpose reasonable related to such person's interest as an Academy member:

- A. To inspect and copy, upon written demand on the Secretary of the Board, the record of all Academy members' names, addresses and voting rights, at reasonable times, which demand shall state the purpose for which the inspection rights are requested.

- B. To obtain from the Secretary of the Board, upon written demand on, and payment of a reasonable charge to, the Secretary of the Board, a list of the names, addresses and voting rights of those Academy members entitled to vote for the election of Board members as of the most recent record date for which the list has been compiled or as of the date specified by the Academy member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Academy Membership list shall be made within a reasonable time after the demand is received by the Secretary of the Board or after the date specified therein as of which the list is to be compiled.
- C. To inspect at any reasonable time the books, applicable records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Secretary of the Board by the member, for a purpose reasonably related to such person's interests as a member.
- D. Academy members shall have such other rights to inspect the books, records and properties of the Academy as may be required under the Articles of Incorporation, other provisions of these Bylaws, the Academy Charter, and provisions of law.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts. The Academy shall maintain the right to charge a reasonable copying cost.

SECTION 6. DISTRIBUTION OF RECORDS

Such distribution of any of the aforementioned records shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 7. ANNUAL REPORT

The Board shall cause an annual report required under law to be prepared and available to the members.

ARTICLE 10 IRS 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of the Academy shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and the Academy shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Academy shall not carry on any activities not permitted to be carried on (a) by an Academy exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by an Academy, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the Academy shall inure to the benefit of, or be distributed to, its Academy members, Board members or trustees, officers, or other private persons, except that the

Academy shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Academy.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of the Academy, any assets remaining after payment, or the provision for payment, of all debts and liabilities of the Academy, shall be distributed to the Windsor School District RE-4, or to another state or local governmental entity or instrumentality thereof.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which the Academy is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Academy 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Academy to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 11 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

The Board of the Academy may alter, amend, repeal or add new Bylaws, except as may otherwise be specified under provisions of law.

- A. Any Bylaw changes must be posted for a thirty (30) day period prior to any changes taking effect.
- B. The Academy Membership has the right to appeal the altered, amended, repealed, or new Bylaws. The appeal process shall be initiated when the Board is presented with a petition that states the nature of the grievance and the suggested remedy. Once the Board has received the petition, those person(s) responsible for the petition shall have the following sixty (60) days in which to collect the required signatures. Upon expiration of the sixty (60) days the petition and the signatures shall be presented to the Secretary of the Board. If the petition is not properly presented to the Secretary of the Board the entire petition process must start over. The Board shall have no less than fifteen (15) business days prior to its next regularly scheduled Board meeting to verify the petition. So as to prevent interference with the learning environment, such petitions may not be solicited on school grounds from one (1) hour before until one (1) hour after normal school hours or any school sponsored functions. Once the Board receives a valid petition, the Board will be compelled to add the petition as an item on the agenda at the next regular Board meeting. No petition may be filed for the same reason more than once within any twelve (12) month period of time.
- C. The submitted petition must contain the valid names and signatures of at least 51% of the Academy Membership.
- D. The submitted petition shall only require the Board to re-evaluate the protested provision(s) and shall not require the Board to take any further action whatsoever.
- E. Bylaw changes shall be approved by a majority vote of the entire Board.

**ARTICLE 12
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Academy, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of the Academy filed with an office of this state and used to establish the legal existence of the Academy.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ARTICLE 13
ACADEMY MEMBERSHIP PROVISIONS**

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The Academy shall have only one (1) class of Academy members. No Academy member shall hold more than one (1) membership in the Academy. All memberships shall have the same rights, privileges, restrictions and conditions. Membership rights include, but are not limited to, the right to:

- A. Vote for the election of members of the Board.
- B. Initiate and vote for removal of members of the Board.
- C. Appeal Bylaws.


SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in the Academy are as follows:

- A. Academy Membership is defined as those biological parents or legal guardians who have at least one (1) child enrolled and attending the Academy. This does not include parents or legal guardians who have children on waiting lists.
- B. Board members will be included in the Academy Membership whether they have children attending the Academy or not.

SECTION 3. TUITION, DUES AND FEES

The Academy is a public school and therefore shall not have tuition or dues associated with membership to the Academy or that would restrict any child from attending, as long as there is room available and the Academy can meet the educational needs of the child. In the event that an



educational program is not fully funded via state or federal funding, the Academy reserves the right, at the sole discretion of the Board, to charge tuition for said program.

The Academy shall have the authority to enact mandatory fees for materials, field trips, speakers, events, and supplies used for the express purpose of student education and the effective operation of the Academy.

SECTION 4. NUMBER OF MEMBERS

The number of Academy members is limited to a maximum of two (2) Academy members per family or child, whichever is least .

SECTION 5. NON-LIABILITY OF MEMBERS

A member of the Academy is not, as such, personally liable for the debts, liabilities, or obligations of the Academy.

SECTION 6. NON-TRANSFERABILITY OF ACADEMY MEMBERSHIPS

No member may transfer a membership. All rights of membership cease upon the member's death. In the event of a member's death, the Academy Membership will transfer to the child's or children's legal guardian.

SECTION 7. TERMINATION OF ACADEMY MEMBERSHIP

The membership of an Academy member shall terminate upon the occurrence of any of the following events:

- A. Upon written notice of such termination of enrollment of a child or children by a parent or legal guardian to the Academy, delivered to the Academy personally or by mail. Such membership to terminate upon the date of delivery or postmark date.
 - B. By failure of the child or children to attend the Academy during the first five (5) scheduled school days of the school year without written permission from the Executive Director.
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IN WITNESS WHEREOF, these Revisions to the original Bylaws and amendments to the Bylaws were read, reviewed and adopted on this 28th day of January 2020.



John Feyen, President



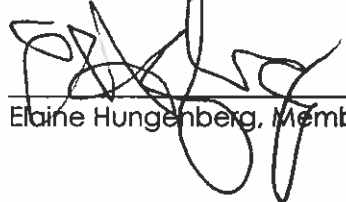
Sherry Bartmann, Vice President



Donna James, Treasurer



Kevin Albertsen, Secretary



Elaine Hungenberg, Member

Jenny Ojala, Member

Jim Zacheis, Member