

**AMENDED AND RESTATED BYLAWS OF  
LOTUS SCHOOL FOR EXCELLENCE, INC.**

## TABLE OF CONTENTS

	<b>Page:</b>
<b>ARTICLE I – <i>General</i></b> .....	1
<b>1.1 Name</b> .....	1
<b>1.2 Definitions</b> .....	1
<b>1.3 Purpose</b> .....	3
<b>1.4 Office</b> .....	3
<b>1.5 No Members &amp; No Stock; Role as Member</b> .....	3
<b>1.6 No Seal — Signatures Sufficient</b> .....	3
<b>1.7 Fiscal Year</b> .....	3
<b>1.8 General Powers</b> .....	3
<b>1.9 Mission</b> .....	3
<b>ARTICLE II – <i>Board of Directors</i></b> .....	4
<b>2.1 Board Powers &amp; Duties — Policy Responsibilities —     Day-to-Day Operations — Books &amp; Records</b> .....	4
<b>2.2 Directors — Number</b> .....	5
<b>2.3 Composition of the Board &amp; Selection of Directors</b> .....	6
<b>2.4 Election Policy &amp; Practice</b> .....	6
<b>2.5 Director Terms; Multiple Terms Permitted; No Interlocking     Boards</b> .....	7

	<b>Page:</b>
2.6 <b>Officers &amp; Assistants; Absence or Inability</b> .....	7
2.7 <b>Removal</b> .....	8
2.8 <b>Vacancies</b> .....	8
2.9 <b>Code of Conduct</b> .....	9
<b>ARTICLE III –Meetings &amp; Committees</b> .....	9
3.1 <b>Regular &amp; Special Meetings</b> .....	9
3.2 <b>Quorum &amp; Board Action</b> .....	9
3.2 <b>Parliamentary Procedure</b> .....	9
3.4 <b>Sunshine Act</b> .....	9
3.5 <b>Committees</b> .....	9
3.6 <b>Specific Committees</b> .....	10
3.7 <b>Related Organizations &amp; Charter School Organizations</b> .....	10
<b>ARTICLE IV – Financial Activities</b> .....	11
4.1 <b>Contracts &amp; Checks — Faith and Credit</b> .....	11
4.2 <b>Conflicting Interest Transactions</b> .....	11
4.3 <b>Director &amp; Officer Compensation</b> .....	11
4.4 <b>Loans Only to Schools</b> .....	11
4.5 <b>Deposits &amp; Investments</b> .....	12
4.6 <b>Financial Reports &amp; Audit</b> .....	12



	<b>Page:</b>
9.5 <b>Emergency Powers</b> .....	14
9.6 <b>Fundamental Changes</b> .....	15
<b>Certification</b> .....	17



**ARTICLE I**  
***General***

1.1 **Name.** The name of this Corporation is the Lotus School for Excellence, Inc.

1.2 **Definitions.** In these bylaws, the following terms shall have the meaning set forth below:

“Act” means the Colorado Charter Schools Act, COLO. REV. STAT. §§ 22-30.5-101 – 115, or the corresponding provisions in any successor statute.

“Board” means the Board of Directors of the Corporation.

“Charter School Organization” means any organization, whether through a corporation, co-op, intergovernmental agreement, or otherwise, consisting of or including charter schools in other than or in addition to Affiliated or Incorporated Schools, which exists for purpose of mutual benefit or protection of such schools.

“Chief Executive Officer” or “CEO” means the person employed by the Board as the single lead administrative officer, under whatever title the Board designates.

“Corporation” or “Lotus” means Lotus School for Excellence, Inc.

“Director” means an individual serving on the Board, and —

- “Appointed Director” means a director appointed by a third-party external to the Corporation, defined in these bylaws, as otherwise provided by C.R.S. §7-128-104(3) and 7-128-301(1)’
- “Elected Director” means a director elected by a voting constituency associated with the Schools and otherwise defined in these bylaws or by Board action.
- “Named Director” means a Director named in these bylaws.
- “Selected Director” means a Director selected by the Directors then serving on the Board.

“Educational Mission” is stated in section 1.9 and means both the ultimate mission of the Corporation and the immediate mission of any School, including any Incorporated School, managed through the Corporation.

“Fundamental Changes” means any dissolution of the Corporation; any act of the Corporation to sever relations with a School; any relinquishment of a charter contract; any change in the Educational Mission of the Corporation or any School; any action to remove, dilute or impair the power of a body to elect Elected Directors, once such election has been authorized; and, as to an Incorporated School, any act of incorporation, dissolution, amendment, restatement or modification of School articles or bylaws; affiliation or disaffiliation with a Charter School Organization; appeal of an authorizer decision to the State Board of Education; challenge to an authorizer’s exclusive chartering authority; litigation against an authorizer; decision to declare any form of insolvency; mass layoff of more than 15% of employees; lockout of employees; or proposed or attempted disaffiliation, however denominated, with the Corporation; and acts that would in any degree impair, limit, or modify powers of the Corporation as Sole Member;

“Member” or “Sole Member” means the Corporation acting in that capacity under the Colorado Nonprofit Corporation Act in relation to another corporation. Lower-case “member” is common usage and refers to a person participating in an body or group identified by context.

“Nonprofit Act” means the Colorado Revised Nonprofit Corporations Act, COLO. REV. STAT. §§ 7-121-101 – 7-137-301, or the corresponding provisions in any successor statute.

“School” means each separate school with an individual charter contract that adopts the Educational Mission, and is either directly governed by Lotus or is associated with Lotus as an Affiliated School or an Incorporated School. Schools shall be managed directly by Lotus until such time as the Board approves affiliation or incorporation. References to a “School” includes Affiliated and Incorporated Schools and may be construed as singular or plural.

- “Affiliated School” means a School that is not an Incorporated School and has entered into any form of agreement with Lotus for management,

certification, or implementation of all or part of its educational program.

- “Incorporated School” means a School directly authorized through or managed by Lotus that is organized by the Board as a separate corporation from Lotus, with Lotus as its Sole Member. A School may only incorporate separately following action of the Board to approve its articles of incorporation and bylaws, which shall identify Lotus as the Sole Member.

“Sunshine Act” means the Colorado Sunshine or Open Meetings Act, COLO. REV. STAT. §§ 24-6-402–404.

1.3 **Purpose.** The purpose of these bylaws is to make provision for the functioning of the Corporation in accordance with, and subject to, the Articles of Incorporation. To this end the Corporation will directly manage one or more Schools and may, as the number of Schools, authorizer relationships, or other factors dictate, elect to manage Incorporated Schools.

1.4 **Office.** The principal office of the Corporation shall be located in Arapahoe County, State of Colorado, or such other site as may be designated by the governing Board from time to time.

1.5 **No Members & No Stock; Role as Member.** The Corporation shall have no members and no stock. The Corporation may become, however, the sole Member of another nonprofit corporation, including an Incorporated School. In its capacity as Member, the Corporation shall exercise the powers of members provided by the Nonprofit Act and all further powers reserved herein or in the articles of incorporation and bylaws of an Incorporated School, to the full extent permitted by law.

1.6 **No Seal — Signatures Sufficient.** The Corporation will not use a seal. The signatures of duly authorized persons shall be legal and binding.

1.7 **Fiscal Year.** The fiscal year of the Corporation shall be July 1 to June 30.

1.8 **General Powers.** The Corporation shall have all the powers granted nonprofit corporations under the Nonprofit Act, and, when directly managing one or more Schools, all powers granted to charter schools under the Act, and all necessary or proper powers provided for Colorado laws now in effect or later enacted.

1.9 **Mission.** The mission of the Corporation is to directly manage a school or schools until such time as a school is separately incorporated, as otherwise provided herein, and to conduct such education or training of Charter Boards, staff and others as will be conducive to achievement of the Educational Mission, and to oversee, structure and guide, as otherwise stated in these bylaws, each School's implementation of the Educational Mission, namely, to —

- prepare students to understand and apply advanced knowledge and skills in Math, Science, and Technology and to work productively in a multi-cultural, global environment. In order to create this environment, the School will market to a diverse student population. The School is determined to contribute to the future success of such students, who are always under-represented in math, science and technology majors.

## **ARTICLE II** ***Board of Directors***

2.1 **Board Powers & Duties — Policy Responsibilities — Day-to-Day Operations — Books & Records.** The business, property and affairs of this Corporation shall be conducted and managed by the Board. The Board shall have full control and responsibility for the affairs and operation of the Corporation and may exercise any and all corporate powers, subject only to the requirements of the Articles of Incorporation and these Bylaws. Responsibility for day-to-day operations of the Corporation and for implementation of the policies established by the Board shall generally rest with contractors, employees, committees, or others identified by the Board. The Board may also exercise certain powers as Sole Member of an Incorporated School. Without limitation, the Board shall exercise its powers over its own affairs, and/or its powers as Sole Member, by —

- Directly, or by committee, monitoring and evaluating the Corporation's performance on educational and non-educational goals and objectives; and directly, through the HOS, or otherwise, implementing any necessary or appropriate changes in the Corporation's educational program.

- Establishing general policies for the Corporation;

- Consistently with the Sunshine Act, prescribing rules for public and private meetings of the Board and maintenance and disclosure of Board records, including minutes;
- Establishing by policy rules of eligibility, including those related to background checks, to serve on the Board;
- Approving the Corporate budget by June 1 of each fiscal year; modification of the budget an appropriate later time or times; approving any borrowing or transfers between funds; and reviewing revenues and expenditures against budget to assure fiscal oversight, integrity and compliance;
  - Negotiating, reviewing and approving the agreement with the Head of School and selecting and retaining any other advisers, employees or agents, as needed from time to time;
  - Conducting such evaluations, and making such recommendations or decisions, regarding the HOS and other employees or advisors as will fulfill its duty to assure that the Corporation fulfills the Educational Mission, and otherwise operates in a thorough, equitable, and efficient manner.
  - Inspecting, as needed, any and all books and records of the Corporation and any of the Schools. Such inspection may be requested by any Director, and may be carried out by all Directors at any regular meeting of the Board, or as otherwise stated in Board policy. Student records are the responsibility of each School and shall only be disclosed as permitted by law;
  - Authorizing, creating, dissolving, reorganizing, designating or revoking the designation of Corporate or School committees or subordinate bodies.
  - Approving and overseeing the training of boards of Incorporated Schools, School staff, School principals and others by the Corporation to assure the implementation, with consistency, integrity and high quality of the Educational Mission at each School; and
  - Taking any action necessary or proper to achieve the Educational Mission.

2.2 **Directors — Number.** The Board shall consist of not less than five (5) nor more than nine (9) Directors. Any action to increase or decrease the number of Directors to no more than nine (9) nor fewer than five (5), whether expressly or by implication, whether through election or selection of Directors, or decisions not to fill vacancies, may be taken as is otherwise consistent with these bylaws. The CEO is not a Director.

2.3 **Composition of the Board & Selection of Directors.** At all times, the majority of Board seats shall consist of Appointed, Named, or Selected Directors. Elected Directors, if used, shall at all times hold a minority of available Board seats, consistent with the categories and numbers stated below. Directors in each category shall be selected as follows.

- *Selected Parent Directors.* The Board shall at all times have at least one (1) parent of a current student enrolled in the school serving as a Director. If the Board is ever without a parent of a current student enrolled in the school, it shall immediately direct staff to make a call for applications from parents. The board shall review those applications and select a parent to serve as a Director of the Board within a reasonable time, not to exceed six (6) months of the occurrence causing the Board to be without a parent Director.
- *Selected or Named Directors.* No more than seven (7) and no fewer than (2) Directors shall be selected or named. Selections may include but are not limited to: accountants; persons with significant board experience; persons with relevant scientific or technical skills; persons with educational expertise; or other persons with relevant experience or skills. Selections shall be made a by majority vote of all Directors.
- *Appointed Directors.* The Board may enter into agreements with appropriate public or private bodies, for no more than two (2) Directors to be appointed by such bodies. Approval of such agreement shall require a majority vote of all Directors.

2.4 **Election Policy & Practice.** The Board will have the power to prescribe election procedures; carry out regular and any special elections; fix the form of ballots; rule on any election dispute; designate Directors, employees, committees or others to carry out tasks necessary for conducting an election; take remedial measures (such as, for good cause, adjusting dates otherwise established in these bylaws or in any Election Policy); establish rules to assure that campaigning does not interfere with the education of students or ordinary operation of a School; and take any other action necessary or proper to assure a fair and open election. The Board may delegate election matters to an Election Committee, but shall retain power to review any decision of such Committee alleged to violate these bylaws.

2.5 **Director Terms; Multiple Terms Permitted; No Interlocking Boards.** All Directors will be selected for a term of three years. Directors may be re-elected or re-selected. The timing of elections will be arranged, and may be modified, by the Board so that the terms of Directors are staggered. No person serving as a director of an Affiliated or Incorporated School may at the same time serve on the Board

2.6 **Officers & Assistants; Absence or Inability.** The Board shall select its officers from its own number which shall include: the President, the Vice-President, the Secretary and the Treasurer. Generally, election of officers shall take place annually at a meeting held in June, July or August. Duties of the Secretary and Treasurer may be delegated to assistants, provided that such officers shall reasonably assure that delegated duties are performed. In the absence or inability of any officer, the Board may delegate the powers and duties of such officer to any Director. The duties of the officers shall include, without limitation, the following:

- *President.* The President shall call and preside over Board meetings; may, except as otherwise provided in these bylaws or by law, be or designate another officer, Director or individual to serve on or chair any committee; and shall make provision for a printed agenda to be distributed to all interested persons at the beginning of each meeting.
- *Vice President.* The Vice President shall serve as President in the absence or inability of the President and may be delegated by the President any duties or powers of the President. Upon full assumption of the office of President, the office of Vice President shall be vacant.

- *Secretary.* The Secretary shall make provision for: a record to be kept of all meetings of the Board of Directors; all Directors to have a current copy of the charter, articles of incorporation, by laws, management agreement and tax exempt status of the Corporation; the maintenance and preservation of the history of this Corporation; communication to the constituencies of the Corporation on a regular basis; all notices required by these bylaws or by vote of the Board; report any communications received to the Board as a whole; and publication of such reports, articles or communications as the Board may direct from time to time.
- *Treasurer.* The Treasurer shall make provision for: the secure deposit of the funds of the Corporation; a full and accurate account of receipts and expenditures and the maintenance of such books of account and records as are necessary to demonstrate compliance with all provisions of any charter contract and bylaws; a financial statement to be submitted at every meeting of the Board and at other times when requested; and the accounts to be subject to an annual audit by an Certified Professional Accountant or other appropriately qualified individual. The Treasurer shall call meetings and oversee the activities of any Finance and Audit Committee.

2.7 **Removal.** A Director or officer may be removed, with or without cause, as follows

- *For cause.* Any Director or officer may be removed for cause by vote of majority vote of all other Directors then serving on the Board. “Cause” includes, but is not limited to, material or repeated violation of the Board Code of Conduct. A Director subject to removal for cause shall be given at least 72 hours actual advance notice of the proposed removal, including a concise statement of grounds. A Director subject to a removal for cause shall be given a reasonable opportunity to address the Board before the vote is taken. Removal for cause shall be effective upon Board vote.
- *Without cause — Directors.* Directors and officers may be removed without cause as follows: any officer may be removed by a two-thirds vote of all other Directors then serving on the Board; a Selected Director or any officer may be removed by two-thirds vote of all other Directors then serving on the Board; an Elected Director may be removed by two-thirds

vote of all members of the electing body; a Named Director may be removed by amending the articles of incorporation to remove their name; and an Appointed Director may be removed by written notice given by the appointing body or by expiration or termination of the agreement permitting such appointment.

2.8 **Vacancies.** Unless a Director or officer is unable or unwilling to serve, or removed for cause, a Director or officer shall continue in office until a replacement is selected. Upon vacancy or removal, with or without cause, the person to serve the remainder of the unexpired term shall be:

- in the case of a Selected or Named Director, selected by majority of the Directors then on the Board; or
- in the case of an Elected Director, elected by a majority of the electing body; or
- In the case of an Appointed Director, appointed by the designating body.

2.9 **Code of Conduct.** Each Director and officer shall, prior to entering upon their duties, agree that as a condition of his or her service he or she will abide by the Corporate and School Board Code of Conduct.

### **ARTICLE III** ***Meetings & Committees***

3.1 **Regular & Special Meetings.** Regular meetings of the Board shall be held during the year, the times to be fixed by the Board in advance. Notice of regular Board meetings shall be given in writing, at least twenty-four (24) hours in advance of the date of said meeting, to each Director and the CEO, provided that notice of a schedule of fixed meeting dates shall suffice as the notice required by this section. Special meetings may be called by the President, regular meetings may be canceled by the President and, in such cases, an effort will be made to give actual advance notice of such meetings or cancellations to each Director and the CEO. The CEO, though not a Director, shall be entitled to fully participate in Board meetings, excepting sessions concerning the CEO's evaluation, compensation, contract, or any grievance against or investigation of the CEO.

3.2 **Quorum & Board Action.** A majority of the Directors then serving shall

constitute a quorum for conducting business and a majority of a quorum shall be sufficient to take action on any subject not requiring some greater number, or permitted by some lesser number, under these bylaws. No Director may vote by proxy. Directors may attend Board meetings and vote electronically. If and only if all Schools are Affiliated or Incorporated Schools, the Board may take action by written ballot or motion distributed and approved by email, provided that in such cases, Directors shall be given the opportunity to discuss or debate the ballot before voting.

3.3 **Parliamentary Procedure.** The Board shall follow ordinary rules of practice for a small board, and may use *Robert's Rules of Order, Newly Revised* (10<sup>th</sup> ed.) as a nonbinding reference on parliamentary procedure.

3.4 **Sunshine Act.** At any time that the Corporation is a party to a charter contract or directly manages a public school, it shall abide by the Sunshine Act.

3.5 **Committees.** Except as otherwise provided in these bylaws, the Board may designate, discharge, reorganize or dissolve, such committees or subordinate bodies as it deems necessary or appropriate. The resolution designating a committee shall define its membership, of two (2) or more Directors or persons not serving on the Board, its purposes, powers and rules of procedure. Except as otherwise provided in these bylaws, the President shall appoint the members of committees so designated. The Board may prescribe committee procedures, including requirements for public or confidential meetings, notice, and minutes, by policy. No committee or subordinate body may have or exercise the authority of the Board; authorize distributions; amend the articles of incorporation or bylaws; authorize any Fundamental Corporate or School Changes; except as authorized under Section 2.3 and 3.6, elect, appoint or remove any Director; or, without specific written authority of the Board incur any corporate expense or make any representation or commitment on behalf of the Corporation.

3.6 **Specific Committees.**

- *Accountability Committee.* For each School, an Accountability Committee shall be composed and perform functions as required by Colo. Rev. Stat. § 22-11-401, or any successor statute, and functions prescribed by the Board. Directors of an Incorporated School shall serve on the School's Accountability Committee.

- *Faculty Council.* One year following the opening of a second school, the Board may provide for the formation of a Faculty Council, which may be charged by the Board with such responsibilities, duties, and powers as the Board deems proper.
- *Finance & Audit Committee.* The Board may form a Finance and Audit Committee, which shall include the Treasurer, and prescribe its functions.
- *Nominating Committee.* In any case in which an elected or selected position is subject to requirements of qualifications or experience, the Nominating Committee shall have authority to pass upon whether candidates are eligible for the office sought.
- *Parent Council.* Should the Corporation serve five or more Schools, the Board shall establish a Parent Council, and prescribe its functions, which shall include electing parent Directors.

3.7 **Related Organizations & Charter School Organizations.** The Board may exercise any power to appoint a Directors, serve as a member of, recognize, or otherwise exercise appropriate powers in an organization created for purposes benefitting a School, such as a building corporation or PTO, or to organize, affiliate or disaffiliate with a Charter School Organization.

## **ARTICLE IV**

### ***Financial Activities***

4.1 **Contracts & Checks — Faith and Credit.** Contracts entered by the Corporation shall be signed by the Chair and attested by the Secretary, provided that such authority may be delegated in the absence or inability of such individuals, and checks and contracts of the Corporation below a specified value may be signed and countersigned as provided in Board resolution. No officer or agent of the Corporation has authority to pledge the credit of the Corporation in any matter which is not (a) provided for in a formal budget of the Corporation or (b) approved by proper advance vote of the Board.

4.2 **Conflicting Interest Transactions.** Directors shall disclose any known present or potential conflicts of interest, which disclosure shall be reduced to writing, to

the Board prior to or at the time set for voting on any conflicting interest transaction. Conflicting interest transactions shall include those involving any “party related to a Director” as that term is defined in COLO. REV. STAT. § 7-128-501(5). Written disclosures shall be attached to the minutes of the meeting at which, or the first meeting after, such disclosure has been made. Directors with conflicting interests may be counted as present for purposes of determining a quorum to act. Directors with conflicting interests shall not vote on such transactions. Failure to abide by this provision may constitute grounds for removal of a Director. When considering a conflicting interest transaction, the Board may take ordinary actions through a majority of the disinterested Directors. To the full extent permitted by law, the interests of Lotus and any Incorporated School shall be deemed consistent, and not conflicting.

4.3 **Director & Officer Compensation.** Directors and officers are volunteers and shall receive no compensation for service on the Board, provided that the Board may make provision for the Corporation to reimburse Directors or officers for reasonable and appropriate out-of-pocket expenses incurred for the benefit of the School and properly documented for the records of the Corporation. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity, subject to Section 4.2.

4.4 **Loans Only to Schools,** No loans may be made by the Corporation to any person or entity for any purpose, except that the Board may permit, in cases of hardship, advances of not more than one month of employee pay, and may, by vote of two-thirds of all Directors then on the Board, lend funds to an Incorporated School upon such terms as it deems necessary or proper. Such lending must be consistent with Section 4.7.

4.5 **Deposits & Investments.** All funds shall be deposited with an appropriate and secure depository institution. Funds not needed for immediate cash needs, as designated by the Board, may be invested through non-demand accounts.

4.6 **Financial Reports & Audit.** The Board shall require the CEO to render to the Board an account of the financial condition of the School and shall, upon request, detail and explain any and all expenditures made from School accounts or otherwise for the School’s benefit. The Board shall provide or direct the CEO to provide for a full, independent annual audit of each School’s books, and an audit of the Corporation as a whole, and report the results of such audits and recommendations, if any, of the auditors.

4.7 **Non-Co-mingling & Financial Controls.** The Corporation shall maintain or cause to be maintained separate funds for each School it manages and, with respect to Incorporated Schools, for the Corporation; shall not co-mingle such funds, loan funds between Schools, nor loan funds from Schools to the Corporation; and shall reasonably allocate any Corporate expenses benefiting multiple Schools. The Corporation shall oversee any charges for services rendered between Schools to assure that they are consistent with the charter contracts involved and otherwise reasonable. The Corporation shall adopt mandatory financial controls to assure proper expenditures of School funds and documentation of all Corporate and School transactions. The Corporation may maintain a reasonable contingency reserve, as determined by the Board.

## **ARTICLE V** *Chief Executive Officer*

The CEO shall have general and active control of the affairs and business of the Corporation and the supervision of its employees, see that all Board actions are carried into effect, have the powers of a chief administrative officer conferred by law, and perform all other duties necessary or proper to carry out these functions. The CEO shall be entitled to fully participate in all Board meetings, including intra-Board email communications or electronic meetings, excepting those concerning the CEO's contract, compensation, evaluation or the resolution of an investigation or grievance against the CEO. The CEO shall be entitled to fully participate in all meetings of boards or committees of Incorporated Schools, without exception, and to exercise the power of the Corporation as sole Member of an Incorporated School on matters so identified in bylaws of the Incorporated School. The Board may, in its discretion, agree to reasonable job security requirements in a contract for service by a CEO, including but not limited to a supermajority requirement for termination requiring not more than a two-thirds vote of all members then serving on the Board.

## **ARTICLE VI** *Dispute Resolution*

The Board shall provide means for resolution of disputes internal to the Corporation or involving any Affiliated or Incorporated School and to that end may establish standing or ad hoc grievance or investigative committees, authorize mediation or arbitration, or otherwise act to assure the resolution of disputes. No body authorized by the Board to resolve a dispute may take action that is inconsistent with, subtracts from or adds to the Articles of Incorporation or these bylaws.

## **ARTICLE VII** *Legal Compliance*

7.1 **Primary Board Duty.** It is the primary duty of the Board of Directors to further the purposes of the Corporation, as set forth in the Articles of Incorporation.

7.2 **Consistency with Internal Revenue Code.** Notwithstanding any other provision of these bylaws, the Corporation shall neither compensate any person, nor reimburse expenses, nor indemnify losses, or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under the Code.

7.3 **Nondiscrimination.** At no time shall the Corporation engage in any action, with regard to School faculty, School or Corporate employees, School parents, School students or others, which, in violation of federal, state, or local laws, improperly discriminates on the bases of race, national origin, religion, sex, age, disability, status as an honourably discharged veteran, lawful alienage, or sexual orientation.

7.4 **Severability.** If any section, article or other provision of these bylaws or the articles of incorporation is invalidated by any court on any ground, the balance of these articles and bylaws shall be unaffected thereby and shall be construed as if such provision had been repealed by amendment.

7.5 **Disposition of Assets.** Upon any closure of a School governed by the Corporation, assets remaining after satisfaction of the School's obligations incurred in connection with running the School may become property of a charter authorizer and, if so, will be conveyed to the authorizer, as further provided in the charter contract. . In any event, assets shall only be transferred to a public entity or an entity qualified as tax exempt under section 501(c)(3) of the Internal Revenue Code.

**ARTICLE VIII**  
*Immunities, Indemnification & Insurance*

8.1 **Immunities**. The Corporation shall take no action to impair the immunities of individual Directors or Officers under the Federal Volunteer Protection Act, 42 U.S.C. § 14501, et seq.; and provisions of Colorado law respecting volunteers and Directors of nonprofit organizations, COLO. REV. STAT. § 13-21-116(b)(I); directors of public entities, COLO. REV. STAT. § 24-10-101, et seq., if applicable; or any successor provisions.

8.2 **Indemnification**. Subject to Section 5.2, the Corporation shall indemnify each Director to the full extent permitted by Colorado law, including but not limited to the Nonprofit Act and, if applicable, the Colorado Governmental Immunity Act, COLO. REV. STAT. §§ 24-10-101 – 120. The School shall follow the processes for indemnification prescribed by the Nonprofit Act.

8.3 **Insurance**. The Corporation shall purchase and maintain such insurance as is appropriate to reasonably assure that costs arising from claims brought against Directors or officers in such capacity or for acts taken for the Corporation are defrayed.

**ARTICLE IX**  
*Custom & Practice; Amendments;  
Emergency Powers; & Fundamental Changes*

9.1 **Custom & Practice**. Should any person or body regulated by these bylaws, including the Board, develop in good faith a custom or practice inconsistent in any particular with the articles, bylaws or policies, such inconsistency shall not, in and of itself, invalidate any action otherwise properly taken. Upon notice of such inconsistency, the Board shall promptly rectify the situation by either amending the articles, bylaws or policy to conform to such practice, or by discontinuing the inconsistent custom or practice. This section does not authorize any violation of the Charter Schools Act; any violation of a charter contract; any action that would not be permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; nor any Fundamental Changes.

9.2 **Amendments by Majority Vote & At Regular Meeting**. Amendments to

the Articles of Incorporation or bylaws may be made by a majority vote of all Directors then in office, at a regular meeting, except that amendments may only be made to Article VI of the Articles, Sections 9.2, 9.3 or 9.6 of these bylaws, or the definitions of “Fundamental Changes” by vote of three-quarters of all Directors.

9.3 **Notice of Proposal — Advance Reading — Waiver.** Advance notice of proposed amendments shall be given to Directors not less than forty-eight hours before a meeting at which the amendment will be proposed. Proposed amendments shall be read at a public meeting not less than thirty days before taking a vote to amend, unless such reading is waived by unanimous consent of those present.

9.4 **Bylaws, Practices, Policies, Amendments to be Consistent with Charter Contract.** No practice or policy of the Corporation, bylaws contained herein, no amendment to these bylaws and no exercise of powers otherwise authorized may in any way alter, amend, or controvert any provision of a charter school contract with any charter authorizer, unless such proposed action first is submitted to and approved by such authorizer. Accordingly, all governing Corporate and School documents shall be construed, in cases of doubt, to be consistent with an applicable charter contract.

9.5 **Emergency Powers.** Should the Board at any time have three or fewer Directors then serving, or be for any reason unable to act under these bylaws, the Directors remaining may: exercise the emergency powers permitted under the Nonprofit Act and act to restore the Board to a proper complement of Directors; but may not amend these bylaws nor make any fundamental changes.

9.6 **Fundamental Changes.** Fundamental Changes may include Amendments but may only be made as stated in this Section 9.6. The Board may neither make nor authorize Fundamental Changes, except as follows:

- *General:* if not treated more specifically below, a Fundamental Change shall require approval by two-thirds of all Directors then serving.
- *Acting to cease doing business, relinquish or authorize relinquishment of a charter contract, declare insolvency, or to dissolve the Corporation* shall require the unanimous consent of all Directors then serving.

- *Change educational mission, severing relations with a School, or approving of an Incorporated School's disaffiliation shall require approval by three-quarters of all Directors then serving.*

### **CERTIFICATION**

**T**HE FOREGOING is a true and correct copy of the amended and restated bylaws of the Corporation with an amendment adopted by the Board of Directors on the 4<sup>th</sup> day of February, 2016.

---

Board Chair

Attest:

---

Board Secretary



Summary of Board Voting Rules		
Action	Section	Rule
General — ordinary action not otherwise specified	3.2	Majority of a Quorum
Ordinary actions on conflicting interest transactions	4.2	Majority of disinterested Directors
Selection of directors	2.3	Majority of All
Removal of director for cause	2.7	
Ordinary amendments to articles or bylaws	9.2	
Removal of a selected Director without cause	2.7	Two-Thirds of All
Approval of Fundamental Changes not otherwise specified	9.6	
Amendment of the rules for passing amendments (Article VI, Articles of Incorporation; Sections 9.2, 9.3, or 9.6 of the Bylaws; Definitions of Fundamental Changes), if not on a matter subject to a more stringent rule	9.2, 9.6	Three-Quarters of All
Change Educational mission, sever relations with a School, or approve of an Incorporated School disaffiliating	9.6	

Relinquishment of a charter contract, dissolution of the School, act or omission that will cause the School to cease doing business, declare insolvency	9.6	Unanimous consent
Exercise emergency powers	9.5	Majority of those serving