

Flagstaff Academy

Bylaws

ARTICLE 1 Offices

Section 1.1. Principal Office. The principal office of the corporation shall be located in the state of Colorado. The Governing Board may change the location of the principal office as appropriate, from time to time. The corporation may also have offices at other places within Colorado as the Governing Board may approve.

Section 1.2. Registered Office. The registered office of the corporation required by the laws of the State of Colorado to be maintained in Colorado may be, but need not be, identical with the principal office and the address of the registered office may be changed from time to time by the Governing Board.

ARTICLE 2 Membership

Section 2.1 Qualifications. The legal guardians of a child enrolled in Flagstaff Academy, the Flagstaff Academy faculty, staff, administration and current Board of Directors constitute the membership of Flagstaff Academy, Inc. The legal guardian is the person(s) noted as such on the student's enrollment application.

Section 2.2 Member Roles. The role of a member shall include:

2.2a. attending general meetings; 2.2b. staying informed on school issues by reading the school's newsletters and communications; 2.2c. electing the members of the Board, pursuant to Article 6; 2.2d. communicating opinions to the Board; and 2.2e. serving/participating in volunteer roles whenever possible.

ARTICLE 3 Membership Meetings

Section 3.1 General Membership Meetings. Regular membership meetings may be held at a time and date stated in or fixed in accordance with a resolution of the Board of Directors.

Section 3.2 Annual Meeting. A general membership meeting shall be held in the spring of each year and shall be known as the Annual Meeting for the purpose of receiving a report from the Board and committees and other information exchange. Public notification shall be given at least seven days prior to the meeting.

Section 3.3 Special Meetings. Special meetings, such as a Board of Directors' candidates forum, may be called by the Board of Directors. The purpose of the meeting shall be stated and at least fourteen days public notice shall be given. The members, in accordance with Colorado law, may also call a special meeting.

Section 3.4 Purpose of General Membership Meetings. Except as otherwise provided, general membership meetings are primarily informational; business matters requiring a vote are the domain of the Board meetings.

Section 3.5 Meeting Location. Meetings shall be held at the school or a location specified by the Board.

Section 3.6 Meeting Minutes. Minutes of such meetings shall be kept by the Board Secretary.

Section 3.7 Notice of Meetings. Notice of a meeting of the members, whether annual, regular or special, shall include the location, date, and time and purpose of the meeting and shall be posted or delivered as required by Colorado law. Notice of an annual or regular meeting shall include a description of any matter or matters that must be approved by the members or for which membership approval is sought. Notice of a

special meeting shall include a description of the purpose or purposes for which the meeting is called.

ARTICLE 4 Board of Directors

Section 4.1 Governance According to Bylaws. The Board shall govern the affairs of Flagstaff Academy, Inc. and shall be responsible for governing the school according to the bylaws of the corporation (hereinafter, the "Bylaws").

Section 4.2 Size and Makeup of Board. The Board shall consist of the following:

4.2a The Board shall consist of no less than five (5), and no more than seven (7) voting directors.

4.2b At least two (2) of the voting directors shall be parents of Flagstaff Academy students. Other directors may be parents, community leaders or other individuals who uphold the vision and mission of the school.

Section 4.3 Terms for Board.

4.3a. Board directors shall be elected for three (3)-year terms.

4.3b. The terms shall be staggered such that every third year, three (3) of the seven (7) Board seats are up for election, and in each other year, two (2) of the Board seats are up for election. As follows:

2006 two seats 2007 three seats 2008 two seats 2009 two seats 2010 three seats 2011 two seats and so on.

4.3c. Board directors may run for re-election.

Section 4.4 Duties and Powers of the Board. The Board of Directors shall have control and general management of the affairs, property and business of the corporation and, subject to these Bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper, consistent with Colorado law. Further, the Governing Board may enact any and all policies and procedures necessary for the proper operation of the corporation as long as said policies and procedures are not in conflict with these Bylaws or with Colorado law. The powers of the Governing Board shall only be limited by the Articles of Incorporation, these Bylaws and the Colorado Revised Statutes applicable, or deemed applicable by courts of competent jurisdiction in Colorado to Charter Schools such as Flagstaff Academy.

Section 4.5 Removal of Board Directors. Any director missing four (4) consecutive meetings or six (6) meetings in a twelve-month period, shall be deemed to have resigned from the Board of Directors and shall be removed from office effective as of the date notice of such absenteeism is taken by the Board of Directors, unless a majority of the voting directors of the Board of Directors determine that circumstances warrant retaining the offending director.

Section 4.6 Board Director Resignation. A Director may resign from the Board of Directors by submitting a letter to the Board announcing such resignation.

Section 4.7 Board Director Vacancies. The Board of Directors may fill, by majority vote, any vacancies that may occur on the Board before the next regular election. The director appointed to fill an unexpired term shall be appointed for the remainder of the unexpired term of his/her predecessor in office.

Section 4.8 Recall. Any director may be removed from the Board (recalled) by special election resulting from a petition for special election. The petition will specifically state the reasons for the recall, what action or inaction the director is allegedly responsible for, and the reason the petitioner believes that said recall would be in the best interest of the school. Such petition, in order to mandate the Board of Directors action to hold a special election, shall be submitted to the Board Secretary and shall bear the signatures of at least 30% of the membership. The Secretary (or if the Secretary is the subject of such a recall petition, the President)

shall confirm the signatures set forth on the petition by statistical sample having no more than 5% margin of error.

The Board of Directors will declare such a petition valid or not valid within two weeks of receipt of the petition. In the event that the petition does not meet the requirements of this section of the bylaws, the Board of Directors will return the document to the petitioners with a written explanation. In the event that the petition does meet the recall requirements, the Board of Directors will hold a special election within 45 days of receipt of the petition.

The ballot of the election will be solely to determine if the director who is the subject of the petition of recall will be removed from office. The director who is the subject of the ballot will have an opportunity to submit a written statement defending his or her position which will be distributed at the school's expense to the voting membership.

A director is automatically removed from the Board of Directors if the majority of those voting vote in the affirmative for removal contingent on there being at least one half of the eligible voters casting ballots in the recall election.

Section 4.9 Compensation. No voting director of the Board shall receive compensation for their role as a director of the Board or as a member of a standing committee overseen by the Board.

Section 4.10 Background Checks. All Board Directors shall submit to a criminal records and background check prior to serving on the Board of Directors, and service on the Board of Directors shall be contingent on such checks being returned free from criminal activity.

Section 4.11 Governing Board Code of Ethics.

4.11a. All members of the Board shall agree to adhere to and uphold the Governing Board Code of Ethics ("code of ethics") during their term in office.

4.11b. Board members shall be required to read and sign a copy of the code of ethics upon taking office, and then again annually each school year.

4.11c. Board members found to be in violation of the code of ethics may be removed by a majority vote of the Board.

ARTICLE 5 Duties of the Officers of the Board of Directors

Section 5.1 Election of Officers. The Board of Directors shall elect officers from the Board to serve as President, Vice-President, Treasurer, and Secretary. Election of officers shall occur at the first regular Board meeting following the general election.

Section 5.2 President. The President shall preside at all meetings of the Board, coordinate the work of the officers of the Board, chair the Annual Meeting, and act as the official representative of the Board to the school community. Subject to the direction and supervision of the Board of Directors, the President will be the chief executive officer of the corporation and will have general and active oversight of its affairs and business.

Section 5.3 Vice-President. The Vice-President shall perform all duties of the President in his/her absence, and assist the President as necessary. The Vice President shall chair the Elections and Nominations committee.

Section 5.4 Treasurer. The Treasurer shall be responsible for all funds and securities of Flagstaff Academy, have final responsibility for the financial statements of Flagstaff Academy, serve as a member of the Budget Committee, and ensure that any grant monies received are expended consistently with the terms of such

grants.

Section 5.5 Secretary. The Secretary shall keep a record of all minutes of the Board and general membership meetings as required by law, prepare and distribute meeting agendas to the Board, post notice of all meetings as required by law, distribute copies of the minutes to the Board, keep and make available to the public copies of the minutes and all written committee reports, and be custodian of the corporate records. Any books, records, or minutes will be in written form or in any common and accessible format capable of being converted to written format in a reasonable period of time.

Section 5.6 Resignation and Removal of Officers. An officer may resign at any time upon written notice to either the President or Secretary. Any officer may be removed at any time, by a majority vote of the Governing Board, whenever, in their judgment, the best interests of Flagstaff Academy are served by the removal.

ARTICLE 6 Elections

Section 6.1 Formation of an Elections/Nomination Committee (EC)

6.1a The EC will run all elections for the Board and tabulate results, which they shall certify to the Board at the first Board meeting following the conclusion of the election.

6.1b The EC will be chaired by the vice-President of the Board. If the Vice-President is a possible candidate for re-election, then the Chair will be another Board member assigned by the Board to perform these duties.

6.1c The EC will be formed with an even number of people selected from the membership in addition to the EC Chair. This will allow for a tie-breaking vote if needed.

6.1d The EC will consist of no fewer than two members plus the Chair (for a total of 3) with the majority of the committee members not concurrently serving as directors of the Board. Members are described in Section 2.1.

6.1e The EC shall select a Secretary who will be responsible for keeping notes from the meetings.

6.1f The EC will perform the following tasks prior to making a formal request for nominations/applications for the Board of Director candidates:

1. Create an application for the Board of Directors
2. Establish a timetable for events, including but not limited to the application deadline, selection of nominees, campaign week, candidate events, and at least two election days.
3. Review and publish election rules.
4. Assign tasks to EC members for responsibilities during the elections.

Section 6.2 Nominations for the Board of Directors

6.2a. A ballot of candidates for the Board shall be prepared by 5:00 p.m. on the Friday before Spring Break.

6.2b. The Nominating Committee shall solicit nominations from the membership for candidates for the Board.

6.2c. The Nominating Committee shall prepare a ballot consisting of those nominated to be candidates.

6.2d. A petition for a nominee signed by a minimum of 5% of the members shall automatically place that nominee on the ballot as a candidate.

Section 6.3 Elections for the Board of Directors

6.3a Candidates shall be given a minimum of two weeks, excluding Spring Break, to campaign amongst the

membership.

6.3b There shall be a "Candidate Night" where the membership can attend a meeting to listen to a brief presentation by each candidate and have the opportunity to ask questions of the candidates, individually or collectively.

6.3c. The election will be held on dates set by the Board -- generally during the month of May -- with a minimum of two weeks notice being given to membership.

6.3d. Members of Flagstaff Academy shall vote for candidates for directors of the Board by secret ballot. Each member shall be eligible to cast one vote in Board elections. In the case of a member who is a legal guardian of an enrolled student, the student must be enrolled as of the time of the election and also have been enrolled as of the previous October 1st in order for the member to be eligible to vote in election of Board Directors.

6.3e. Members may vote for as many candidates as there are vacancies to be filled.

6.3f. Election of the directors of the Board will be determined by a plurality of the votes cast.

6.3g. To provide continuity of leadership, newly elected Board directors will attend as non-voting directors until they formally assume their duties as Directors.

6.3h. The term of office will begin after the certification of the election results by the sitting Board of Directors and acceptance of the results as official. This shall occur at the first Board meeting following the conclusion of the election. The term of office shall end after the certification of the election results by the sitting Board of Directors following the conclusion of the election 3 years later.

ARTICLE 7 Format of Board of Directors Meetings and the Decision-making

Section 7.1 Regular Meetings. Regular meetings of the Board of Directors shall generally be held at least once per month. Meetings are open to the public, and notice of all regular meetings of the Board shall be provided by posting in a designated public place at least 24 hours in advance, in accordance with Colorado's Open Meetings Law [C.R.S. 24-6-40]. Such notice shall include the date, time, location and purpose of the meeting.

Section 7.2 Executive Sessions. Executive sessions shall be held only at posted regular or special meetings for the sole purpose of discussing personnel, legal, real estate, and other limited matters, in accordance with state law [C.R.S. 24-6-402 (4)].

Section 7.3 Special Meetings. Special meetings of the Board shall be preceded by at least one days' notice of the date, time, and location within the state of Colorado. Special meetings of the Board may be called by the President or any two directors.

Section 7.4 Quorum.

7.4a. At any meeting of the Board, a majority of the Board directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business.

7.4b. When a quorum is present, the affirmative vote of a majority of the Board members present will decide any question, except when a larger vote is required by the Bylaws.

7.5c. A tie vote of the Board constitutes a failure of that item to pass.

Section 7.5 Meeting Agenda. The agenda format for all meetings of the Board and committee meetings shall be: call to order, roll call, approval of minutes, public input, report by the President, report by the Principal, committee reports, old business, new business, Board member concerns, adjournment.

Section 7.6 Governance Rules. The rules of Robert's Rules of Order, Revised, shall govern procedures in all cases to which they are applicable, and in which they are not inconsistent with these Rules of Governance and any Special Rules of Order that the Board may adopt.

Section 7.7 Open Meetings. All meetings of the Board of Directors (except executive sessions conducted on confidential matters as permitted by the Colorado Revised Statute 24-6-402) will be open to observation by the public, provided that no member of the public will be allowed to interfere with the orderly conduct of the meeting. A decision of the President (or other officer chairing the meeting in the absence of the President), not subject to discussion, is sufficient to require that any person(s) interfering with the orderly conduct of the meeting be removed from the place of the meeting.

ARTICLE 8 Committees

8.1 Committees of the Board.

8.1a. The Board, by resolution adopted by the Board, may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution, shall have the authority of the Board; except that no such committee shall have the authority to 1) fill vacancies on the Board or any committee thereof, 2) amend the bylaws, 3) approve a plan of a merger.

8.1b. Members of standing, advisory, or ad hoc Board committees shall read, sign and agree to abide by the Governing Board Code of Ethics ("code of ethics") for the duration of their tenure on the committee. Members found to be in violation of the code of ethics may be removed by either a majority vote of the committee on which they serve, or by a majority vote of the Board of Directors.

8.2 Advisory Committees. The Board may commission advisory committees to the Board whose members, by appointment to said advisory committee, shall not be deemed to be directors, officers or employees of the corporation and whose functions shall not include participation in the operating management of the corporation. Directors may serve on advisory committees. Advisory committees shall consider, advise upon, and make recommendations to the Board of Directors with respect to matters designated as the purpose of the advisory committee.

8.3 Standing Committees. The Board, by adoption of an organizational chart for the corporation, shall support the existence of the standing committees. Standing committees shall be responsible for gathering information, exploring options, reporting on progress toward meeting goals, and bringing recommendations to the Board of Directors for discussion and action. Standing Committees shall consist of parent volunteers, interested community members, or Flagstaff Academy staff and faculty members. There shall be a minimum of one member of the Governing Board appointed as liaison to, or as a member of, each and every committee. There shall also be such additional committees as may be required by state or federal statute, which committees shall have the functions, rights and responsibilities provided in such statutes.

8.4 Standing Committees Requiring a Board Director as a member

8.4a. The School Accountability Committee shall be responsible for the following tasks:

- 1 To make recommendations for assessment of the educational program, student achievement, and staff, parent and student satisfaction;
- 2 To make recommendations for establishing goals and a plan for improvement based on the needs assessment and consistent with the mission and goals of the school;
- 3 To monitor the progress made toward meeting the improvement goals;
- 4 To solicit input from staff, parents, and students during all phases of assessment, plan development,

implementation and evaluation; and

5 To submit an annual report to the Board and the District, and make it available to the public.

8.4b. The Finance Committee shall be a standing committee responsible for developing and submitting an annual balanced budget to the Board for approval. Membership of the finance committee shall consist of at least the Board Treasurer (as Chair) and the school's Executive Director (or his or her delegate).

8.4c. The Facilities Committee shall be a standing committee responsible for ensuring the school facility is properly maintained. The Facilities Committee will be chaired by a Board Member and will be comprised of at least the Chair, the Executive Director (and his or her delegate) and a representative from the Building Corporation.

8.4d The Administrator Committee shall be a standing committee responsible for direct oversight of the Executive Director and indirect oversight of the Executive Principal. The Administrator Committee will be responsible for holding performance evaluations with the Executive Director a minimum of twice each school year. The Administrator Committee will consist of the President of the Board, and one additional member of the Board (usually the Vice President). The Executive Director and Executive Principal (or their delegates) shall be invited to participate in the meetings of the Administrator Committee at least once every month during the school year. In addition, both the Executive Director and the Executive Principal (or their delegates) shall be invited to attend all regular Board meetings and provide reports on their respective areas of control.

8.4e. The Board will establish an Ad Hoc Administrator Hiring Committee if the need arises. The Ad Hoc Administrator Hiring Committee will consist of:

- a. Two (2) Board members, one of whom will serve as the Chair
- b. Up to five (5) staff members, at least one of whom is a member of the Administration
- c. Up to four (4) parent or community members

When first established, staff members should outnumber non-Board parent and community members on the committee by no more than one. The Ad Hoc Administrator Hiring Committee will facilitate a recruitment and selection process for the new Executive Director or Executive Principal and make a recommendation of a list of final candidates to the Board of Directors. The Board of Directors will then select the new Executive Director or Executive Principal from the list of final candidates.

ARTICLE 9 Amendments

Section 9.1 Governing Board Action. The Governing Board may amend the Bylaws at any time to add, change, or delete a provision, unless it would result in a change of the rights, privileges, preferences, restrictions, or conditions of the members of the corporation as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of the members. Any amendments proposed by the Governing Board shall be the subject of at least two (2) readings at open meetings of the Governing Board to provide for the opportunity for public input prior to adoption by the Governing Board.

Section 9.2 Membership Proposal. Any member may propose an amendment by providing the Board with a proposed amendment signed by at least 25% of the membership within a 30 day period.

Section 9.3 Membership Voting. Voting by the general membership of Flagstaff Academy pursuant to 8.1 shall be by ballot and returned in person, by mail or electronically. In order for any amendment pursuant to 8.1 to take effect, at least 66% of those voting must cast ballots in favor of the amendment, and at least 30

members or 30% of the membership, whichever is greater, must have cast valid ballots.

Section 9.4 Rendering Bylaws Invalid. If any section of the Bylaws is found to be in violation of District, State, or Federal guidelines or law, that section shall be rendered invalid, but the remaining Bylaws shall remain in force as though such invalid section were not part of the Bylaws.

ARTICLE 10 Indemnification

Section 10.1. Authority for Indemnification. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he is or was a Governing Board member, officer, fiduciary or agent of the corporation or is or was serving, at the request of the corporation, as a Governing Board member, officer, partner, trustee, or agent of any foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan ("Any Proper Person" or "Proper Person"), shall be indemnified by the corporation against expenses (including attorneys' fees), judgments, penalties, fines, (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement reasonably incurred by him/her in connection with such action, suit or proceeding if it is determined by the groups set forth in Section 10.4 of these Bylaws that he/she acted in good faith and that he/she (i) reasonably believed, in the case of conduct in his/her official capacity with the corporation, that his/her conduct was in the corporation's best interest, or (ii) in all other cases (except criminal cases) he/she believed that his/her conduct was at least not opposed to the corporation's best interests, or (iii) with respect to criminal proceedings, he/she had no reasonable cause to believe his/her conduct was unlawful. A person will be deemed to be acting in his/her official capacity while acting as a Governor, officer, employee or agent of this corporation.

No indemnification shall be made under this Section 10.1 to a Governing Board member with respect to any claim, issue or matter in connection with a proceeding by or in the right of a corporation in which the governing Board member was adjudged liable to the corporation or in connection with any proceeding charging improper personal benefit to the Governor, whether or not involving action in his/her official capacity, in which he/she was adjudged liable on the basis that personal benefit was improperly received by him/her. Further, indemnification under this Section 10.1 in connection with a proceeding brought by or in the right of the corporation shall be limited to reasonable expenses, including attorneys' fees, incurred in connection with the proceeding. The limitations of this sub-paragraph shall apply to Governors only and not to officers, employees, fiduciaries or agents of the corporation.

Section 10.2. Absolute Right to Indemnification. The corporation shall indemnify Any Proper Person who has been wholly successful on the merits or otherwise, in defense of any action, suit, or proceeding referred to in Section 10.1 of these Bylaws, against expenses (including attorneys' fees) reasonably incurred by him/her in connection with the proceeding without the necessity of any action by the corporation other than the determination in good faith that the defense has been wholly successful.

Section 10.3. Effect of Termination of Action. 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 seeking indemnification did not meet the standards of conduct described in Section 10.1 of these Bylaws. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.

Section 10.4. Groups Authorized to Make Indemnification Determination. In all cases, except where there is an absolute right to indemnification as set forth in Section 10.2 of these Bylaws or where indemnification is ordered by a court, any indemnification shall be made by the corporation only as authorized in the specific case upon a determination by a proper group that indemnification of the Proper Person is permissible under the circumstances because he/she has met the applicable standards of conduct set forth in Section 8.1 of

these bylaws. The Governing Board shall make this determination by a majority vote of a quorum, which quorum shall consist of Governors not parties to the proceeding ("Special Quorum"). If a Special Quorum cannot be obtained, the determination shall be made by a majority vote of a committee of the Board of Governors designated by the Board, which committee shall consist of two or more Governors not parties to the proceeding, except that Governors who are parties to the proceeding may participate in the designation of Governors for the committee. If a Special Quorum of the Board of Governors cannot be obtained or the committee cannot be established, or even if a Special Quorum can be obtained or the committee can be established but such Special Quorum or committee so directs, the determination shall be made by independent legal counsel selected by a vote of a regular quorum of the Board of Governors or a committee in the manner specified in this Section 10.4 or, if a regular quorum of the full Board of Governors cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board of Governors (including Governors who are parties to the action).

Section 10.5. Court Ordered Indemnification. Any Proper Person may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction for mandatory indemnification under Section 10.2 of these Bylaws, including indemnification for reasonable expenses incurred to obtain court-ordered indemnification. If the court determines that the Governor is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he/she met the standards of conduct set forth in Section 10.1 of these Bylaws or was adjudged liable in the proceeding, the court may order such indemnification as the court deems proper, except that if the individual has been adjudged liable, indemnification shall be limited to reasonable expenses incurred.

Section 10.6. Advance of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation to Any Proper Person in advance of the final disposition of such action, suit or proceeding upon receipt of (i) a written affirmation of such Proper Person's good faith belief that he/she has met the standards of conduct prescribed in Section 10.1 of these Bylaws; (ii) a written undertaking, executed personally or on his/her behalf, to repay such advances if it is ultimately determined that he/she did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment); and (iii) a determination is made by the Proper Group (as described in section 8.4 of these bylaws), that the facts as then known to the group would not preclude indemnification.

Approved by Flagstaff Academy Board of Directors 12/15/2005

Rev 1: 5/16/06

Rev 2: 9/18/07

Rev 3: 10/6/07

Rev 4: 12/1/09

Rev 5: 2/16/10

Rev 6: 3/1/11

Rev. 7: 6/3/14

Rev. 8: 11/4/14

Rev. 9: 6/9/15

Rev. 10: 2/9/16