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SALIDA DEL SOL ACADEMY BYLAWS

Article I – General

1. GENERAL

- 1.1. NAME: The name of the corporation shall be Salida del Sol Academy (herein sometimes referred to as SDSA or the “school”)
- 1.2. PURPOSE: The purpose of these bylaws is to make provision for the functioning of the corporation in accordance with, and subject to, all provisions of its Articles of Incorporation.
- 1.3. LOCATION: The principal office of the corporation shall be located at 111 East 26th Street, Greeley Colorado, state of Colorado or such other site as may be designated by the Board of Directors (hereinafter referred to as the “Board”). The Board may change the principle place of business at any time.
- 1.4. MEMBERS & STOCK: The corporation shall have no members and no stock.
- 1.5. GENERAL POWERS: The corporation shall have all the powers granted non-profit corporations under the Colorado Revised Nonprofit Corporations Act, and all powers granted to Schools under the Colorado Schools Act, and all powers appropriate to a nonprofit corporation or Academy provided for in other laws of the State of Colorado now in effect or hereinafter enacted.

ARTICLE II – Board of Directors

2. BOARD OF DIRECTORS

- 2.1. POWERS & DUTIES OF THE BOARD: The Board 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 may deem proper, consistent with Colorado Law. Further, the 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 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 Schools such as Salida del School Academy. In addition, the Board shall have the duties and rights described the Salida del School Academy Charter Agreement with the Greeley-Evans School District 6 (hereinafter “SD6 School District”), as such document may be modified or amended from time to time.

2.1.1. Objectives: The objectives of the Board are as follows:

- 2.1.1.1. To ensure that the Mission Statement and Contract between SDSA and SD6 School District are adhered to in all activities and decisions of the Board, staff, students, parents and SDSA advisory committees.
- 2.1.1.2. To serve as final authority in matters affecting staffing, budget, curriculum, calendar decisions and Salida del School Academy concerns, and to ensure that these are consistent with and promote the educational goals of the Mission Statement, Charter Contract and official SDSA policy.
- 2.1.1.3. To encourage faculty, parents and students to be aware and responsive to the needs and concerns of SDSA as a whole, and of the unique learning styles, challenges and talents of individual students.
- 2.1.1.4. To act as the official voice of SDSA with regard to public information, media contacts, and public relations.
- 2.1.1.5. To adopt policy and procedures which will govern the Salida del Sol Charter School.
- 2.1.1.6. Long term viability, fiduciary responsibility.

2.2. BOARD RESPONSIBILITIES: The following sets forth the general duties and responsibilities of the Board as a whole, and its individual Directors.

- 2.2.1. The Board shall set and enforce policy and assure that SDSA is run in a manner consistent with the Mission Statement and in compliance with all applicable laws, the Charter, and Operating Contract.
- 2.2.2. The Board shall develop and approve an annual budget, and operate within that budget.
- 2.2.3. The Board shall appoint Directors to standing and ad hoc committees. Those elected to the Board will be expected to serve on a minimum of one standing committee.
- 2.2.4. The Board shall establish and publish the school calendar, including any changes made during the school year.
- 2.2.5. The Board shall be responsible for the maintenance of any records required by law or provided for in the Contract.

- 2.2.6. The Board shall negotiate and approve any changes to or renewals of the facilities lease, its use and maintenance, and shall establish policy for facilities use.
- 2.2.7. The Board shall convene at least eight times per year, subject to Open Meetings Law, and will provide an opportunity for public input. In addition, the Board may convene work sessions as it deems appropriate.
- 2.2.8. The Board shall adopt and administer a grievance policy and procedure.
- 2.2.9. The Board shall approve an enrollment policy, and assure compliance with all aspects of such policy with Federal and State requirements.
- 2.2.10. The Board shall approve or disapprove all hiring and termination recommendations, and approve all staff employment contracts.
- 2.2.11. The Board shall enforce all contract issues, including employment, leases, and contractual agreements with SD6 School District or State of Colorado.
- 2.2.12. The Board shall be responsible for the implementation and monitoring of a code of conduct and discipline policy, consistent with the applicable law and the Operating Contract.
- 2.2.13. The Board shall approve the use of recommended curriculums in the classroom that have been thoroughly researched according to policy.
- 2.2.14. The Board shall perform other such duties as appropriate and necessary to the safe and effective operation of SDSA, and which promote SDSA's commitment to educational excellence.
- 2.2.15. The Board shall not participate or intervene in any political campaign on behalf of any candidate for public office. The board may carry on activities or use SDSA assets to educate its community on Academy related issues.
- 2.2.16. Responsibility for day to day operations of the school and for implementation of the policies established by the Board shall generally be the responsibility of the Executive Director, Principal and Staff. All books and records of the corporation shall be open by request of a Board Director, to inspection by all Board Directors at any regular meeting of the Board, or by any individual Board Director at any reasonable time.
- 2.2.17. The Board will have the authority to make its own rules and regulations (subject to the provisions set forth in SD 6 School District policies and state law, the charter application and contract); to organize and maintain a system of K-8 education and to exercise sole control over the school and the property of SDSA.

2.3. NUMBER & COMPOSITION: The SDSA Board shall consist of no fewer than nine members. At least three directors will be community members who do not have children enrolled at the school. The community members will be appointed by the board to ensure diversity within the Board, and uphold the partnership between SDSA, students, parents, staff and community, iterated in the mission statement. At least three directors will be parents after the end of the third year of operation. Director positions will have a term of three years which may be renewed for one additional three year term. If the only enrolled child of a Board Director graduates from or otherwise leaves SDSA during the parent's term, the parent may complete his or her term. The faculty will have one staff representative who shall be elected on or before May 1st. Faculty representatives will serve a two year term which may be renewed for one additional two year term.

The Executive Director, Principal, and Chief Financial Officer of SDSA will attend all board meetings, acting in an advisory or consultative capacity.

2.4. TERMS FOR BOARD: The term of a Board Director will begin in May and end three years later, depending on the term. The Board of Directors will select its officers from its own number, by majority vote of a quorum, to serve as Co-Chairs, Secretary and Treasurer, with no Director holding more than one office. Officers will serve for one year and may be re-elected for one additional term.

New officers will be elected by the Board after new Directors are seated following the first meeting after the annual election. All officers must perform the duties described for them in these Bylaws, and such other duties as may from time-to-time, be assigned to them by the Co-Chairs or the Board.

2.5. ELECTION OF BOARD: As of the date of adoption of these Bylaws, such Board election policies and procedures shall include the following provisions:

2.5.1.1. Each parent/guardian of a student or students shall be accorded one vote each for each position open on the Board. This policy shall be effective even in circumstances where a student or students have more than one (1) custodial parent or set of parents living in separate domiciles. In such event, the custodial parents shall mutually determine which parent shall be entitled to vote on behalf of that student family and shall so notify the Co-Chair of the board (or the designee) of the identity of the parent entitled to vote at the time of any such election, as part of the election process.

2.5.1.2. Those candidates receiving the most votes shall fill the available seats on the Board. In the event of a tie, a second ballot shall be cast for that position only, with only the tied candidates participating. Should a second tie vote occur, a majority of the Board shall appoint one of the two candidates who tied for the position to fill that vacant seat.

2.5.1.3. The SDSA Board designated representative shall conduct board elections in accordance with the Bylaws , Charter, and applicable Colorado law.

2.5.2. The regular election will be held in April of each year for the seats whose term ends at the close of the school year. The voting method will be secure to ensure anonymity and will be approved by the Board prior to the election.

The outcome of the election will be delivered first to the candidates and then to the public within twenty-four hours of the close of the election. Elections to appoint Directors to the Board, fill vacancies, elect officers or remove Directors shall take place at meetings where advance notice has been given both to the public as required by law, and individually delivered to all Board Directors no less than forty-eight hours before said meeting.

2.6. REMOVAL OF BOARD MEMBERS: A Board Director may be removed for cause by the affirmative vote of five Board Directors, at any properly called and noticed posted meeting. A parent may submit to the Board at a regularly scheduled meeting a recall petition containing a minimum of fifty signatures, each representing a different student family, or a number equal to one-third (1/3) of all families of students currently enrolled at Salida del School Academy, whichever number is greater. Such a petition must state the reason(s) for the removal of the member(s) and the name of the person(s) responsible for submission of the petition to the SDSA board. So as to prevent interference with students, petitions shall not be solicited on school grounds. A petition to remove one or more Board members must be provided to either the Board Co-Chairs or Secretary no less than fifteen days prior to the Board meeting date, and no less than four months prior to the expiration of the term of office for any Board member who is the subject of such a petition.

The Board must then determine the validity of the signatures on the petition, and after such determination of validity, thereafter schedule and conduct a recall election within thirty 30 days of the board meeting at which the ballots were confirmed to be valid. The recall election shall only ask whether the Board Director shall be recalled or not. If the majority of votes cast support removal the Board Director shall be removed by such vote.

In the event that any board seat is vacated for whatever cause, the Board will conduct a special election to fill the remaining portion of the vacated Director's term. However, if the vacancy occurs within six months of a regularly scheduled election, the Board will request that volunteers submit their names to serve until the next regularly-scheduled election. The replacement will be chosen from among the volunteers by a majority vote of the Board. If the vacated seat is an officer of the Board, the Board will elect a Director to fill that position until the next regularly scheduled election. The removed board Director may seek re-election at any future Board election.

2.7. VACANCIES: In the event that any board seat is vacated for whatever cause, the Board may appoint a replacement throughout the year, other than in the election month. The replacement will be chosen from among the volunteers by a majority vote of the Board. If more than the minimum nine members

remain on the board, the board may vote to hold the position open if the opening occurs sixty days prior to the election. If the vacated seat is an officer of the Board, the Board will elect a Director to fill that position until the next regularly-scheduled election.

2.8. TERMS OF OFFICE Terms of office for the Board shall begin at the first scheduled meeting following the election or appointment, and shall expire at the last scheduled

2.9. ATTENDANCE: Attendance at regular meetings is mandatory. Any Director with two (2) consecutive unexcused absences, or four (4) unexcused absences in a twelve-month period, shall be treated as a resignation from the Board. The Directors shall be removed from office effective as of the date notice of such absenteeism is taken by the Board, unless a majority of the voting Directors of the Board determine that circumstances warrant retaining the offending Director. The Co-Chairs of the Board shall determine if an absence is to be excused or unexcused.

2.10. OFFICER POWERS NOT EXCLUSIVE – Delegation of Officer duties: Powers of officers listed herein are not exclusive and the Board may assign officers additional responsibilities by resolution. All responsibilities calling for an officer to “make provision” for certain actions may be fulfilled by delegating said responsibility to any agent of the corporation and assuring that the agent has carried out the responsibility assigned.

2.11. CO-CHAIRS: There will be two Co-Chairs of the Board. Upon agreement, one of the Co-Chairs of the Board shall preside at all meetings of the Board, shall have general charge of the business of the board, and shall carry out its policies under the direction of the Board and she or he may designate another officer or individual as a Director *ex officio* of any committees. The Co-Chairs shall make provision for and set an agenda to be distributed to all interested persons at the beginning of each meeting. The Co-Chairs may have any other powers and duties as may be conferred by the Board including the authority to sign official documents requiring approval of the Board, such as contracts. The Co-Chairs shall have the authority to delegate duties and responsibilities to other Board Directors, as are provided for from time to time.

2.12. SECRETARY: The Secretary shall make provision for a record to be kept of all meetings of the Board; make provision for all Board Directors to have a current copy of the charter, articles of incorporation, bylaws, management agreement and tax exempt status of the corporation; make provision for the maintenance and secure preservation of the history of this corporation and its predecessor or successor organizations; make provision for communication to the constituencies of the Corporation on a regular basis; make provision for all notices required by the bylaws or by vote of the Board; report any communications received to the Board as a whole; and make provision for publication of such reports, articles or communications as the Board may direct from time to time.

2.13. TREASURER: The Treasurer shall have general supervision over the care and custody of the funds and securities of the corporation and shall deposit the same or cause the same to be deposited in the name of the corporation in the bank or banks, trust company or trust companies that the Board may designate. The Treasurer shall keep or cause to be kept full and accurate records and accounts of all receipts and disbursements of the corporation and whenever required by the Board shall render or cause to be rendered financial statements of the corporation. The Treasurer shall make provision for

the accounts to be subject to an annual audit by a Certified Professional Accountant or other appropriately qualified individual. The Treasurer shall also make recommendations to the Board, along with the Director and/or Chief Financial Officer, for the coming year's budget and chair the Finance Committee.

- 2.14. ABSENCE OR INABILITY: In the absence or inability of any officer, the Board may delegate the powers and duties of such officer, except as otherwise provided herein, to any Director of the Board.
- 2.15. RESIGNATION & REMOVAL OF OFFICERS: An officer may resign at any time upon written notice to either the Co-Chair or Secretary. Any officer may be removed at any time, by a majority vote of the Board, whenever, in their judgment, the best interests of Salida del Sol Academy are served by the removal.

ARTICLE III – Meetings & Committees

3. MEETINGS & COMMITTEES

- 3.1. REGULAR & SPECIAL MEETINGS: The Board meets at least once a month, but will meet more often if deemed necessary. If circumstances so warrant, the Board may hold special meetings at other times. Special meetings may be called by the Co-Chairs of the Board or by two other Directors at such time and place, within Colorado, as the person or persons designate. Notice of special meetings shall be given personally or by mail at least three days before the day on which the meeting is to be held, or within 24 hours of the meeting if done by e-mail notice. Notice of special meetings shall be published at least twenty-four hours in advance, stating the time, place and purpose of the meeting in accordance with Colorado's open meetings law. A simple majority vote of those present at a meeting will constitute action by the Board. The Board may meet in Executive Session in any meeting posted as either a Regular or a Special Meeting and according to law. The Board may not act in any meeting unless a quorum of Directors is present. All Board meetings will comply with the Colorado Open Meetings Law. Robert's Rules of Order shall govern the SDSA Board whenever they are applicable and not inconsistent with Bylaws or State law.
- 3.2. BOARD RETREAT: A Board retreat will be organized each year following Board elections. The purpose of this retreat will be to train and orient new Board Directors, assess the previous year's Board performance, review key documents and develop strategic planning for the coming school year.
- 3.3. COMMITTEES: The Board, by resolution, may appoint advisory committees to the Board. 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. There shall be at a minimum of one Director of the Board appointed as liaison to, or as a Director of, each and every committee. An advisory committee shall consider, review, advise upon and make recommendations to the Board. Members of any advisory committee shall hold office at the pleasure of the Board. These

committees may include but are not limited to the following:

ARTICLE IV – Financial Activities

4. FINANCIAL ACTIVITIES

- 4.1. **CONTRACTS & CHECKS – Faith and Credit:** Any and all contracts entered by the corporation shall be signed by one of the Co-Chairs and attested by the Secretary, if required, provided that checks of the corporation may be signed as otherwise provided in these bylaws or by 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 of the Board hold a position of trust, created in the interest of the common good and for the benefit of the school. Board 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. Rec. 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. Board Directors with conflicting interests may be counted as present for purposes of determining a quorum to act and may discuss such transactions in public session. Board Directors with conflicting interests shall not vote on such transactions. Failure to abide by this provision may constitute grounds for removal of a board Director. No loans may be made by the corporation to Directors or officers. Any Director or officer who assents to or participates in making any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

- 4.3. **BOARD DIRECTOR COMPENSATION:** Board Directors are volunteers and shall receive no compensation for service on the Board, provided that the Board may make provision for the corporation to reimburse Board Directors for reasonable and appropriate out-of-pocket expenses incurred for the benefit of the corporation and 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 2 of this article.

ARTICLE V – Legal Compliance

5. LEGAL COMPLIANCE

- 5.1. **PRIMARY BOARD DUTY:** It is the primary duty of the Board to further the purposes of the corporation, as set forth in the Articles of Incorporation.

- 5.2. **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.
- 5.3. **NONDISCRIMINATION:** SDSA shall comply with all applicable federal, state and local laws, rules and regulations, including, without limitation, the constitutional provisions prohibiting discrimination on the basis of disability, age, race, sexual orientation, creed, color, gender, national origin, religion or ancestry.
- 5.4. **NONRELIGIOUS, NONSECTARIAN STATUS:** SDSA agrees that it shall operate, in all respects, as a nonsectarian, nonreligious, non-home-based public school. SDSA shall not be affiliated with any nonpublic or sectarian school or religious organization.
- 5.5. **SEVERABILITY:** If any section, article or other provision of the 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.
- 5.6. **DISPOSITION OF ASSETS:** In the event of dissolution, assets will go to a nonprofit, tax exempt entity, such as the SD 6 School District, and shall be disposed of as required by the charter contract with the SD 6 School District.

ARTICLE VI - Indemnification

6. INDEMNIFICATION

- 6.1. The corporation shall indemnify any person who was, is or is threatened to be made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that this person is or was an officer or Board Director of the corporation and acting in that capacity, unless such indemnification is prohibited by law. In the event a request for indemnification is made, the Board will consider such requests as provided in the Colorado Revised Nonprofit Corporations Act. Indemnification shall be decided by majority vote of a quorum of Board Directors, with only Board Directors not parties to the proceeding counted in satisfying the quorum, or, if a quorum cannot be so obtained, by independent legal counsel selected by majority vote of the full Board. The determination made before indemnification is provided shall conform to the requirements of Colo. Rev. Stat. §7-129- 102 (1998). An advance of expenses in aide of indemnification shall only be made as allowed by Colo. Rev. Stat. § 7-129-104, and as otherwise required by this Article for indemnification generally. The corporation may seek to purchase, maintain or otherwise participate in an insurance plan to enable it to carry out any indemnification called for in this article.

ARTICLE VII – Fiscal Year

7. SEAL – FISCAL YEAR

- 7.1. NO SEAL – SIGNATURES SUFFICIENT: The Corporation will not use a seal. The signatures of duly authorized persons shall be legal and binding.
- 7.2. FISCAL YEAR: The fiscal year of the corporation shall be the fiscal year of the SD 6 School District.

ARTICLE VIII - Amendments

8. AMENDMENTS

- 8.1. AMENDMENTS BY MAJORITY VOTE & AT REGULAR MEETING: Amendments to the bylaws, excepting Sections 8.2 and 8.3, may be made by a majority vote of all Directors of the Board, at a regular meeting, and not otherwise.
- 8.2. NOTICE OF PROPOSAL – ADVANCE READING – WAIVER: Advance notice of proposed amendments shall be given to board Directors not less than forty-eight (48) hours before a meeting at which the amendment will be proposed. Proposed amendments shall be read at a public meeting not less than thirty (30) days before taking a vote to amend, unless such reading is waived by unanimous consent of those present.
- 8.3. AMENDMENTS CONSISTENT WITH CHARTER CONTRACT: No amendment to these bylaws may in any way alter, amend or controvert any provision of the school contract with SD 6 School District; unless such proposed amendment first is submitted to and approved by the Board of Education of said District. The Board shall have power to make, amend and repeal the Bylaws of the corporation at any regular or special meeting of the Board. The Bylaws shall be reviewed by the Board for any useful or necessary amendments at least biennially at a regular