

ARTICLE III
BOARD OF DIRECTORS
Revised and Board Approved 11/9/22

- Section 3 .1 General Powers. The Board of Directors shall have power over and control of the business affairs and all matters of CHPA, except as otherwise provided in Colorado law, Colorado Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.
- Section 3 .2 Number and Type of Board Members. There shall be seven (7) seven regular voting members of the Board of Directors, consisting of parent and community representatives. 3 Board Members are preferred to represent parents with a minimum of 2, and 3 Board Members are preferred as community representatives with a minimum of 2, and 1 or more member which can serve as a parent OR community member.
Members of the same family shall not serve on the Board at the same time. In addition to the seven (7) seven regular voting members of the Board of Directors, there shall be three (3) teacher representatives, one from each academy, selected by the faculty serving as ex-officio members of the Board of Directors. The teacher representatives shall be elected to represent the K-12 faculties. In addition, (2) Ex officio members shall represent the local institutions of higher education (Pueblo Community College and Colorado State University-Pueblo) as nominated by the President of each College/University and approved by the Board. Voting is restricted to the seven (7) seven regular voting members. The teacher representatives and college/university representatives shall be nonvoting. Ex-officio representatives will attend executive sessions of the meeting at the invitation of by the Board. The Board shall also consist of a student representative, ex-officio, who is selected by fellow students and does not participate in executive sessions of the Board.
- Section 3.3 Classes of Membership. There shall be five classes of membership as follows:
- i. Parent Representatives. Parent representatives must be parents, grandparents, legal guardians, or custodians of CHPA students enrolled in CHPA at all times during their terms as parent representatives and cannot be paid employees of CHPA.
 - ii. Community Representatives. Community representatives are those members from the Community who have no children, grandchildren, legal guardianship, or custodians over children attending CHPA. Community representatives cannot be paid employees of CHPA. "Community" is broadly defined to include, but not limited to, business people, grass roots or civic activists, or professionals who do not have children attending CHPA and live in Pueblo County.
 - iii. Teacher Representative. The Teacher representative must be a teacher in good standing at CHPA and may or may not have children attending CHPA. The teacher representative shall be elected annually by the faculty and hold a one-year term. The teacher representative may serve successive terms if so elected. The teacher representative is an ex officio, nonvoting member of the Board of Directors and will only participate in executive sessions of the Board of Directors if invited to do so by the Board. Representatives shall have completed a minimum of one year as a of fulltime teacher before being eligible to serve on the Board.
 - iv. College/University. The college/university representatives shall be an employee of the

college/university and nominated by the President to be considered for appointment to the Board. The Board shall vote the acceptance of the nominee. The college/university representatives are ex officio nonvoting members of the Board of Directors and will only participate in executive sessions of the Board of Directors meeting if invited to do so by the Board. Upon approval by the Board of Directors to serve as a higher education representative each will serve a term of 3 years with an opportunity to renew for an additional 3 years. Upon completion of 6 years the representative shall step down and after a year's absence from the Board are eligible to return with the recommendation of the respective PCC or CSU-P President.

- v. Student Representative. The student representative must be a student in good academic standing, elected by the student body and on campus 1/2 time. The student representative shall serve a one-year term as an ex-officio, nonvoting member of the Board of Directors and will only participate in executive sessions of the Board of Directors if invited to do so by the Board. The student representative shall practice effective, positive communication and help create an atmosphere of mutual respect between students, faculty, staff and members of the Board in order to communicate the needs, desires and concerns of fellow students. The student representative shall interact with peers and faculty to enhance the atmosphere on campus and create a more positive learning environment for all. Student Representatives shall be voted as a Student Board Member at the end of their Junior year and have been a student at DPHH at least one full academic year and begin the term on the Board commencing their Senior year.

Section 3.4 Terms of Office. The terms of office for each board member seat are as follows:

- i. Board members shall be elected to fill board seats, each having a 3-year term in length.
- ii. Once elected to the board, members may serve no more than 2 consecutive terms. After one year off, a candidate may seek re-election to the board.
- iii. All board terms begin on July 1st of the year of election and end June 30th of the year of expiration.

Section 3.5 Applications and Qualifications. Letters of Application will be accepted from Board candidates. Interviews will be conducted either by the entire Board of Directors or an appointed committee of the Board. Board applicants must be Parents and/or Community Members who exhibit and profess a strong desire to be involved in the success of CHPA and will provide substantial leadership and/or tangible assistance and financial support, either directly or indirectly, in support of CHPA's mission. Board applicants must also exhibit strong moral behavior and be willing to give of their time, energy, and abilities to help CHPA achieve its stated mission and purpose. Board applicants must demonstrate an ability and willingness to attend all Board meetings and to work with other Board Members, CHPA staff and faculty, and others in achieving specific goals or completing projects adopted by the Board of Directors.

Any individual who wishes to pursue a voting seat on CHPA Board of Directors is ineligible to do so if they have an immediate relative currently serving as a voting member. The applicant may be considered once his/her relative vacates their voting seat. Relative is defined per Board Policy on nepotism.

Section 3.6 Appointments and Vacancies, New Board Members shall be appointed to either new terms or existing vacancies upon a majority vote, as defined in these Bylaws, of the regular voting members of the Board of Directors. Terms of appointment, if new, shall be for the entire term of that appointment. Vacancies shall be for the time remaining in the vacant positions.

- Section 3.7 Board Nominations, The Board of Directors shall designate a Board Recruitment and Nominating Committee that will be responsible for establishing the procedures and timeline for soliciting and interviewing candidates to fill new terms, prior to the expiration of the existing term, and/or vacancies for Parent and Community Representatives as they occur, as set forth more fully in Section 4.1 (ii), Recruitment and Nominating Committee.
- Section 3.8 Elections of Regular Board Members: Parent and Community Board Members. Where possible, new terms or vacancies will be voted upon at the second regularly scheduled Board meeting prior to the expiration of the existing term and as a vacancy arises. Special elections also may be held to fill vacancies caused by death, resignation, removal, or the Board's failure to appoint in accordance with these Bylaws. Special elections are subject to the notice provisions contained in these Bylaws.
- Section 3.9 Standard of Care. Each Board Member shall perform their duties, including those as a member of any Board Committee, in good faith; in a manner reasonably believed to be in the best interests of CHPA and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
- Section 3.10 Board Duties and Obligations. For purposes of encouraging full and knowledgeable participation of its Board of Directors, each Board Member is expected to fulfill the following duties and obligations:
- i. Attend all regularly scheduled board meetings, special board meetings, committee meetings, and special functions and review pertinent information prior to each meeting,
 - ii. Be knowledgeable of essential documents binding or affecting CHPA, including the Charter School Application; the Charter School Contract and any amendments, these Bylaws, CHPA's budgets, Board and CHPA policies and procedures.
 - iii. Maintain the confidentiality of discussions in executive session and, where necessary, preserve the confidentiality of personnel matters, parent and children matters, and school business.
 - iv. Respect and adhere to the lines of communication, established by the Board, as to any specific matter requiring an official spokesperson on issues involving the press, outside agencies, mediators/arbitrators, and/or attorneys. In the event individual Board Members are contacted for information where an official spokesperson has been designated by the Board, Board Members are required to defer to the chosen spokesperson(s).
 - v. Recognize and act in accordance with all Board-approved CHPA policies and work in concert with the President/Chief Executive Officer and Administration, whose responsibility is to lead effectively and to administer the daily operations of classrooms and class work.
 - vi. Respect the province and responsibilities of the President/Chief Executive Officer, including as it concerns the CHPA staff and the hiring and firing of any and all staff.
 - vii. Maintain discretion, as it concerns expressing and relaying opinions formed about staff, and follow CHPA policies, as approved by the Board, with respect to staff evaluations.
 - viii. Participate in evaluation of the President/Chief Executive Officer, which will occur annually.
 - ix. Communicate one-on-one with the Chief Executive Officer on school matters or the performance of the President/Chief Executive Officer. If an issue is not fully addressed by the President/Chief Executive Officer, Board Members may raise the issue with the Board as a

Board agenda item. The President/Chief Executive Officer, though an ex officio member of the Board of Directors, is considered an employee under Colorado law and the Board of Directors will follow Colorado law as it pertains to the ability of the President/Chief Executive Officer to address the Board of Directors in executive session about his/her performance. In the case when the performance or conduct of the President/Chief Executive Officer becomes a Board agenda item, Board discussions with respect to the performance or conduct of the President/Chief Executive Officer shall be held in executive session and not in the presence of the President/Chief Executive Officer, until the Board is ready to take a vote on the matter; unless the President/Chief Executive Officer requests that the discussion be public.

- x. Maintain discretion and act in a professional manner at all times when dealing with Board business or raising school issues.
- xi. Discuss issues with one another, to treat each other, the President/Chief Executive Officer, members of the staff and CHPA children with the utmost respect and consideration and vice-versa.
- xii. Respect all privacy laws and CHPA policies regarding issues involving CHPA staff and CHPA students of administrative or staff members.
- xiii. Follow standard CHPA policies and protocol in any issues involving CHPA staff and/or CHPA students.
- xiv. Sign a conflict-of-interest statement approved by the Board, annually.
- xv. Shall not expend any monies out of the CHPA general fund unless approved by the Board.

Section 3. II Board Resolution Process.

The Board and its members are committed to faithful compliance with the provisions of the Board's governing policies. In the event a Board member's actions are perceived to be a violation of these policies, the Board will address the situation by the following process

- i. First, the concerned Board member is encouraged to have a conversation in a private setting with the Board Member (s) whose actions are perceived to be non-compliant with Board policies
- ii. Second, if the concerned Board member is not comfortable pursuing such a meeting or if the meeting does not produce sufficient resolution as agreed on by the concerned parties, either party shall apprise the Board President, who may choose to address the situation individually with the involved parties. If the concern involves the Board President's actions, the Vice President shall be similarly informed.

Section 3. 12 Resignations and Removal of Board Members.

Section 3.12. I Resignations. Any Board Member may resign at any time by providing written notice to the President or Secretary of the Board of Directors. An e-mail transmission of resignation constitutes a written notice of resignation. Such resignations shall take effect at the time specified in the written notice, but if a time is not specified, the effective date of resignation shall be upon receipt of the written resignation by either the Board President or Secretary. In those cases, where the relationship with a Board Member has so deteriorated and resulted in non-communication, the Board may move forward with removal in accordance with these bylaws.

Section 3.12.2 Removal of a Board Member. Any Board Member may be removed from office for cause upon a quorum plus one (I) Member favorable vote of all regular voting members of the Board of Directors. For cause grounds may include but is not limited to the following:

- i. Absence from more than two (2) consecutive regular Board Meetings without a valid excuse may be grounds for dismissal;
- ii. Unexcused absences from six (6) consecutive Board Meetings constitutes grounds for automatic removal;
- iii. Inability or refusal to perform any of the Board's duties and obligations as defined in these Bylaws.
- iv. Unethical or illegal conduct;
 - a. Failure to abide by the CHPA Board of Directors Job Description and Board of Directors Obligations
 - b. Violation of the Colorado Revised Statutes;
- v. Any actions that three (3) of the voting members of the Board of Directors deems are grossly inimical to CHPA.

Section 3.12.3 Removal Procedure. If a Board Member has been asked to resign for any of the reasons Specified above and has declined to do so or fails to respond, the matter can be placed for hearing on the agenda of any regular or special meeting of the Board of Directors upon written consent of three (3) regular voting Board Members. The Board Member being asked to resign must be notified in writing by certified mail of the action 10 days prior to the date of the Board Meeting ("Certified Notice"). The Certified Notice shall include the date, time, and place of the Board Meeting, as well as the reasons that the resignation is being sought. The Board Member shall be deemed duly notified if he/she refuses to accept the Certified Notice as of the date of refusal of the Certified Notice. The Board of Directors shall move forward with the Board meeting in the absence of the Board Member being asked to resign when the Board Member refused to accept the Certified Notice.

Section 3.13 Annual Meetings. The Board of Directors shall hold an annual meeting by June 30, at which time Officers of the Board shall be elected in the manner set forth in these Bylaws.

Section 3.14 Regular Meetings. Regular meetings of the Board of Directors shall be held at least monthly for the transaction of such business as may come before the Board. The Board of Directors may, at the beginning of the calendar year, provide by resolution the time and place, either within or outside Colorado, for the holding of regular meetings. No notice shall be required to the Board Members other than this resolution. The regular meeting agendas shall be posted at CHPA.

Section 3.15 Special Meetings. Special meetings of the Board of Directors may be called either by:

- ii. The President of the Board at any time; or
- ii. Upon written request by a minimum of three (3) voting Board Members. In either case, written notice of the special meeting and the agenda of the special meeting must be provided to the Board Members at least forty-eight hours prior to the date of the special board meeting, in accordance with Colorado law and these Bylaws. The special meeting agendas shall be posted at CHPA. Special meetings may be called for the purpose of electing officers and for the transaction of such other business as may be required.

Section 3.16 Notice. Except as allowed by Section 3.14, notice of each meeting of the Board of Directors stating place, day and hour of the meeting shall be given to each Board Member at the Board Member's stated address at least two (2) days prior to the meeting date by the mailing of written notice by first class, certified or registered mail, or at least one day prior to the meeting by personal delivery of written notice or by telephone, E-mail or facsimile notice (and the method of notice need not be the same as to each Board Member). If mailed, such notice shall be mailed at least three (3) days prior to the meeting and is deemed to be given

when deposited in the United States mail, with postage thereon prepaid. If transmitted by E-mail or facsimile, such notice shall be deemed to be given when the transmission is completed.

- Section 3.17 **Presumption of Assent.** A Board Member who is present at a meeting of the Board of Directors at which action on any Board matter is taken shall be presumed to have assented to the action taken unless:
- i. Such Board Member's dissent shall be entered in the minutes of the meeting;
 - ii. The Board Member files a written dissent to the action with the person acting as Secretary of the meeting before the adjournment of the meeting or forwards such dissent by registered mail to the Board Secretary within 24 hours of adjournment of the meeting. Such right to dissent shall not apply to a Board Member who voted in favor of such action.
- Section 3.18 **Quorum and Voting.** A quorum shall be constituted as four (4) voting Board members of the seven (7) seven-member Board of Directors for the transaction of business at any meeting of the Board of Directors, except as it concerns removal of a Board Member and the amendment of its Bylaws. In those cases, an affirmative vote of a quorum plus one (1) of the seven-member Board of Directors shall be required for removal or adoption of any amendments to the Bylaws. As to all other actions, the vote of a majority of the Board Members present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Board Members present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No Board Member may vote or act by proxy at any meeting of the Board of Directors.
- Section 3.18.1 **Abstentions.** Abstentions from voting by board members can only be made through a claim of conflict of interest or a claim of insufficient information. Otherwise, board members are expected to cast an informed vote and fulfill their responsibilities in accordance with these bylaws.
- Section 3.19 **Virtual Board Meetings:** Members of the Board of Directors or any of its Committee Members may participate in a meeting of the Board or Committee via telephone or virtual communications equipment provided all persons participating in the meeting can hear each other at the same time, including members of the public attending such meeting. Such participation shall constitute presence in person at the meeting.

ARTICLE IV

COMMITTEES OF THE BOARD OF DIRECTORS

- Section 4.1 **Authority to Establish Board Committees; Committee Membership.**
The Board, may by action, establish committees that it determines are necessary to assist the Board in its responsibilities. any committee established by Board action shall comply with the requirements of Bylaws of the Board of Directors and with these policies regarding open meetings.
Board committees that are composed solely of less than a quorum of members of the Board do not have authority that may lawfully be exercised by the Board itself.
Board committees do not have authority of power to act on behalf of the Board. Findings or recommendations shall be reported to the Board for consideration.

- i. Finance Committee. The primary purpose of the Finance Committee is to act in an advisory role to the Board of Directors in carrying out its fiduciary responsibilities as they relate to ongoing fiscal stability and sustainability of CHPA through the responsible stewardship of available resources; ensuring that ongoing effective operation of CHPA by maintaining adequate cash reserves; monitoring the fiscal condition of CHPA as an integral part of the policy and decision-making process; evaluating significant changes in the fiscal environment and make necessary, timely, financial and educational adjustments; and providing for both-short-term and long-term goals and objectives. The Treasurer shall serve at the chair of the Finance Committee. The Committee is responsible for the oversight of the budget development process through a review of Board priorities, budget assumptions, allocation model, and the annual budget development calendar. The Committee will monitor the financial status of CHPA through the review of reserve balances, financial reports, actuarial studies and other relative materials, as well as internal controls and compliance with regulatory requirements. The Committee recommends to the Board the selection of the CHPA independent auditor, meets with the auditor to ensure appropriate financial controls are in place and the annual financial reports are prepared timely and in accordance with State regulations and District 60 contract expectations. The Committee meets monthly or on an as needed basis (at least quarterly).
- ii. Board Recruitment and Nominating Committee. The Board Recruitment and Nominating Committee in coordination with the President/Chief Executive Officer is responsible for soliciting and interviewing Board candidates to fill vacancies on the Board of Directors prior to the expiration of their existing terms. The Board Recruitment and Nominating Committee makes recommendations to the Board of Directors for new Board Members. The Board President shall assign a Board Member to serve as at the chair of the Board Recruitment and Nominating Committee.
- iii. Policy Committee. The Policy Committee receives recommendations from the President/Chief Executive Officer on policies being prepared for the Board that benefit CHPA. The Committee discusses responses to pending local, statewide, and federal legislative issues that may affect or are of interest to CHPA. The Committee serves the internal and external Board communication needs in evaluating legislative matters. The Committee receives recommendations from the President/Chief Executive Officer regarding district communication needs, policies, and practices. The scope of legislation includes local, state and national legislation affecting CHPA. The Committee meets monthly or on an as needed bases (at least quarterly). The Secretary of the board shall serve as the chair of the Policy Committee.
- iv. Bylaws Committee. The Bylaw Committee is comprised of Board members who review the CHPA bylaws biannually to ensure all bylaws and Board regulations are being followed to the highest standard. The Committee can make recommendations for changes to ensure the bylaws of CHPA are addressing the needs of the organization to ensure the organization's goals are met. The President of the Board shall serve at the chair of the Bylaws Committee.
- v. Achievement and Student Success Committee. The Academic and Student Success Committee works with the President/CEO and staff to monitor data related to student academic achievement in relation to meeting the Colorado Department of Education Standards of Performance. The committee will advise the Board on the state of progress of achievement and recommends support strategies to improve and sustain student academic achievement such as resources need to accomplish identified goals. Assist the Board in

understanding the nature of data provided. The Vice President of the Board shall serve as the Chair of the Achievement and Student Success Committee.

- vi. Ad Hoc Committees. The Board of Directors may designate such additional committees as it deems necessary or desirable. The Board of Directors shall appoint the members of such additional committees in the manner, for the terms and with such duties and functions as may be prescribed by the Board of Directors.

- Section 4.2 Meetings. Each Committee shall meet from time to time on the call of its chair, the Board President, or of any two or more Committee Members. The Committee Chair will designate a voting Board Member to serve as Co-Chair. The Committee meetings are to be held at the date, time, and place designated in the notice of the meeting as determined by the Committee Chair or Board President. Notice of the date, time, and place and agenda of each Committee meeting shall be given to each Committee Member either in person, by mail, E-mail or virtual communication no later than two days prior to the meeting. The Committee shall keep regular minutes of its meetings and proceedings pursuant to Colorado law.
- i. Quorum. At any meeting of a Committee, a majority of the Committee Members shall constitute a quorum. The acts of a majority of the members of the Committee at a meeting at which a quorum is present shall be the acts of the Committee.
 - ii. Vacancies. Vacancies on any Committee shall be filled by the Board of Directors at a regular Board meeting or at any special meeting.
 - iii. Advisory Committee Members: Committees may invite additional non-Board Members to participate on Committees who have additional expertise or interest to serve on a committee and are approved by the full Board. Advisees do not vote on motions recommended to the greater Board.

ARTICLE V

OFFICERS AND AGENTS OF THE BOARD OF DIRECTORS

- Section 5.1 Officers of the Board of Directors. The officers of the CHPA's Board of Directors shall be regular voting members of the Board of Directors and shall consist of the President, Vice-President, and Secretary/Treasurer. Officers hold one-year terms and may hold successive terms, if elected by the Board of Directors.
- Section 5.2 President. The President, elected annually, shall preside at all meetings of the Board of Directors. The President is responsible for setting the Board Agenda, date, and time of all Board meetings, and for posting the Board Agenda. The Board President may set the agenda in conjunction with the President/Chief Executive Officer. The President may perform such other duties as the Board of Directors specifically delegates. The President shall serve as the chair of the Bylaws Committee.
- Section 5.2.1 Qualification. To become eligible for nomination for President of the Board of Directors, a voting Board Member must be a current Board Member in good standing.
- Section 5.3 Vice-President. In the case of the President's incapacity or inability to perform his/her duties, the Vice-President shall assume the duties of the President. The Vice-President shall serve as the Chairperson of the Board's Academic and Student Success Committee. The Vice-President shall perform such other duties as delegated by the Board of Directors.

- Section 5.4 Secretary. The secretary shall assure the accuracy of the minutes of the Board of Directors proceedings (i) keep the minutes of the proceedings of the Board of Directors, and the members (if any); (ii) assure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the CHPA; (iv) keep at the CHPA's registered office or principal place of business within Colorado a record containing the names and addresses of all Board members The Secretary shall perform such other duties as delegated by the Board of Directors. The Secretary shall serve as the Chair of the Policy Committee.
- Section 5.5 Treasurer. The treasurer shall perform or cause to have performed the following duties: (i) the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) monitor compliance with all requirements imposed on the CHPA as a tax exempt organization described in section 501(c)(3) of the Internal Revenue Code; (iii) attend finance meetings with discussion of annual budgets and quarterly reports; (iv) upon request of the Board, make such reports to it as may be required at any time in conjunction with the CHPA's Chief Financial Officer or designee, and The Treasurer shall perform such other duties as delegated by the Board of Directors. The Treasurer shall serve at the chair of the Finance Committee.
- Section 5.6 Nomination of Officers of the Board of Directors. By June 1st of each election year, the Board Recruitment and Nominating Committee shall tender to the Board of Directors a slate of officers consisting of nominees for President, Vice-President, Secretary and Treasurer.
- Section 5.7 Election of Officers of the Board of Directors. A ballot shall be prepared by the Board Secretary each election year and given to all Board Members in good standing and eligible to vote. The Recruitment and Nominating Committee Chair shall forward the names of the candidates who received the highest number of votes for each officer position to the current Board President. The Board of Directors shall declare those individuals duly elected.
- Section 5.8 Officer Resignations and Removal.
- Section 5.8.1 Resignations. Any Officer may resign at any time by providing written notice to the President or the Secretary of the Board of Directors. An E-mail transmission of resignation constitutes a written notice of resignation. Such resignations shall take effect at the time specified in the written notice but if a time is not specified, the effective date of resignation shall be upon receipt of the written resignation by either the Board President or Secretary.
- Section 5.8.2 Removal. Any Officer may be removed from office for cause and at any time as approved by a quorum plus one (1) of the entire regular membership of the Board of Directors for the following reasons:
- i. Absence from more than two (2) consecutive regular Board Meetings without a valid excuse may be grounds for dismissal;
 - ii. Unexcused absences from six (6) consecutive Board Meetings constitutes grounds for automatic removal;
 - iii. from the Board of Directors; Inability or refusal to perform any of the Board's duties and obligations as defined in these Bylaws;

- iv. Unethical or illegal conduct;
 - a. Failure to abide by the CHPA Board of Directors Job Description and Board of Directors Obligations
 - b. Violation of the Colorado Revised Statutes;
- v. Any actions that three (3) of the voting members of the Board of Directors deems are grossly inimical to CHPA.

Section 5 .8.3 Removal Procedure. If an Officer has been asked to resign for any of the reasons specified above and have declined to do so or fail to respond, the matter can be placed for hearing on the agenda of any regular or special meeting of the Board of Directors upon written consent of any three (3) regular voting Board Members. The Officer being asked to resign must be notified in writing by certified mail of the action 30 days prior to the date of the Board Meeting ("Certified Notice"). The Certified Notice shall include the date, time, and place of the Board Meeting, as well as the reasons that the resignation is being sought. The Officer shall be deemed duly notified if he/she refuses to accept the Certified Notice as of the date of refusal of the Certified Notice. The Officer shall move forward with the Board meeting in the absence of the Officer being asked to resign when the Officer refuses to accept the Certified Notice. A quorum plus one (1) vote of the entire voting members of the Board of Directors is required to remove an Officer.

ARTICLE VI

OPEN MEETINGS LAW, PUBLIC RECORDS ACT, FAMILY EDUCATIONAL PRIVACY RIGHTS, AND NONDISCRIMINATION POLICY

Section 6.1 Open Meetings Law. The Board of Directors acknowledges and agrees that it and that CHPA is subject to the provisions of the Colorado Open Meetings Law, Colorado Revised Statutes, § 24-6-401 et seq. and that it will make every effort to fully comply with the provisions of such law in connection with all of its activities.

Section 6.2 Executive Sessions. In accordance with the Colorado Open Meetings Law, all annual, regular and special meetings of the Board of Directors shall be open to the public, except that, upon a two-thirds (2/3rds) vote of the Board Members present, an executive session may be held to discuss any one or more of the following:

- i. Legal matters;
- ii. Acquisitions or sales of property;
- iii. Contract proposals or negotiations;
- iv. Confidential personnel matters;
- v. Student disciplinary matters; and
- vi. Any other matters permitted by law.

The motion requesting the executive session shall state the nature of the matter to be discussed. Only those persons invited by the Board of Directors may be present during the executive session. The Board of Directors shall not make final policy decisions, nor shall any resolution, rule, regulation, or formal action or any action approving a contract or calling for the payment of money be adopted or approved at any session which is closed to the general public. Matters discussed during executive sessions shall remain confidential among those attending. The Secretary of the Board of Directors shall maintain minutes of all executive sessions pursuant to the Colorado law.

- Section 6.3 Public Records Law. The Board of Directors acknowledges and agrees that it is subject to the provisions of the Colorado Public Records Act, Colorado Revised Statutes, § 24-72-201 et seq. and that it will make every effort to fully comply with the provisions of such law in connection with all of its activities.
- Section 6.4 Family Educational Privacy Rights. The Board of Directors acknowledges and agrees that it is subject to the provisions of the Family Educational Privacy Rights, Buckley Amendment, 20 United States Code, § 1232 (g) and that it will make every effort to fully comply with the provisions of such law in connection with all of its activities.
- Section 6.5 Nondiscrimination Policy. The Board of Directors is committed to a policy of nondiscrimination. The Board of Directors shall comply with all applicable federal, state, and local laws, rules and regulations prohibiting discrimination including on the basis of age, race, sex, sexual orientation, ethnicity, national origin, religion, or disability.

ARTICLE VII INDEMNIFICATION AND INSURANCE

- Section 7.1 Indemnification. No Officer or Board Member shall be personally liable for any obligations of CHPA or for any duties or obligations arising out of any acts or conduct of the Officer or Board Member performed for or on behalf of CHPA. CHPA shall and does hereby indemnify and hold harmless each person and their heirs and personal representatives who shall serve at any time hereafter as a Board Member or Officer of CHPA and/or Board of Directors, from and against any and all claims, judgments and liabilities to which such persons shall become subject by reason of any action alleged to have been taken or refrained from by any such Board Member or Officer for legal or other expenses reasonably incurred in connection with the defense of any such claim or liability; including the power to defend such person from all suits or claims as provided for under the provisions of the Colorado Nonprofit Corporation Act or the corporation code of any state in which CHPA transacts business. No such person, however, shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of such person's own intentional misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything in this section restrict the right of CHPA to indemnify or reimburse such person in any proper case, even though not specifically provided for in this section. CHPA, its Board of Directors, Officers, Employees, and Agents shall be fully protected in taking any action or making any payment or in refusing to do so in reliance upon the advice of counsel. The indemnification provided in this section shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Directors or otherwise, both as to action in an official capacity and as to such person who has ceased to be a Board Member, Officer, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of such person. It is the intent of this section that officers and Board members shall be indemnified to the full extent permitted by law.
- Section 7.2 Insurance. By action of the Board of Directors, notwithstanding any interest of the Board Members in this action, CHPA may purchase and maintain insurance, as the Board of Directors deems appropriate, on behalf of any person who is or was a Board Member, Officer, employee, fiduciary or agent of the Academy or who, while a Board Member,

Officer, employee, fiduciary or agent of the Academy, was serving at the request of CHPA as a Board Member, Officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan, against any civil liability asserted against, or incurred by, that person in any such capacity or arising out of their status.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

- Section 8.1 Account Books. Minutes. etc. CHPA shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and Committees. All books and records of CHPA may be inspected by any Board Member or by the authorized agent or attorney of any such person, for any proper purpose at any reasonable time. Reasonable fees may be charged for procurement of documents and or recordings.
- Section 8.2 Public accountability. CHPA shall provide for all financial reports necessary or desirable for a public charter school. CHPA shall provide for an annual independent audit of its financial affairs. CHPA shall publish and make available to the general public an annual report of CHPA's programs, activities, Bylaws, and financial affairs as appropriate for a charter school.
- Section 8.3 Designated Contributions. CHPA may accept any designated contribution, grant, and bequest or devise consistent with its general purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, CHPA shall reserve all right, title and interest in and to control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose, or use. Further, CHPA shall acquire and retain sufficient control over all donated funds (including designated contributes) to assure that such funds will be used to carry out CHPA's purposes.
- Section 8.4 Conflicts of Interest. From time-to-time potential conflicts of interest or the appearance of such conflicts will inevitably arise. It is the policy of the corporation to deal with such conflicts in as open and appropriate way as possible.
- Section 8.4.1 Disclosure of Conflict. If any person who is a Board Member or Officer of CHPA is aware that CHPA is about to make a grant to or otherwise enter into any transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any legal, equitable or fiduciary interest or position, including, without limitation, as a Board Member, Officer, shareholder, partner, beneficiary or trustee, such person shall:
- i. Promptly inform those charged with approving the transaction on behalf of CHPA of such person's interest or position;
 - ii. Disclose any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of CHPA; and
 - iii. Not be entitled to vote on the decision to enter into such transaction.
- Section 8.4.2 Record of Conflict and Disclosures. In the event the corporation awards any grant or otherwise enters into any transaction that involves any actual or potential conflict of interest, the fact of the conflict and of compliance by all parties with the requirements of

Section 8.4.1 shall be recorded in the minutes of the proceedings approving such grant or other transaction.

- Section 8.4.3 Compliance with Policies and Procedures. The Board Members, Officers, employees, and agents of the corporation shall also faithfully observe and comply with any other policies or procedures adopted by CHPA from time to time to assure that conflicts of interests and any other matters bearing on the proper and ethical conduct of corporate affairs are appropriately and effectively monitored, disclosed and dealt with in furtherance of the best interests at CHPA.
- Section 8.5 Loans to Directors and Officers Prohibited. No loans shall be made by CHPA to its Board Members or Officers. Any Board Member or Officer who assents to or participates in the making of any such loan shall be liable to CHPA for the amount of such loan until it is repaid.
- Section 8.6 Distribution upon Dissolution. In the event that CHPA should cease operations for any reason, including non-renewal of CHPA's Charter Contract or revocation of CHPA's charter, the PCS shall supervise and have the authority to conduct the winding-up of CHPA's business affairs; provided, however, that by doing so, the PCS does not assume any liability incurred by CHPA beyond the funds allocated to it by the PCS under its Charter Contract with CHPA.
- Section 8.7 Parliamentary Authority. Colorado law, including the Colorado Nonprofit Corporation Act. The Charter Contract with the PCS and Roberts Rules of Order shall govern the Board of Directors in all parliamentary circumstances not covered by these Bylaws.
- Section 8.8 Amendments. The power to alter, amend or appeal these Bylaws and adopt new bylaws shall be vested in the Board of Directors a quorum plus one (1) vote of the entire regular membership of the Board of Directors.
- Section 8.9 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions, and in such event, these Bylaws shall be construed in all respects as if such invalid provision were omitted.