

Aspen Ridge School, Inc.
A Colorado Non-Profit Corporation

BY-LAWS

Adopted May 1, 2009
Amended July 7, 2011

**ARTICLE I
GENERAL**

The provisions of this document constitute the Bylaws of Aspen Ridge School, Inc. hereinafter referred to as the Corporation, which Bylaws shall be utilized to govern the operation of the Corporation.

**ARTICLE II
OFFICES**

The principal office of the Corporation shall be located in the State of Colorado. The Board of Directors may establish additional offices, and the location of the principal office and the number and location of any of the offices may, from time to time, be otherwise designated and changed by the Board of Directors.

**ARTICLE III
PURPOSE OF THE CORPORATION**

The purpose of Aspen Ridge School, Inc. shall be to establish and operate a charter school in Colorado.

The purpose for which Aspen Ridge School, Inc. is organized is exclusively educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

No part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

The Corporation is a Colorado Non-profit Corporation and no part of the net earnings of the Corporation shall go to the benefit of or be distributable to its Directors, Officers, or private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

ARTICLE IV BOARD OF DIRECTORS

Section 1: Authority

The business, property, and affairs of the Corporation shall be controlled by the Board of Directors. The duties shall include:

- Approve all charter contracts and amendments to charter contracts.
- Approve all curriculum and curriculum revisions.
- Approve all policies and procedures.
- Control all fiscal matters, including;
 - Approve a budget for each school year based on the funds allocated to Aspen Ridge School, Inc.
 - Review and amend budgets at quarterly meetings after consideration of recommendations by the Finance Manager and/or administrators.
 - Approve all contracts, including; leases, employment offers, and third party service contracts.
- Approve all hiring and terminations of staff members.
- Approve personnel selection procedures and position descriptions.
- Elect Corporate Officers from the Board of Directors to serve as President, Vice-President, Treasurer, and Secretary.
- Promote enrollment in the school.
- Review student performance reports.
- Conduct an annual assessment of the school and self-assessment of the Board of Directors, including gathering information from stakeholders, as to how the Charter School is fulfilling its mission and vision and meeting its long-term goals.
- Regularly attend Board of Directors' meetings or be subject to removal from his/her position by a vote of the Board of Directors after two or more consecutive meetings.
- Fill any vacancies that may occur on the Board of Directors following procedures specified in Section 2 of these By-Laws.

Section 2: Elections

In order to ensure continuity of purpose, mission, and leadership of the Corporation, the voting members of the Board of Directors shall consist of five (5) Founding Board Members and two (2) Parent Board Members. At least two (2) of the Founding Board Members shall be Community Representatives.

The School Principal and Vice-Principal shall be non-voting members of the Board of Directors.

Founding Board Members shall be defined as those who were serving as Members of the Board of Directors on July 1, 2011. Founding Board Members shall serve a term of two (2) years and may be reelected for any number of terms. Founding Board Member vacancies shall be filled by a vote of the remaining Founding Board Members.

Parent Board Members shall be defined as those elected by parents of students attending Aspen Ridge Preparatory School. Parent Board Members shall be elected annually for a one (1) year term and may be reelected for any number of terms.

Parent Members shall be elected as follows:

Nominations or applications must be submitted to the Secretary of the Board by **September 15**. Ballots shall be prepared and mailed to parents of all students attending Aspen Ridge Preparatory School by **September 30**. Each family shall receive one (1) vote. Ballots must be returned to the Secretary of the Board by **October 15**. The Secretary shall count the votes and inform parents and Board Members of the election results. Parent Board Members shall become voting members at the first Board Meeting following their election.

Section 3: Vacancies and Removal

Any Director may resign at any time by providing the remaining Directors thirty (30) days prior written notice. Vacancies shall be filled within sixty (60) days by the Board of Directors.

Any Member of the Board of Directors who is absent for two (2) or more consecutive scheduled meetings may be removed by a majority vote of the Board Members.

Section 4: Expectation of Directors

Each member of the Board of Directors is expected to:

- Be accountable to the parents and the public.
- Work on behalf of the entire school and not as an advocate specifically for one's own child.
- Make careful distinction between official statements as a member of the Board of Directors and statements made as an individual who happens also to be a Board Member.
- Create an environment that encourages and enables individuals to responsibly express their opinions while bringing together all constituencies in support of the school's mission.
- Understand that the school relies on the support of each member of the Board of Directors and contribute to the school through active participation and leadership.
- Convey the school's message to the public as well as its constituencies, and build public support for the school.

ARTICLE V OFFICERS

Section 1: Election of Officers of the Board of Directors

The Executive Officers shall be elected by the Board of Directors at its Annual Meeting. Any officer duly elected shall hold office until a successor is elected and has accepted the office.

Section 2: Vacancies

The Board of Directors shall fill any vacancies within 60 days following the notice of said vacancy and following procedures specified in Article IV, Section 2.

Section 3: Terms of Office and Removal

Any Officer shall be subject to removal at the pleasure of the Board of Directors by affirmation vote of two-thirds (2/3) of the Directors who are eligible to vote.

Section 4: Duties of the Chair of the Board (Corporation President and CEO)

The Chair of the Board of Directors shall also be the President and Chief Executive Officer of the Corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall call all regular and special meetings when deemed necessary and when called for. He or she shall have the power to sign all contracts and any other obligations on behalf of the Corporation. The Chair shall provide oversight and guidance of the expectations of Board Members in their role as representatives of the school.

The Chair of the Board shall have such other powers and duties as are incident to said office and not inconsistent with its Bylaws, or as may at any time be assigned by the Board of Directors.

Section 5: Duties of the Vice-Chair of the Board (Corporation Vice-President)

The Vice-Chair of the Board of Directors shall also be the Vice-President of the Corporation. He or she shall familiarize themselves with the affairs of the Corporation and in the event of the disability or absence of the Chair from any place in which the business is to be done, the Vice-Chair shall have all the powers and perform all the duties of the Chair. The Vice-Chair shall have such other powers and the Board of Directors may at any time assign duties as to them.

Section 6: Duties of the Treasurer

The Treasurer together with the Chair shall have the general supervision of the finances of the Corporation. The Treasurer shall be responsible for the receipt of all funds in the name of the Corporation in the bank approved by the Board of Directors. Working with the Finance Manager employed by the Corporation, ensure current financial records are kept at all times and reports on the financial status of the Corporation shall be submitted at all meetings of the Board of Directors with copies provided for the minutes. The treasurer shall have signature authority

along with any other persons the Board shall designate. Subject to the Board of Directors, the Treasurer shall have such powers and duties as are incident to the office and not inconsistent with these By-Laws, or as may at any time be assigned to the Treasurer by the Board.

Section 7: Duties of the Secretary

The Secretary shall cause to be entered in the minute books of all meetings of all committees and the Board of Directors shall have charge of all books and papers pertaining to said office; and shall be responsible for the giving of all notices and for the making of all statement and reports required of the Corporation or of the duly Secretary by law. The Secretary shall attest by signature to all instruments duly authorized and requiring the same. The Secretary shall perform such duties as are incident to the office, and shall have such other powers and duties, in addition to those elsewhere provided in these Bylaws, as may be at any time assigned by the Board of Directors.

Section 8: Duties of the Treasurer and Secretary May Be Combined

The duties of the treasurer and Secretary may be combined by the Board of Directors

Section 9: Other Officers

The Board of Directors may elect other officers as it may deem necessary and appropriate and shall prescribe the powers and duties of any other officer of the Corporation.

**ARTICLE VI
MEETINGS OF THE BOARD OF DIRECTORS**

Section 1: Schedule of Meetings

The Annual Meeting of the Board of Directors shall occur in August of each year. Regular meetings of the Board of Directors shall be held at least once per quarter.

Section 2: Notice of Meetings

Notice of all meetings of the Board of Directors shall be given by posting in a designated public place as far in advance as possible, with a minimum of least 24 hours in advance for emergency meetings, in accordance with Colorado's Open Meetings Law [C.R.S. 24-6-40].

Section 3: Decision Process

A quorum shall be comprised of not less than one half (1/2) of the members of the Board of Directors.

When a quorum is present, the affirmative vote of a majority of the voting Board members present will decide any question, except when a larger vote is required by these by-laws. A tie vote of the Board of Directors constitutes a failure of that item to pass.

Section 4: Agendas and Minutes

In the case of regular meetings, agendas will be posted at least 24 hours prior to meeting.

The agenda format for all meetings of the Board of Directors and committee meetings shall be: call to order, roll call, approval of minutes, public input, report by the President, report by the Charter School Administrator, discussion items, consent items, action items, and adjournment.

Minutes will be kept by the Secretary of the Board of Directors.

Copies of agendas and minutes will be forwarded to the Sponsoring District in a timely manner and kept in the school office for public review on request.

Section 5: Format of Meetings

All meetings are open to the public.

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 by-laws and any Special Rules of Order that the Board of Directors may adopt.

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)].

**ARTICLE VII
CONTRACTS, CHECKS, DEPOSITS**

Section 1: Contracts

The Board of Directors may authorize any person as the agent of the Corporation to enter into any contract or to execute and deliver any instruments or documents on behalf of the Corporation, which authority may be general or specific.

Section 2: Deposits

All funds received by the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as may be approved as authorized by the Directors.

Section 3: Checks

All checks, drafts or any authorization for the payment on any noted sums of money or other evidence of debt issued in the name of the Corporation shall be signed by such officers or agents as from time to time be designated and determined by the Board of Directors. Unless otherwise authorized, such instruments shall be signed by the Chair.

**ARTICLE VIII
FISCAL YEAR**

The fiscal year of the Corporation shall be July 1 to June 30 of each year.

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by law, indemnify all Board Members, Officers, employees, and agents from any and all liabilities and expenses for any actions taken in his or her official capacity. The indemnification shall continue for all persons who ceased to be a Director, Officer, employee, or agent and shall insure to the benefit of their heirs, executors, and administrators of such a person.

**ARTICLE X
MISCELLANEOUS**

Section 1: Amendments

The Board of Directors may adopt and amend the Bylaws of the Corporation from time to time at any meeting properly convened in accordance with the Bylaws

Section 2: Records

The Corporation shall maintain correct and proper books and records and shall keep minutes to go along with all the meetings of the members and Board of Directors, at the principal office of the Corporation. All such records may be inspected by any Director, or the agent or attorney of either, or any proper person, at any reasonable time.

Section 3: Dissolution

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, officer, or member thereof or to the benefit of any private person. Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or Corporation

which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (C)(3), Internal Revenue Code.

Approved by the Board of Directors:

Secretary, Board of Directors

Date