

**BYLAWS OF**  
**NORTHERN COLORADO ACADEMY OF ARTS AND KNOWLEDGE**  
**dba**  
**T.R. PAUL ACADEMY OF ARTS AND KNOWLEDGE**  
**A COLORADO PUBLIC CHARTER SCHOOL**

**ARTICLE I — GENERAL**

1.1 *Name.* The name of the organization governed hereby is Northern Colorado Academy of Arts and Knowledge dba T.R. Paul Academy of Arts and Knowledge (“the School” or “TPAAK”).

1.2 *Location.* The School shall be located anywhere in the Poudre School District or its contiguous districts that the Board of Directors (“Board”) directs.

(1.3 *Vision and Mission.* The Board will maintain Vision and Mission statements and display them for the School to see and use.

1.4 *Office.* The principal office of the corporation will be located in Fort Collins, Colorado or such other site as may be designated by the governing Board.

1.4 *Members, Stock & Seal.* The corporation shall have no members, no stock and no seal.

1.5 *Fiscal Year.* The fiscal year of the corporation shall be July 1 — June 30.

1.6 *General Powers.* The corporation shall have all the powers granted non-profit corporations under the Colorado Revised Nonprofit Corporations Act, and, in relation to any charter schools it operates, all powers granted to charter schools under the Colorado Charter Schools Act, and all powers appropriate to a nonprofit corporation or charter school provided for in other laws of the State of Colorado now in effect or hereinafter enacted.

ARTICLE II — BOARD OF DIRECTORS — OFFICERS

*2.1 Board Powers & Duties.* The business, property and affairs of this Corporation shall be conducted and managed by the Board of Directors (“Board” or “Directors”). The Board shall have full control and responsibility for the affairs and operation of the corporation and may exercise any and all corporate and school powers, subject only to the requirements of the Articles of Incorporation and these Bylaws. In general, the Board shall exercise its powers through:

- Establishing strategic direction for student achievement and school excellence.
- Establishing general policies for the school;
- Approving the school budgets;
- Negotiating, reviewing and approving the charter agreements;
- Causing the preparation and delivery of such reports, applications for renewal or other documents as may be required to continue charter status or otherwise comply with law;
- Negotiating, reviewing and approving the management agreement; the management company fulfills the Board's strategic direction goals;
- Selecting and retaining its own advisers, employees or agents, as needed from time to time; and,
- Overseeing and reviewing implementation of the budget, agreements and policies governing operation of the school.

Implementation of day-to-day administrative operations of the school and policies established by the Board shall be the responsibility of contractors, employees or others identified by the Board including but not limited to, a management company.

*2.2 Number of Directors — Appointment & Term.* All board seats are filled by appointment as voted on by seated board members. The Board shall be composed of five Directors. Directors shall not be teachers or other paid employees of the School. Meetings to appoint directors to the board, fill vacancies, elect officers or remove directors shall only take place where advance notice has been given, both to the public as required by law, and individually delivered to all directors no less than forty-eight (48) hours before said meeting. All directors will be appointed for staggered terms of one to three years. Directors may be re-appointed. The timing of appointments after the initial formation of the Board will be arranged by the Board so that the terms of directors are staggered. Appointment to a vacancy thereafter will be for the remainder of an unexpired term.

*2.3 Officers.* The Board shall select its officers from its own number, by majority vote of a quorum, and which shall include: the President, the Vice-President, the Secretary and the Treasurer. Generally, election of officers shall take place annually at a meeting held in June, July or August.

*2.4 Absence or Inability — Recall & Removal — Resignation — Vacancies.* 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. A director may be removed, with or without cause, by vote of all other directors then serving on the Board. Without limitation, Board members may be removed for failure to reasonably participate in board meetings; breach of confidentiality affecting student records or information, personnel records or information, or matters discussed

in a proper executive session of the Board; or failure to disclose, or other violations related to, a conflicting interest transaction. Removal under this provision shall be made effective on a date certain. If any director or officer duly appointed submits a resignation to the Board such resignation shall be effective upon receipt and a vacancy on the Board exists. Upon vacancy for a directorship or an unexpired term in any office, the remaining directors have the option to appoint a replacement to fill the vacancy. Unless an officer or director resigns or is unable or unwilling to serve, or removed, the officer or director shall continue in office or a directorship until a replacement is selected.

*2.5 Officer Powers Not Exclusive — Delegation of Officer Duties.* The listed powers of officers 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.

*2.6 President.* The President shall call and preside over Board meetings; may be or designate another officer or individual as a member *ex officio* of any committees as are provided for from time to time; shall appoint chairs of all committees and fill all committee positions provided for from time to time, subject to approval of the Board; and shall make provision for a printed agenda to be distributed to all interested persons at the beginning of each meeting.

*2.7 Vice President.* The Vice President shall serve as President in the absence or inability of the President and may be delegated by the President any duties or powers of the President. The Vice President may also serve as either Secretary or Treasurer. Upon full assumption of the office of President, the office of Vice President and any other office held by that person shall be vacant.

*2.8 Secretary.* The Secretary shall make provision for a record to be kept of all meetings of the Board of directors; make provision for all directors to have a current copy of the charter, articles of incorporation, by laws, 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 these 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.

*2.9 Treasurer.* The Treasurer shall make provision for the secure deposit of the funds of the corporation and for a full and accurate account of receipts and expenditures and the maintenance of such books of account and records as are necessary to demonstrate compliance with all provisions of the charter-and bylaws of this corporation; make provision for a financial statement to be submitted at every meeting of the corporation and at other times when requested by the Board; and make provision for the accounts to be subject to an annual audit by an Certified Professional Accountant or other appropriately qualified individual

ARTICLE III — MEETINGS & COMMITTEES — BOOKS & RECORDS

3.1 *Regular & Special Meetings — Quorum.* Regular meetings of the Board shall be held during the year, the times to be fixed by the Board in advance. Notice of regular Board meetings shall be given in writing or email, in advance of the date of said meeting, to each director, provided that notice of a schedule of fixed meeting dates shall suffice as the notice required by this section. Special meetings may be called by the President, regular meetings may be canceled by the President and, in such cases, a reasonable effort shall be made to give actual advance notice of such meetings or cancellations to each director. A majority of the directors then in office shall constitute a quorum for conducting business and a majority of a quorum shall be sufficient to take action on any subject. The Board shall conduct all meetings in accordance with the Colorado Open Meetings Act. The Board may proceed into an executive session at any regular or special meeting of the Board upon a vote of two thirds of the quorum present, for the reasons permitted by the Colorado Open Meetings Act. The Board shall designate the place of posting, as required by that Act.

3.2 *Minutes.* In accordance with the Colorado Open Meetings Act, the minutes of all Board meetings at which the adoption of any policy, position, resolution, rule, regulation, or formal action occurs or could occur shall be taken and promptly recorded, and such Board approved minutes shall be open to public inspection. The public minutes of any meeting during which an executive session is held shall reflect the general topic of the discussion at the executive session and minutes of the executive session shall be kept as otherwise required by law.

3.3 *Committees — Limit on Delegation — Public Meetings.* The Board may, by majority vote of a quorum, designate such committees as it deems necessary or appropriate. The President shall appoint the members of committees so designated.

3.4 *Rules of Order.* Meetings shall be conducted in accordance with established parliamentary procedures. In the event of a question of order, the Board may rely upon Roberts' Rules of Order, Newly Revised as useful guidelines in resolving the issue.

3.5 *Books & Records.* The School shall keep all records required by law, these Bylaws, minutes of the proceedings of the Board and all committees, its financial books and records and the names and addresses of Directors and Officers at its administrative offices. To the extent required or permitted by law, all records of the School shall be public documents and open to public inspection in accordance with the Colorado Open Records Act, C.R.S. § 24-72-201, *et seq.* Student records, personnel records and any other records protected by the Open Records Act; the Family Educational Rights and Privacy Act, 20 U.S.C. § 1232g; or other privacy laws shall be open only to the extent, and to the persons, permitted by such laws. All books and records of the corporation shall be open by request of a director, to inspection by all directors at any regular meeting of the Board, or by any individual director at any reasonable time.

3.6 *Manner of Acting.* No action of the Board shall be considered legal or binding unless approved by an affirmative vote of a majority of a quorum at a regular or special meeting of said Board. Said action to be binding shall be recorded in the official minutes of the Board.

ARTICLE IV — FINANCES

4.1 *Contracts & Checks — Faith and Credit.* Any and all contracts entered by the corporation shall be signed by the President or his designee and attested by the Secretary, provided that checks of the corporation may be signed as otherwise provided 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 shall disclose any known present or potential conflicts of interest, which disclosure shall be reduced to writing, to the Board prior to or at the time set for voting on any conflicting interest transaction. Conflicting interest transactions shall include those involving any “party related to a director” as that term is defined in COLO. REV. STAT. § 7-128-501(5). Written disclosures shall be attached to the minutes of the meeting at which, or the first meeting after, such disclosure has been made. Directors with conflicting interests may be counted as present for purposes of determining a quorum to act and may discuss such transactions in public session. Directors with conflicting interests shall not vote on such transactions. Failure to abide by this provision may constitute grounds for removal of a 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 *Director & Officer Compensation.* Directors and officers are volunteers and shall receive no compensation for service on the Board, provided that the Board may make provision for the corporation to reimburse directors or officers for reasonable and appropriate out-of-pocket expenses incurred for the benefit of the 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 4.2.

ARTICLE V — LEGAL COMPLIANCE

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

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, nor 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 of 1986, or that would result in the imposition of any liability under the Code.

5.3 *Nondiscrimination.* At no time shall the corporation engage in any action, with regard to faculty, employees, vendors, volunteers, parents, students or others which in violation of federal, state, or local law improperly discriminates on the bases of race, ethnicity, national origin,

religion, gender, marital status, disability, military status, sexual orientation, gender identity or gender expression.

*5.4 Nepotism.* A director or officer may not participate in the hiring, contracting, or employment of any relative of the director or officer. A relative is defined as any person, who whether by blood, marriage, or adoption, is the director or officer's spouse, child, grandchild, parent, grandparent, sibling, aunt, uncle, niece, nephew, or other family member who resides in the same household as the director or officer. If the hiring, contracting, or employment of a relative is proposed by the board, a director or officer must give notice to the board of the family relationship. Notice of a family relationship must be given by the director or officer at a meeting of the board at which a record is kept and a quorum of the board is in attendance.

The remaining board with no family relationship must weigh the hiring, contracting, or employment of a relative on its merits. Any such determination by the remaining board with no family relationship must include evaluation of at least two non-relatives unless good cause is shown that non-relative options are unavailable. If the remaining board with no family relationship does find the relative to be the best choice the board must demonstrate that the relative was the best option of the available candidates to serve the board's goals.

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

*5.6 Disposition of Assets.* Upon any dissolution of the corporation, assets remaining after satisfaction of outstanding obligations of the corporation shall be distributed for one or more exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1986. In addition, assets purchased with public funds provided under charter or other contract with a Colorado school district may, consistently with Section 501(c)(3), be directed as required by such contract.

## ARTICLE VI — INDEMNIFICATION

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 director of the corporation and acting in that capacity, unless such indemnification is prohibited by law. Any indemnification under this Article shall be made only as authorized on a specific case by a determination of the Board on whether such indemnification is legally permissible, by majority vote of a quorum of the Board, with only 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 of directors. 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 aid 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

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insurance plan to enable it to carry out any indemnification called for in this article.

### ARTICLE VII — AMENDMENTS

8.1 *Amendments by Majority Vote & At Regular Meeting.* Amendments to the articles of incorporation and bylaws may be made by a majority vote of all directors at a regular meeting, as further provided in 8.2 and 8.3, and not otherwise.

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

8.3 *Amendments Consistent with Charter Contract.* No amendment to these bylaws may in any way authorize actions that would violate the Internal Revenue Code, or alter, amend, or controvert any provision of a charter school or other contract with a public school district, except that amendments altering a charter contract may be approved if such proposed amendment is first submitted to and approved by the Board of Education of such district.

THE FOREGOING is a true and correct copy of the bylaws of the corporation, as duly adopted by the Board of Directors and in full force and affect this twelfth day of February, 2013.