

Appendix I: Cardinal Community Academy By-Laws

ARTICLE I

Section 1: The name of this corporation is the Cardinal Community Academy.

Section 2: 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.

Section 3: The principle office of the corporation shall be located in the Weld County, State of Colorado, or such other site as may be designated by the governing Board from time to time.

Section 4: The Corporation shall have no members and no stock.

ARTICLE II

Section 1: The governing Board of the Cardinal Community Academy shall consist of seven (7) members. In general, five (5) Board members shall be parents of students currently enrolled at the school and two (2) Board members shall be community members-at-large who are neither a parent nor a teacher or employee connected with the School. Only one member per household may serve on the Board of Directors at any one time. The initial Board of Directors shall consist of the five incorporators of the Cardinal Community Academy, whose terms will coincide with the term of the charter. Following the opening of the charter school, during its first school year, the Board shall arrange and conduct an election of two (2) additional members. Persons eligible to nominate candidates and vote in the election of Board members shall be parents of students enrolled in the school and teachers or other employees of the school. The election will be held at the school with advance notice to all parents and employees. The persons elected shall serve for the remainder of the term of the charter.

Section 2: The Board shall select its officers from its own number, which shall include: the President, the Vice-President, the Secretary, and the Treasurer. Each officer shall deliver all necessary books or records to their successor.

Section 3: Upon vacancy for an unexpired term in any office, except as provided in Section 9 below, the remaining members of the Board shall elect a person to fill the remainder of the unexpired term. Advance notice of a vacancy election shall be given to each member of the Board. Unless a member is unable or unwilling to serve, or removed under Section 10, below, the member shall continue in office until his or her replacement is selected.

Section 4: 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 positions provided for from time to time, subject to approval of the Board; have authority, together with the treasurer, to sign checks; shall provide all interested persons with a printed agenda at the beginning of each meeting; and have custody of the books and papers belonging to the corporation except those assigned to others.

Section 5: 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 serve as another officer, other than the President. Upon full assumption of the office of President, the office of Vice President and any other office held by that person shall be vacant.

Section 6: The Secretary shall record the minutes of all meetings of the Board of Directors; and maintain a current copy of the charter, bylaws 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; provide all notices required by these bylaws or by vote of the Board; prepare an agenda for the President's presentation at each regular Board meeting; report all communications as received to the Board as a whole;

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and make provision for publication of such reports, articles, or communications as the Board may direct from time to time.

Section 7: The Treasurer shall have custody of the funds of the corporation; keep a full and accurate account of receipts and expenditures; be responsible for the maintenance of such books of account and records as are necessary to demonstrate compliance with all provisions to the charter and bylaws of this corporation; act in compliance with the annual budget adopted by the corporation; make disbursements as directed by the Board of the corporation; cosign all checks with the President or Director of the corporation; present a financial statement at every meeting of the corporation and at other times when requested by the Board; make a full report at the meeting at which new officers assume their duties; and subject the accounts to an annual audit by a Certified Professional Accountant or other appropriately qualified individual, provided no audit need be conducted until after a charter is granted or until the gross annual receipts of the corporation exceed \$10,000. No check or signatory may serve as auditor. All books of the corporation shall be open by request of a Board member, upon seven (7) days' notice, to inspection by all Board members at any regular meeting of the Board, or by any individual Board member at any reasonable time.

Section 8: 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 member of the Board.

Section 9: If a Board Member who is serving as a parent member shall cease to be a parent member for any reason, the Board may, by majority vote of a quorum, declare the parent position vacant. Nothing in this section shall prevent the Board, by majority vote of a quorum, from designating a parent member as a community member-at-large, or *vice versa*, when a member's child or children enters or leaves the school.

Section 10: A Board Member may be removed for such cause as deemed sufficient by vote of all other members then serving on the Board. Any resulting vacancy shall be filled as provided in Section 3, above.

ARTICLE III

Section 1: Regular meetings of the Board shall be held during the year, the times to be fixed by the Board at its first meeting of the year. Notice of regular Board meetings shall be given in writing, in advance of the date of said meeting, to each Board member, provided that notice of a schedule of fixed meeting dates shall suffice. Special meetings may be called by the President, regular meetings may be canceled by the President and in such cases, an effort will be made to give actual advance notice of such meetings to each Board member. The Board shall have full control and responsibility for the affairs and operation of the corporation and may exercise any and all corporate powers, subject only to the requirements of the Articles of Incorporation and these Bylaws. One-half of the Board members eligible to vote on a matter shall constitute a quorum for conducting business. From the date on which a charter is granted forward, the Board shall conduct all meetings in accordance with the Colorado Open Meetings Act. At the first meeting after the charter is granted, the Board shall designate the place for posting, as required by that Act.

Section 2: 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, provided that upon opening of the school, an accountability committee shall be organized by Board resolution adopted at that time, which shall provide for election of accountability committee members in substantially the form of the election of Board members under Article II, Section 1 of these Bylaws.

ARTICLE IV

Any and all contracts entered by the corporation shall be signed by the President and attested by the Secretary, provided that checks of the corporation may be signed as otherwise provided in these Bylaws. No officer 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.

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ARTICLE V

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.

ARTICLE VI

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 member 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 members, with only Board members 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 requirement 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 insurance plan to enable it to carry out any indemnification called for in this article.

ARTICLE VII

Section 1: The Corporation will not use a seal. The signatures of duly authorized persons shall be legal and binding.

Section 2: The fiscal year of the corporation shall be the same as the fiscal year of the Weld County RE-3(J) School District.

ARTICLE VIII

Section 1: Amendments to the Bylaws, excepting the provisions regarding governance now contained in Article II, Sections 1, 3, 9, and 10 and this Section of Article VIII, may be made by a majority vote of all members of the Board, at a regular meeting, and not otherwise. Proposed amendments shall be read at a regular meeting not less than thirty days before taking a vote on such motion to amend.

Section 2: Amendments to the Articles of Incorporation or to Article II, Section 1, 3, 9, or 10, may be made by a sixty-six (66) percent vote of all members of the board, at a regular meeting, and not otherwise. This section may only be amended by a seventy-five (75) per cent vote of all members of the Board, at a regular meeting, and not otherwise. Proposed amendments shall be read at a regular meeting not less than thirty days before taking a vote on such motion to amend.

Section 3: No amendment to these Bylaws or Articles may in any way alter, amend, or controvert any provision of a charter school contract with Weld County School District RE-3(J), unless such proposed amendment first is submitted to and approved by the Board of Education of said District.