

ADOPTED 11/17/2015
BYLAWS OF MONTESSORI PEAKS ACADEMY
(Incorporated as a Colorado non-profit (501(c)(3)) corporation
as South Jeffco Montessori Charter School, referred to as the School)

ARTICLE I
MISSION STATEMENT

It is the mission of Montessori Peaks Academy to achieve high standards of individual excellence by guiding the whole student through an exceptional learning experience based on the educational philosophy of Maria Montessori.

ARTICLE II
MEMBERS

Definition of Members. The School shall have voting members. A member is defined as a family with a student(s) in the School, School staff, and any community member invited to serve on the School's Board of Directors. A family consists of one or two parents, or person who has legal and physical custody of a student. Only one vote is allowed per family. However, School employees who also have students in the School will be given 2 votes, one vote as an employee member and one vote as a family member. Membership terminates when either (1) the member's family no longer has a student enrolled in the School, (2) the member serves notice or otherwise terminates employment, or (3) the community member resigns or is removed from serving on the Board of Directors.

ARTICLE III
MEETINGS OF THE MEMBERS

Section 3.1 Election by Ballot of Members. Ballot voting of the members shall be held by the 30th day of April of each year. Ballot voting shall be held for the purpose of electing members to the School's Board of Directors. Failure to hold an Election by Ballot as required by these bylaws shall not work a forfeiture or dissolution of the School or invalidate any action taken by the Directors or officers of the School.

Section 3.2 Special Meetings. Special meetings of the members for any purpose or purposes unless otherwise proscribed by statute may be called by the Administrator or the Board of Directors. A meeting shall be called by the Administrator at the request of members having at least sixty percent of the votes entitled to be cast at such meetings.

Section 3.3 Place of Meeting. Each meeting of the members shall be held at the School or other location reasonably convenient to the members. All meetings will be held in accordance with Colorado Open Meetings Law and be open to the public.

Section 3.4 Notice of Meeting. Except as otherwise prescribed by statute, written notice of each meeting of the members stating the place, day, and hour of the meeting will be posted at least 24 hours in advance of the meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten nor more than thirty days before the date of the meeting, either personally by first class, certified, or registered mail by, or at the direction of, the Administrator, or the secretary, to each member entitled to attend such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at such member's address as it appears in the School records, with postage thereon prepaid. Any member may waive notice of any meeting before, at, or after such meeting. Attendance in person at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In extenuating circumstances, the notification requirements may be waived by the President of the School's Board of Directors with the concurrence of one other Director, subject to the provisions of the Open Meetings Law.

Section 3.5 Proxies. At all meetings of members, a member may vote in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 3.6 Cumulative Voting. Cumulative voting is not allowed. Each member is entitled to one vote for each vacancy on the Board of Directors (except as otherwise provided for herein as to School staff who have one or more students in the School).

Section 3.7 Quorum. Thirty-three percent of the members entitled to vote represented in person or by proxy shall constitute a quorum at each meeting of the members, and the affirmative vote of a majority of the members represented at the meeting at which a quorum is present and entitled to vote shall be the act of the members. If less than a quorum of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting for a period not to exceed thirty days at any one adjournment without further notice other than an announcement at the meeting. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3.8 Committees. The Board of Directors at any time may establish one or more advisory committees of members for any appropriate purposes and may dissolve any such committee. Committees may be subject to and if so subject shall abide by the Sunshine Act. Committee meetings on topics for which an executive session would be permitted or required by the Sunshine Act, if conducted by the Charter Board, shall be conducted confidentially, electronically recorded, and not publicly disclosed, but shall be available for review by any Director and the Administrator. The resolution designating a committee shall define its membership and the charge given the committee. All committee meetings shall be recorded in minutes forwarded to the Charter Board and Administrator. Committees are advisory and in no event shall make a final decision for the Board or the membership.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 General Responsibilities. The business and affairs of the School shall be governed by its Board of Directors as are outlined in the Board of Directors policies. The Board of Directors shall be responsible for setting policy and direction for the School and for assuring that the School is run in compliance with all applicable laws and contractual obligations and to verify consistency with the School's charter contract.

Section 4.2 Specific Duties and Responsibilities. Activities for which the Board of Directors shall be responsible include the following:

- A. governing all operations of the School
- B. delegating management to the Administrator
- C. establishing the reporting relationship between the Board of Directors and the Administrator
- D. assuring that the School is run in compliance with its charter with the Jefferson County School District ("the District"), all provisions of the School's Articles of Incorporation and Bylaws, and all applicable laws
- E. implementing the School's mission statement as well as its philosophy and objectives (The School's mission statement should be read on a regular basis and taken into consideration, whenever possible, when changes of policy are under discussion.)
- F. negotiating and enforcing all contract issues, including employment, leases and charter agreements with the district or the State
- G. ensuring that the School remains financially viable by establishing fiscal policy and procedures, budgets, and financial controls for the School
- H. long-term planning for expansion and growth
- I. Selecting and hiring the Administrator and establishing the policies under which the Administrator will manage the School, including but not limited to the following:
 - 1. policies regarding facility use (including use by community members)
 - 2. grievance policy and procedure
 - 3. admission policies
 - 4. discipline policy consistent with district regulations and guidelines and state law

- J. establishing necessary working committees, defining the roles and relationships between such committees, and ensuring that all Directors are actively involved in appropriate committee assignments
- K. authorizing all facility layout, capital expenditures, use, and maintenance.
- L. periodically evaluating the School, taking into consideration the School's stated philosophy and goals
- M. conducting an annual evaluation of the performance of the Administrator and establishing goals for the following year:
- N. Conducting an annual self-evaluation
- O. keeping full and accurate minutes of its meetings and those of its committees
- P. maintaining a policy book so that governance decisions made over a period of years may be readily available to subsequent leadership and Administrators
- Q. developing and maintaining a communication link to the community, promoting the School's uniqueness as a charter school, and the Montessori philosophy
- R. assigning other duties as appropriate and necessary for the safe and effective operation of the School

These activities may be delegated to other staff members, committees, or parent volunteers for action, but any activities so delegated shall be reviewed by the Board of Directors on a regular basis, and the Board of Directors retains ultimate responsibility for the prior approval and proper performance of the activities.

Section 4.3 Qualifications and Expectations. Directors shall exemplify integrity, honesty, and respect. A dedication and commitment to the vision of Montessori Peaks Academy and the charter school movement shall be the highest priority for any Director. Any Director finding himself/herself involved in an irresolvable conflict shall put the vision of the School first and foremost and shall recuse himself/herself from the vote.

Directors are expected to maintain a professional demeanor at all Board meetings. Issues being discussed shall not be personalized and directed toward any other Director, staff member, parent or anyone else. Discernment should be used in interpersonal relationships and communications. Directors are prohibited from speaking inappropriately and disrespectfully about staff or other Directors to the School community or parties outside the School community.

Directors shall demonstrate initiative in remaining informed about the School's activities and progress through regular attendance at Board meetings and other planned meetings and through reading School reports and recommended publications. Attendance policy is outlined in the Montessori Peaks Academy Board of Directors Agreement.

A Director is prohibited from using his/her position of authority while acting in a parent or volunteer role at the School. Directors shall foster good relationships with the Administrator and staff on a personal level. With humility, each Director will serve the best interests of the School.

Section 4.4 Executive Committee. The Board of Directors will elect certain Directors as President, Vice-President, Secretary, and Treasurer at the first meeting following the election by ballot. Each officer will serve a one-year term and may stand for reelection. These elected officers of the Board of Directors compose the Executive Committee, which is responsible for conducting the Board's business between meetings, and may act unanimously for the Board of Directors, subject to full Board ratification in emergencies. The Executive Committee shall comply with the Sunshine Act.

Section 4.5 Number of Directors. The number of Directors of the School shall be nine. Seven Directors shall be parents elected by the member community, voting as a separate group that is non-staff or non-spouse of staff. One Director shall be a member of the educational staff, other than the Administrator, elected by the educational staff, voting as a separate group. One Director shall be a non-parent, non-staff, or non-spouse of staff community member who shall serve at the invitation of the elected Directors. In the event such a community member is not available to serve on the Board of Directors, such vacancy may be filled by a parent with the affirmative vote of a majority of the remaining Directors.

Section 4.6 Term of Directors. The terms of the Directors elected by the members, as well as the Director elected by the educational staff and the invited community representative shall be for three years. The educational staff and general member Director terms should be staggered such that after an election there will be Directors with two and three years' experience.

Section 4.7 Resignation & Vacancies. Any Director may resign at any time by giving written notice to the President of the Board of Directors. The resigning Director may make his/her resignation effective (i) immediately at the time of the notice or (ii) upon qualification of his/her successor. Acceptance of such resignation shall not be necessary to make it effective. Any vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors; the term of such appointment shall be for the unexpired term of the resigning Director. A vacancy on the Board created by an increase in the number of Directors on the Board may be filled by the affirmative vote of a majority of the Directors then in office.

Section 4.8 Termination. A Director may be removed for cause without the consent of the Director by a two-thirds vote of the remaining Directors, provided notice of the vote on termination is published in the agenda and the Director is given an opportunity to address the proposed cause for removal. "Cause" is defined as conduct as defined under Section 4.9, or as otherwise found by the Board, which is sufficient as a matter of law to justify removal of a Director.

Section 4.9 Unethical Conduct. Unethical and/or any illegal conduct detrimental to the reputation of the School, as determined by a majority of the Directors, shall be grounds for immediate removal, whether or not such conduct occurs while acting in the capacity of Director.

Section 4.10 Removal by Petition. A removal petition must be submitted to the President of the Board of Directors and signed by a number equaling at least one-third of the members. The issue of the removal petition must be placed on the next Board agenda, provided that such petition is presented no less than fifteen days prior to the meeting. The Board of Directors shall act on the recall petition at the meeting and if two-thirds of the Directors support the petition, the Board will submit the removal issue to the membership for a vote.

Section 4.11 Regular Meetings. A regular meeting of the Board of Directors shall be held within 30 days after the election by ballot of the members for the purpose of electing officers and for the transaction of other business. Additional regular meetings will be held monthly and attendance is compulsory.

Section 4.12 Special Meetings. Special meetings of the Board may be called by, or at the request of, the President, the Administrator, or any two Directors.

Section 4.13 Notice. Notice of each meeting of the Board stating the place, day and hour of the meeting and agenda shall be given to each Director at such Director's home address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery of written notice or by telephonic, facsimile notice, or email (and the method of notice need not be the same as to each Director). If mailed, such notice shall be deemed to be given when deposited in the United States mail with postage thereon prepaid. If transmitted by facsimile or email, such notice shall be deemed to be given when the transmission is complete. Any Director may waive notice of any meeting before, at, or after such meeting. The notice must also be published or posted for the general public in accordance with applicable open meeting laws.

Section 4.14 Quorum and Voting. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board. If less than a quorum is present at a meeting, a majority of the Directors 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 Director may vote or act by proxy at any meeting of the Board of Directors.

Section 4.15 Compensation. Directors shall not receive compensation for their services.

Section 4.16 Executive Sessions. All regular and special meetings of the Board of Directors shall be open to the public, except that, upon the vote of two-thirds of the quorum present, an executive session may be held to discuss any one or more of the following:

- A. purchase, acquisition, lease, transfer or sale of any real, personal or other property interest except that no executive session shall be held to conceal the fact that a Director of the local public body has a personal interest in such property transaction

- B. conferences with an attorney for the purpose of receiving legal advice on specific legal questions (The mere presence or participation of an attorney at an executive session is not sufficient to satisfy this requirement.)
- C. matters required to be kept confidential by federal or state law or rules and regulations
- D. specialized details of security arrangements or investigations.
- E. determining positions relative to matters that may be subject to negotiations: developing strategy for negotiations: and instructing negotiators
- F. personnel matters; except if the employee who is the subject of the session has requested an open meeting (If the personnel matter involves more than one employee, all of the employees have to request an open meeting for the board to conduct the discussion in public. The Teacher Employment, Compensation and Dismissal Act provides teacher dismissal hearings are open unless either the administration or employee requests the hearing be closed.)
- G. consideration of any documents protected under the mandatory nondisclosure provisions of the Open Records Act
- H. discussion of individual students.

The motion requesting the executive session shall state the nature of the matter to be discussed. Only those persons invited by the Board may be present during the executive session. The Board 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 executive session shall be recorded as provided by law. Whenever reasonable, the convening of a necessary executive session will be scheduled in advance and announced to the community through the normal means of announcing Board meetings.

ARTICLE V OFFICERS AND AGENTS

Section 5.1 Number and Qualifications. The elected officers of the School shall be, at least, a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also appoint such other officers, assistant officers and agents, as it may consider necessary. One person may hold only one elected office at a time.

Section 5.2 Election and Term of Office. The officers of the School shall be elected by the Board of Directors at the first meeting of the Board held after each election by ballot of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. All officer terms are for one year. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified, or until such officer's earlier death, resignation or removal.

Section 5.3 Compensation. Officers shall not receive compensation for their services.

Section 5.4 Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment it would be in the best interests of the School, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 5.5 Vacancies. Any officer may resign at any time subject to any rights or obligations under any existing contracts between the officer and the School, by giving written notice to the President. If the President is the resigning officer, written notice shall be provided to the Secretary of the Board. An officer's resignation shall take effect upon submission or upon qualification of a successor, and the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors may fill a vacancy in any office, however occurring, for the unexpired portion of the term.

Section 5.6 Authority and Duties of Officers. The officers of the School shall have the authority to exercise the powers and perform the duties specified below and those additionally specified by the Board of Directors of these.

Section 5.7 President. The President of the Board of Directors, or his/her designee, shall (i) preside at all meetings of the members and of the Board of Directors; (ii) see that all orders and recommendations of the members and of the Board of Directors are carried into effect; (iii) oversee and administer the Strategic Plan (iv) approve an agenda for posting under the Sunshine Act; and (v) perform all other duties incident to the office of President of the Board of Directors.

Vice President. The Vice President shall serve in the absence or disability of, and at the direction of the President. The Vice President shall take full responsibility for organizing and overseeing elections for the Board of Directors. The Vice President shall serve as a mentor for the for new Directors to aid in their acclimation and, in general, perform all duties incident to the office of vice president and other duties as from time to time may be assigned to such office by the Board of Directors.

Secretary. The Secretary shall (i) keep (or cause to be kept) the minutes of the proceedings of the Board of Directors and any committees of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and (iii) in general, perform all duties incident to the office of secretary and other duties as from time to time may be assigned to such office by the Board of Directors.

Treasurer. The Treasurer shall (i) be the principal financial officer of the School and monitor the care and custody of all its funds, securities, evidences of indebtedness and other personal property and the real deposit of same in accordance with the instructions of the Board of Directors; (ii) work cooperatively with Administrative staff to prepare the annual budget; (iii) upon request of the Board of Directors, make such reports as may be required at any time; (iv) oversee and chair the Finance Committee and (v) perform all other duties incident to the office of treasurer.

Section 5.8 Surety Bonds. The Board of Directors may require any officer or agent of the School to execute to the School a bond in such sums and with such sureties as shall be satisfactory to the Boards of Directors conditioned upon the faithful performance of such person's duties and for the restoration to the School of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the School.

ARTICLE VI INDEMNIFICATION

Section 6.1 Immunities. The School will take no action to impair the immunities of individual Directors or officers under the Federal Volunteer Protection Act, 42 U.S.C. § 14501, et seq.; and provisions of Colorado law respecting volunteers and directors of nonprofit organizations, C.R.S. § 13-21-116(b)(I); public entities, C.R.S. §§ 24-10-101, et seq.; or any successor provisions. Nothing in these bylaws shall be construed to waive or impair any immunity or modify any process provided by the Colorado Governmental Immunity Act.

Section 6.2 Indemnification. The School 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 or officer of the School and acting in that capacity, or another person entitled to indemnification under the Colorado Governmental Immunity Act, 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 of Directors on whether such indemnification is legally permissible, by majority vote of a quorum, with only voting Directors not parties to the proceeding counted in satisfying the quorum, or, if a quorum cannot be so obtained, upon Board approval of a recommendation by independent legal counsel selected by majority vote of all voting Directors. As provided in the Colorado Governmental Immunity Act, the Board may determine or approve a recommendation of independent counsel that defense of any person is in the public interest and will therefore be provided. With respect to matters not covered by insurance, the Board may, and independent legal counsel may recommend that the Board, in connection with an indemnification decision, condition payment or adopt written payment procedures as are appropriate to protect the School. Indemnification determinations shall conform, to the extent possible, to both the requirements of the Nonprofit Act and the Colorado Governmental Immunity Act, subject to Section 6.4. An advance of expenses in aide of indemnification shall also be made by Board action and as otherwise provided by this Article for indemnification generally. In no event shall indemnification available and permitted under the Colorado Governmental Immunity Act be denied to any Director or officer. Decisions on indemnification shall be made by the Board in a public meeting in public session and recorded in the minutes made available to the school community. Discussion of indemnification issues may take place in executive session to the extent permitted by the Public Meetings Act.

Section 6.3 Insurance. The School shall purchase and maintain, directly or through its authorizer, such insurance as is reasonable and appropriate to assure that costs arising from claims brought against Directors or officers in such capacity or for acts taken for the School are defrayed. Decisions of a carrier to provide coverage shall not require separate Board action.

Section 6.4 Priority. In the event of any conflict between these Bylaws or the Nonprofit Corporations Act and the Colorado Governmental Immunity Act, the Colorado Governmental Immunity Act shall control.

ARTICLE VII MISCELLANEOUS

Section 7.1 Account Books and Minutes. The School shall retain correct and complete books and records of account and shall retain minutes of its Board of Directors and its committees.

Section 7.2 Fiscal Year. The fiscal year of the School shall be July 1 to June 30.

Section 7.3 Conveyances and Encumbrances. Property of the School may be assigned, conveyed, or encumbered by such officers of the School as may be authorized to do so by the Board of Directors, and such authorized person(s) shall have power to execute and deliver any and all instruments of assignment, conveyance, and encumbrance: however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the School shall be authorized only in the manner described by applicable statute.

Section 7.4 Designated Contributions. The School may accept any designated contribution, grant, bequest, or devise consistent with its general purposes. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designation generally will be honored. However, the School shall reserve all right, title, and interest in and to and 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. The funds from such designated contributions shall be retained in a special account separate from School operating funds.

Section 7.5 Conflicts of Interest. If any person who is a Director or officer of the School is aware that the School is about to enter into any business transaction directly or indirectly with such person, any member of such person's family, or any entity in which such person has any legal, equitable or fiduciary interest or position, including without limitation as a Director, officer, shareholder, partner, beneficiary or trustee, such person shall: (a) immediately inform those charged with approving the transaction on behalf of the School of such person's interest or position: (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the School: and (c) not be entitled to vote on the decision to enter into such transaction. Each Director is responsible to make known to the Board any circumstances that could involve potential conflict of interest as defined in the MPA policies; including all inside and outside interests and activities.

Section 7.6 Loans to Directors and Officers are Prohibited. No loans shall be made by the School to any of its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the School for the amount of such loan until it is repaid.

Section 7.7 Amendments. The power to alter, amend or repeal these bylaws or adopt new bylaws shall be vested in the Board of Directors: provided, however, that no change to these bylaws shall limit or repeal the voting rights of the membership unless such change is adopted by the affirmative vote of a majority of the members and provided further that these bylaws may not be amended to change the mission of the School as stated in Article I unless approved by eighty percent of the quorum of members at the ballot vote.

Section 7.8 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 7.9 Open Meetings and Records. All meetings and record keeping will be conducted in accordance with the applicable open meetings and records laws.

Section 7.10 Conduct of Meetings. Roberts Rules of Order may be used as a nonbinding guideline for the conduct of Board meetings.

BYLAWS CERTIFICATE

The undersigned certifies that he/she is the Board of Directors President of Montessori Peaks Academy, and that, as such, he/she is authorized to execute this certificate on behalf of said school, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said school.

/s/ Shiloh Sword
President

November 17, 2015