

**BYLAWS  
OF  
CHEYENNE MOUNTAIN CHARTER ACADEMY  
DOING BUSINESS AS THE VANGUARD SCHOOL  
APRIL 21, 2020**

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**CHEYENNE MOUNTAIN CHARTER ACADEMY**  
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ARTICLE I.

OFFICES

Section I.1 Business Offices. The principal office of Cheyenne Mountain Charter Academy d/b/a The Vanguard School (the “Corporation”) shall be 1605 S. Corona Street, Colorado Springs, CO 80905. The Corporation may at any time and from time to time change the location of its principal office. The Corporation may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

Section I.2 Registered Office. The Corporation’s registered office required by the Colorado Revised Nonprofit Corporation Act (the “Act”) to be maintained in Colorado shall be 1605 S. Corona Street, Colorado Springs, CO 80905. The registered office may be changed from time to time by the Board of Directors or by the officers of the Corporation, or to the extent permitted by the Act by the registered agent of the Corporation.

ARTICLE II.

MEMBERS

Section II.1 Members. Each parent or legal guardian of a child enrolled at a school operated by the Corporation shall be a member of the Corporation. Such membership shall terminate when the child ceases to be enrolled at a school operated by the Corporation.

Section II.2 Time of Election. Elections of Board members will be held annually during the month of May. Voting on that day will end at 4:00 P.M. Notification of the election results will be posted in the office of the Corporation. For an election to be official, the number of votes must exceed two-thirds (2/3<sup>rds</sup>) of the enrolled students as enumerated on “Count Day.” If the two-thirds threshold is not met, the Board of Directors (BOD) will appoint Directors by majority vote of the currently-sitting BOD. Otherwise, the candidate with the highest number of eligible votes fills the position. The elected candidate will take office during the scheduled Board meeting in August after notification of election results.

Section II.3 Candidate notification. The BOD, by resolution, will set the deadline date for candidates to notify the Board in writing of their intent to seek election to the Board. That date must be at least three weeks but not more than six weeks prior to the date set for the election. The Board will verify by resolution at a public meeting at least eight days prior to the election day that the candidates are eligible to run for the open positions on the Board. An eligible candidate must meet the qualifications as described in Section 3.2 of these bylaws at the

date of Board verification. At that public Board meeting, or such other time and place as the Board may designate, a “Meet the Candidates” forum will be held after the candidates have been declared eligible to run. A Board Director who is not up for election will conduct the forum.

Section II.4 Balloting. Each member shall be entitled to one vote for each open Board member position and may not vote for the same candidate more than once. Voting shall be by secret ballot. The voting period shall be open the seven days prior to election day. Each candidate shall be allowed one representative to observe the vote tally. Votes shall be tallied and winners announced after the count is certified by the Board.

### ARTICLE III.

#### BOARD OF DIRECTORS

Section III.1 General Powers. Except as otherwise provided in the Act, the Colorado Charter Schools Act, the articles of incorporation or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by, its Board of Directors.

#### Section III.2 Qualifications, Number, Classification, Election and Tenure.

(a) Qualifications. Each Director must be a natural person who is twenty-five years of age or older. Four of the Directors must be parents or legal guardians who have enrolled at The Vanguard School 50% or more of their children who are eligible to attend. The remaining Director shall either have no eligible children or have 50% or more of his eligible children enrolled at The Vanguard School. These Directors may continue to run for successive terms after their children have graduated. Qualifications for Board membership shall also include but not be limited to: (a) an interest in managing and supporting charter schools and in raising funds and heightening public awareness thereof; (b) enthusiasm for the Schools and conviction in their purposes and missions; (c) willingness to give time and energy to the Corporation; (d) special skills to address specific management and needs of the Corporation; (e) willingness to accept and support decisions democratically made; (f) ability to represent the Corporation and Schools to the community; and (g) willingness to sign the Board of Director’s Agreement at the time of application, and annually thereafter. No Director with voting rights shall be an employee of the Corporation, or a person related to an employee of the Corporation. Relatives shall include spouses, children, parents, siblings, and the respective spouses and children of each class of person listed in this sentence. A person employed by the Corporation in an ad hoc position shall not be considered an employee of the Corporation for purposes of this Section 3.2. If a qualified applicant desires to submit their name to be a candidate for the Board of Directors, they must attend the entire public portion, up to the final executive session, of at least three Board meetings in the twelve months preceding the election. If at any time a Director ceases to meet the qualifications, or if a Director’s circumstance changes, then the Board shall declare a vacancy in that Director’s Board position and fill the vacancy as provided by these Bylaws.

(b) Board of Directors’ Agreement. Each member of the Board of Directors shall annually sign the Board of Directors’ agreement. Amendments to this agreement

will require a unanimous vote of the Board. The Board of Director's Agreement can be found in Appendix A of these bylaws.

(c) Number. The number of Directors of the Corporation shall be five unless a larger number results during term transition as provided herein. Any action of the Board of Directors to change the number of Directors shall constitute an amendment of these bylaws per section 8.7.

(d) Classification and Tenure. At the first meeting of the Board of Directors following the adoption of these bylaws, classification of the Directors shall be made by dividing them into three classes. The Directors in the first class shall be the two Directors whose terms expire in 2016. By resolution, the Directors shall determine which one of the three Directors whose terms expire in 2017 shall serve a term until 2018. The two Directors whose terms will expire in 2017 shall be the second class and the one Director whose term is extended by the Board to expire in 2018 shall be the third class. Except as set forth in this Section 3.2(c), the term of each Director shall be approximately three years and four months. Board Directors continue their term until the conclusion of the last Board meeting in the month of June, three years hence.

(e) Staggered Terms. Classification of the Board of Directors was made through these bylaws by dividing them into three classes, each class as nearly equal in number as possible, such that each year only a portion of the Directors' terms would expire, thereby creating staggered terms and continuity in the Board of Directors. Such staggering of terms shall be maintained should the number of Directors be increased or decreased and in the case of vacancies caused by resignation, recalls, or otherwise.

### Section III.3 Resignation; Recall; Vacancies.

(a) Resignation. Any Director may resign at any time by giving written notice to the president or to the secretary of the Corporation. A Director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Director shall be deemed to have resigned in the event of such Director's incapacity as determined by a court of competent jurisdiction. In addition, a Director who has two or more consecutive unexcused absences from regular Board meetings shall not qualify to continue to serve on the BOD and shall be deemed to have resigned from the Board. The Board through a majority vote, shall determine whether an absence is excused.

(b) Recall of a Director. A recall election of a Director must be conducted if signatures representing the legal guardians of one third of the families sign a petition to conduct such an election. The Board will appoint a teller committee upon the receipt of the petition to verify the number of members who have signed the petition. Once the petition has been validated, the Board will set by resolution an election date to be no later than 30 days from the date of validation. The election will be conducted in accordance with these bylaws. An exception to the election procedure will be if the recall is verified two months or less preceding the annual election, then the election of Directors will be held at the annual election in May.

(c) Removal. Any Board member may be removed by the BOD at any time through a 4/5 majority vote.

(d) Any vacancy of an elected Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A Director elected to fill a vacancy shall hold office for the duration of the unexpired term. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office, and a Director so chosen shall hold office until the next election of the class of Directors for which such Director was chosen and thereafter until such Director's successor shall have been elected and qualified. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section III.4 Regular Meetings. Regular meetings of the Board shall be held not less than once each month at such places and times within Colorado as determined by resolution of the Board, excluding the month of July.

Section III.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place within Colorado for holding any special meeting of the Board called by them.

Section III.6 Notice of Meetings. The Corporation shall notify all Directors of meetings no less than five days prior to the holding of the meeting.

(a) Requirements. Notice of any special meeting of the Board of Directors stating the date, time, and place of the meeting shall be given to each Director at such Director's business or residential 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 or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

(b) Waiver of Notice. A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 3.6(b), the waiver shall be in writing and signed by the Director entitled to the notice. Such waiver shall be delivered to the Corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless: (i) at the beginning of the meeting or promptly upon the Director's later

arrival, the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (ii) if special notice was required of a particular purpose pursuant to the Act or these bylaws, the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

Section III.7 Obligation to Vote Yea or Nay. All Directors of the Board, if present at a public Board meeting, are required to cast a Yea or Nay vote when questions are called. Abstentions are permitted only in the event of a conflict of interest which is recognized by a majority vote of the Board (excluding the Director who is the subject of the vote). Nothing in this clause shall be construed to mean that Board members may not withdraw motions.

Section III.8 Quorum and Voting. One less than the number of Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, 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 of Directors, unless otherwise required by the Act, the articles of incorporation or these bylaws. 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.

Section III.9 Voting by Proxy. No Director may vote or act by proxy at any meeting of Directors.

Section III.10 Compensation. Directors shall not receive compensation for their services as such; however, by resolution of the Board of Directors, the reasonable expenses of Directors of attendance at Board meetings may be paid or reimbursed by 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.

Section III.11 Committees. By resolution, the Board of Directors may designate from among its members one or more committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise specific delegated authority of the Board of Directors, except as prohibited by the Act. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any Director of the Board from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws or the Act for the Board of Directors unless the Board or the committee itself determines otherwise.

Section III.12 Advisory Committees. The Board of Directors may from time to time form one or more advisory Boards, committees, auxiliaries or other bodies composed of such individuals as determined by the Board, having such rules of procedure, and having such president, as the Board of Directors shall designate. The name, objectives, and responsibilities of each such advisory Board, and the rules and procedures for the conduct of its activities, shall be determined by the Board of Directors. An advisory Board may provide such advice, service, and assistance to the Corporation, and carry out such duties and responsibilities for the Corporation

as may be specified by the Board of Directors; except that, if the committee has any voting members that are not also Board members, the committee may not exercise Board authority. Further, no advisory Board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the Corporation without the express approval of the Board of Directors or the president of the Corporation.

Section III.13 Meetings by Electronic Communication. Directors of the Board or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

## ARTICLE IV.

### OFFICERS AND AGENTS

Section IV.1 Designation and Qualifications. The Board shall elect a president, vice-president, secretary, and treasurer from among the members of the Board. Individuals must be on the Board for at least one year to be eligible for the office of President. The term of such officers shall be one year or until such time as their respective successors are duly elected and qualified. The current Board president will hold an officer election at a public meeting no later than September, following the annual Board member election. The Board shall also hire an executive Director who shall be an employee of the Corporation and a non-voting member of the Board of Directors, with such further responsibilities as described herein.

Section IV.2 Removal. Any officer or agent may be removed by the Board of Directors at any time, with or without cause through a majority vote, but removal shall not affect the contract rights, if any, of the person so removed. Election, appointment, or designation of an officer or agent shall not itself create contract rights.

Section IV.3 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the president or to the Board of Directors. An officer's resignation shall take effect upon receipt by the Corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by a court of competent jurisdiction. A vacancy in any office, however occurring, may be filled by the Board of Directors, for the unexpired portion of the term. If a resignation is made effective at a later date, the Board of Directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Directors may remove the officer at any time before the effective date and may fill the resulting vacancy.

Section IV.4 Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and

as may be additionally specified by the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) Executive Director. The executive Director shall, subject to the direction and supervision of the Board of Directors: (i) have general and active control of its affairs and business and general supervision of its employees and agents; (ii) be a non-voting member of the Board of Directors (shall not be counted for purposes of achieving a quorum but shall be entitled to attend executive sessions of the Board unless the executive Director is the topic of the executive session); and (iii) perform all other duties incident to the position of executive Director and as from time to time may be assigned to such position by the Board of Directors. The executive Director shall be an ex-officio member of all standing committees and may be designated chairperson of those committees by the Board of Directors.

(b) President. The President shall, subject to the direction and supervision of the Board of Directors: (i) preside at all meetings of the Board of Directors; (ii) set the agenda for all meetings of the Board of Directors, with input from the executive Director and fellow Directors; (iii) see that all resolutions of the Board of Directors are carried into effect; and (iv) perform other duties from time to time as may be assigned to such office by the Board of Directors.

(c) Vice-President. The vice-president shall assist the president and shall perform such duties as may be assigned by the president or by the Board of Directors. The vice-president shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president.

(d) Secretary. The secretary shall perform or cause to have performed the following duties: (i) keep the minutes of the proceedings of the Board of Directors, the members (if any), and committees of the Board or the members; (ii) see 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 Corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the president or by the Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(e) 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 Academy as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code; (iii) upon request of the Board, make such reports to it as may be required at any time; and (iv) all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the president or the Board of Directors. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.



## ARTICLE V.

### FIDUCIARY MATTERS

#### Section V.1 Indemnification.

(a) Scope of Indemnification. The Corporation shall indemnify each Director, officer, employee, and volunteer of the Corporation to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion shall purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 5.1. The Corporation shall have the right, but shall not be obligated, to indemnify any agent of the Corporation not otherwise covered by this Section 5.1 to the fullest extent permissible under the laws of the State of Colorado.

(b) Savings Clause; Limitation. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

#### Section V.2 General Standards of Conduct for Directors and Officers.

(a) Discharge of Duties. Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, and each officer with discretionary authority shall discharge the officer's duties under that authority: (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the Director or officer reasonably believes to be in the best interests of the Corporation.

(b) Reliance on Information, Reports, Etc. In discharging duties, a Director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Corporation whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or another person as to matters the Director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a Director, a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or officer is not acting in good faith if the Director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.2(b) unwarranted.

(c) Liability to Corporation. A Director or officer shall not be liable as such to the Corporation for any action taken or omitted to be taken as a Director or officer, as the case may be, if, in connection with such action or omission, the Director or officer performed the duties of the position in compliance with this Section 5.2. The Corporation will keep in force an Errors & Omissions Liability Policy.

(d) Director Not Deemed to Be a “Trustee.” A Director, regardless of title, shall not be deemed to be a “trustee” within the meaning given that term by trust law with respect to the Corporation or with respect to any property held or administered by the Corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

### Section V.3 Conflicts of Interest.

(a) Definition. A conflict of interest arises when any “responsible person” or any “party related to a responsible person” has an “interest adverse to the Corporation.” A “responsible person” is any individual in a position to exercise substantial influence over the affairs of the Corporation, and specifically includes, without limitation, Directors and officers of the Corporation. A “party related to a responsible person” includes his or her extended family (including spouses, children, parents, siblings, and the respective spouses and children of each class of person listed in this sentence), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a Director, trustee or officer, or has a financial interest. “An interest adverse to the Corporation” includes any interest in any contract, transaction, or other financial relationship with the Corporation, and any interest in an entity whose best interests may be impaired by the best interests of the Corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the Corporation, an entity in which the Corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the Corporation.

(b) Disclosure. If a responsible person is aware that the Corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the Corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the Corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

(c) Approval of Conflicting Interest Transactions. The Corporation may enter into a conflicting interest transaction provided either:

(i) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes, approves, or ratifies the

conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors on the Board, even though the disinterested Directors are less than a quorum; or

(ii) The conflicting interest transaction is fair as to the Corporation.

#### Section V.4 Liability of Directors for Unlawful Distributions.

(a) Liability to Corporation. A Director who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of the Corporation shall be personally liable to the Corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the articles of incorporation if it is established that the Director did not perform the Director's duties in compliance with the general standards of conduct for Directors set forth in Section 5.2.

(b) Contribution. A Director who is liable under Section 5.4(a) for an unlawful distribution is entitled to contribution: (i) from every other Director who could be liable under Section 5.4(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the articles of incorporation.

Section V.5 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation 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 Corporation for the amount of such loan until the repayment thereof.

## ARTICLE VI.

### RECORDS OF THE CORPORATION

Section VI.1 Minutes, Etc. The Corporation shall keep, as permanent records, minutes of all meetings of the Board of Directors and members, a record of all actions taken by the Board of Directors or members without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation, and a record of all waivers of notices of meetings of the Board of Directors or any committee of the Board of Directors or members.

Section VI.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

Section VI.3 Records in Written Form. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section VI.4 Records Maintained at Principal Office. The Corporation shall keep a copy of each of the following records at its principal office:

- (a) The articles of incorporation;
- (b) These bylaws;
- (c) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of the members or any class of members;
- (d) The minutes of all meetings of the members, and records of all action taken by the members without a meeting, for the past three years;
- (e) A list of the names and business or home addresses of the current Directors and officers;
- (f) A copy of the most recent corporate report delivered to the Colorado secretary of state;
- (g) All financial statements prepared for periods ending during the last three years;
- (h) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (i) All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

## ARTICLE VII.

### CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

Section VII.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances, but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or of any other instrument in the name of and on behalf of the Corporation, without specifying the executing officers, the president, executive Director, vice-president, secretary, or treasurer may execute the same and may affix the corporate seal thereto.

Section 7.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan or advance to, or overdraft of funds by an officer or Director of the Board otherwise than in the ordinary and usual course of the business of the Corporation, and on the ordinary and usual course of the business or security, shall be made or permitted.

Section VII.2 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section VII.3 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the BODs may select.

## ARTICLE VIII.

### MISCELLANEOUS

Section VIII.1 Fiscal Year. The fiscal year of the Corporation shall commence on July 1 and end on June 30 of each year.

Section VIII.2 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed, or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons 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 Corporation shall be authorized only in the manner prescribed by applicable statute.

Section VIII.3 Designated Contributions. The Corporation may accept any contribution, gift, grant, bequest, or devise that is designated, restricted, or conditioned by the donor, provided that the designation, restriction, or condition is consistent with the Corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title, and interest in and to and control or distribution over such and shall have authority to determine the ultimate expenditure thereof in connection with contributions, any such special fund, purpose, or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the Corporation's tax-exempt purposes.

Section VIII.4 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section VIII.5 Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey, and deliver; and the table of contents, headings, and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

Section VIII.6 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 VIII.7 Amendments. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote of a 4/5 majority of the Board of Directors after three (3) consecutive readings of the amended bylaws, at any regular or special meeting of the Board of Directors, if a notice setting forth the terms of the proposal has been given in accordance with the notice requirements for special meetings.

(END)

**BYLAWS CERTIFICATE**

The undersigned certifies that s/he is the secretary of Cheyenne Mountain Charter Academy d/b/a The Vanguard School, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Dated: January 21, 2020.

Rene' Chatham

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Secretary

## APPENDIX A: BOARD OF DIRECTOR'S AGREEMENT

### **The Vanguard School Mission:**

The mission of The Vanguard School is to help guide students in the development of their character and academic potential through academically rigorous, content-rich educational programs.

### Introduction

Every member of The Vanguard School BODs shall be committed to the mission of the School. All decisions by the Board and the Executive Director shall be made to further the principles of the mission statement. In addition, members of the Board shall be fully committed to the charter school concept.

The purpose of the Board is to set the general direction and policy of the School, not to manage it on a daily basis. Rather, the Executive Director and other administrators manage the School by implementing the policies the Board has enacted. Furthermore, Directors shall foster a positive relationship with The Vanguard School faculty and staff, parents, students, the school's chartering authority, and the community at large in Colorado Springs. The Board selects and evaluates the Executive Director, oversees the finances of the School, recruits and orients high-quality candidates to serve on the Board, and ensures effective long-range planning. All Board decisions should be made within the parameters of the School's Articles of Incorporation, Bylaws, and previously enacted policies.

Qualifications for Board membership shall also include but not be limited to:

- (a) an interest in managing and supporting charter schools and in raising funds and heightening public awareness thereof;
- (b) enthusiasm for the School and conviction in their purpose and mission;
- (c) willingness to give time and energy to the Corporation;
- (d) special skills to address specific management and needs of the Corporation;
- (e) willingness to accept and support decisions democratically made;
- (f) ability to represent the Corporation and School to the community; and



(g) willingness to sign the Board of Director's Agreement at the time of application, and annually thereafter.

Prior Board experience is helpful but not required. Placing a high value on professionalism and the success of the School is mandatory. The motivation for serving on the Board must be a desire to serve the School's vision and mission in order to facilitate the educational success of its students.

All Directors are required to attend a yearly Board strategic planning session at which the prior year shall be reviewed and evaluated and the goals for the upcoming year shall be created. Directors are expected to fully participate in the School's Board education and training program, designed to make the Board as informed and effective as possible.

Directors shall attend all Board meetings as well as all meetings for those committees on which they serve. Directors may be absent from such meetings only for a serious reason.

Directors must keep in mind that they set the tone for the School and that public-relations is one of their key roles. In all decisions, the Directors shall place the best interests of the School first.

#### Behavioral Expectations

Directors shall abide by the Open Meetings Law, Colo. Rev. Stat. § 24-6-401 et seq. The Open Meetings Law makes it illegal for three or more Directors to gather and discuss Board business, policy, actions, or resolutions, unless they have gathered at a Board meeting for which notice has been properly posted at least 24 hours prior to the meeting. "Meeting" with other Directors is defined as any communication in person, by telephone, by electronic mail, or through any other means. The Open Meetings Law also governs how executive sessions must be conducted. Board business should almost always be conducted in public, and thus executive sessions of the Board should be rare. It is appropriate, however, for the Board to meet in executive session occasionally, e.g., to discuss personnel matters, individual students, or negotiations, and to receive advice from the School's attorney.

It is expected that all Directors will conduct themselves in a professional fashion at all Board and School functions. Directors should consider issues on their merits and not be distracted by personal concerns or make ad hominum attacks on other Directors, administrators, parents, students, or anyone else. Good judgment and discernment should be the hallmarks for service of any Director.

A Director shall respect and listen to ideas being presented by other Directors or anyone else speaking to the Board. It should be understood that a diversity of opinions, respectfully considered, will lead to sound judgment and the solutions necessary for the effective governance of the School. Directors shall encourage each other to fulfill their Board responsibilities to their fullest potential.

The Vanguard School has a **Dis**pute Resolution Policy. It shall guide the resolution of disputes within the school community. Thus, should a parent or employee come to a Director to complain about someone else within the school community, the Director should remind the person of the School's Dispute Resolution Policy and that all Board matters should be heard by the entire Board at a properly-called Board meeting. The Dispute Resolution Policy recommends that the persons actually involved in the grievance will meet together in the first instance to try to informally resolve the problem with each other prior to enlisting the assistance of anyone else in the School.

Directors shall commit to resolving conflict with each other directly. Almost always, Directors should not share the conflict with anyone else, except as necessary to follow the Dispute Resolution Policy. Inherent in serving as a Director is the prospect of disagreeing with others about important matters. Directors are expected to be able to conduct themselves professionally and appropriately through all such disagreements.

Directors shall exemplify integrity, honesty, and respect. Dedication and commitment to the vision and mission of The Vanguard School and the charter school movement shall be a top priority for Directors. Directors shall be expected to identify conflicts of interest and determine how to resolve them, employing the School's Conflict of Interest Policy as appropriate.

The Board shall appoint the Executive Director, who shall serve as an advisory, non-voting member of the Board. The Board shall set the policies for The Vanguard School while the Executive Director and the rest of the administration manage the School on a day-to-day basis by implementing those policies. Annually, the Board shall evaluate the performance of the Executive Director. The Executive Director, in turn, has the authority to hire and fire all members of the faculty and staff, and evaluate and discipline them as necessary. The Board shall not become involved in personnel matters except as prescribed by School policy, e.g., the Dispute Resolution Policy. The Executive Director reports directly to the Board and serves at the pleasure of the Board.

Directors should remember that derogatory statements in a public forum are almost always counter-productive. Each individual Director and the Executive Director pledge to each other that they will speak constructively and respectfully to each other and shall not engage in gossip or faction-building.

Directors shall be mindful of the different roles they play: parent, volunteer, Director, etc. Directors shall not use their position of authority when acting in their roles as parent or volunteer. With humility, each Director shall serve the best interests of the School. Directors shall remember that they possess no individual authority; it is only as a collective Board that any of them have authority. Directors shall also remember that attempting to manage or influence operations of the School when acting as an individual will almost always cause problems.

#### Responsibilities of the Board of Directors

1. The Board shall determine the School's mission and purpose. The Board shall create and review the School's mission statement and any other statements that articulate the School's goals, means for achieving those goals, and primary constituents served.

2. The Board shall carefully search for and select the most qualified individual for the position of Executive Director, who will serve as the chief administrator. The Board will delineate in writing the responsibilities for the Executive Director and then evaluate this person's performance against that written framework.

3. The Board shall provide proper financial oversight. In consultation with the Business Manager and Executive Director, the Board will develop and approve the annual budget as well as ensure that proper financial controls are in place.

4. One of the Board's most important responsibilities will be to provide adequate resources for the School to fulfill its mission. This will require careful stewardship and oversight of the School's budget.

5. The Board shall ensure legal and ethical integrity, and it must maintain accountability of everyone else in the School through the proper chain of command. The Board is ultimately responsible for ensuring adherence to legal standards and ethical norms.

6. The Board must ensure effective long-range planning. The Board must actively participate in the overall planning process and, with proper coordination with administration, assist in implementing and monitoring the plan's goals.

7. The Board must recruit and orient new Board members and periodically assess its own performance.

8. The Board is responsible for continually enhancing the School's public standing. The Board must clearly articulate the School's mission, accomplishments, and goals to the public and garner support from the community.

## School Standards

The Board and administration are committed to these aspects of our school and expect all future members of our leadership to share that commitment and work to advance them:

- Pursue the achievement of our Mission due to its timeless, universal aims
- Support the active development of our student's good character (virtue) through modeling, instruction, correction, and habituation specifically around the Keys to Success and the Cardinal Virtues
- Share an underlying belief in support of the instruction of universal truth / objective values
- Provide a Classical Education / Judeo-Christian, Greco-Roman Heritage
  - Content:
    - Classic works from the Western Tradition

- Original sources
- Coordinated humanities courses
- Latin instruction
- Approach / Intent:
  - A coherent presentation of multiple disciplines and their connection with one another
  - Learning directly from the wisdom of the ages
  - Focus on the “why” of life, and how to live well

Unwavering opposition to any attempt, whether external (State-mandated “progressive” programs) or internal (dissenting parents, students, or staff members), to change the classical nature of our curriculum; and more generally, opposition to attempts to wrest curricular and administrative decisions from Vanguard decision makers

- The ideas and aims incorporated in Core Knowledge – Content driven curriculum (if not strict adherence to every part of Core Knowledge)
- The belief that: If a student hasn’t learned, the teacher hasn’t taught.
- Support of Instructional Coaching
- The importance of teaching the unique principles upon which our country was founded, the Exceptionalism of our founding documents, the freedoms they guarantee, and the responsibilities they require

The following items have deemed to be non-negotiable by the Board:

- Uniforms in grades K-8 and a decorous standard of dress in grades 9 – 12
- A standard of professional behavior and decorous dress for staff members
- Starting each day with the Pledge of Allegiance
- Weekly assemblies as a way to reinforce our school’s culture
- Maintaining a closed campus to reinforce an internal focus and sense of oneness
- Length of school year at no less than 176 days

By signing below, each Director is attesting to the fact that he or she has read this Board Handbook and Agreement and agrees to abide by it.

\_\_\_\_\_ Director, The Vanguard School  
Date

\_\_\_\_\_ Director, The Vanguard School  
Date

\_\_\_\_\_ Director, The Vanguard School  
Date

\_\_\_\_\_ Director, The Vanguard School  
Date

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Date