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BYLAWS OF
MESA VALLEY COMMUNITY SCHOOL, INC.
A Colorado Nonprofit Corporation

The Board of Directors of Mesa Valley Community School, Inc. (hereafter "Board" or "Board of Directors"), a nonprofit corporation created, established, and incorporated pursuant to the Colorado Revised Nonprofit Corporation Act, found at Colorado Revised Statutes Title 7, Articles 121 to 137, as amended, hereby adopts the following Bylaws for the governance of the corporation ("MVCS").

ARTICLE I
Principal Office

The principal office of the corporation shall be located at 2387 Patterson Road, Grand Junction, Colorado 81505. The Board may change the principal place of business at any time. The Corporation may also have offices at other places as the Board may from time to time approve.

ARTICLE II
Statement of Purpose

Mission Statement: MVCS creates opportunity for students to pursue a personalized learning plan supported by District and private resources, technology, and a learning community that includes family members, tutors, highly qualified instructors, and specialized consultants.

ARTICLE III
Board of Directors

1. **General Powers.** The Board of Directors shall guide the affairs of MVCS based on the needs of students, parents, and the school. The Board of Directors has a duty to exercise reasonable care and prudence in overseeing the affairs, property, and business of MVCS and is responsible to uphold the Mission Statement and Philosophy of MVCS; the Board may adopt such rules and regulations for this purpose and for the conduct of its meetings as the Board of Directors may deem proper. The powers of the Board shall include—but not be limited to—the election of Directors, the appointment and removal of Directors and Officers, and the hiring and annual evaluation of the Academic Director.

2. **Number of Directors.** The number of Directors shall be not less than five (5) and not more than nine (9).
3. **Qualification of Directors.** Directors shall be of a generous and honest disposition, giving their best efforts in directing MVCS toward its Mission and Philosophy. Directors shall be residents of Mesa County School District #51 in Colorado. Additional qualifications for Directors may be established, from time to time, by policies established by the Board of Directors. Previous employees of MVCS may serve on the Board once they have not been employed by MVCS for the period of one year.
4. **Terms of Office.** To maintain organizational history and program continuity, the terms of Board members will be staggered. To create and establish the staggered term of office system, the initial Board members will establish which specific board members are tied to which terms, dividing them as evenly as possible between the different lengths of terms. The staggered terms will ensure that not all Board members' term limits end at the same time. Board members will have staggered terms as follows, dependent upon the total number of Board Members:
    a. Up to three (3) members shall serve an initial term of office for a period until the first regular annual MVCS Board meeting next following their appointment.
    b. Up to three (3) members shall serve an initial term of office for a period until the second regular annual MVCS Board meeting next following their appointment.
    c. Up to three (3) members shall serve an initial term of office for a period until the third regular annual MVCS Board meeting next following their appointment.

    After the initial Board members have completed their initial terms, all members will serve three-(3) year terms unless shorter terms are needed to provide proper staggering as determined by the board. Members of the Board may serve two consecutive terms for a total of six (6) years. The Administrative Director will have no term length limitations.
5. **Conditions Which May Cause Nominations of Board Members**. Three conditions may cause the nomination and election of new Board members:
    a. The Board of Directors has fewer than nine (9) members.
    b. A current Director's term will expire within the next six (6) months.
    c. A vacancy on the Board occurs which drops the number of Board members below five (5). If this occurs, the current Board will with all reasonable speed appoint an interim director who will serve as a full board member while the Nominating Committee searches for a suitable permanent replacement.

6. **Nominating Committee Composition and Process.** Any time new Board members will be sought, the Board of will form a Nominating Committee which will consist of the following: one (1) Board member, two (2) MVCS staff members, and one (1) parent member. The Nominating Committee will follow the process of nominating a Board member:
    a. Advertise Board of Director vacancies.
    b. Seek Board, employee, and parent input regarding candidates.
    c. The existing Board shall take into consideration staffing the Board with a balance of perspectives from those with enrolled children as well as those from outside the program, however, no more than 1/3 of the Board may have children enrolled in MVCS.
    d. Post names of candidates on the MVCS website and at the principal office for thirty days.
    e. Hear out concerns about candidates raised by interested parties.
    f. Nominated Board members shall attend an interview meeting conducted by the Nominating Committee which may be attended by MVCS staff and other relevant stakeholders.
    g. Next, if the candidate and Nominating Committee are still mutually interested, the candidate shall be invited to attend two subsequent Board of Directors meetings.
    h. Membership of the Board candidate shall be voted on at the next regular MVCS Board meeting.
    i. If the candidate is accepted by the Board, this new Director shall actively participate as a Board member upon appointment by the current Board of Directors beginning with that meeting.
7. **Administrative Director.** The MVCS Administrative Director shall be an ex officio member of the Board of Directors without voting privileges.
8. **Resignations.** Any Director may resign at any time by delivering a written resignation to the Board of Directors. The acceptance of such a resignation shall not be necessary to make it effective.
9. **Removals.** Any Director may be removed at any time and for any reason by using the regular Board decision-making process, providing that the notice of the meeting where such action is taken specifies that one of the items on the agenda for said meeting shall be the proposed removal of such Director.
10. **Meetings.** Meetings shall follow the Open Meetings Law, with 24 hours' notice publicly posted on the MVCS website along with the meeting's agenda.
    a. **Regular Meetings.** Regular meetings shall be held every month at the MVCS office or a place determined by the designated Secretary. The Secretary shall notify each member of the Board of Directors of the place and time of such meetings.

   b. **Special Meetings.** A special meeting of the Board of Directors may be called by the Board President or by any two (2) members of the Board.
   c. **Executive Sessions.** Pursuant to Colorado's Open Meetings Law (C.R.S. § 24-6-402) Executive Sessions may be called by a motion and a subsequent vote to go into session. They must be electronically recorded.
11. **Attendance at Board Meetings.** Participation on the Board of Directors requires active involvement. Any Director missing three consecutive monthly meetings shall be placed on the agenda of the next regularly scheduled meeting for consideration of removal.
12. **Amendment of Bylaws.** The Bylaws of MVCS may be amended, added to, or revoked by a vote of the Board of Directors at any regularly scheduled meeting providing such amendment, addition, or revocation is in accord with the Mission and Philosophy of MVCS. Amendment of Bylaws will follow the following procedure:
    a. Proposed Bylaw amendment shall be posted on the MVCS website.
    b. Proposed Bylaw amendment shall be given a first reading at a Board meeting, allowing for public comment.
    c. Proposed Bylaw amendment shall receive a second reading at a Board meeting.
    d. Proposed Bylaw amendment shall become a part of the Bylaws upon a vote by the quorum.
13. **Decision Making.** All decisions made by the Board of Directors shall be made by the consensus of all Directors present at the meeting, provided there is a quorum of two-thirds. If consensus cannot be reached, a majority vote of the quorum will warrant a decision.
14. **Compensation.** Directors as such shall not receive any salaries for their services. However, reasonable compensation may be made for expenses incurred by Directors in connection with service on the Board. The amount of compensation shall be determined by a vote of the Board of Directors. Except as provided in this section, no Director of the Corporation shall receive—directly or indirectly—any salary or other compensation from the Corporation.

ARTICLE IV
Officers

1. **Officers.** The Officers of MVCS shall be a President, Secretary, and Treasurer. The Board of Directors may select or appoint such other Officers as it shall deem desirable. Such Officers have the authority to perform the duties prescribed, from time to time, by the Board of Directors. The Officers of MVCS shall be elected from the members of the Board of Directors.
2. **Elections and Term of Office.** The Board of Directors shall select the officers of MVCS at a regularly scheduled meeting and their term will be two years. New

offices may be created and filled at any regular meeting of the Board of Directors. Each Officer shall hold office until his successor has been duly selected.

3. **Removals and Resignations.** Any Officer selected or appointed by the Board of Directors may be removed by the decision of the Board of Directors whenever in its judgment the best interests of MVCS would be so served. Such removal shall be without prejudice of the officer so removed. Any officer may resign at any time by giving written notice to MVCS.
4. **Vacancies.** A vacancy in any office because of death, resignation or removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term at the next regularly scheduled meeting.
5. **President.** The President shall be the principal officer of MVCS and shall in general oversee and guide the business and affairs of MVCS. He/She shall set the agenda and preside at all meetings of the Board of Directors. The President shall be responsible for ensuring that the Board of Directors adheres to all open-meeting law requirements. In the event the President is absent, the Secretary shall conduct meetings.
6. **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors and see that all notices are duly given in accordance with the provisions of these Bylaws. The Secretary shall also maintain an accurate list of contact information for all Board members and shall be the custodian of the corporation records.
7. **Treasurer.** The Treasurer shall have general supervision over the care of MVCS funds. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the corporation. Whenever required by the Board, the Treasurer shall render or cause to be rendered financial statements of the corporation. The Treasurer shall also work with the Academic Director and/or MVCS staff to develop a draft budget for MVCS in April and a final budget in November of each year.

ARTICLE V
Committees

One member of the Board of Directors is expected to be in attendance at each meeting of the MVCS Funding Committee. Board members shall rotate this duty between them. Also, one Board member shall be chosen to serve on the Nominating Committee from time to time. The Board of Directors may establish other MVCS Committees, as it deems necessary to carry out the duties of the Board. The members of each committee may volunteer or be appointed by the President. The Board of Directors shall provide or delegate responsibility for establishing the rules of operation for each committee established.

ARTICLE VI
Contracts and Funds

1. **Contracts.** The Board of Directors may authorize any Officer or Officers, Agent or Agents of MVCS, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of MVCS for items approved by the full Board, and such authority may be general or confined to specific instances.
2. **Gifts.** The Board of Directors may accept on behalf of MVCS any donation, contribution, gift, or bequest for the general purposes or for any special purpose of MVCS.
3. **Compensation of Employees.** In the event that MVCS should ever have employees or agents, the Board of Directors will fix salaries and other compensation

ARTICLE VIII
Indemnification and Insurance

No Officer or Director of MVCS shall be personally liable for any obligations of MVCS or for any duties or obligations arising out of any acts or conduct of said Officer or Director performed for or on the behalf of MVCS. MVCS shall and does hereby indemnify and hold harmless each person and his or her heirs and personal representatives who shall serve at any time hereafter as a Director or Officer of MVCS from and against any and all claims, judgments and liabilities to which such persons shall become subject by reason of either heretofore or hereafter serving as a Director or Officer of MVCS, or by reason of any action alleged to have been heretofore or hereafter taken or refrained from by any such Director or Officer and shall reimburse each such Director or Officer for all legal and other expenses reasonably incurred in connection with the defense of any such claim or liability; however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of such person's own willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person lawfully is entitled, nor shall anything hereon contained restrict the right of MVCS to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. MVCS, its Directors, Officers, Employees and Agents will be fully protected in taking any action or making any payment or in refusing to do so in reliance upon the advice of counsel. The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-law, agreement, vote of disinterested Directors, or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office, and shall continue as to such person who has ceased to be a Director or Officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person. MVCS will purchase and maintain liability insurance on behalf of any Director, Officer and/or MVCS Employee against any liability

asserted against it as Director, Officer and/or MVCS Employee or arising out of his or her status as such, including liabilities for which a Director, Officer and/or MVCS Employee might not be entitled to hereunder.

ARTICLE IX
Corporate Documents and Records

MVCS shall keep the following as permanent records:

1. The Articles and Certificate of Incorporation
2. These Bylaws
3. Minutes of all meetings of the MVCS Board of Directors or its committees, including a record of all actions taken by the Board or its committees without a meeting.
4. All notices of special meetings of the Board
5. All waivers of notices of all special meetings of the Board
6. All other writings required or referred to in these Bylaws
7. Appropriate accounting and financial records including, but not limited to:
    a. All MVCS financial statements prepared for periods during the previous three (3) years
    b. All annual external audit reports
    c. All MVCS tax returns
    d. A list of the names and addresses of its current Directors
    e. A copy of MVCS's most recent corporate report delivered to the Colorado Secretary of State
    f. Records relating to transactions or agreements to which MVCS is a party
    g. Records relating to all parcels of real property in which MVCS has or acquires an interest in, including but not limited to deeds, mortgages, leases, bonds, contracts, or other instruments

Any Director, his/her agent or attorney, may inspect all books and records of MVCS for any proper purpose at any reasonable time during customary hours of operation of the principal office of MVCS.

ARTICLE X
Fiscal Year

The fiscal year of MVCS shall be the same as the Mesa County Valley School District #51: July 1 to June 30.

ARTICLE XI
Conflicts of Interest

1. **Purpose.** The purpose of this conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director, or might result in a possible excess benefit transaction. These guidelines are intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.
2. **Definitions.** Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.
    a. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
    b. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through a business, investment, or family:
        i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement.
        ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement.
        iii. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the organization is negotiating a transaction or arrangement.
3. **Procedures.**
    a. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
    b. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
4. **Procedures for Addressing the Conflict of Interest:**
    a. An interested person may make a presentation at the governing board of committee meeting, but after the presentation, he/she shall leave the

meeting during the discussion of, and the vote on the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
c. After exercising due diligence, the governing board or committee shall determining whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
d. If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the governing board or committee shall determining by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

5. **Violations of the Conflict of Interest Policy:**
    a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
    b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action in accordance with Article III.9 of the MVCS Bylaws.
6. **Records of Proceedings**
    The minutes of a governing board and all committees with board delegated powers shall contain:
    a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
    b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
7. **Compensation**

a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
c. No voting member of a governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8. **Initial Statement**
Each director, principal officer and member of a committee with governing board delegated powers shall, upon their initial term, sign a statement which affirms such a person has received a copy of the Policy Guidebook which contains these Bylaws with the conflicts of interest policy.

9. **Periodic Reviews**
To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
b. Whether partnerships, joint ventures, and arrangements with management organizations conform with the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
c. When conducting the periodic reviews the organization may use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.