

**AMENDED AND RESTATED BYLAWS  
OF  
PEAK TO PEAK CHARTER SCHOOLS, INC.**

**May 18, 2022**

**ARTICLE I  
NAME**

**1.1 Name.** The name of the corporation shall be Peak to Peak Charter Schools, Inc. As used herein, the corporation may be referred to as the “School”.

**ARTICLE II  
OFFICES**

**2.1 Principal office.** The principal office of the School shall be located in the State of Colorado, and the School shall have a mailing address of 800 Merlin Drive, Lafayette, Colorado 80026. The School may move this office and/or have other offices as the Board of Directors may require from time to time.

**2.2 Registered Office.** The registered office of the School required by the laws of the State of Colorado to be maintained in Colorado may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE III  
PURPOSE**

**3.1 Mission.** The mission of the School shall be to:

- (a) Provide broad access to an exemplary K-12 liberal arts, college preparatory education that challenges students to achieve their academic potential;
- (b) Be a community that values and recognizes scholarship, academic achievement, and creativity;
- (c) Provide an environment in which each student is known, respected, and valued as an individual of great potential and promise; and

(d) Prepare students to become active and responsible citizens of an interdependent world.

**3.2 Legal Status.** The School is a public charter school as defined in the Colorado Charter Schools Act, Colo. Rev. Stat. §22-30.5-101, *et seq.* (the “Charter Schools Act”).

## **ARTICLE IV MEMBERS**

**4.1 Members.** There are two classes of Members of the School. Each parent or legal guardian of a child enrolled at the School is a “Parent Member.” Each Employee of the School is a “Staff Member.” Membership of a Parent Member will terminate when the person no longer has a child enrolled at the School. Membership of a Staff Member will terminate when the person’s employment at the School terminates. As used in these Bylaws, an “Employee” shall mean any individual who is employed in an hourly or salaried position with the School with a designated FTE, and, for the avoidance of doubt, shall not include substitute teachers, substitute paraprofessionals, coaches, volunteers, or any other person working on a stipend-only basis.

**4.2 Role of Members.** The role of a Member shall include:

- (a) Attending general membership meetings;
- (b) Staying informed on school issues by reading the School's newsletters, website, and communications;
- (c) Electing members of the Board of Directors;
- (d) Communicating opinions to the Board of Directors through the communication pathways; and
- (e) Serving and participating in volunteer roles whenever possible.

**4.3 Annual Meeting.** There shall be regular meetings of the Members at least annually for the purpose of receiving a report from the Board of Directors and Committees (as determined by the Board), electing voting members of the Board of Directors and for the transaction of other business as may properly come before the meeting. The annual general meeting shall be held at such time and place as designated by the Board of Directors. Minutes of all regular meetings of the Members shall be kept by the Secretary.

**4.4 Special Meetings.** Special meetings of the Members may be called solely by the Board of Directors. Each special meeting shall be held at such time and place as designated by the Board of Directors. Minutes of all special meetings of the Members shall be kept by the Secretary.

**4.5 Notice.** Written notice of every meeting of the Members stating the purpose (including any matter or matters to be voted upon by the Members), date, time and place thereof shall be given no less than 10 calendar days prior to the meeting date. The method of delivery of any required notice shall be made in any manner determined by the Board of Directors to be fair and reasonable.

**4.6 Voting.** For Parent Members, each family unit shall have two votes, regardless of the number of children attending the School. Each Staff Member shall have one vote. If a Staff Member is the parent or legal guardian of children attending the School, such Staff Member family unit shall also be entitled to the number of Parent Member votes provided pursuant to this Section 4.6. Voting at a Members' meeting may be by voice or by written ballot; *provided, however*, that all elections for Directors shall be by written ballot. The submission of votes for any matter submitted to the Members shall be conducted in accordance with procedures approved by the Election Committee and approved by the Board.

**4.7 Quorum and Vote Required.**

(a) Except as otherwise provided in these Bylaws, (a) ten percent (10%) of all available votes shall constitute a quorum at any meeting of the Members, and (b) at any meeting at which a quorum is present, the affirmative vote of a majority of the votes represented at the meeting and entitled to vote on the subject matter shall be the affirmative act of the Members.

(b) In connection with a vote of the Members on any amendment to these Bylaws pursuant to Section 9.3(b), (A) 20% of all available votes of the Members shall constitute a quorum, and (B) at any meeting at which a quorum is present, the affirmative vote of 66% of the votes represented at the meeting and entitled to vote on the subject matter shall be the affirmative act of the Members.

(c) In connection with a vote of the Members to remove a voting director pursuant to Section 5.5(b)(ii), (A) 30% of all available votes of the Members shall constitute a quorum, and (B) at any meeting at which a quorum is present, the affirmative vote of 66% of the votes represented at the meeting and entitled to vote on the subject matter shall be the affirmative act of the Members.

## ARTICLE V BOARD OF DIRECTORS

**5.1 General Powers.** The business and affairs of the School shall be managed by its Board of Directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act (the “Act”), the articles of incorporation, or these Bylaws.

### **5.2 Number, Tenure and Qualifications.**

(a) Voting Members.

(i) The Board of Directors shall consist of seven voting members.

(ii) Voting members of the Board of Directors shall hold office for a term of three years. Each year of a term will commence on July 1 and end on June 30 of the following calendar year.

(iii) No voting member of the Board of Directors may serve for more than two (2) consecutive three-year terms. A partial term shall not be counted toward this limitation. There shall be no limit to the number of non-consecutive terms an individual may serve as a voting member of the Board of Directors.

(iv) At all times, a majority of the voting members of the Board of Directors shall be parents or legal guardians of a child or children currently enrolled at the School. In the event a member of the Board of Directors was a parent or legal guardian of a child enrolled at the School at the commencement of such director’s term and such student graduates during the director’s term, such director shall nonetheless be deemed to satisfy the foregoing qualification for the balance of their term in office.

(v) The voting members of the Board of Directors of the School shall be natural persons at least eighteen years of age or older. No person who is an Employee or immediate family member of an Employee of the School shall be eligible to serve as a voting member of the Board of Directors. No student enrolled at the School shall be eligible to serve as a voting member of the Board of Directors.

(b) Non-Voting Members.

(i) The Executive Director of Education of the School or the equivalent position (as determined by the voting members of the Board) shall serve as a non-voting member of the Board.

(ii) Unless otherwise determined by the voting members of the Board of Directors, the Executive Director of Operations of the School or the equivalent position (as determined by the Board) shall serve as a non-voting member of the Board. The Executive Director of Education and Executive Director of Operations (for so long as such position is designated as such by the Board) are collectively referred to as the "Executive Administrators".

(iii) Unless otherwise determined by the voting members of the Board of Directors, the principal of the elementary, middle and high school shall each serve as a non-voting member of the Board.

**5.3 Duties of the Board of Directors.** For purposes of encouraging full and knowledgeable participation of the Board of Directors, and without prejudice to the general powers and duties set forth in the Act and the Charter Schools Act, the members of the Board of Directors shall have the following duties and responsibilities:

(a) Set policy, in accordance with the School's mission, vision and strategic plan, necessary for the orderly day-to-day operation of the school in compliance with all District, State and Federal policies and requirements.

(b) Develop a long-term strategic plan to ensure the mission and vision of the School is fulfilled and periodically assess the performance of the Executive Administrators, principals and other staff members in achieving the key performance indicators set forth in the strategic plan.

(c) Hire, evaluate and/or remove the Executive Administrators.

(d) Review and approve staff hiring procedures and job descriptions, and maintain oversight over staff hiring and terminations, in each case, in accordance with District, State and Federal policies and requirements.

(e) Review and have final approval of changes to educational curriculum, texts and assessments.

(f) Adopt an annual budget for the School, which shall be submitted to it upon recommendation of the Finance and Budget Committee.

(g) Authorize any fees payable by students in accordance with District, State and Federal guidelines.

(h) Select at least one voting Board member to serve on the Hiring/Organizational Development Committee, Finance and Budget Committee, Curriculum Committee, Election Committee and Accountability Committee.

(i) Select at least one voting Board member to serve as liaison with the BVSD Board of Education and the District administration.

(j) Regularly attend Board and Committee meetings.

**5.4 Election of Voting Directors.** At each annual general meeting of the Members and at each special meeting of the Members called for that purpose, the Members shall elect directors to fill any open seat on the Board. The Election Committee shall solicit nominations for candidates for the Board and shall submit to the Members in advance of such meeting a ballot containing the names of any individuals that have been submitted as nominees and who satisfy the qualifications set forth in these Bylaws. Members shall vote as provided in Section 4.6 in accordance with the procedures determined by the Election Committee and approved by the Board of Directors. Members may vote for as many candidates (including write-in candidates who satisfy the qualifications set forth in these Bylaws) as there are open positions on the Board. Cumulative voting shall not be permitted. The members of the Board of Directors shall be elected by a plurality of the votes cast by the Members. Unless otherwise determined by the Board of Directors, newly elected directors may attend meetings of the Board of Directors in an observer status and receive meeting materials prior to the commencement of their term in office.

#### **5.5 Resignation and Removal**

(a) Any voting Director may resign at any time by giving written notice to the President or Secretary of the Board of Directors.

(b) Removal.

(i) If any voting Director fails to attend four consecutive meetings of the Board, and such failure has not been excused by the President of the Board, such Director shall be removed from office immediately upon the approval of a majority of the remaining voting Directors.

(ii) A voting Director may be removed from office by the Members solely as provided in this Section 5.5(b)(ii).

(1) To initiate the removal of a voting Director, Members holding 10% or more of the aggregate votes of all of the Members of the School shall sign and deliver to the Board a petition calling for the removal of such Director (the “Removal Petition”). The Removal Petition shall (A) state the name of the Director for whom removal is sought, (B) state the name(s) of all Members signing the Removal Petition, and (C) include a description of the reason for the removal, including the action(s) or inaction(s) of the Director that warrant the removal, and the reason the petitioners believe that removal would be in the best interest of the School. No Removal Petition shall be valid if it is delivered to the Board less than four months prior to the expiration of the term in office of such Director.

(2) So as to prevent interference with the learning environment, the solicitation of signatures on any Removal Petition may not occur on School grounds from one hour before until one hour after normal School hours.

(3) Within ten (10) days following submission of the Removal Petition or as promptly thereafter as practicable, the Board or its designee shall verify that the Removal Petition complies with the requirements of Section 5.5(b)(ii) and shall confirm in their reasonable judgment that the signatures set forth on the Removal Petition are in fact the Members’ signatures (electronic signatures shall be permissible).

(4) In the event that the Removal Petition does not meet the requirements of this Section, the Board, or its designee, shall, within fifteen (15) days of submission of the Removal Petition or as promptly thereafter as practicable return the Removal Petition to the petitioners with a statement identifying the reason(s) it did not meet the requirements.

(5) In the event that the Removal Petition meets the requirements of this Section, the Board shall, at its next regularly scheduled meeting, call a special meeting of the Members to occur not more than 45 days after such Board meeting. In connection with such special meeting, the Members shall vote on (A) whether to remove such Director from office, and (B) if removal is approved by the requisite vote of the Members, to select among any nominated candidates to fill the position for the balance of such removed Director’s term.

(6) In order for any Director to be removed at a special meeting called pursuant to this Section 5.5(b)(ii), the Members shall approve the removal in accordance with Section 4.7(c).

(7) If a Director is removed in accordance with this Section, the nominee who received a plurality of the votes in such election shall assume office immediately and shall serve the remainder of the removed Director's term. If no nominee is submitted or approved to serve the balance of the removed Director's term, then the vacancy shall be addressed by the Board in accordance with Section 5.6.

(8) This Section 5.5(b) shall constitute the Members' sole right to remove a duly elected voting Director and supersedes any other right provided pursuant to the Act.

**5.6 Vacancies.** In the event of any vacancy among the voting members of the Board of Directors for any reason, the Board shall elect: (a) to leave the position vacant until the next annual general meeting, at which time such position will be filled by an individual duly elected in accordance with Section 5.4, to serve for the balance of the former Director's three-year term, (b) to appoint an individual that meets the qualifications set forth in these Bylaws to serve until the next annual general meeting, at which time such position will be filled by an individual duly elected in accordance with Section 5.4, to serve for the balance of the former Director's three-year term, or (c) to call a special meeting of the Members in accordance with Section 5.4, at which time such position will be filled by an individual duly elected in accordance with Section 5.4, to serve for the balance of the former Director's three-year term.

**5.7 Regular Meetings.** Regular meetings of the Board of Directors shall be held at least once per month, *provided* that the Board of Directors may elect to not hold a meeting in July of each year. The Board of Directors shall provide by resolution the time and place of all regular meetings.

**5.8 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two voting Directors. Unless otherwise agreed by a majority of the Board of Directors, any special meeting of the Board of Directors shall be held at the School.

**5.9 Notice.** Meetings are open to the public and notice of all regular and special meetings of the Board of Directors shall be given by posting in a designated public place in accordance with Colo. Rev. Stat. §24-6-401, *et seq.*, or any successor statute. Notice of any meeting of the Board of Directors shall be given at least 24 hours prior to the meeting by written notice delivered to each Director. A director waives notice of a regular or special meeting by



attending or participating in the meeting unless, at the beginning of the meeting, such Director objects to the holding of the meeting or the transaction of business at the meeting.

**5.10 Executive Session.** All regular and special meetings of the Board of Directors shall be open to the public in accordance with the Colorado Open Meetings Law, as amended from time to time (Colo. Rev. Stat. §24-6-401, *et seq.*), *provided* that the Board of Directors may meet in executive session subject to the conditions of and in compliance with the Colorado Open Meetings Law.

**5.11 Quorum.** At any meeting of the Board of Directors, a majority of the voting Directors then in office shall constitute a quorum for the transaction of business. If less than a quorum is present, a majority of the Directors present may adjourn the meeting from time to time without further notice for a period not to exceed sixty (60) days at any one adjournment.

**5.12 Manner of Acting.** The act of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided in these Bylaws or applicable law.

**5.13 Compensation.** No voting member of the Board shall receive compensation for their role as a member of the Board or as a member of a Committee.

**5.14 Presumption of Assent.** A Director who is present at a meeting of the Board of Directors or a committee of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless (a) such Director objects at the beginning of the meeting to the holding of the meeting or the transaction of business at the meeting, (b) such Director votes against such action, which dissent shall be entered into the minutes of the meeting, or (c) such Director gives written notice of their dissent to the presiding officer of the meeting before its adjournment or delivers such dissent to the Secretary immediately after adjournment of the meeting. Such right to dissent as to a specific action taken at a meeting of the Board of Directors or a committee of the Board of Directors shall not be available to a Director who voted in favor of such action.

## **ARTICLE VI BOARD COMMITTEES**

**6.1 Advisory Committees.** The Board of Directors, by resolution, may appoint advisory committees ("Committees") to the Board of Directors who, by such appointment, shall not be deemed to be directors, officers or employees of the School. Each Committee shall consider, advise upon and make recommendations to the Board of Directors with respect to matters of policy relating to the general conduct of the business of the School and with respect to such

questions as may be submitted to it by the Board of Directors. The adoption or revision of any charter or other governing document of each Committee shall be subject to the approval of the Board of Directors. Except as otherwise provided in these Bylaws, the composition of each Committee shall be determined in accordance with such approved charter or other governing document. Individuals appointed to serve on any Committee need not be voting Directors, *provided, however*, that with respect to each of the standing committees identified in these Bylaws, at least one voting Director shall be a member of the Committee.

**6.2 Election Committee.** The Election Committee shall be responsible for the conduct of all Member elections, including, without limitation, creating and maintaining processes for each election, establishing campaign guidelines, running information meetings and Q&A sessions, and tabulating and certifying the election results. Election results shall be certified to the Board of Directors by the Election Committee at the first meeting of the Board of Directors following the conclusion of an election. The Election Committee will maintain the confidentiality of all cast ballots. No person may serve on the Election Committee during any year in which such person or any immediate family member of such person is a candidate for election.

**6.3 Curriculum Committee.** The Curriculum Committee shall be responsible for continuously improving the educational program, in line with the School's overall mission and vision, via research, curriculum development, and review of recommendations for changes in curriculum and/or primary learning materials brought to the committee by department chairs or team leaders. The Curriculum Committee's recommendations shall be brought to the Board for approval.

**6.4 Finance and Budget Committee.** The Finance and Budget Committee shall be responsible for recommending financial processes and an annual balanced budget to the Board of Directors for approval, reviewing the finances of the school at least 3 times per year, and for providing financial recommendations as requested by the Board.

**6.5 Accountability Committee.** The Accountability Committee shall be responsible for (a) gathering and analyzing data to assess the School's progress toward its mission, vision and strategic plan, (b) monitoring the progress made toward meeting improvement goals and strategic plan objectives, (c) soliciting input from parents, guardians, staff and students as appropriate for assessment and evaluation of the School's performance, and (d) submitting an annual report to the Board of Directors and the Members with respect to the foregoing. The Board of Directors and the Accountability Committee together serve as the "school accountability committee" required pursuant to Colo. Rev. Stat. §22-11-401, *et. seq.*, and shall have the powers and duties set forth therein.

**6.6 Hiring and Organizational Development Committee.** The Hiring and Organizational Development Committee shall be responsible for recruiting and recommending,

based on selection procedures and job descriptions approved by the Board of Directors, candidates to fill openings for administrative, staff, teaching and coaching positions, in each case, as directed by the Board of Directors.

## **ARTICLE VII OFFICERS AND AGENTS**

**7.1 General.** The Board of Directors shall elect from among its voting members a President, Vice President, a Secretary and a Treasurer. The term of such officers shall be one year or until such time as their respective successors are duly elected and qualified. The Board of Directors may appoint such other officers, assistant officers, and agents, including chairperson, assistant secretaries and assistant treasurers, as it may consider necessary, and such persons need not be voting Directors. Each officer shall have such authority and duties as is provided in these Bylaws and as may otherwise from time to time be determined by the Board of Directors. One person may hold more than one office.

**7.2 President.** The Board President or their designee shall preside at all meetings of the Board of Directors, prepare and distribute an agenda for all meetings, coordinate the work of the other Board officers of the Board, act as chair of any meeting of the Members, and act as the official representative of the Board to the Members.

**7.3 Vice President.** The Board Vice-President shall assist the Board President and shall perform such duties as may be assigned by the Board President or the Board of Directors. The Board Vice-President shall, at the request of the Board President, or in the Board President's absence or inability or refusal to act, perform the duties of the Board President and when so acting shall have all the powers of the Board President.

**7.4 Treasurer.** The Board Treasurer shall (a) perform such duties as may be assigned by the Board President or the Board of Directors, (b) be responsible for all funds and securities of the School, (c) have final responsibility for the financial statements of the School, (d) serve as a member of the Finance & Budget Committee, and (e) ensure that any grant monies received are expended consistently with the terms of such grants.

**7.5 Secretary.** The Board Secretary shall (a) perform such duties as may be assigned by the President or the Board of Directors, (b) keep a record of all minutes of meetings of the Board of Directors and the Members, (c) distribute copies of such minutes to the Board of Directors, and (d) keep and make available to the public copies of the minutes and all written committee reports.

## **ARTICLE VIII INDEMNIFICATION**

**8.1 Authority for Indemnification.** Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that such person is or was a director, officer, employee, fiduciary or agent of the School or is or was serving at the request of the School as a director, officer, partner, trustee, employee, or agent of any foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan (a "Proper Person"), shall be indemnified by the School against expenses (including attorneys' fees), judgments, penalties, fines, (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement reasonably incurred by them in connection with such action, suit or proceeding if it is determined by the groups set forth in Section 8.4 of these bylaws that such person conducted themselves in good faith and that they (a) reasonably believed, in the case of conduct in their official capacity with the School, that their conduct was in the School's best interest, or (b) in all other cases (except criminal cases) believed that their conduct was at least not opposed to the School's best interests, or (c) with respect to criminal proceedings had no reasonable cause to believe their conduct was unlawful. A person will be deemed to be acting in their official capacity while acting as a director, officer, employee or agent of the School and not when they are acting on the School's behalf for some other entity. No indemnification shall be made under this Section 8.1 to a Proper Person with respect to any claim, issue or matter in connection with a proceeding by or in the right of the School in which the Proper Person was adjudged liable to the School or in connection with any proceeding charging improper personal benefit to the Proper Person, whether or not involving action in their official capacity, in which they were adjudged liable on the basis that personal benefit was improperly received by them. Further, indemnification under this Section 8.1 in connection with a proceeding brought by or in the right of the School shall be limited to reasonable expenses, including attorneys' fees, incurred in connection with the proceeding.

**8.2 Right to Indemnification.** The School shall indemnify any Proper Person who has been wholly successful on the merits or otherwise, in defense of any action, suit, or proceeding referred to in Section 8.1 of these Bylaws, against expenses (including attorneys' fees) reasonably incurred by them in connection with the proceeding without the necessity of any action by the School other than the determination in good faith that the defense has been wholly successful.

**8.3 Effect of Termination of Action.** The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described in Section 8.1 of these bylaws. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.

**8.4 Groups Authorized to Make Indemnification Determination.** In all cases, except where there is a right to indemnification as set forth in Section 8.2 of these Bylaws or where indemnification is ordered by a court, any indemnification shall be made by the School only as authorized in the specific case upon a determination by a proper group that indemnification of the Proper Person is permissible under the circumstances because they have met the applicable standards of conduct set forth in Section 8.1 of these Bylaws. This determination shall be made by the Board of Directors by a majority vote of a quorum, which quorum shall consist of directors not parties to the proceeding. If such a quorum cannot be obtained, the determination shall be made by a majority vote of a committee of the Board of Directors designated by the Board, which committee shall consist of two or more directors not parties to the proceeding, except that directors who are parties to the proceeding may participate in the designation of directors for the committee. If such a quorum of the Board of Directors cannot be obtained or the committee cannot be established, or even if a such a quorum can be obtained or the committee can be established but such quorum or committee so directs, the determination shall be made by independent legal counsel selected by a vote of a quorum of the Board of Directors or a committee in the manner specified in this Section 8.4 or, if a quorum of the full Board of Directors cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board (including directors who are parties to the action).

**8.5 Court Ordered Indemnification.** Any Proper Person may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction for mandatory indemnification under Section 8.2 of these Bylaws, including indemnification for reasonable expenses incurred to obtain court ordered indemnification. If the court determines that the Proper Person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not they met the standards of conduct set forth in Section 8.1 of these Bylaws or was adjudged liable in the proceeding, the court may order such indemnification as the court deems proper, except that if the individual has been adjudged liable, indemnification shall be limited to reasonable expenses incurred.

**8.6 Advance of Expenses.** Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the School to any Proper Person in advance of the final disposition of such action, suit or proceeding upon receipt of (a) a written affirmation of such Proper Person's good faith belief that they have met the standards of conduct prescribed in Section 8.1 of these Bylaws; (b) a written undertaking, executed personally or on their behalf, to repay such advances if it is ultimately determined that they did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment); and (c) a determination is made by the proper group (as described in Section 8.4 of these Bylaws), that the facts as then known to the group would not preclude indemnification.

**8.7 Limitation.** Any provision of this Article VIII to the contrary notwithstanding, the School shall not have authority to indemnify any person or entity if to do so would be contrary to Colorado law.

**8.8 Insurance.** By action of the Board of Directors, notwithstanding any interest of the directors in the action, the School may purchase and maintain insurance, in such scope and amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the corporation, or who, while a director, officer, employee, fiduciary or agent of the corporation, is or was serving at the request of the School as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against, or incurred by, them in any such capacity or arising out of their status as such, whether or not the School would have the power to indemnify him against such liability under the provisions of Article VIII of these Bylaws or applicable law.

## **ARTICLE IX MISCELLANEOUS**

**9.1 Waiver of Notice.** Whenever notice is required by law, by the articles of incorporation or by these Bylaws, a waiver thereof in writing signed by the director or other person entitled to said notice, whether before, at or after the time stated therein, shall be equivalent to such notice.

**9.2 Fiscal Year.** The fiscal year of the School shall be July 1 through June 30.

**9.3 Amendments.**

(a) Except as provide in Section 9.3(b) below, the Board of Directors shall have the power to make, amend and repeal the Bylaws of the School at any regular or special meeting of the Board. The Bylaws shall be reviewed by the Board annually at a regular meeting of the Board.

(b) The following sections of these Bylaws may not be altered, amended or repealed, other than upon approval by the Board and subsequent approval by the Members in accordance with Section 4.7(b): Section 3.1 (*Mission*), 4.1 (*Members*), 4.3 (*Annual Meeting*), 4.6 (*Voting*), 4.7 (*Quorum and Vote Required*), 5.1 (*General Powers*), 5.2 (*Number, Tenure and Qualifications*), 5.3 (*Duties of the Board of Directors*), 5.4 (*Election of Voting Directors*), 5.5 (*Resignation and Removal*), 5.7 (*Regular Meetings*), 5.13 (*Compensation*), and 9.3 (*Amendments*).

**9.4 Conflicts.** The policies of the School, as adopted by the Board of Directors from time to time, shall be recorded and maintained by the Secretary in a separate policy manual. In the case of a conflict between the provisions of the articles of incorporation and either these Bylaws or the policy manual, the articles of incorporation shall control. In the case of a conflict between these Bylaws and the policy manual, these bylaws shall control. In the case of any conflict between these Bylaws and applicable law, the applicable section of these Bylaws shall be rendered invalid, but the remaining provisions in these Bylaws shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has hereunto set the official hand of the School as of May 18, 2022.

PEAK TO PEAK CHARTER SCHOOLS, INC.,  
A Colorado Nonprofit Corporation

By Colleen Elliott  
Colleen Elliott, Board President