

BYLAWS OF MOUNTAIN VILLAGE MONTESSORI CHARTER SCHOOL

ARTICLE I – NAME AND LOCATION

Section 1: **Name.** The name of the organization shall be Mountain Village Montessori Charter School, a Colorado nonprofit Corporation.

Section 2: **Location.** The location of the facility shall be in the community of Steamboat Springs.

ARTICLE II – NONPROFIT PURPOSES

Section 1: **Purpose.** Mountain Village Montessori Charter School (MVMCS), hereinafter the Corporation, is incorporated as a nonprofit Corporation according to its Articles of Incorporation as filed and registered with the Secretary of State of the State of Colorado on August 26, 2014. The Corporation is organized exclusively for educational purposes and such other purposes that are described under section 501(c)(3) of the Internal Revenue Code.

The Corporation is organized and shall be operated to at all times comply with Section 501(c)(3) of the Internal Revenue Code, the Colorado Nonprofit Corporation Act, the Colorado Public Charter Schools laws, and any other federal, state and local laws to qualify it for nonprofit, tax-exempt status as a public charter school.

Section 2: **Non-discrimination Policy.** The Corporation will be non-sectarian in its programs, admissions policies, employment practices, and all other operations, and shall not discriminate on the basis of race, ethnicity, national origin, gender or disability.

Section 3: **Provision for the Bylaws.** The changing nature of the Corporation makes it necessary to establish fundamental premises, which are constant throughout the existence of the Corporation; these shall be called the Bylaws. The Board shall approve revisions to the Bylaws in accordance with the provisions set forth herein; and any changes shall be reported in the next newsletter for the general membership following such changes.

Section 4: **Provision for School Handbooks.** Specific suggestions for the activities and operation of the organization shall be called Handbooks. They are meant to be flexible in order to accommodate the changing nature of the Corporation, yet substantive enough to provide a reasonable guideline for the continuous operation of the Corporation. There shall exist: 1) a Staff Handbook and 2) a Parent Handbook. The Board shall approve revisions to the Handbooks.

Section 5: **Specific Objectives and Purposes.** The specific objectives and purposes of this Corporation shall be to provide an enriching Preschool, Kindergarten, Elementary, and Middle School learning environment in which children are able to reach their individual potential. In this regard, the Corporation will act on a nondiscriminatory and nonprofit basis to:

- (a) organize, operate, and maintain a Preschool, Kindergarten, Elementary, and Middle School environment to instruct and train children in the development of their capabilities in accordance with the Montessori method of education, the Colorado Public Charter Schools laws, and any other federal, state and local laws to qualify it for nonprofit, tax-exempt status as a public charter school;
- (b) actively solicit grants and donations to ensure the educational opportunity is of the highest quality; and
- (c) engage in other activities related to advancing the awareness and implementation of Montessori educational principles.

ARTICLE III – GOVERNING BOARD

Section 1: **Governing Board Role.** The Governing Board (the “Board”) shall be responsible for overall policy and direction of Mountain Village Montessori Charter School and all corporate powers shall be vested in and exercised by the Board, except as otherwise provided by law (including, but not limited to the Colorado Charter Schools Act, §§ 22-30.5-101, et seq., C.R.S.). The Governing Board, an elected body, will model the highest ethical standards, set policy, and ensure Mountain Village Montessori Charter School remains true to its mission.

The roles and responsibilities of the Governing Board include but are not limited to:

- (a) Monitor fiscal solvency and management, approve budgets/spending and fiscal policies, approve annual budget/major budget changes, review annual budget report, monitor monthly budget updates, and municipal audit report;
- (b) Monitor student performance, and ensure curriculum aligns with mission;
- (c) Review student data collection system results and annual accountability report, approve alignment of standards, curriculum and assessment, evaluate and approve annual goals;
- (d) Hire, terminate, and evaluate the Head of School, approve personnel policies, and approve professional development plan and policies;
- (e) Enter into financing and building contracts, approve construction and remodeling of facilities; and
- (f) Approve all policies and procedures.

Section 2: **Board Size.** MVMCS shall have a Governing Board consisting of no less than five and no more than eleven members, with a minimum of two parent representatives, and three to nine members of the business community or community at-large. In addition, ex-officio members include the Head of School (non-voting) and up to two representatives (non-voting) appointed by the Head of School.

Section 3: **Procedural Guidelines.** The Board shall govern by majority vote. In the case of a tie vote, the Board Chair shall hold the deciding vote.

Section 4: **Non-compensation.** Board Members shall not receive any salary or compensation for their services as Board Members; provided, however, that Board Members shall be entitled to reimbursement for expenses, approved as reasonable by the Board, incurred by them in carrying out their duties as Board Members.

Section 5: **Election and Term.** All Board Members shall be elected by a majority vote of the then current members of the Board. Each Board Member shall be selected to the lesser of a three-year term or until he or she resigns or is removed or is otherwise disqualified to serve, whichever occurs first. Board Members may serve no more than two consecutive elected terms.

Persons wishing to become a member of the Governing Board shall notify the Board Chair at least thirty days prior to the election meeting in June. The Secretary shall then gather all pertinent information about such potential Board Members so as to provide the Board with necessary background to determine whether to vote for such individual.

Section 6: **Absences, Removal, and Resignation.** A Board Member shall be removed from the Board if he or she has three unexcused absences from Board meetings in a year. Any Board Member may be removed at any time, with or without cause, by an affirmative vote of a majority of the remaining Board Members whenever, in their subjective judgment, the best interests of MVMCS are served by the removal. Any Board Member may resign at any time by delivering written notice (which may be by electronic mail) of his or her resignation to the Head of School, Secretary, or Board Chair. Such resignation shall become effective upon receipt thereof, or at such later time as specified in such notice thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Board Member may resign where Mountain Village Montessori Charter School would be left without a duly elected Board Member.

Section 7: **Vacancies.** Any vacant seat on the Board may be filled at any meeting of the Board by a majority of the Board Members present or by proxy. However, if the number of Board Members then in office is less than a quorum, the vacancies shall be filled by

- (a) the affirmative vote of a majority of the Board Members then in office at a meeting held pursuant to notice or waiver of notice in compliance with Article 4; or
- (b) a sole remaining Board Member.

A Board Member so appointed shall serve the remainder of the unexpired term of his or her predecessor on the Board, after which time the previously appointed Board Member may seek election for no more than two consecutive elected terms as stated in Article III Section 5.

ARTICLE IV – MEETINGS

Section 1: **Regular Meetings.** The Governing Board will meet once a month when school is in session, with a minimum of ten meetings per calendar year. Notices for meetings shall be published and posted on school grounds at least five calendar days in advance of the meeting. The notice will state time, place, and purpose of the meeting in accordance with Colorado’s Open Meeting Law.

Section 2: **Annual Meetings.** The annual meeting shall be held in the month of June each year as determined by the Board and shall be the meeting during which Board Members are elected for a three-year term, and officers are elected for a one year term. Notice of such annual meeting shall be given as provided in Section 8 and as required by law.

Section 3: **Special Meetings.** Special meetings of the Board may be called by the Chair at his or her discretion, or by the Secretary upon request of 20 percent of the Board Members, with notice given to interested persons at least 24 hours in advance as provided in Section 8. Written notice of any special meeting shall be given to each Board Member by the one calling the meeting within at least 24 hours prior to such meeting.

A Board Member may waive notice of any special meeting if the waiver is in writing, signed by such Board Member, specifies the meeting for which the meeting is waived and filed with the corporate minutes or records.

Section 4: **Emergency Meetings.** Emergency meetings may be called by the Chair or 20 percent of the Board Members with less than 24 hours notice only if an actual emergency exists which would not permit the meeting to be a Special Meeting. The minutes of the meeting must describe the emergency justifying less than 24 hours notice. Notice must be given to as is reasonable and as provided in Section 8.

A majority of the Board Members present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Board Members who were not present at the time of the adjournment.

At any Board meeting, the Board may proceed into executive session as authorized by law upon a vote of two-thirds of the entire membership of the Board. Prior to proceeding into executive session, the Chair of the Board shall announce to the public the general topic of the executive session. Only those persons invited by the Board may be present at an executive session.

Section 5: **Board Action.** The Board will model ethical standards and behaviors and promote a cooperative, consensus-driven, decision-making process; however, all decisions will be made by majority vote of the Board Members holding office.

In addition, in the following circumstances, the Colorado Revised Nonprofit Corporation Act requires a vote of the majority of Board Members in office at the time the vote is taken:

- (a) to establish committees to exercise Board functions as provided in Section 3.2;
- (b) to amend the Articles of Incorporation as provided in Section 11.1;
- (c) to sell assets not in the regular course of business;
- (d) to merge;
- (e) to dissolve; and
- (f) in the case of conflicts of interest, a majority of Board Members in office who have no direct or indirect interest in the transition will be considered a majority, as provided in the policies of Article 8.

A Board Member who is present at a meeting when corporate action is taken is deemed to have assented to the action unless the Board Member's objection or abstention to the vote is entered into the minutes of the meeting, or the Board Member delivers written notice of such objection or abstention to the Secretary immediately after adjournment of the meeting.

Section 6: **Executive Session.** The Board may meet in an executive session during which all or part of the meeting is closed to the public for deliberation on the matters listed below. Notice of such executive session shall be given to interested persons in accordance with Section 7 provided that the statutory authority for such executive session be referenced in the notice. No executive session may be held for the purpose of taking any final action or making any final decision although a consensus may be reached by the Board in the executive session. The Board may meet in executive session for the following matters:

- (a) to consider employment, promotion, discipline or dismissal of an officer, agent or employee of the Corporation, including consideration of any complaints against any officer, agent or employee of the Corporation;
- (b) to consult with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;
- (c) to investigate proceedings concerning possible or actual criminal misconduct;
- (d) to discuss matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure. For example, discussions regarding buying or selling property, security arrangements or investigations, or documents protected from disclosure under the Open Records Act;
- (e) to discuss any matter for which the disclosure of such would constitute an unwarranted invasion of individual privacy. For example the consideration of student expulsions, the confidential medical or other records of students, or a discussion of any individual student where public discussion would adversely affect the student involved; or,
- (f) to review or discuss material relating to any written or oral communication from legal counsel.

Upon the final resolution of any matter for which the Board received legal advice or that concerned pending or contemplated litigation, the Board may elect to preserve the attorney-client privilege in any appropriate manner, or it may elect to disclose such information, as it deems appropriate, about such matter in an open meeting.

Before the Board or any committee of the Board convenes in executive session, the Chair of the Board shall announce the general matter of discussion as enumerated in paragraphs a-f of Section 6.

The Board shall not adopt any change to the Articles of Incorporation or Bylaws during an executive session. An Articles of Incorporation or Bylaw change may be validly adopted only during a regular or special meeting or after the Board goes back into regular session following an executive session.

The minutes of all open meetings at which an executive session was held must indicate that an executive session was held and indicate the general subject matter of the executive session (i.e. “determining contract negotiations strategy”, “consultation with legal counsel”). The minutes of the regular open meeting will not reflect the actual discussions that occurred in the executive session. However, the discussions in the executive session will be recorded in the same manner as the discussions that occur in open sessions. The minutes of an executive session must be maintained for 90 days, after which the minutes may be discarded.

Exceptions for executive session minute taking are as follows:

- (a) Discussions involving individual students (e.g. for discipline).
- (b) Consultation with attorneys. To take advantage of this, the attorney must sign a statement attached to the minutes of the regular meeting that the portion of the executive session for which minutes were not kept constituted privileged attorney-client communication. In addition, the Chair of the meeting must sign a statement in the minutes affirming that the portion of the meeting that was not recorded was confined to a subject for which it is proper to hold an executive session under the statute.

Section 7: **Notice of Meetings.** Meetings of the Board shall comply with all requirements of the Colorado Open Meetings Law (C.R.S. § 24-6-401 et seq.). The Board shall provide for and give public notice in a designated place on school grounds no less than five calendar days prior to the meeting and reasonably calculated to give actual notice to interested persons including the news media, which have requested notice, of the time, place and principal subjects to be considered at the meeting. Notice may be mailed, faxed, e-mailed or telephoned and may be given through press releases, mailing lists and bulletin boards, including electronic to interested persons. The posting must include the agenda where possible. The designated place shall be adopted annually by the Board during its annual meeting in June. All meetings shall be open to the public, except in the case of executive sessions as described in Section 2, accessible to the disabled, and held within the geographic boundaries of the Corporation.

In addition to the notice requirements pursuant to Colorado Open Meetings Law, the agenda and notice of the time and place of each regular, special or annual meeting of the Board shall be sent to each Board Member by electronic mail at least five calendar days before the meeting is to be held. Notice of a meeting need not be given to any Board Member who submits a written waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 8: **Quorum and Voting.** A majority of members of the Board (greater than 50 percent) shall constitute a quorum in person or by proxy for the transaction of business or of any specified item of business, except as otherwise provided by law. An affirmative vote by the majority of Board Members present or by proxy at the time of a vote shall be the act of the Board if a quorum exists, except as otherwise provided by law or these Bylaws.

Section 9: **Participation by Electronic Means.** To the extent permitted by law, any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time, provided such meeting and notice thereof comply with the Colorado Open Meetings Law. Participation in such meetings shall constitute presence in-person at such meetings.

Section 10: **Informal Action.** Except as otherwise required by the Colorado Open Meeting Law, or any other law or the Articles of Incorporation of Mountain Village Montessori Charter School, any action required or permitted to be taken by the Board or by a committee thereof at a meeting may be taken without a meeting if each and every member of the Board in writing waives the right to demand that the

meeting be held and either: (a) votes for such action; or (b) votes against such action or abstains from voting.

ARTICLE V – COMMITTEES

Section 1: Creation of Committees. The Governing Board may, by resolution adopted by a majority of the Board Members in office, establish standing committees. The Governing Board may also establish other committees, as it may from time to time deem necessary to assist in the governance and operations of Mountain Village Montessori Charter School. At a minimum, said committees shall include an Executive Committee and a Finance Committee. All committee Chairs shall be elected by a majority vote of the Board Members. Non-members may also be permitted to sit on committees and vote. Such committees shall have and exercise only the power and authority specifically prescribed and granted by the Governing Board in the resolutions establishing them. Committees may only make recommendations to the Governing Board.

Section 2: Executive Committee. The Executive Committee shall be responsible for:

- (a) self-management of the Board (orienting and training new Board Members, evaluating the Board and key staff persons);
- (b) interviewing and presenting new Board candidates to the Governing Board for vote;
- (c) reviewing personnel policies and employee manuals prepared by the head of school;
- (d) acting as the grievance committee for employees of Mountain Village Montessori Charter School; and
- (e) other such responsibilities as may be prescribed by the Board from time to time.

Section 3: School Accountability Committee. As required in C.R.S. § 22-11-401 to 406, this committee will:

- (a) adopt school goals and objectives for the improvement of education in the school;
- (b) adopt a plan to improve education achievement, reduce the gaps in performance of groups within the school, increase the ratings on the state accountability report, and assure the school's accreditation status;
- (c) make recommendations to decisions affecting the educational process are advancing or impeding student achievement;
- (d) report to students and parents, as well as the Mountain Village Montessori Governing Board and the Charter School Institute, on the educational performance of the school and providing data for the appraisal of such performance;
- (e) make recommendations to the Head of School on the expenditure of all school grants;
- (f) make recommendations to the Head of School on safety issues related to the school environment;
- (g) assist with the creation of the school's Unified Improvement Plan; and
- (h) activate its charter renewal committee two years prior to the charter renewal date pursuant to the terms of the authorizer contract.

This committee is responsible for assuring that all material and data collection systems are in place to provide a comprehensive picture of the school's performance and state of the school. In concert with the renewal cycle, this committee will perform a comprehensive status analysis in all vital areas of school performance including annual stakeholder satisfaction, student achievement, teacher and

administrative quality and efficiency, and fiscal health and sustainability. The results of this analysis will assist the school in developing a strategic plan for the next five years of operations.

Section 4: **Finance Committee.** This committee shall:

- (a) assist the treasurer and administration in their efforts to keep accurate accounts of all monies of the Corporation, received or disbursed;
- (b) review the deposit of all monies, electronic fund transfers, drafts and checks;
- (c) assist administration in the care and custody of the corporate funds and securities;
- (d) review the monthly bank statements;
- (e) review the policies and procedures of administration related to the power to endorse for deposit all notes, checks and drafts received by the Corporation;
- (f) review the proper procedures related to vouchers therefore;
- (g) render to the Board Chair and the Board, whenever required (at the monthly Board meetings), an account of all of the transactions of the organization as compiled by the Administration of the Corporation of the financial condition of the Corporation;
- (h) sign, in the name of the Corporation, instruments requiring a second signature of the Board; and
- (i) perform such other duties and have such other powers as, from time to time, may be prescribed by the Board or by the Board Chair.

Section 5: **Advisory.** Advisory members may assist the Governing Board in establishing long- or short-term working committees to carry out necessary functions in order to realize the vision of Mountain Village Montessori Charter School. Advisory members will not exercise Board functions.

All parents will automatically be members of the Parent Council, which will encourage the involvement of parents in the day to day activities of the school, organize and implement fundraising and volunteerism and elect parent representatives to the Governing Board, as openings occur each June. A Board Member of the Parent Council will be elected by the Parent Council by majority vote. The Board Member will work with the Governing Board to develop and adopt a set of parent involvement policies and strategies.

Section 6: **Other Committees.** The Board may establish such other committees, as it deems necessary and desirable. Such councils/committees may exercise functions of the Board or may be advisory councils.

Section 7: **Limitations on Powers of Committees.** No committee may:

- (a) authorize payment of a dividend or any part of the income or profit of the Corporation to its Board Members or officers;
- (b) approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; or,
- (c) elect, appoint or remove members of the Board or fill vacancies on the Board or on any of its committees.

ARTICLE VI. HEAD OF SCHOOL

The Board shall hire a Head of School to be the Executive Board Member of the Corporation and the Board shall be responsible for overseeing the duties of such Executive Board Member. The Board shall delegate the duties to the Head of School. The Head of School shall conduct general overall supervision of the day to day business, operations and affairs of the Corporation.

The Head of School shall attend all meetings of the Board as a nonvoting member and shall report to the Board of the business, operations and affairs of the Corporation.

The Head of School is fully responsible for the daily administration of MVMCS. The responsibilities of the Head of School shall include, but not be limited to, the following:

- (a) act as a Liaison between MVMCS and its Charter School Institute, parents, and the community at large;
- (b) remain current with legislation and educational trends affecting MVMCS;
- (c) monitor the budget and draft the annual budget for approval by the Board;
- (d) hire all MVMCS faculty and staff;
- (e) secure facilities as necessary for MVMCS as directed by the Board;
- (f) participate as a non-voting member of the Board;
- (g) handle the day to day functioning of MVMCS;
- (h) develop and recommend draft policies and procedures for the Board's approval;
- (i) act as the initial point of contact for dispute resolution;
- (j) provide school leadership and milieu;
- (k) oversee student/staff discipline;
- (l) coordinate Professional Development activities;
- (m) ensure the curriculum aligns with the MVMCS mission and standards;
- (n) develop the Annual Accountability Report;
- (o) monitor all elements of academic accountability; and
- (p) monitor the student data collection system.

ARTICLE VII - OFFICERS

Section 1: **Number.** The officers of the Corporation shall be a Chair, Secretary, and Treasurer, and such other officers, if any, as the Board may from time to time appoint.

Section 2: **Election and Term.** All officers shall be elected by the Board Members at the annual meeting and shall hold office for the term of one year. Each officer shall continue in office until his or her successor has been elected and qualified, or until his or her resignation or removal.

Section 3: **Resignation and Removal.** An officer may resign from his or her office by giving written notice of his or her resignation to the Chair or Secretary. Any officer or agent may be removed by the Board at any time, with or without cause, by a majority vote of the Board Members. A vacancy in any office shall be filled for the unexpired term by a majority vote of the Board.

Section 4: **Employees and Other Agents.** The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board,

and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board may from time to time determine.

Section 5: **Chair.** The Chair shall, subject to the direction and supervision of the Governing Board:

- (a) serve as chief executive officer of the Corporation—have general and active control of its affairs and business, and provide general supervision of its officers, agents and specified employees;
- (b) preside at all Board meetings;
- (c) see that all Board resolutions are carried into effect; and
- (d) perform all other duties incident to the office of Chair and as may be assigned by the Board.

The Chair shall be an ex-officio member of all standing committees and may be designated Chair of those committees by the Board. The Chair shall delegate duties to the Head of School and/or other agents of MVMCS as necessary with the consent of the Board.

Section 6: **Secretary.** The Secretary shall:

- (a) keep the minutes of the Board proceedings;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) act as custodian of the corporate records other than financial records;
- (d) keep at the Corporation's registered office or principal place of business within Colorado a record containing the names and addresses of all members (if any); and
- (e) perform all duties incident to the office of Secretary and such other duties as assigned to such office by the Chair or by the Board.

In the event of absence or disability of the Secretary, the Board may appoint an Assistant Secretary to perform the duties of the Secretary during such absence or disability. Assistant Secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

Section 7: **Treasurer.** The Treasurer shall:

- (a) keep or cause to be kept complete and accurate accounts of receipts and disbursements of MVMCS, and deposit all monies and other valuable effects of MVMCS in the name and to the credit of the school in such banks or depositories as designated by the Board;
- (b) keep proper books of accounts and other books showing at all times the amount of the funds and other property of MVMCS, all of which books shall be open at all times to the inspection of the Board;
- (c) submit a report of the accounts and financial condition of MVMCS at each annual meeting and a brief summary at each Board Meeting; and
- (d) perform all duties incident to the office of Treasurer, and such other duties as assigned by the Board.

If required by the Board, the Treasurer shall give such security for the faithful performance of his or her duties as the Board may require.

ARTICLE VIII - CORPORATE RECORDS AND REPORTS

Section 1: **Maintenance of Corporate Records.** The Corporation shall keep at its principal office, or such other location as designated by the Board:

- (a) Articles of Incorporation and Bylaws as amended to date;
- (b) minutes of all meetings of the Board and Executive Council;
- (c) books and records of all financial accounts as described under Article 9;
- (d) a list of the names and business or home addresses of its current Board;
- (e) copies of the annual financial statements and annual audits (State and Federal) for the three most recent years;
- (f) copies of the federal, state, and local tax records and reports for the three most recent years;
- (g) copies of the most recent annual report delivered to the Secretary of State of Colorado;
- (h) copies of federal and state tax exemption materials and any other document or information necessary to the maintenance and operation of the Corporation; and
- (i) copies of all public records as defined by 24-72-202 and 24-72-203.

Section 2: **Inspection Rights**

- (a) Each Board Member, or designated agent of such Board Member, shall have the right during regular business hours to inspect, copy and make extracts of all books, records and documents of every kind and to inspect the physical properties of the Corporation.
- (b) The public has the right to inspect any public record of the Corporation in accordance with the Colorado Open Records Act (7-136-102) during the usual business hours of the Corporation. Mountain Village Montessori Charter School will attempt to make records available to the requesting party within three working days of the request unless there are extenuating circumstances justifying a longer time. However, the maximum period of time between the request and the production shall be seven working days.
- (c) Mountain Village Montessori Charter School may charge a reasonable fee for providing records under the Colorado Open Records Act.

Section 3: **Exceptions**

While the general policy of the State of Colorado is that all records are open records subject to inspection, there are a number of exceptions. However, unless a record falls within a specific exception it must be produced. The exceptions are too numerous to list and the Governing Board shall seek legal counsel if there is any doubt that the request for records is permissible. Following is a list of notable exceptions:

- (a) any records for which producing said record would violate state or federal law (i.e., individual student academic records);
- (b) test questions, scoring keys, and other examination data;
- (c) real estate appraisals relating to property acquisitions until title has passed;

- (d) medical, mental health, sociological and scholastic achievement data on individual persons;
- (e) personnel files (note that notwithstanding this exception, any employment contract or other information regarding amounts paid to individual employees and amounts paid under settlement agreements must be produced);
- (f) letters of reference;
- (g) privileged information (e.g. attorney-client communications);
- (h) addresses and telephone numbers of students, unless specific authorization is obtained; and/or
- (i) records of sexual harassment complaints.

ARTICLE IX - CONTRACTS AND GRANTS

Section 1: **Contracts.** The Governing Board may authorize any member or members of the Board to execute and to deliver any contract in the name of and on behalf of MVMCS. Such authority may be general or confined to specific instances or transactions, and may be revoked by a majority vote of the Governing Board. Unless otherwise stated in the applicable motion, the Chair shall have the power and authority to execute any and all such contracts.

Section 2: **Grants.** The Governing Board or any member of the Governing Board may accept on behalf of MVMCS any contribution, gift, grant, bequest or device for the general purpose or for any special purpose of MVMCS.

ARTICLE X - FINANCIAL

Section 1: **Preschool Tuition and Fees.** The Governing Board shall set preschool tuition and all fees annually. The Board will determine the schedule and collection of preschool tuition and fees.

Section 2: **Budget.** The Governing Board shall adopt an annual budget. An update on the financial condition of the Corporation will be presented at every meeting. An annual financial report will be presented at the annual meeting in June.

Section 3: **Non-Payment Policy.** Non-payment of fees or delinquency will set the following policy in motion:

- (a) A certified notice of non-payment with a 10 day notice to pay; and
- (b) Termination of the family from school membership.

Section 4: **Checks, Drafts, or Orders for Payment.** All checks, drafts, or orders for the payment of money, notes, other evidences of indebtedness issued in the name of MVMCS 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 Governing Board. In the absence of such determination by the Governing Board, such instruments shall be signed by the Treasurer and countersigned by another officer of the Corporation if the amount is greater than \$2,000.00.

Section 5: **Depositories.** All funds of the Corporation shall be deposited to the credit of the Corporation in selected banks, trust companies, or other depositories for MVMCS funds. The selection of banks, trust companies or other depositories shall be determined by resolution of the Governing Board.

Section 6: **Annual Audit.** The Corporation shall have an annual independent audit of accounts of the public charter school and such audit shall be forwarded as appropriate to the Colorado Department of Education.

ARTICLE XI - IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1: **Limitations on Activities.** No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on

- (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or
- (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: **Prohibition against Private Inurement.** No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, Board Members or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3: **Distribution of Assets.** Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code, with a preference for distributing such funds for education purposes in Steamboat Springs, Colorado, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE XII - AMENDMENTS

Section 1: **Amendment of the Articles of Incorporation.** The Board by a two-thirds majority vote of the Board Member in office may amend and/or restate the Articles of Incorporation provided that notice is given as described in Section 3 and such amendments and/or restatement is filed with the Office of the Secretary of State of the State of Colorado in accordance with the Colorado Nonprofit Corporations Act.

Section 2: **Amendment of the Bylaws.** The Board by a two-thirds majority vote of the Board Members in office may amend, restate and/or repeal these Bylaws, in whole or in part, provided that notice is given in accordance with Section 3.

Section 3: **Notice.** Notice shall be provided to the Board that states the purpose of the meeting is to consider a proposed amendment and contain or be accompanied by a copy or summary of the amendment.

These Bylaws were amended and approved at a meeting of the Governing Board of Mountain Village Montessori Charter School on July 16, 2015.

These Bylaws were amended and approved at a meeting of the Governing Board of Mountain Village Montessori Charter School on September 19, 2017.

Date

Chair

Secretary

Treasurer