

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 General Powers. Except as otherwise provided in the Act, the articles of incorporation or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by, its Board of Directors.

Section 3.2 Number, Classification, Election and Tenure.

3.2.1 Initially there shall be five voting directors. The Board has discretion to amend the bylaws to increase the number to seven voting directors, maintaining the same director classifications as below.

a) Two voting directors shall be parents of students (the term “parents” includes guardians) who are elected by parents. Elected parent board directors shall serve two-year terms. Elections for parent members shall be held each April and their terms shall be staggered. Elections will coincide with school events to increase voter turnout.

b) Two voting directors shall be community members, appointed by the current sitting Board directors. A “community member” shall be a resident of Huerfano County or a resident of a county that is contiguous to Huerfano County. The community board directors shall serve three-year terms. Their terms shall be staggered. The Board shall select community board directors by a simple majority vote of a quorum during the GVS Board meeting in May.

c) One voting director shall be a director-at-large, appointed by the current sitting Board directors. The director-at-large may or may not be a parent or community member but will be selected by the Board to ensure a qualified and diversified board. The director-at-large shall serve a three-year term. The Board shall select the director-at-large by a simple majority vote of a quorum during the GVS Board meeting in May.

3.2.2 There shall be two non-voting directors.

a) The School Administrator shall be a non-voting board director.

b) A teacher representative shall be a non-voting board director. The teacher representative will be elected by a majority vote of the full-time teachers at the school in May. Teacher representatives will serve one-year terms.

3.2.3 There shall be no term limits for any board director.

Section 3.3 Resignation; Removal; Vacancies. Any board director may resign at any time by giving written notice to the president or to the secretary of the corporation. A board director’s resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the other board directors then in office. Any vacancy of a board director may be filled by an affirmative vote of a majority of the remaining directors though less than a quorum. A board director appointed to fill a vacancy shall hold the office for the unexpired term of such director’s predecessor in office. Any board member position to be filled by reason of an increase in the number of board members shall be filled by the affirmative vote of a majority of the directors then in office, and a director so chosen shall hold office until the next election of the class of board directors for which such director was chosen and thereafter until such director’s successor shall have been elected and qualified, or until such member’s earlier death, resignation or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

Section 3.4 Regular Meetings. The Board of Directors will meet at least once a month when school is in session, with a minimum of ten meetings per calendar year. The Board of Directors may provide by resolution for the holding of additional regular meetings.

Section 3.5 Special Meetings. Special meetings of the Board may be held whenever called by the President or by two of the Directors and will take place within the Huerfano School District. Notice of such a meeting shall be given personally or e-mailed to each Board Member at least three (3) days before the day on which the meeting is to be held. Notices for special meetings shall be published at least 24 hours in advance of the meeting, the notice will state time, place and purpose of the meeting in accordance with Colorado's open meetings law. The notice will be posted on the GVS website and in the administrative offices of the school.

Section 3.6 Notice of Meetings. The corporation shall provide notice of all meetings in compliance with the Colorado Open Meetings Law, C.R.S. § 24-6-401 et seq. Public notice of all meetings shall be posted prominently at the Gardner Valley School campus and in the administrative office of the school no less than 24 hours prior to the holding of the meeting.

Section 3.7 Quorum and Voting. A majority of the directors in office present at a meeting shall constitute a quorum for the transaction of business of the Board of Directors. The vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Act, the articles of incorporation or these bylaws. However, a 2/3 majority vote by the Board of Directors is required to amend these bylaws. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 3.8 Voting by Proxy. No director may vote or act by proxy at any meeting of directors.

Section 3.9 Compensation. Directors shall not receive compensation for their services on the Board.

Section 3.10 Committees. By one or more resolutions adopted by the vote of a majority of the directors present in person at a meeting at which a quorum is present, the Board of Directors may designate from among its members one or more committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board of Directors, except as prohibited by the Act. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the board from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws or the Act for the Board of Directors unless the board or the committee itself determines otherwise.

Section 3.11 Meetings by Electronic Communication. Members of the Board of Directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE IV. OFFICERS AND AGENTS

Section 4.1 Designation and Qualifications. The elected officers of the corporation shall be a president, vice-president, secretary and treasurer. All officers must be natural persons who are twenty-one years of age or older.

Section 4.2 Election and Term of Office. The Officers shall be chosen annually at the first meeting in August; following the appointment and election of new Board members in the spring. Each officer shall hold office from the end of the meeting at or in conjunction with which such officer was elected until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation or removal.

Section 4.3 Compensation. No compensation shall be authorized or offered to any director, officer or committee member for their service on the Board.

Section 4.4 Removal. Any officer or agent may be removed by the Board of Directors at any time.

Section 4.5 Vacancies. Any officer may resign at any time by giving written notice to the president or to the Board of Directors. An officer's resignation shall take effect upon receipt by the corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by a court of competent jurisdiction. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term. If a resignation is made effective at a later date, the Board of Directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Directors may remove the officer at any time before the effective date and may fill the resulting vacancy.

Section 4.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. Subject to the direction and supervision of the Board of Directors, the president shall, (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the Board of Directors; (iii) see that all resolutions of the Board of Directors are carried into effect; and (iv) perform all other duties incident to the office of president and as from time to time may be assigned to such office by the Board of Directors. The president shall be an ex-officio member of all standing committees and may be designated chairperson of those committees by the Board of Directors.

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

(c) Secretary. The secretary shall (i) keep the minutes of the proceedings of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; (iv) 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 (v) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the president or by the Board of Directors.

(d) Treasurer. The treasurer shall (i) have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) monitor compliance with all requirements imposed on the corporation as a nonprofit organization described under state and federal law; (iii) upon request of the board, make such reports to it as may be required at any time; and (iv) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the president or the Board of Directors.

Section 4.7 Surety Bonds. The Board of Directors may require any officer or agent of the corporation to execute to the corporation, at the corporation's expense, a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.