

PLATTE RIVER ACADEMY
BYLAWS
ARTICLE 1
Offices

Section 1.1. Principal Office. The principal office of the corporation shall be located in the state of Colorado. The Governing Board may change the location of the principal office as appropriate, from time to time. The corporation may also have offices at other places within Colorado as the Governing Board may approve.

Section 1.2. Registered Office. The registered office of the corporation 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 Governing Board.

ARTICLE 2
Members

Section 2.1. Classes of Membership. The corporation shall have one class of members.

Section 2.2. Qualifications. Regular members shall include each legal guardian of a student at Platte River Academy and each current Governing Board member. Such membership will terminate when the student is no longer enrolled at Platte River Academy. Each member shall have the same rights and obligations with respect to voting and all other matters.

ARTICLE 3
Meetings of Members

Section 3.1. Annual Meeting. An annual meeting of the members of the corporation shall be held at a time and date fixed by the Governing Board. The annual meeting shall be held for the confirmation of the election of members of the Board of Governors and the seating of such newly elected members and for the transaction of such other business as may properly come before the Governing Board.

Section 3.2. Regular Meetings. Regular membership meetings may be held at a time and date stated in or fixed in accordance with a resolution of the Governing Board.

Section 3.3. Special Meetings. A special meeting of the members may be called by the Governing Board or by or at the direction of the President of the Governing Board. The members, in accordance with Colorado law, may also call a special meeting.

Section 3.4. Notice of Meetings. Notice of a meeting of the members, whether annual, regular or special, shall include the location, date, time and purpose of the meeting and shall be mailed by first class mail or otherwise posted or delivered as required by Colorado law. Notice of an annual or regular meeting shall include a description of any matter or matters that must be approved by the members or for which membership approval is sought. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

Section 3.5. Voting by Members. All acts and resolutions of the members at any meeting shall be deemed adopted upon a favorable vote of a majority of the votes cast by members qualified to vote and in attendance at the meeting. Voting by members for elections to positions on the Governing Board shall be conducted as hereinafter provided.

ARTICLE 4
Governing Board or Board of Governors

Section 4.1 Size of Board. The initial Governing Board of the corporation shall consist of seven (7)-voting members, who shall be styled as “Governors”. Thereafter, the corporation shall have a Governing Board consisting of seven (7) voting members and one permanent non-voting member who shall be the Principal of the school operated by the corporation (“Platte River Academy”).

Section 4.2. Election of Governing Board. There shall be a minimum of five (5) Governing Board members who are parents of a student or students at Platte River Academy at the time of election (“Parent Board Members”). All seven members of the governing board may be Parent Board Members at the time of election. Two members of the governing board may be any person of legal age (Open Board Members). Once a person is elected as an Open Board Member his/her status does not change during his/her term. An Open Board Member may be elected as a Parent Board Member in a future election. No more than one person from each family may serve on the Governing Board at any time. No person shall be eligible for election or appointment as either a Parent Board Member or an Open Board Member if, at the time of the election or appointment, that person or any member of that person's Immediate Family is employed in a paid position at Platte River Academy by either Platte River Academy or the Douglas County School District. As used herein, Immediate Family means spouse, child, stepchild, parent, grandparent, siblings, and in-laws. Elections for seats on the Board of Governors shall be held annually during the fourth quarter of each school year, as set by the Governing Board.

Section 4.3. Terms for Governing Board. The initial Board of Governors shall consist of seven (7) voting members with two members serving a one-year term, three (3) members serving two-year terms and two members serving three-year terms (“initial terms”). After expiration of the initial terms, all voting members of the Governing Board shall be elected for three-year terms.

Section 4.4. Removal of Board Members. A parent may submit to the Board of Governors at a regularly scheduled meeting a recall petition containing a minimum of fifty (50) signatures, each representing a different student family, or a number equal to one-third (1/3) of all families of students currently enrolled at Platte River Academy, whichever number is greater. The Board of Governors must then determine the validity of the signatures on the petition, and after such determination of validity, thereafter schedule and conduct a recall election within thirty 30 days of the board meeting at which the ballots were confirmed to be valid. The recall election shall only ask whether the Governing Board member shall be recalled or not. If the majority of votes cast support removal, the Governing Board shall appoint a new Governor for the remainder of the removed board member’s term. The removed board member may seek re-election at any future Governing Board election. Attendance at regular meetings is mandatory. Any Governor missing two (2) consecutive monthly meetings, or four (4) meetings in a twelve-month period, shall be deemed to have resigned from the Board of Governors and shall be removed from office effective as of the date notice of such absenteeism is taken by the Board of Governors, unless a majority of the voting members of the Governing Board determine that circumstances warrant retaining the offending member.

Section 4.5. Vacancies. Vacancies on the Governing Board may be filled for the unexpired term of the predecessor in office by a majority vote of the remaining Governing Board members at any properly called and noticed meeting of the Governing Board. The procedure shall include a notice of the vacancy and a call for interested candidates from the parental community at Platte River Academy. The Governing Board member appointed to fill an unexpired term shall be appointed for the remainder of the unexpired term of his/her predecessor in office.

Section 4.6. Power and Duties of the Governing Board. The governing board shall have control and general management of the affairs, property and business of the corporation and, subject to these Bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Governing Board may deem proper, consistent with Colorado Law. Further, the Governing Board may enact any and all policies and procedures necessary for the proper operation of the corporation as long as said policies and procedures are not in conflict with these Bylaws or with Colorado law. The powers of the Governing Board shall only be limited by the Articles of Incorporation, these Bylaws and the Colorado Revised Statutes applicable, or deemed applicable by courts of competent jurisdiction in Colorado to Charter Schools such as Platte River Academy, such as the Colorado Nonprofit Corporation Act. In addition, the Board shall have the duties and rights described in IV, Requirement 10-6 of the Platte River Academy Charter Agreement with the Douglas County School District RE 1, as such document may be modified or amended from time to time.

Section 4.7. Policies and Procedures. The Governing Board is hereby authorized to adopt such policies and procedures as it may deem necessary or appropriate concerning the election of members of the Board of Governors, as long as the policies and procedures are not in conflict with any provision of Colorado Law and/or any provision of these Bylaws. As of the date of adoption of these Bylaws, such Board of Governors' election policies and procedures shall include the following provisions:

1. Each family of a student or students shall be accorded one vote for each position open on the Governing Board. This policy shall be effective even in circumstances where a student or students have more than one (1) custodial parent or set of parents living in separate domiciles. In such event, the custodial parents shall mutually determine which parent shall be entitled to vote on behalf of that student family and shall so notify the Vice-President of the Governing Board (or the Vice-President's designee) of the identity of the parent entitled to vote at the time of any such election, as part of the election process.
2. There shall be no proxy voting.
3. Those candidates receiving the most votes shall fill the available seats on the Governing Board. In the event of a tie, a second ballot shall be cast for that position only, with only the tied candidates participating. Should a second tie vote occur, a majority of the Governing Board shall appoint one of the two candidates who tied for the position to fill that vacant seat.
4. Terms of office for the Board of Governors shall begin on June 1 and shall expire the last day of May after the election.
5. At each regular election, at least two (2) board positions shall be elected. There shall never be more than three (3) members elected in a single election.
6. In addition to the student family votes provided in subparagraph 1, above, each current Open Board Member of the Governing Board shall be entitled to a one (1) vote. No person shall be entitled to more than one vote.
7. Whenever any vacancies on the Board of Governors are to be filled, whether by regular, annual election by the members of the corporation or by appointment by the Board of Governors, the period for identification of candidates for such election or appointment shall not close unless or until there shall have been a sufficient number of candidates identified and declared so that there is a least one (1) more candidate than there are vacancies to be filled by such election or appointment to the Board of Governors. This procedure is enacted to insure that all Board members shall be elected or appointed, as the case may be, and not merely

waived into office by reason of an insufficiency in the number of candidates for such vacancies. The time periods for identification and declaration of candidates, and any extension thereof, shall be automatically extended by consecutive one (1) week periods until this condition is satisfied, at which time the election or appointment procedures shall continue as called out in these By-Laws or as otherwise determined by the Board of Governors

ARTICLE 5

Meetings of the Board of Governors

Section 5.1. Regular Meetings. Regular meetings of the Board of Governors may only be held with notice of the date, time, location and purpose of the meeting, as is required by the Colorado Open Meetings law.

Section 5.2. Special Meetings. Special meetings of the governing Board shall be preceded by at least one days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the meeting unless otherwise required by law.

Section 5.3. Quorum and Voting. A quorum of the Governing Board shall consist of four (4) voting members of the Governing Board in office immediately before the meeting begins. Except as specifically otherwise provided in Article 8 hereof, the affirmative vote of four (4) Governing Board members shall be required for any action of the Governing Board, regardless of the number in attendance at any meeting, unless the vote of a greater number of Governors is required by law, or otherwise in these Bylaws. All nonunanimous votes of the Governing Board shall be by roll call.

Section 5.4. Notice. Notice of any special meeting shall be given as allowed and required by Colorado law. A Governor waives notice of a regular or special meeting by attending or participating in the meeting.

Section 5.5. Compensation. No Governing Board member is entitled to any compensation for service on the Board of Governors or any committee thereof or any related activity.

Section 5.6. Committees. The Governing Board, by resolution, may appoint advisory committees to the Governing Board. There shall also be such additional committees as may be required by state or federal statute, which committees shall have the functions, rights and responsibilities provided in such statutes. There shall be at a minimum of one member of the Governing Board appointed as liaison to, or as a member of, each and every committee. An advisory committee shall consider, review, advise upon and make recommendations to the Governing Board. Members of any advisory committee shall hold office at the pleasure of the Governing Board.

Section 5.7. Telephonic Meetings. One or more members of the Governing Board or any committee may participate in a meeting of the governing board or a committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another at the same time. Such participation shall constitute presence in person at the meeting.

ARTICLE 6

Officers and Duties

Section 6.1. Officers. The officers of the corporation shall consist of a president of the Board of Governors, a vice-president, a secretary and a treasurer. The term of such president, vice president, secretary and treasurer shall be for one year or until such time as their respective successors are duly elected and qualified. Any two or more offices may be held by the same person, except the offices of president and secretary shall not be held by the same person. Officers shall be elected or appointed by the Governing Board at the annual meeting, which shall be the first regular monthly meeting of the Board of Governors in June of each year. A vacancy in any office may be filled by the Governing Board at any regular meeting or at any special meeting called for that purpose. All officers must perform the duties described for them in these Bylaws, and such other duties as may, from time-to-time, be assigned to them by the president or the Governing Board.

Section 6.2. President of the Board. The President of the Board of Governors shall preside at all meetings of the members of the corporation and of the Governing Board, shall have general charge of the business of the Governing Board, and shall carry out its policies under the direction of the Governing Board. The President may have any other powers and duties as may be conferred by the Governing Board. The President shall have the authority to delegate duties and responsibilities to other Governing Board members.

Section 6.3. Vice-President. The Vice-President shall have all the powers and shall perform the duties of the President in the absence or disability of the President. The Vice- President shall perform such other duties as the President may assign from-to-time. The Vice- President shall have the authority to sign official documents requiring approval of the Board of Governors, such as contracts. The Vice-President shall take full responsibility for organizing and overseeing elections and appointments to the Board of Governors, except in those instances where the Vice-President's involvement in the elections could constitute a conflict of interest, in which case the President shall appoint another Governor to oversee the election or appointment.

Section 6.4. Secretary. The Secretary shall have the responsibility for the preparation and maintenance of minutes of the Governing Board and members' meetings and other records and information required to be kept by the corporation, and for authenticating records of the corporation. The Secretary must publish and post agendas of meetings as required by law. The Secretary shall perform all duties usually incident to the office of the Secretary, those duties specified in these Bylaws, and other duties that may from time to time be delegated by the Board of Governors.

Section 6.5. Treasurer. The Treasurer shall have general supervision over the care and custody of the funds and securities of the corporation and shall deposit the same or cause the same to be deposited in the name of the corporation in the bank or banks, trust company or trust companies that the Governing Board may designate. The Treasurer shall keep or cause to be kept full and accurate records and accounts of all receipts and disbursements of the corporation and whenever required by the Board of Governors shall render or cause to be rendered financial statements of the corporation.

Section 6.6. Resignation and Removal of Officers. An officer may resign at any time upon written notice to either the President or Secretary. Any officer may be removed at any time, by a majority vote of the Governing Board, whenever, in their judgment, the best interests of Platte River Academy are served by the removal.

ARTICLE 7
Amendment of Bylaws

Section 7.1. Governing Board Action. The Governing Board may amend the Bylaws at any time to add, change, or delete a provision, unless it would result in a change of the rights, privileges, preferences, restrictions, or conditions of the members of the corporation as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of the members. Any amendments proposed by the Governing Board shall be the subject of at least two (2) readings at open meetings of the Governing Board to provide for the opportunity for public input prior to adoption by the Governing Board.

Section 7.2. Membership Action. The members may amend these Bylaws through a vote at a properly called and noticed member meeting or through a properly presented ballot, even though the Governing Board may also amend the Bylaws.

ARTICLE 8
Indemnification

Section 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 he is or was a Governing Board member, officer, fiduciary or agent of the corporation or is or was serving, at the request of the corporation, as a Governing Board member, officer, partner, trustee, or agent of any foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan ("Any Proper Person" or "Proper Person"), shall be indemnified by the corporation 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 him/her 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 he/she acted in good faith and that he/she (i) reasonably believed, in the case of conduct in his/her official capacity with the corporation, that his/her conduct was in the corporation's best interest, or (ii) in all other cases (except criminal cases) he/she believed that his/her conduct was at least not opposed to the corporation's best interests, or (iii) with respect to criminal proceedings, he/she had no reasonable cause to believe his/her conduct was unlawful. A person will be deemed to be acting in his/her official capacity while acting as a Governor, officer, employee or agent of this corporation.

No indemnification shall be made under this Section 8.1 to a Governing Board member with respect to any claim, issue or matter in connection with a proceeding by or in the right of a corporation in which the governing Board member was adjudged liable to the corporation or in connection with any proceeding charging improper personal benefit to the Governor, whether or not involving action in his/her official capacity, in which he/she was adjudged liable on the basis that personal benefit was improperly received by him/her. Further, indemnification under this Section 8.1 in connection with a proceeding brought by or in the right of the corporation shall be limited to reasonable expenses, including attorneys' fees, incurred in connection with the proceeding. The limitations of this sub-paragraph shall apply to Governors only and not to officers, employees, fiduciaries or agents of the corporation.

Section 8.2. Absolute Right to Indemnification. The corporation 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 him/her in connection with the proceeding without the necessity of any action by the corporation other than the determination in good faith that the defense has been wholly successful.

Section 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.

Section 8.4. Groups Authorized to Make Indemnification Determination. In all cases, except where there is an absolute 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 corporation 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 he/she has met the applicable standards of conduct set forth in Section 8.1 of these bylaws. The Governing Board shall make this determination by a majority vote of a quorum, which quorum shall consist of Governors not parties to the proceeding ("Special Quorum"). If a Special Quorum cannot be obtained, the determination shall be made by a majority vote of a committee of the Board of Governors designated by the Board, which committee shall consist of two or more Governors not parties to the proceeding, except that Governors who are parties to the proceeding may participate in the designation of Governors for the committee. If a Special Quorum of the Board of Governors cannot be obtained or the committee cannot be established, or even if a Special Quorum can be obtained or the committee can be established but such Special Quorum or committee so directs, the determination shall be made by independent legal counsel selected by a vote of a regular quorum of the Board of Governors or a committee in the manner specified in this Section 8.4 or, if a regular quorum of the full Board of Governors cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board of Governors (including Governors who are parties to the action).

Section 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 Governor is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he/she 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.

Section 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 corporation to Any Proper Person in advance of the final disposition of such action, suit or proceeding upon receipt of (i) a written affirmation of such Proper Person's good faith belief that he/she has met the standards of conduct prescribed in Section 8.1 of these Bylaws; (ii) a written undertaking, executed personally or on his/her behalf, to repay such advances if it is ultimately determined that he/she 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 (iii) 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.

ARTICLE 9
Provision of Insurance

By action of the Governing Board, notwithstanding any interest of the Governing Board members in the action, the corporation may purchase and maintain insurance, in such scope and amounts as the Board of Governors deems appropriate, on behalf of any person who is or was a Governor, officer, employee, fiduciary, or agent of the corporation, or who, while a Governor, officer, employee, fiduciary or agent of the corporation, is or was serving at the request of the corporation as a governor, 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, him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of these Bylaws or applicable law.

ARTICLE 10
Miscellaneous

Section 10.1. 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 Governing Board member or other person entitled to said notice, whether before, at or after the time stated therein, shall be equivalent to such notice.

Section 10.2. Fiscal year. The fiscal year of the corporation shall be as established by the Governing Board.

Section 10.3. Amendments. The Governing Board shall have power to make, amend and repeal the Bylaws of the corporation at any regular or special meeting of the Governing Board. The Bylaws shall be reviewed by the Governing Board for any useful or necessary amendments at least biennially at a regular meeting of the Governing Board.

Section 10.4. Conflicts. In the event of any irreconcilable conflict between these Bylaws and either the corporation's Articles of Incorporation or applicable law, the latter shall control.

Section 10.5. Definitions. Except as otherwise specifically provided in these Bylaws, all terms used in these Bylaws shall have the same definitions as in the Colorado Nonprofit Corporation Act.
Adopted as the official act of the Board of Governors of the corporation on the 23rd day of September, 2004.

President of the Board of Governors

Secretary of the Board of Governors