

**HIGH POINT ACADEMY
GOVERNING BOARD
BYLAWS**

<u>Article I.</u>	General
<u>Article II.</u>	Members
<u>Article III.</u>	Board of Directors
<u>Article IV.</u>	Committees
<u>Article V.</u>	Officers
<u>Article VI.</u>	Indemnification
<u>Article VII.</u>	Provision of Insurance
<u>Article VIII.</u>	Miscellaneous

These are the Bylaws of High Point Academy, a Colorado nonprofit corporation (“HPA”), which shall operate under the Colorado Nonprofit Corporation Act, as amended from time to time (“Act”).

Purpose Statement. At High Point Academy, we work in Partnership with diverse families and the community to engage scholars in holistic, equitable, interdisciplinary, and dynamic learning providing an environment where scholars are able to achieve more than they thought possible for themselves. We foster a culture of respect, collaboration, community, and curiosity to prepare our scholars to be life-long learners and responsible humans.

**ARTICLE I.
General**

Section 1.1. Name. The name of the organization is the High Point Academy (“HPA”). The HPA is duly registered as a nonprofit organization under the laws of the State of Colorado.

Section 1.2. Principal office. The principal office of the HPA shall be located at 6750 N. Dunkirk Street, Aurora, Colorado 80019. The HPA may have such other offices within Colorado as the Board of Directors may designate or as the business of the HPA may require from time to time or may change the principal office from time to time without amending these bylaws.

Section 1.3. Registered Office. The registered office of the HPA 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 II.
Members**

2.1. Members. The HPA shall have no members.

**ARTICLE III.
Board of Directors**

Section 3.1. General Powers. The property, business, and affairs of the HPA shall be

managed by its Board of Directors, except as otherwise provided in the Act, the articles of incorporation, or these bylaws. Notwithstanding anything in these bylaws to the contrary, the Board of Directors is not empowered to perform any activity on behalf of the HPA not permitted to be carried on by an organization exempt from federal income taxation under 501(c)(3) of the United States Internal Revenue Code.

Section 3.2. Performance of Duties. A Director shall perform his or her duties as a director, including duties as a member of any committee of the Board of Directors, in good faith, in a manner in which they believe to be in the best interests of the HPA, and with such judgment as an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by person and groups listed in paragraphs (a), (b), and (c) of the Section 3.2; but shall not be considered to be acting in good faith if they have actual knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Director who performs their duties in good faith shall not have any liability by reason of being or having been a Director of the HPA.

Those persons and groups on whose information, opinions, reports, and statements a Director is entitled to rely upon are:

1. One or more employees or agents of the HPA whom the Director reasonably believes to be reliable and competent in the matters presented.
2. Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or
3. A committee of the Board of Directors upon which they do not serve, duly designated in accordance with the provisions of the articles of incorporation or these bylaws, as to matters within its designated authority, which committee the Director could reasonably believe to merit confidence.

Section 3.4. Number, Tenure and Composition. The total number of voting Directors of the HPA shall be no less than five (5) and no greater than nine (9). Directors shall not serve more than two, three-year terms; except in extraordinary circumstances the board may, by a 2/3 majority vote, waive the term limit restriction.

The following qualification must be met in order to serve on the Board of Directors:

1. The candidate must be at least 18 years of age.
2. The candidate does not have a conviction for an offense involving violence, children, or any other offense described in §22-32-109.8(6.5), C.R.S.
3. The candidate exhibits specific skills to address certain areas of oversight.
4. The candidate is willing to uphold the purpose and values of the HPA; and,
5. The candidate has the ability to meet the minimum requirements for board participation and uphold the board bylaws.

In selection of Directors, the Board shall endeavor to be reflective of the local community and include parent and community member representation. The Board is dedicated to including diverse perspectives in its governance. In making appointments to the Board, the Board shall attempt to assure racial, economic, gender and geographical diversity. In making appointments to the Board, the Board, must, when possible, appoint at least two parent representatives, at least one of whom currently has a child(ren) in a primary grade and one of

whom currently has a child(ren) in a secondary grade.

Each Director will hold office in accordance with the terms described above, subject to earlier resignation or removal. However, if a Director's term expires, he or she shall continue to serve until a successor is elected and qualified or until the Director resigns or is removed.

The Board shall adopt a Code of Conduct and each Director shall subscribe to the Code of Conduct, in a manner to be defined by the Board, at least annually. Violation of the Code of Conduct shall be grounds for adverse action against Directors, including, but not limited to, removal from directorship.

Section 3.5. Vacancies. Any vacancy occurring on the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by appointment by the remaining Board of Directors, even if less than a quorum. A Director appointed to fill a vacancy shall be elected for the unexpired term of vacant position.

Section 3.6. Resignation. Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If a resignation is made effective at a later date, the Board of Directors may remove the resigning Director at any time before the effective date and fill the vacancy.

Section 3.7. Removal. Any Director may be removed at any time, with or without cause by a majority of the Directors then in office.

Section 3.8. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at a date and time to be determined by the Board of Directors. The Board of Directors may provide by resolution or policies established from time to time, the time and place, either within or outside Colorado, for the holding of additional regular meetings without other notice than such resolution.

Section 3.9. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors.

Section 3.10. Notice. Notice of all regular and special meetings of the Board of Directors shall be posted at the principal office and on the website no later than 24 hours prior to the meeting. Notice of the date, time, place and purpose of any special meeting of the Board of Directors will be transmitted to each Director at least two (2) days prior to said meeting. Except as provided by Colorado law, all regular and special Board of Directors' meetings will be open to the public; provided, however, as authorized by Colorado law the Board of Directors may proceed in executive session, at which only members of the Board of Directors or those persons invited by the Board of Directors may be present.

Section 3.11. Executive Session. Meetings are closed to the public when the Board of Directors is meeting in executive session. An executive session may be called to discuss matters not appropriate for public discussion in accordance with Section §24-6-402, C.R.S. No formal action of the Board of Directors may be taken in any executive session.

Section 3.12. Quorum. A majority of the Directors shall constitute a quorum for the

transaction of business at any meeting of the Board of Directors.

Section 3.13. Adjourned Meetings. A majority of the Directors present, whether or not constituting a quorum, may adjourn the meeting to another time and place without further notice.

Section 3.14. Compensation. Directors shall receive no compensation for their services on the HPA Board of Directors.

Section 3.15. Participation by Electronic Means. Any or all Directors may participate in a Board of Directors or committee meeting by means of telephone or virtual conference or any other means of communication by which all persons participating in the meeting may hear each other at the same time. A Director participating in a Board of Directors' or committee meeting by this means is deemed to be present at the meeting. Proxy voting is not allowed for any Director.

ARTICLE IV. Committees

Section 4.1 Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may appoint standing committees and/or ad hoc committees ("Committees") to advise the Board of Directors and assist it in the performance of its regular or special business; however, their votes are advisory and will not be binding upon the Board. A member of the Board of Directors shall be on each committee.

Each standing committee shall have a written charter approved annually by the Board of Directors. The President of the Board of Directors shall appoint one or more Directors to serve on each committee. Except as provided in the Articles of Incorporation, the Colorado Revised Nonprofit Corporation Act or these Bylaws, the committees will have such authority as designated in their respective charters or as otherwise approved by the Board of Directors. The provisions governing the meetings, notice, waiver of notice, quorum, manner of acting, participation and action without a meeting of the Board of Directors set out in this Article will apply to committees and their members appointed under this section 4.1.

Standing Committees of the Board of Directors shall include:

- The Accountability Committee (also known as the Family Voice Council)
- The Finance Committee
- The Board Governance and Nominating Committee

ARTICLE V Officers

Section 5.1. General. The officers of the HPA shall be a President, a Vice President, an Executive Director, a Secretary, and a Treasurer and such other officer and assistant officers, as may be elected by the Board of Directors. Except for the President, Secretary and Treasurer, officers of the board are not required to be Directors. The offices of Secretary and Treasurer can be occupied by one person.

The Executive Director is to serve as ex-officio member and is prohibited from voting on any Board business.

Section 5.2. Election. Appointment and Term of Office. The President shall be elected at the annual meeting by a majority of the Board of Directors then in office to a term of two years. The Vice President shall be elected at the annual meeting by a majority of the Board of Directors then in office to a term of two years. The Executive Director shall serve in accordance with the terms of their contract. The Secretary and Treasurer shall be elected by the Board of Directors at its annual meeting.

Section 5.3. Vacancies. A vacancy in any office because of death resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.4. President.

The President of the Board of Directors shall preside at all meetings of the Board of Directors. The President may sign, as may the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general, the President shall perform all duties incident to the office and other such duties as prescribed by the Board of Directors from time to time.

The President serves as the primary liaison between the Board of Directors and the Executive Director.

Section 5.5. Vice President(s). The Vice President shall serve in the role of President in the absence of the President. Additionally, it is the expectation of the Board of Directors that the Vice President will be elected into the role of President upon conclusion of the President's service in that role. In this regard, the Vice President will serve as President-elect, although service in this role does not preclude the Board of Directors from electing a different President at the time of election.

Section 5.6. Executive Director. The Executive Director (ED) shall supervise and control the academic and business affairs of the HPA. The Board of Directors shall rely on the ED to provide professional and administrative leadership. The ED will be hired by and report directly to the Board of Directors. The ED will, directly or indirectly, supervise all other staff members employed by HPA. The ED will be ultimately responsible for selecting staff members, conducting staff reviews, and recommending compensation levels. The Board will annually evaluate the performance of the ED. The responsibilities of the ED shall be addressed more specifically in the ED contract.

Section 5.7. Secretary. The secretary shall (a) keep the minutes of the meetings of the Board of Directors meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (iv) keep at the HPA's registered office or principal place of business within or outside Colorado a record containing the names and addresses of all Directors; 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 him or her by the President or by the Board of Directors.

Section 5.8. Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; and (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

ARTICLE VI. Indemnification

Section 6.1. 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 Director, officer, employee, fiduciary or agent of the HPA or is or was serving at the request of the HPA as a Director, officer, partner, trustee, employee, or agent of any foreign or domestic HPA or of any partnership, joint venture, trust, other enterprise or employee benefit plan ("Any Proper Person" or "Proper Person"), shall be indemnified by the HPA 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 in connection with such action, suit or proceeding if it is determined by the groups set forth in Section 7.4 of these bylaws that he conducted himself in good faith and that he (i) reasonably believed, in the case of conduct in his official capacity with the HPA, that his conduct was in the HPA's best interest, or (ii) in all other cases (except criminal cases) believed that his conduct was at least not opposed to the HPA's best interests, or (iii) with respect to criminal proceedings had no reasonable cause to believe his conduct was unlawful. A person will be deemed to be acting in his official capacity while acting as a Director, officer, employee, or agent of this HPA and not when he is acting on this HPA's behalf for some other entity. No indemnification shall be made under this Section to a Director with respect to any claim, issue or matter in connection with a proceeding by or in the right of a HPA in which the Director was adjudged liable to the HPA or in connection with any proceeding charging improper personal benefit to the Director, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. Further, indemnification under this Section in connection with a proceeding brought by or in the right of the HPA shall be limited to reasonable expenses, including attorneys' fees, incurred in connection with the proceeding. These limitations shall apply to Directors only and not to officers, employees, fiduciaries or agents of the HPA.

Section 6.2. Right to Indemnification. The HPA 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 7.1 of these bylaws, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the proceeding without the necessity of any action by the HPA other than the determination in good faith that the defense has been wholly successful.

Section 6.3. 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 7.1 of these bylaws. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.

Section 6.4. Groups Authorized to Make Indemnification Determination. In all cases, except where there is a right to indemnification as set forth in Section 7.2 of these bylaws or where indemnification is ordered by a court, any indemnification shall be made by the HPA only as authorized in the specific case upon a determination by the Board of Directors that indemnification of the Proper Person is permissible under the circumstances because he has met the applicable standards of conduct set forth in Section 7.1 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 ("Quorum"). If 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 a Quorum of the Board of Directors cannot be obtained or the committee cannot be established, or even if a Quorum can be obtained or the committee can be established but such Quorum or committee so directs, the determination may 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 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).

Section 6.5. 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 7.2 of these bylaws, including indemnification for reasonable expenses incurred to obtain court-ordered indemnification. If the court determines that the Director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he met the standards of conduct set forth in Section 7.1 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 6.6. Advance of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the HPA 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 has met the standards of conduct prescribed in Section 7.1 of these bylaws; (ii) a written undertaking, executed personally or on his behalf, to repay such advances if it is ultimately determined that he 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 7.4 of these bylaws), that the facts as then known to the group would not preclude indemnification.

Section 6.7 Modification. Any repeal or modification of the foregoing provisions of this Article for indemnification or advancement of monies for expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring

prior to the time of such repeal or modification. If any provision of this Article or any part thereof shall be held to be prohibited by, or invalid under, applicable law, such provision or part thereof shall be deemed amended to accomplish the objective of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall; remain in full force and effect. `

ARTICLE VII.

Provision of Insurance

Section 7.1. Insurance. HPA shall 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 HPA, against any liability asserted against, or incurred in any such capacity or arising out of his status as such, whether or not the HPA would have the power to indemnify him against such liability under the provisions of Article VII of these bylaws or applicable law.

ARTICLE VIII.

Miscellaneous

Section 8.3. Amendments. Unless otherwise provided by the Act, the Board of Directors shall have power to make, amend and repeal the bylaws of the HPA at any regular or special meetings of the Board, upon approval of two-thirds of the Directors. Proposed amendment to these Bylaws shall be submitted in writing to the President. Copies shall be provided to all Board members at least five days prior to a regularly scheduled Board meeting. Consideration of amendments shall include an opportunity for the public to comment. The Articles of Incorporation may be amended by the approval of both sixty percent (60%) of the families of children attending the HPA and sixty percent (60%) of the Board of Directors., Director

Section 8.4. Compensation. Directors shall receive no compensation for their services on the HPA Board of Directors.

Section 8.5. Conflicts of Interest. Consistent with a Director's fiduciary duties, a Director is expected to exercise their powers and duties in the interests of the HPA and not in the Director's own interest or in the interest of another person or entity. A Director shall exercise care that the Director's independent judgment in the discharge of responsibilities is not impaired as a result of conflicts between the interests of the HPA and the Director's own financial interest, personal interest, or the financial interests or personal interests of the members of the Director's family. In the event a Director believes they have a conflict of interest, the Director shall disclose the conflict to the board and shall refrain from participating in the matter to which the conflict relates. The minutes of the meeting where the disclosure is made shall reflect the disclosure and the fact that the Director abstained from participation in the matter. The board may adopt policies to implement this bylaw. Each Director and officer shall subscribe to the policy in a manner to be defined by the Board, at least annually.

Section 8.6. Board Appointment Procedures. The Board Governance and Nominating Committee shall prepare and submit to the board at its annual meeting a report of the nominees it recommends for election. The number of seats available shall be determined in accordance with the Bylaws. Directors will be elected by a simple majority of the quorum present at the meeting during which elections are held. Each Director shall serve from the

next scheduled board meeting after the election until the end of their term as determined by the Board of Directors.

Section 8.7. 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.

Section 8.8. Compliance with Specific Laws. The HPA acknowledges and agrees that it will be subject to the provisions of the Colorado Open Meetings Law, Colorado Revised Statutes Section 24-6-401 et seq., as amended from time to time; (ii) the Colorado Public Records Act, Colorado Revised Statutes Section 24-72- 201 et seq., as amended from time to time; and (iii) Family Educational Privacy Rights, 20 U.S.C., Section 1232 (g), as amended from time to time; and that it will fully comply with the provisions of such laws in connection with all its activities.

Adopted:

- June 2005
- January 18, 2006
- 2010
- April 22, 2020
- October 28, 2020 -
- January 24, 2024