

BYLAWS OF
GIRLS ATHLETIC LEADERSHIP SCHOOL OF DENVER
AS AMENDED AND RESTATED AS OF
MARCH 20, 2017

ARTICLE I
General

1.1 **Name.** The name of this Corporation is the Girls Athletic Leadership School of Denver.

1.2 **Definitions.** In these bylaws, the following terms shall have the meaning set forth below:

“Act” means the Colorado Charter Schools Act, COLO. REV. STAT. §§ 22-30.5-101 – 115, or the corresponding provisions in any successor statute.

“Board” means the Board of Directors of the Corporation.

“Charter School Organization” means any organization, whether a corporation, co-op, intergovernmental agreement, or otherwise, consisting of or including GALS of Denver and other charter schools, which exists for purpose of mutual benefit or protection of such schools.

“Corporation” or “GALS of Denver” or “GALS” or “School” means Girls Athletic Leadership School of Denver.

“Director” means an individual serving on the Board, and —

§ “Appointed Director” means a Director appointed by a third-party external to the Corporation, defined in these bylaws, as otherwise provided by C.R.S. § 7-128-104(3) and 7-128-301(1).

§ “Elected Director” means a director elected by a voting constituency associated with the Schools and otherwise defined in these bylaws or by Board action.

§ “Named Director” means a Director named in these bylaws.

§ “Selected Director” means a Director selected by the Directors then serving on the Board.

“DPS” means Denver School District No. 1 or the Denver Public Schools, a Colorado

public school district and the charter authorizer of GALS of Denver.

“Executive Director” or “ED” means the person employed by the Board as the single lead administrative officer, under whatever title the Board designates.

“Educational Mission” is stated in section 1.9.

“Fundamental Change” means any action of the Board to dissolve the Corporation; any action or failure to act that will result in the Corporation ceasing operations; any relinquishment of a charter contract; any declaration of any form of insolvency; or elimination (whether through amendment to these bylaws or otherwise) of any elected or appointed directorship or office;

“GALS, Inc.” means Girls Athletic Leadership Schools, a Rhode Island Nonprofit Corporation, registered to do business in Colorado.

“Nonprofit Act” means the Colorado Revised Nonprofit Corporations Act, COLO. REV. STAT. §§ 7-121-101 – 7-137-301, or the corresponding provisions in any successor statute.

“Sunshine Act” means the Colorado Sunshine or Open Meetings Act, COLO. REV. STAT. §§ 24-6-402–404.

1.3 **Purpose.** The purpose of these bylaws is to make provision for the functioning of the Corporation in accordance with, and subject to, the Articles of Incorporation. To this end the Corporation will directly manage one or more Schools and may, as the number of Schools, authorizer relationships, or other factors dictate, act to assure consistent management of multiple schools.

1.4 **Office.** The principal office of the Corporation shall be located in the City and County of Denver, State of Colorado, or such other site as may be designated by the governing Board from time to time.

1.5 **No Members & No Stock; Role as Member.** The Corporation shall have no members and no stock. Lower-case “member” is common usage and refers herein to persons entitled to participate in a group defined or described by context.

1.6 **No Seal — Signatures Sufficient.** The Corporation will not use a seal. The signatures of duly authorized persons shall be legal and binding.

1.7 **Fiscal Year.** The fiscal year of the Corporation shall be July 1 to June 30.

1.8 **General Powers.** The Corporation shall have all the powers granted non-profit corporations under the Nonprofit Act, all powers granted to charter schools under the Act, and all necessary or proper powers provided for by Colorado laws now in effect or later enacted.

1.9 **Mission.** The Girls Athletic Leadership School fosters academic excellence and personal development necessary for every young woman to become a powerful advocate for herself and leader in her community.

GALS provides a college preparatory education in a supportive environment that fosters the academic mastery and the personal development necessary for every young woman to become a powerful advocate for herself and leader of her community.

ARTICLE II

Board of Directors

2.1 **Board Powers & Duties — Policy Responsibilities — Day-to-Day Operations — Books & Records.** The business, property and affairs of this Corporation shall be conducted and managed by the Board. The Board shall have full control and responsibility for the operation of the Corporation and may exercise any and all corporate powers, subject only to the requirements of the Articles of Incorporation and these Bylaws. Responsibility for day-to-day operations of the Corporation and for implementation of the policies established by the Board shall generally rest with contractors, employees, committees, or others identified by the Board. Without limitation, the Board shall exercise its powers by:

§ Directly, or by committee, monitoring and evaluating the Corporation's performance on educational and non-educational goals and objectives; and directly, through the HOS, or otherwise, implementing any necessary or appropriate changes in the Corporation's educational program.

§ Establishing general policies for the Corporation;

§ Consistent with the Sunshine Act, prescribing rules for public and private meetings of the Board and maintenance and disclosure of Board records, including minutes;

§ Establishing by policy rules of eligibility, including those related to background checks, to serve on the Board;

§ Approving the School budget by June 1 of each fiscal year; modification of the budget at appropriate later time or times; approving any borrowing or transfers between funds; and reviewing revenues and expenditures against budget to assure fiscal oversight, integrity and compliance;

§ Negotiating, reviewing and approving the agreement with the Executive Director and selecting and retaining any other advisers, employees or agents, as needed from time to time;

§ Conducting such evaluations, and making such recommendations or decisions, regarding the ED and other employees or advisors as will fulfill its duty to assure that the Corporation fulfills the Educational Mission, and otherwise operates in a thorough, equitable, and efficient manner.

§ Inspecting, as needed, any and all books and records of the Corporation and any of the Schools. Such inspection may be requested by any Director, and may be carried out by all Directors at any regular meeting of the Board, or as otherwise stated in Board policy. Student records are the responsibility of each School and shall only be disclosed as permitted by law;

§ Authorizing, creating, dissolving, reorganizing, designating or revoking the designation of Corporate or School committees or subordinate bodies.

§ Approving and overseeing the training of board directors, officers, committee members, School staff, School principals and others by the Corporation to assure the implementation, with consistency, integrity and high quality of the Educational Mission at each School; and

§ Taking any action necessary or proper to achieve the Educational Mission.

2.2 **Directors — Number.** The Board shall consist of not less than seven (7) nor more than seventeen (17) Directors. Any action to increase or decrease the number of Directors to no more than seventeen (17) nor fewer than seven (7), whether expressly or by implication through election of Directors or decisions not to fill vacancies, may be taken as is otherwise consistent with these bylaws. The ED is not a Director.

2.3 **Composition of the Board & Selection of Directors.** At all times, the majority of Board seats shall consist of Appointed, Selected or Named Directors. The Board may require prescribed background checks and establish minimal qualifications for directorships. Elected Directors shall at all times hold a minority of available Board seats, consistent with the categories and numbers stated below. Directors in each category shall be selected as follows —

§ *Elected Directors.* One (1) parent of a student enrolled at each of the Schools shall be nominated as a Director by the Accountability Committee of the School. These parents will be vetted and approved as all other Selected Directors. Selections shall be made by majority vote of all Directors.

§ *Selected Directors.* No more than thirteen (13) and no fewer than three (3) Directors shall be selected. Selections may include but are not limited to: persons with significant business or financial experience; persons with significant board experience; persons with relevant educational experience or expertise; or other persons with relevant experience or skills. Selections shall be made a by majority vote of all Directors.

§ *Appointed Directors.* The GALS, Inc. board may appoint one Director to the school board if the school board has eight or fewer Directors, and two Directors, if the school board has nine or more Directors.

2.4 **Election Policy & Practice.** As to any election to the Board or to a subordinate body, the Board will have the power to prescribe election procedures; carry out regular and any special elections; fix the form of ballots; rule on any election dispute; designate Directors, employees, committees or others to carry out tasks necessary for conducting an election; take remedial measures (such as, for good cause, adjusting dates otherwise established in these bylaws or in any Election Policy); establish rules to assure that campaigning does not interfere with the education of students or ordinary operation of a School; and take any other action necessary or proper to assure a fair and open election. The Board may delegate election matters to an Election Committee, but shall retain power to review any decision of such Committee alleged to violate these bylaws.

2.5 **Director Terms; Multiple Terms Permitted.** All Directors will serve a term of three years. Directors may be re-elected, re-appointed or re-selected; provided, however, that a Director may serve a maximum of three, three-year terms. The timing of elections, appointments and selections will be arranged, and may be modified, by the Board so that the terms of Directors are staggered.

2.6 **Officers & Assistants; Absence or Inability.** The Board shall select its officers from its own number. The Officers shall be the Chair, the Vice-Chair, the Secretary and the Treasurer. Generally, selection of officers shall take place annually at a meeting held in June, July or August. Duties of the Secretary and Treasurer may be delegated to assistants, provided that such officers shall reasonably assure that delegated duties are performed. In the absence or inability of any officer, the Board may delegate the powers and duties of such officer to any Director. The duties of the officers shall include, without limitation, the following:

§ *Chair.* The Chair shall call and preside over Board meetings; may, except as otherwise provided in these bylaws or by law, be or designate another officer, Director or individual to serve on or chair any committee; serve as the liaison between the Board and ED during periods between Board meetings; serve as liaison to GALS, Inc., and, together with the ED, to DPS; and shall make provision for a printed agenda to be distributed to all interested persons at the beginning of each meeting.

§ *Vice Chair.* The Vice Chair shall serve as Chair in the absence or inability of the Chair and may be delegated by the Chair any duties or powers of the Chair. Upon full assumption of the office of Chair, the office of Vice Chair shall be vacant.

§ *Secretary.* The Secretary shall make provision for: a record to be kept of all meetings of the Board of Directors; all Directors to have a current copy of the charter, articles of incorporation, by laws, management agreement and tax exempt status of the Corporation; the maintenance and preservation of the history of this Corporation; communication to the constituencies of the Corporation on a regular basis; all notices required by these bylaws or by vote of the Board; report any communications received to the Board as a whole; and publication of such reports, articles or communications as the Board may direct from time to time.

§ *Treasurer.* The Treasurer shall make provision for: the secure deposit of the funds of the Corporation; a full and accurate account of receipts and expenditures and the maintenance of such books of account and records as are necessary to demonstrate compliance with all provisions of any charter contract and bylaws; a financial statement to be submitted at every meeting of the Board and at other times when requested; and the accounts to be subject to an annual audit by an Certified Professional Accountant or other appropriately qualified individual. The Treasurer shall call meetings and oversee the activities of any Finance and Audit Committee.

2.7 **Removal.** A Director or officer may be removed as follows:

§ *For cause.* Any Director or officer except the Chair may be removed for cause, and removal of the Chair for cause may be requested, by majority vote of all other Directors then serving on the Board. "Cause" includes, but is not limited to, material or repeated violation of the Board Code of Conduct. A Director subject to removal for cause shall be given at least 72 hours actual advance notice of the proposed removal, including a concise statement of grounds. A Director subject to a removal for cause shall be given a reasonable opportunity to address the Board before the vote is taken. Except in cases involving the Chair, removal for cause shall be effective upon Board vote. If the Board requests removal of the Chair, the Chair's exercise of her or his duties and powers shall be suspended following such vote and the request shall be immediately forwarded to GALS, Inc., for its action on that request. If GALS, Inc., approves the request, the Chair shall be removed, effective immediately. If GALS, Inc., denies the request for removal, the Chair shall be restored to her or his office, powers and duties.

§ *Without cause — Directors.* Directors and officers may be removed without cause as

follows: a Selected Director or any officer may be removed by a two-thirds vote of all other Directors then serving on the Board; an Elected Director may be removed by two-thirds vote of all members of the electing body; a Named Director may be removed by amending the bylaw provision naming them; and the Appointed Director and Chair may be removed by written notice given to the Board by the governing board of GALS, Inc.

2.8 **Vacancies.** Unless a Director or officer is unable or unwilling to serve, or removed for cause, a Director or officer shall continue in office for the duration of her or his term(s) until a replacement is selected. Upon vacancy or removal, with or without cause, the person to serve the remainder of the unexpired term shall be:

- § in the case of a Selected or Named Director, other than the Chair, selected by majority of the Directors then on the Board;
- § in the case of an Elected Director, elected by a majority of the electing body; or
- § in the case of the Appointed Director and Chair, appointed by GALS, Inc.

2.9 **Code of Conduct.** Each Director and officer shall, prior to entering upon their duties, agree that as a condition of his or her service he or she will:

- § Behave in an ethical, businesslike, and lawful manner, and therefore:
 - § make proper use of authority, and observe appropriate decorum.
 - § be guided by the School’s mission, to serve the School’s students.
- § Observe the role of the Board in governance and policy development and respect the role of administration in day-to-day management of the School and, therefore:
 - § not purport personally to direct any staff member or student at the school, or to communicate, outside of official Board processes, judgments on the administration’s or any teacher’s performance.
- § Respect the integrity of the Board process, and therefore:
 - § listen, speak her or his mind, and share all relevant information with other directors in a courteous manner.
 - § respect the opinions of others.
 - § address issues, not personalities, and thus not make disparaging remarks, in or out of meetings, about other directors, administrators, teachers, or the School.

- § once a vote has been taken, accept and respect the decision of the group and support its implementation.
- § except when carrying out delegated duties, not purport to conduct School business outside of Board meetings.
- § except as otherwise explicitly authorized, not attempt to speak for the School or represent the School, provided that the Board Chair is authorized to attend meetings as a representative of the Board and to speak publicly on matters of School interest, in coordination with School administration.
- § Act for the benefit of the School, not herself or himself or others, and therefore:
 - § not use a Board position for the economic advantage of herself or himself, relatives, friends, or for any business in which he or she has an interest.
 - § not use a Board position to benefit any organization other than the School.
 - § disclose any conflict of interest and excuse him- or herself from deliberation and vote on any such issue.
- § Respect confidentiality and protect and maintain the proper confidences of the School, and therefore:
 - § under no circumstances reveal any family or student confidential information, including family addresses, phone numbers, email addresses, or other contact information.
 - § under no circumstances disclose to others properly confidential deliberations of the Board.
- § Promptly notify the Board of any change that may affect eligibility to serve or willingness or ability to abide by these rules.

ARTICLE III
Meetings & Committees

3.1 **Regular & Special Meetings.** Regular meetings of the Board shall be held during the year, the times to be fixed by the Board in advance. Notice of regular Board meetings shall be given as required by the Sunshine Act and in writing, at least twenty-four (24) hours in advance of the date of said meeting, to each Director and the ED, provided that notice of a schedule of fixed meeting dates shall suffice as the notice to Directors and ED. Special meetings may be called by the Chair, regular meetings may be canceled by the Chair and, in such cases, an effort will be made to give actual advance notice of such meetings or cancellations to each Director and the ED. The ED, though not a Director, shall be entitled to fully participate in Board meetings, excepting sessions concerning the ED's evaluation, compensation, contract, or any grievance against or investigation of the ED.

3.2 **Quorum & Board Action.** A majority of the Directors then serving shall constitute a quorum for conducting business and a majority of a quorum shall be sufficient to take action on any subject not requiring some greater number, or permitted by some lesser number, under these bylaws. No Director may vote by proxy. Directors may attend Board meetings and vote electronically.

3.3 **Parliamentary Procedure.** The Board shall follow ordinary rules of practice for a small board, and may use *Robert's Rules of Order, Newly Revised* (10th ed.) as a nonbinding reference on parliamentary procedure.

3.4 **Sunshine Act.** Meetings of the Board shall in all respects comply with the Sunshine Act.

3.5 **Committees.** Except as otherwise provided in these bylaws, the Board may designate, discharge, reorganize or dissolve, such committees or subordinate bodies as it deems necessary or appropriate. The resolution designating a committee shall define its membership, purposes, powers and rules of procedure. Except as otherwise provided in these bylaws, the Chair shall appoint the members of committees so designated. The Board may prescribe committee procedures, including requirements for public or confidential meetings, notice, and minutes, by policy. No committee or subordinate body other than an Executive Committee may have or exercise the authority of the Board or, without specific written authority of the Board, incur any corporate expense or make any representation or commitment on behalf of the Corporation. No committee or subordinate body, including any Executive Committee, may amend the articles of incorporation or bylaws, or authorize any Fundamental Changes. Except as authorized or permitted to the Accountability Committee and any

Nominating Committee, under Sections 2.3 and 3.6, no Committee may elect, appoint or remove any Director.

3.6 **Specific Committees.**

§ *Executive Committee.* The Board may form an Executive Committee, to be composed of no less than four Directors, as defined by the Board, which shall be authorized to take any steps necessary or proper to effectuate or carry into effect policies or decisions of the Board, approve interim measures subject to later Board ratification, or respond to emergencies. Meetings of the Executive Committee shall be subject to the Sunshine Act as if they were meetings of the full Board. Action by the Executive Committee shall require a majority to be present and unanimous consent of those present.

§ *Accountability Committee.* An Accountability Committee shall be composed and perform functions as required by Colo. Rev. Stat. § 22-11-401, or any successor statute.

§ *Faculty Council.* The Board may provide for the formation of a Faculty Council, which may be charged by the Board with such responsibilities, duties, and powers as the Board deems proper.

§ *Finance & Audit Committee.* The Board may form a Finance and Audit Committee, which shall include the Treasurer and powers as the Board deems proper.

§ *Fundraising Committee.* The Board may form a Fundraising Committee, which shall include the Treasurer and powers as the Board deems proper.

§ *Constituent Relations.* The Board may form a Constituent Relations committee which is charged with advising the school with public relations and marketing initiatives and powers as the Board deems proper.

§ *Nominating Committee.* To the extent elected or selected positions are subject to requirements of qualifications, experience, or background check, as otherwise prescribed in Board policy, a Nominating Committee may be composed to pass upon whether candidates are eligible for office.

§

Parent Council. The Parent Council shall be represented on the board as expressed in Article 2.3.

3.7 **Related Organizations & Charter School Organizations.** The Board may exercise any power to appoint a Director, serve as a Member of, recognize, or otherwise exercise appropriate powers in relation to an organization created for purposes benefitting a School, such as a building corporation or PTO, or to otherwise organize, affiliate or disaffiliate with a Charter School Organization.

ARTICLE IV ***Financial Activities***

4.1 **Contracts & Checks — Faith and Credit.** Contracts entered by the Corporation shall be signed by the Chair and attested by the Secretary, provided that such authority may be delegated in the absence or inability of such individuals, and checks and contracts of the Corporation below a specified value may be signed and countersigned as provided in Board resolution. No officer or agent of the Corporation has authority to pledge the credit of the Corporation in any matter which is not (a) provided for in a formal budget of the Corporation or (b) approved by proper advance vote of the Board.

4.2 **Conflicting Interest Transactions.** Directors shall disclose any known present or potential conflicts of interest, which disclosure shall be reduced to writing, to the Board prior to or at the time set for voting on any conflicting interest transaction. Conflicting interest transactions shall include those involving any “party related to a Director” as that term is defined in COLO. REV. STAT. § 7-128-501(5). Written disclosures shall be attached to the minutes of the meeting at which, or the first meeting after, such disclosure has been made. Directors with conflicting interests may be counted as present for purposes of determining a quorum to act. Directors with conflicting interests shall not vote on such transactions. Failure to abide by this provision may constitute grounds for removal of a Director. When considering a conflicting interest transaction, the Board may take ordinary actions through a majority of the disinterested Directors. To the full extent permitted by law, the interests of GALS of Denver and GALS, Inc., shall be deemed consistent, and not conflicting.

4.3 **Director & Officer Compensation.** Directors and officers are volunteers of the School and shall receive no compensation from the Corporation for service on the Board. The Corporation may reimburse Directors or officers for reasonable and appropriate out-of-pocket expenses incurred for the benefit of the School and may

reasonably compensate Directors or officers for services rendered to or for the benefit of the Corporation in any capacity other than as a Director or officer. Such reimbursement or compensation shall be properly documented for the records of the Corporation and is in every case subject to Section 4.2. This provision does not address compensation, if any, provided by GALS, Inc., to the person appointed as a Director and Board Chair, unless such payment is made (a) directly or indirectly, by the School, and (b) apart from the fixed payments made to GALS, Inc., pursuant to its initial contract with the School.

4.4 **No Loans.** No loans may be made by the Corporation to any person or entity for any purpose, except that the Board may permit, in cases of hardship, advances of not more than one month of employee pay.

4.5 **Deposits & Investments.** All funds shall be deposited with an appropriate and secure depository institution. Funds not needed for immediate cash needs, as designated by the Board, may be invested through non-demand accounts.

4.6 **Financial Reports & Audit.** The Board shall require the ED to render to the Board an account of the financial condition of the School and shall, upon request, detail and explain any and all expenditures made from School accounts or otherwise for the School's benefit. The Board shall provide or direct the ED to provide for a full, independent annual audit of each School's books, and an audit of the Corporation as a whole, and report the results of such audits and recommendations, if any, of the auditors.

4.7 **Non-Co-mingling & Financial Controls.** The Corporation shall maintain or cause to be maintained the funds of GALS of Denver separate from any other organization or entity and shall not co-mingle such funds. The Corporation shall adopt mandatory financial controls to assure proper expenditures of School funds and documentation of all Corporate and School transactions. The Corporation may maintain a reasonable contingency reserve, as determined by the Board.

ARTICLE V

Executive Director

The ED shall have general and active control of the affairs and business of the Corporation and the supervision of its employees, see that all Board actions are carried into effect, have the powers of a chief administrative officer conferred by law, and

perform all other duties necessary or proper to carry out these functions. The ED shall be entitled to fully participate in all Board meetings, including intra-Board email communications or electronic meetings, excepting those concerning the ED's contract, compensation, evaluation or the resolution of any investigation of or grievance against the ED. The Board may, in its discretion, agree to reasonable job security requirements in a contract for service by an ED, including but not limited to a supermajority requirement for termination requiring not more than a two-thirds vote of all members then serving on the Board.

ARTICLE VI

Dispute Resolution

The Board shall provide means for resolution of disputes internal to the Corporation and to that end may establish standing or ad hoc grievance or investigative committees, authorize mediation or arbitration, or otherwise act to assure the resolution of disputes. No body authorized by the Board to resolve a dispute may take action that is inconsistent with, subtracts from or adds to the Articles of Incorporation or these bylaws.

ARTICLE VII

Legal Compliance

7.1 **Primary Board Duty.** It is the primary duty of the Board of Directors to further the purposes of the Corporation, as set forth in the Articles of Incorporation.

7.2 **Consistency with Internal Revenue Code.** Notwithstanding any other provision of these bylaws, the Corporation shall neither compensate any person, nor reimburse expenses, nor indemnify losses, nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under the Code.

7.3 **Non-discrimination.** At no time shall the Corporation engage in any action, with regard to School faculty, School or Corporate employees, School parents, School students or others, which, in violation of federal, state, or local laws, improperly discriminates on the bases of race, national origin, religion, sex, age, disability, status as an honourably discharged veteran, lawful alienage, or sexual orientation. In relation to school admissions decisions and policies, this commitment shall be carried out by acting

consistently with *United States v. Virginia*, 518 U.S. 515 (1996) and applicable regulations of the United States Department of Education at 34 C.F.R. § 106.34.

7.4 **Severability**. If any section, article or other provision of these bylaws or the articles of incorporation is invalidated by any court on any ground, the balance of these articles and bylaws shall be unaffected thereby and shall be construed as if such provision had been repealed by amendment.

7.5 **Disposition of Assets**. Upon any closure of a School governed by the Corporation, assets remaining after satisfaction of the School's obligations incurred in connection with running the School may become property of DPS and, if so, will be conveyed to DPS, as further provided in the charter contract. In any event, assets shall only be transferred to a public entity or an entity qualified as tax exempt under section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII

Immunities, Indemnification & Insurance

8.1 **Immunities**. The Corporation shall take no action to impair the immunities of individual Directors or Officers under the Federal Volunteer Protection Act, 42 U.S.C. § 14501, et seq.; and provisions of Colorado law respecting volunteers and Directors of nonprofit organizations, COLO. REV. STAT. § 13-21-116(b)(l); directors of public entities, COLO. REV. STAT. § 24-10-101, et seq., if applicable; or any successor provisions.

8.2 **Indemnification**. The Corporation shall indemnify each Director to the full extent permitted by Colorado law, including but not limited to the Nonprofit Act and the Colorado Governmental Immunity Act, COLO. REV. STAT. §§ 24-10-101 – 120. In connection with indemnification, the Corporation shall advance expenses to Directors and officers to the fullest extent permitted under the Nonprofit Act. Except in matters more specifically provided under the Governmental Immunity Act, the School shall follow the processes for indemnification prescribed by the Nonprofit Act. The personal liability of each director of the Corporation for breach of fiduciary duty as a director is eliminated to the fullest extent permitted under the Act, including, without limitation, pursuant to COLO. REV. STAT. § 7-128-402. Any amendment, modification or repeal of this Section shall not adversely affect any right or protection of a director or officer in relation to an action or omission occurring prior to the time of such amendment, modification or repeal.

8.3 **Insurance.** The Corporation shall purchase and maintain such insurance as is appropriate reasonably to assure that costs arising from claims brought against Directors or officers in such capacity or for acts taken for the Corporation are defrayed.

ARTICLE IX

Custom & Practice; Amendments; Emergency Powers; & Fundamental Changes

9.1 **Custom & Practice.** Article IX of the Articles of Incorporation shall not authorize any Fundamental School or Corporate Changes.

9.2 **Amendments by Majority Vote & At Regular Meeting.** Amendments to the Articles of Incorporation or bylaws may be made by a majority vote of all Directors then in office, at a regular meeting, except that amendments may only be made to Article VI of the Articles, Sections 9.2, 9.3 or 9.6 of these bylaws, or the definitions of “Fundamental Changes” by the applicable process for Fundamental Changes.

9.3 **Notice of Proposal — Advance Reading — Waiver.** Advance notice of proposed amendments shall be given to Directors not less than forty-eight hours before a meeting at which the amendment will be proposed. Proposed amendments shall be read at a public meeting not less than thirty days before taking a vote to amend, unless such reading is waived by unanimous consent of those present.

9.4 **Bylaws, Practices, Policies, Amendments to be Consistent with Charter Contract.** No practice or policy of the Corporation, bylaws contained herein, no amendment to these bylaws and no exercise of powers otherwise authorized may in any way alter, amend, or controvert any provision of the charter school contract with DPS, unless such proposed action first is submitted to and approved by DPS. Accordingly, all governing Corporate and School documents shall be construed, in cases of doubt, to be consistent with the charter contract.

9.5 **Emergency Powers.** Should the Board at any time have four or fewer Directors then serving, or be for any reason unable to act under these bylaws, a majority of the Directors remaining may: exercise the emergency powers permitted under the Nonprofit Act and act to restore the Board to a proper complement of Directors; but may not amend these bylaws nor make any fundamental changes.

9.6 **Fundamental Changes**. Fundamental Changes may include Amendments, but however framed, characterized or denominated may only be made as stated in this Section 9.6. The Board may not make Fundamental Changes except as follows:

§ *General:* if not treated more specifically below, a Fundamental Change shall require approval by two-thirds of all Directors then serving.

§ *Acting to cease doing business, relinquish the charter contract, or to dissolve* the Corporation shall require the unanimous consent of all Directors then serving.

§ *Elimination of the Appointed Director and Chair.* The power of GALS, Inc., to appoint a Director who also serves as Chair of the Board shall only be modified or eliminated:

§ by a proposal approved by three-quarters of all Directors then serving that is ratified by proper action of the governing body of GALS, Inc.; or
§ if GALS, Inc., has dissolved or otherwise ceased doing business, a vote of three-quarters of all Directors then serving.

CERTIFICATION

THE FOREGOING is a true and correct copy of the amended and restated bylaws of the Corporation adopted by the Board of Directors on the 19th day of September, 2016.

Board Chair

Attest:

Board Secretary

Summary of Board Voting Rules		
Action	Section	Rule
General — ordinary action not otherwise specified	3.2	Majority of a Quorum
Ordinary actions on conflicting interest transactions	4.2	Majority of disinterested Directors
Selection of directors	2.3	Majority of All
Removal of director (or requesting removal of Board Chair/Director appointed by GALS, Inc.) for cause	2.7	
Ordinary amendments to articles or bylaws	9.2	

Removal of a selected Director without cause	2.7	Two-Thirds of All
Approval of Fundamental Changes not otherwise specified	9.6	
Termination of ED, if this requirement is included in the ED contract (N.B. A lesser “supermajority” requirement is also authorized by this article)	Art. V	
Amendment of the rules for passing amendments (Article VI, Articles of Incorporation; Sections 9.2, 9.3, or 9.6 of the Bylaws; Definitions of Fundamental Changes), if not on a matter subject to a more stringent rule	9.2, 9.6	Three-Quarters of All
Elimination of directorship and chairmanship appointed by GALS, Inc.	9.6	Three-Quarters of All <i>and</i> approval of GALS, Inc.
Relinquishment of a charter contract, dissolution of the School, act or omission that will cause the School to cease doing business	9.6	Unanimous consent
Exercise emergency powers	9.5	Majority of those serving