



**BYLAWS OF  
CARBON VALLEY ACADEMY**  
*Adopted by unanimous consent 10/20/2011*

**ARTICLE I**  
**NAME, DEFINITIONS & OFFICES**

Section 1.1 *Name.* The name of this corporation is Carbon Valley Academy (hereinafter sometimes referred to as CVA).

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

“Academy,” “Corporation” or “School” means Carbon Valley Academy.

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

“Board” means the Board of the Academy.

“Director” means an individual serving on the Board.

“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; or any declaration of any form of insolvency.

“Nonprofit Act” means the Colorado Revised Nonprofit Corporations Act, C.R.S. §§ 7-121-101 – 7-137-301, or the corresponding provisions in any successor

statute.

“Sunshine Act” shall mean the Colorado Sunshine Act of 1972, C.R.S. §§ 24-4-101– 402, or the corresponding provisions in any successor statute.

Section 1.3 *Statutory Definitions.* Except as otherwise provided in these bylaws, terms used shall have the same definition as in the Nonprofit Act.

Section 1.4 *Principal Office.* The principal office of the Corporation shall be at a location within FREDERICK, Colorado. The Corporation may have such other offices within Colorado as the Board may designate or as the Corporation may require.

Section 1.5 *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 to the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board.

## **ARTICLE II** **MEMBERSHIP**

Section 2.1 *No Members.* The Carbon Valley Academy (CVA) charter is not a membership corporation but does have certain Directors elected by parents of enrolled CVA students, including preschool students. As used later in these bylaws, except as context otherwise requires, “member” shall refer to the members of committees authorized by the Board and not to “members” as defined in the Nonprofit Act.

## **ARTICLE III** **ELECTION AND APPOINTMENT OF BOARD**

Section 3.1 *Elected Directors.* Subject to written procedures that may be adopted or amended from time to time by the Board, up to four of the Directors shall be elected by a vote of the parents commencing in the spring of the school year 2009-10 as described in Section 3.2 and 11.5. Cumulative voting for Directors is not allowed.

Section 3.2 *Parent-Electors & Election Policy.* The legal guardians of each student who is enrolled as of the time provided for in the Election Policy and also was enrolled as of the previous October 1st shall be entitled to vote for each position on the Board up for election. The legal guardian is the person noted as such on the student’s enrollment application. Parents shall not vote on any other corporate matters. In general, the Board will have the power to adopt policies or resolutions regarding election procedures, carry out regular and any special elections, fix the form of ballots, rule on any election dispute, designate Directors or employees to carry out tasks necessary for conducting the election, take remedial measures (such as, for good cause, adjusting dates

otherwise established in these bylaws or in any Election Policy), and adopt any other resolution that may be necessary or appropriate to assure that the elections are properly conducted. The Board may establish rules to assure that campaigning does not interfere with the education of students or ordinary operation of the school.

Section 3.3 *Appointed Directors.* The Board may appoint up to three Directors to fill capacities needed to allow the Board to function more efficiently and effectively. These appointments may include but are not limited to: experienced educators; certified public accountants; or attorneys. Directors shall nominate potential candidates for these positions. If seconded, the Board shall vote whether to appoint the nominee(s). The appointments shall require a majority vote of the Board.

Section 3.4 *Terms.* Except as stated in Section 11.5, each Director shall be elected or appointed for a term of four years, provided that no Director shall vacate their office by reason of expiration of a Term until their successor has been duly qualified.

#### **ARTICLE IV** **BOARD OF DIRECTORS**

Section 4.1 *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 affairs and operation of the Corporation and may exercise any and all corporate and School powers, subject only to the requirements of the Articles of Incorporation and these Bylaws. Responsibility for day-to-day operations of the School and for implementation of the policies established by the Board shall generally be the responsibility of the Executive Director, contractors, employees or others. In general, the Board shall exercise its powers through the system known as “policy governance,” which may include —

- a. Directly, or by committee, monitoring and evaluating the School’s performance on educational and non-educational goals and objectives;
- b. Establishing general policies and executive limitations;
- c. Approving the School budget each fiscal year, and modification of the budget at appropriate later times each year; approving by resolution any borrowing or transfers between funds; and reviewing, from time to time, revenues and expenditures against budget to assure budget integrity and legal compliance;
- d. Reviewing and approving the charter agreement;
- e. Causing the preparation and delivery of such reports, applications for renewal or other documents as may be required to continue charter status or otherwise

comply with the Act;

- f. Selecting and retaining the Executive Director
- g. Negotiating, reviewing and approving the contract of employment of the Executive Director;
- h. Conducting such evaluations, and making such recommendations, regarding
  - i. the performance of the Executive Director; and
  - ii. employment policies and practices followed by the Executive Director for other personnel,

as will fulfill its duty to assure that the Academy is operated in compliance with the charter contract and otherwise in a thorough, equitable, and efficient manner; and,

- i. Inspecting, as needed, any and all books and records of the Corporation. Such inspection may be requested by any director, and may be carried out by all directors at any regular meeting of the Board, or by any individual director at any reasonable time. Student records shall remain property of the Academy.

Section 4.2 *Number and Qualifications of Directors.* The Board shall consist of not less than five (5) nor more than seven (7) directors, provided that a Board of less than five (5) shall be empowered to carry on necessary business of the School and Corporation while making provision for increasing the Board to a full complement. Directors need not be a parent. Elected or Appointed Directors may be but need not be parents. A Director may serve an unlimited number of terms. No Director may be employed by the corporation or the charter school.

Section 4.3 *Removal of Directors.* Directors may be removed, with cause, by a majority vote of the disinterested Directors at any meeting of the Directors provided that there shall be notice given of the intention and cause to remove a Director and that the Director be given the opportunity at the meeting to address the identified cause for removal. Removal for cause shall be effective on the date of the Board vote. Cause shall include, but is not limited to:

- " unexcused absence at three consecutive Board meetings or more than six Board meetings during any twelve month period;
- " a breach of fiduciary responsibilities;
- " a breach of executive session confidentiality; or
- " a breach of the Board Code of Conduct.

A majority vote of disinterested Directors shall determine if a Director's absence from a meeting is excused or unexcused.

Section 4.4 *Recall of Elected Directors.* Eligible voters may recall a named, elected Director through a petition to that effect signed within a three-week period by 30% of then-eligible voters, and immediately submitted to the Board. Upon receipt of such a petition, the Board shall promptly schedule a recall election and prepare ballots to ask if the named Director should be recalled. A majority of a quorum of the Parent-Electors, as defined in the Election Policy, voting for recall will suffice to recall an elected Director named in the ballot and such Director shall be removed effective on the date of such vote.

Section 4.5 *Resignation of Directors.* Any Director may resign at any time by giving written notice to the President or the Secretary of the Corporation. Such resignation shall take effect upon qualification of a successor or at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.6 *Vacancies on the Board.* Except in the event of the recall of an elected director, any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Directors, at a time determined by the Board and though by less than a quorum as defined in Section 4.9. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor. In the event of the recall of an elected director, the Board shall promptly schedule an election to fill the vacancy, following the Election Policy, except that the Board may modify the dates anticipated in that Policy.

Section 4.7 *Meetings of the Board.* The Board shall generally meet at least once each month. The Board may designate any place within Frederick, Firestone, Dacono or Longmont as a place for its meetings, and may conduct annual Board retreats, or attend professional conferences, at any location within Colorado. If no designation is made, the place of the meeting shall be the principal office of the Corporation. Meetings of the Board, publication of scheduled meetings, notice of special meetings, and voting at meetings of the Board shall be subject to the specifications and rules of the Colorado Sunshine Act.

Section 4.8 *Notice to Directors of Special Meetings--Waiver.* Each Director shall be given written notice of any special meeting at least twenty-four (24) hours in advance of such meeting. A written waiver of notice signed by the Director entitled to such notice, whether executed before, at, or after the time stated in such waiver, shall be equivalent to the giving of such notice. By attending or participating in a special meeting, a Director waives any required notice of such meeting unless the Director, at the beginning of the meeting, objects to the holding of the meeting or the transacting of business at the meeting. No notice is required for regular Board meetings.

Section 4.9 *Quorum and Voting at Meetings of the Board.* At all meetings, a majority of the Directors eligible to vote on a matter shall constitute a quorum, but if less than such a majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice. Each Director present at the time when the vote is held shall be entitled to one vote and, a quorum being present, all matters brought to a vote shall be decided by the vote of the majority of the Directors present, except as otherwise required by law, the Articles of Incorporation or these bylaws. No Director may participate in, or vote at, a meeting of the Board by proxy. Directors may participate in, and vote at, a meeting of the Board by means of telephone conference or similar communications equipment by which all persons participating in the meeting can simultaneously hear each other. Such participation shall constitute presence in person at the meeting.

Section 4.10 *Conflict of Interest.* No Director shall permit their position on the Board to create a conflict between personal interests and the activities of the Corporation. Members of the Board hold a position of trust, created in the interest of the common good and for the benefit of the school. 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 and may discuss such transactions in public session. Directors with conflicting interests shall not vote on such transactions. Failure to abide by this provision may constitute grounds for removal of a Director. No loans may be made by the corporation to directors or officers. Any director or officer who assents to or participates in making any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 4.11 *Director Compensation.* Directors are volunteers and shall receive no compensation for service on the Board, provided that the Board may make provision for the corporation to reimburse Directors for reasonable and appropriate out-of-pocket expenses incurred for the benefit of the corporation and school and properly documented for the records of the corporation. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity, subject to Section 4.10 of this article.

## **ARTICLE V**

### **OFFICERS AND AGENTS**

Section 5.1 *Title and Number.* The Officers of the Corporation shall be the President, the Vice-President, the Secretary, and the Treasurer, as well as such other Officers as deemed necessary by the Board.

Section 5.2 *Nomination, Election and Term of Office for Officers.* All Officers shall be Directors. Each Officer shall be elected by the Board for a term of one year and until a successor has been duly chosen.

Section 5.3 *Removal.* Any Officer or agent may be removed by the Board whenever, in its judgment, removal would serve the best interests of the Corporation. Removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an Officer or agent shall not in itself create contract rights.

Section 5.4 *Vacancies Among Officers.* Should a vacancy occur among the Officers of the Corporation, the Board shall appoint a person to fill the vacancy for the unexpired portion of the term.

Section 5.5 *Duties of Officers.* The duties of the Officers shall be as follows:

A. *President.* The President shall preside at all meetings of the Board and at the annual election. The President shall have general directive supervision over the other Officers of the Corporation, subject to the control of the Board, and will represent the Corporation at public meetings. The President may sign and execute with the Secretary or the Treasurer, in the name of the Corporation; deeds, contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof has been expressly delegated by the Board or by these bylaws to some other Officer or agent of the Corporation. The President shall serve ex officio on all committees.

B. *Vice-President.* In the event of a vacancy in the office of the President or during the President's absence or inability to act for any reason, the powers and duties of the President shall be exercised by the Vice-President. The Vice-President shall also serve as an assistant to the President and shall perform such duties as the President shall assign.

C. *Secretary.* In the event of a vacancy in the office of the President and the Vice-President or during the President's and the Vice-President's absence or inability to act for any reason, the powers and duties of the President shall be exercised by the Secretary. The Secretary shall also keep, or cause to be kept, the minutes of the meetings of the Board. The Secretary shall also see that all notices are duly given in accordance with these bylaws.

D. *Treasurer.* In the event of a vacancy in the office of the President, the Vice-President and the Secretary or during the President's, the Vice-President's and the Secretary's absence or inability to act for any reason, the powers and duties of the President shall be exercised by the Treasurer. The Treasurer shall also manage, or cause to be managed, the funds of the Corporation and shall

deposit these funds in such banks or other depositories as shall be designated by the Board.

Section 5.6 *Executive Director.* The Board will appoint by majority vote an Executive Director of the School. The Board of Directors shall have complete authority over the hiring, firing, and benefits or contracting of services of the Executive Director . The Executive Director will be an employee at will, provided that in order to assure reasonable job security and administrative continuity the Board may enter a contract requiring that any vote to terminate the Executive Director during the Term of such contract shall be by 2/3rds vote of all Directors. The Executive Director will report directly to the Board and will be responsible for all School operations. The Board may require the Executive Director, individually or through a Finance and Audit Committee, to carry out the School's Finance and Audit Policy. The Executive Director will also carry out other directives as identified by the Board through the Position Description for the Executive Director.

## **ARTICLE VI**

### **COMMITTEES & RELATED ORGANIZATIONS**

Section 6.1 *Committees.* The Board may, by resolution per policy governance policies, establish one or more committees which shall have the authority as set forth in the resolution and committee charge statement or the bylaws. Committee members shall serve terms as specified in the resolution or the bylaws. All committee members shall serve at the will of the Board, and may be removed by a majority of the Board without cause. All committee meetings shall be recorded in minutes, which shall be forwarded to the Board. Committee meetings on topics for which an executive session would be permitted or required by the Sunshine Act, if conducted by the Board, shall be identified as such, electronically recorded, and such recording and minutes shall not be publicly disclosed.

The designation and appointment of any such committee and the delegation of authority to the committee shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon them by law.

Section 6.2 *Limitations.* No such committee shall have the authority of the Board in reference to amending, altering, or repealing bylaws; electing, appointing, or removing any member of any such committee or any Officer or Director of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adapting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such

committee; or other limitations stated expressly in the Colorado Nonprofit Corporation Act as amended from time to time.

Section 6.3 *Accountability Committee.* The Board shall appoint an Accountability Committee, to be composed and perform functions as provided by law, or consistently with a waiver, if any, requested and approved pursuant to law.

Section 6.4 *Finance & Audit Committee.* The Board may establish a Finance and Audit Committee consisting of the Treasurer, not more than one additional director, and such other members as are necessary or appropriate. Generally, the Finance and Audit Committee shall facilitate appropriate financial reporting; recommend any needed changes in school financial practices; exercise oversight of the financial performance of the Executive Director; evaluate the performance of the independent auditor; and carry out the functions in the School's Finance and Audit Policy, all to safeguard the School's financial position and assets.

Section 6.5. *Board of Directors Nominating Committee.* The Board may establish a Nominating Committee to conduct a fair, open and transparent process resulting in a recommended list of candidates for new Board directorship. The Nominating Committee shall be composed as described by and carry out the functions prescribed in the Board charge to the Committee, or in the Election Policy. The Nominating Committee may judge of qualifications of individuals to serve, including review of background checks, to the degree it is specifically authorized to do so by the Board and consistently with applicable law.

Section 6.6 *Other Committees.* The Board may establish such other committees as it may from time to time deem necessary. The Board shall establish the number and qualifications of all such committee members. Nothing in this section 6.5 shall preclude the Executive Director from establishing appropriate staff committees.

Section 6.7 *Related Organizations.* The Board may exercise any power to appoint a director or directors, to serve as a member of, or to otherwise exercise appropriate powers for a corporation created for purposes of supporting School facilities, as such roles or powers are described in the organizing documents of that corporation. The Board may exercise the power to authorize or approve a parent-based organization for the School.

Section 6.8 *Friends of Carbon Valley Academy.* The Board may, by resolution, charter and form an auxiliary unincorporated association to be known as the "Friends of Carbon Valley Academy" or "Friends of CVA." The Friends of CVA shall at all time be subsidiary and subordinate to the Board, as well as chartered, governed and formally recognized as an adjunct of Carbon Valley Academy. The primary purpose of the Friends of CVA shall be to support and assist, through donations and volunteer services, Carbon Valley Academy. The Board may at any time, for such reasons as it finds appropriate,

amend the resolution chartering the Friends of CVA, or regulate, reorganize or dissolve the Friends of CVA.

## **ARTICLE VII** **AMENDMENTS**

Section 7.1 *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, and not otherwise, except that amendments may only be made to Article XV of the Articles, Sections 7.1, 7.2 or 7.3 of these bylaws, or the definitions of “Fundamental Changes” by the applicable process for Fundamental Changes.

Section 7.2 *Notice of Proposal — Advance Reading — Waiver.* Advance notice of proposed amendments shall be given to Directors not less than ten days 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.

Section 7.3 *Amendments Consistent with Charter Contract & Tax Exemption.* No amendment to these bylaws may in any way alter, amend, or controvert any provision of a charter school contract, unless such proposed amendment first is submitted to and approved by the Board of Education of the charter authorizer, and no amendment may be adopted that would be inconsistent with the School’s exemption from taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 7.4 *Fundamental Changes.* Fundamental Changes may include Amendments, but however framed, characterized or denominated may only be made as stated in this Section 7.4. The Board may only make Fundamental Changes by notice and advance reading as otherwise required for amendments under section 7.2 followed by vote of three-quarters of all Directors at a regular meeting and not otherwise.

## **ARTICLE VIII** **LIMITATIONS**

Section 8.1 *No Personal Benefit.* No Director, Officer or Employee of the Corporation shall be entitled to any interest in any property, funds, or net earnings of the Corporation which shall vest solely in the Corporation, and shall not inure to the benefit of any such person.

Section 8.2 *No Political Activity.* The Corporation shall not participate or intervene (including the publishing of or distribution of statements) in any political campaign on behalf of any candidates for public office.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the Corporation has effectively elected to have such section apply, the Corporation shall have power to carry on the activities permitted by such section, but only to the extent that such activities shall not result in the denial of exemption under such section 501(h) or the imposition of tax under section 4911 or section 4945 of the Internal Revenue Code.

Section 8.3 *Public Analysis, Studies, or Research.* All analysis, studies, or research shall be of a nonpartisan nature and available to the public upon completion and final approval of the Board. The Corporation shall conduct all meetings and operations in compliance with the Colorado Open Meetings Law, Colorado Revised Statutes section 24-6-401, et. seq.

Section 8.4 *TABOR Compliance and Exercise of TABOR Powers.* Pursuant to Article X, Sec. 20 of the Colorado Constitution, the Board may not enter into “any multiple-fiscal year direct or indirect district debt or other financial obligation whatsoever without adequate present cash reserves pledged irrevocably and held for payment in all future fiscal years.” All contracts entered by the Board shall comply with this section. In complying with this section, the Board may enter into multiple-fiscal year arrangements, including the lease for its initial location, that have non-appropriation clauses allowing the Board to escape such obligations in each future fiscal year. In balancing the factors that bear upon its fiduciary duties to the school, the Board finds that the exercise of its power under a non-appropriation clause for what is otherwise a multiple-fiscal year obligation would be likely to have a significant adverse impact on its business and financial reputation. Accordingly, the Board will exercise its TABOR powers only when insufficient funds are available, in the sole judgment and discretion of the Board, to both adequately carry out the school’s educational mission and continue to support what are otherwise one or more multiple-fiscal year obligations. This provision shall not be subject to amendment during the initial term of the first lease entered by the charter school. This section is adopted as an internal guide to future Board action and does not create any property right, vested right, right of good faith or fair dealing, or any other right of any other description whatsoever in any person associated with the school, nor in any third party, nor does it in any way modify, amend, add to, or subtract from the terms of any contract with third parties, including the first lease entered by the school.

8.5 *No Loans,* No loans may be made by the School to any person or entity for any purpose.

8.6 *Deposits & Investments.* All funds of the School shall be deposited or invested with an eligible public depository. Funds not needed for immediate cash needs, as designated by the Board, may be invested through non-demand accounts.

8.7 *Annual Audit.* The Board shall either directly provide for a full, independent annual audit of the School's books or require the Executive Director or Finance and Audit Committee, as appropriate, to annually provide for a full, independent audit of the School's books, and report to the Board the results of such audit and recommendations, if any, of the auditors

## **ARTICLE IX** **DISSOLUTION**

In the event of the dissolution of the Corporation, the residual assets will be turned over to an organization which is itself exempt under Section 501 of the Internal Revenue Code, and none of its assets shall be distributed to or inure to the benefit of any private individual.

## **ARTICLE X** **INDEMNIFICATION & IMMUNITIES**

Section 10.1 *Indemnification.* The Corporation shall indemnify each Director and Officer 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.

Section 10.2 *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)(I); directors of public entities, COLO. REV. STAT. § 24-10-101, et seq., if applicable; or any successor provisions.

## **ARTICLE XI** **MISCELLANEOUS**

Section 11.1 *Waiver of Notice.* Whenever notice is required by law, by the Articles of Incorporation or by these bylaws, a waiver in writing signed by the Director or other person entitled to said notice, whether before, at, or after the time stated therein,

shall be equivalent to such notice.

Section 11.2 *Fiscal Year.* The fiscal year of the Corporation shall be July 1 to June 30 each year.

Section 11.3 *Conflicts.* In the event of any conflict between these bylaws and either the Articles of Incorporation or applicable law, the Articles of Incorporation or applicable law shall control.

Section 11.4 *Custom & Practice.* Should any person or body regulated by the articles of incorporation, these bylaws or Board-adopted policies, including the Board, develop in good faith a custom or practice inconsistent in any particular with the articles, bylaws or policies, such inconsistency shall not, in and of itself, invalidate any action otherwise properly taken. Upon notice of such inconsistency, the Board shall promptly rectify the situation by either amending the articles, bylaws or policy to conform to such practice, or by discontinuing the inconsistent custom or practice. This section does not authorize any violation of the Act, the Sunshine Act, nor any action that would be inconsistent with the School's tax-exempt status.

Section 11.5 *Directorship Terms as of March, 2010.* The Directors of Carbon Valley Academy, and vacant directorships, at the time of amendment of these bylaws, and the terms Directors are otherwise serving, shall be:

<b>Director</b>	<b>Term Expires</b>	<b>Elected (Yes/No)</b>
Micol Ingino	2013	Yes
Vacancy (May 2012 Election)	2012	Yes
Scott Barnes	2014	Yes
Wayne Reyburn	2015	Yes
Maria Goter	2014	No
Vacancy (May 2013 Election)	2013	No
JaNean Davis	2015	No

The above bylaws are adopted as the bylaws of the Carbon Valley Academy.

Dated:

/s/

The undersigned, as Secretary of the Corporation, certifies that the foregoing is a true and correct copy of the bylaws adopted by the Corporation.

ATTEST:

/s/