

**BYLAWS
OF
HIGHLINE ACADEMY
AS AMENDED SEPTEMBER 9, 2013**

ARTICLE I

NAME, LOCATION, AND MISSION

1.1. Name. The name of the organization will be Highline Academy (hereinafter the Academy or Highline). The organization shall exist for the sole purpose of operating one or more liberal arts public schools designed to educate Denver's diverse student population.

1.2. Location. The principal office of the Academy shall be at in the county of Denver, state of Colorado, or such other site as may be designated by the governing Board.

1.3. Legal Status. This organization shall consist of one or more public schools as chartered by the Denver Public School District or other authorizing organization pursuant to Colorado Revised Statutes, C.R.S. §22-30.5-101-409, et seq. as amended, and/or other Colorado law.

1.4. Mission Statement

Highline Academy exists to foster a diverse and equitable community of youths and adults striving together for academic, personal and civic excellence.

ARTICLE II

MEMBERS

2.1. Members The Academy does not have Members.

ARTICLE III

BOARD OF DIRECTORS

3.1. Responsibilities The Board of Directors shall:

A. Serve Highline Academy with the highest degree of undivided duty, loyalty and care and shall undertake no enterprise to profit personally from their positions with any school operated by the organization.

B. Establish and follow a policy on Conflict of Interest, Code of Conduct and Confidentiality for directors, Officers and persons serving on Board committees.

C. Have no direct or indirect financial interest in the assets or leases of Highline Academy. Any Director who individually or as part of a business or professional firm is involved in the business transactions or current professional services of Highline Academy shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.

D. Act collectively as the official governance voice of Highline Academy and with regard to public information, media contacts and public relations.

3.2. Board Powers. The Highline Academy Board of Directors shall have all the powers granted non-profit corporations under the Colorado Revised Nonprofit Corporations Act and all powers granted to charter schools under the Colorado Charter Schools Act, except as those powers may be limited in the Articles of Incorporation or these Bylaws or by lawful action of the Board. All powers of the Board lie in its action as a collective. Individual Directors exercise authority over school affairs only by voting at a legal meeting of the Board or exercising authority lawfully delegated to one or more Directors by the Board as a whole. The powers exclusively delegated to the Board include, but are not limited to:

A. To adopt, amend or repeal the Bylaws of Highline Academy.

B. To determine the policies of the Academy in accordance with the organization's mission and charter contract and to see to their faithful execution.

C. To oversee the financial affairs of the Academy so as to ensure the Academy's financial stability and the continued integrity of its academic programs, including the power to borrow and incur indebtedness for the purposes of the Academy and to approve its annual operating and capital budgets.

D. To Enter into contracts, leases and other agreements that are in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of the organization.

E. To select, appoint or remove the school's Administrator, known as the Executive Officer or Executive Director, and to set the terms and conditions of her or his employment.

3.3. Number The Board of Directors of the Academy shall be comprised of natural persons at least eighteen years of age or older. The number of Directors of the Academy shall be not less than nine (9) or more than eleven (11). The inaugural founding Board may consist of fewer than nine (9) Directors. In the event that the number of Directors falls below nine (9), the Board, by majority vote, may appoint a temporary Director for a term not to exceed six (6) months.

3.4. Characteristics Directors shall be sought who reflect the qualities, qualifications and diversity determined by the Board. All Directors shall have identical rights and responsibilities.

3.5 Director Eligibility Only one member per family may serve on the Board at any one time. Directors shall not be paid employees of Highline Academy or family members of paid employees of Highline Academy.

3.6. Amended.

Directors shall be appointed by the Board, by majority vote, based on the qualities, qualifications and diversity needs of the organization as determined by the Board. The Board shall adopt and follow policies and procedures for the appointment of Directors.

3.7. Emergency Board Appointment A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. The term of office for a new Director resulting from a decision to increase the number of Directors will be determined by the Executive committee in accordance with maintaining a balance of staggered terms (as defined in section 3.9).

3.8. Terms Directors shall serve a term of three (3) years from the date of their appointments, or until their successors are seated. The term of a Director may not be reduced, except for cause as specified in these Bylaws. Directors shall take seats at the conclusion of the meeting at which their appointment is announced.

3.9. Staggering Terms Directors shall serve staggered terms to balance continuity with new perspective to the extent possible. The initial Board shall consist of at least two Directors who will serve a one-year term (ending in the fall of 2005), at least two Directors who will serve a two-year term (ending in the fall of 2006), and three Directors who will serve a three-year term (ending in the fall of 2007).

3.10. Resignations. Any Director or Officer of the Academy may resign at any time by giving written notice to the Board of Director's President or Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.11. Deemed Resignation. A Director or Officer is deemed to have resigned for failure to attend three (3) consecutive meetings and that failure is confirmed by a majority of the Board. The failure is effective as a resignation at the time of such vote.

3.12. Removal by Board of Directors. The Board may remove any Director or Officer with or without cause at any time with a two-third vote of the entire Board, cast at a special meeting of the Board provided that a statement of removal shall have been mailed by registered mail to the Officer or Director proposed for removal according to the special meeting notice requirements in Section 6.3, before any final action is taken

by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter shall be considered by the Board at the time and place mentioned in the notice.

3.13. Vacancies. The Director(s) or Officer(s) appointed to fill a vacant position shall hold office until the end of the term of the Director(s) or Officer(s) whose vacancy they are filling.

3.14. Compensation and Expenses. Directors shall receive no compensation for their services except that reimbursement may be made for any expenses incurred for the School by any Director pursuant to and upon authorization of the Board and following the school's internal financial policies. No part of the net revenue of the School shall inure to the benefit of, or be distributable to, the Board of Directors, Officers, or other private persons.

ARTICLE IV

OFFICERS

4.1. Number. The Officers of the Academy shall be a President, a Vice President, a Secretary, and Treasurer.

4.2. Election, Term of Office and Qualifications. The Officers of the Academy shall be chosen by and from the Board of Directors at the final meeting of the school year. Each Officer shall continue in office until his successor has been duly elected and qualified in his stead, until he shall have resigned and his resignation shall have become effective or until he shall have been removed in the manner described in Section 3.12. The newly elected Officers shall take office at the close of the meeting at which they are elected and the term shall be one (1) year. A Director may serve more than one term in the same office.

4.3. Powers and Duties. The Officers of the Academy shall have such powers and duties as usually pertain to their office, except as modified by the Board of Directors, and shall also have such powers and duties as may be conferred upon them by the Board of Directors. The general powers and duties of the primary Officers are as follows:

4.3.1. President. The President shall preside at all the meetings of the Board. The President shall sign all written contracts to which the Academy may be a party when such contract has been authorized by the Board, shall sign all official reports, provided that the President may delegate the duty to sign reports and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors .

4.3.2. Vice-President. The Vice-President shall have all the powers and perform all the duties of the President in the absence or disability of the President. The Vice President shall perform such other duties as may be assigned by the Board. In the absence or disability of the Vice President, duties of the Vice President may be assigned, by the Board, to any Director.

4.3.3 Secretary. The Secretary shall keep and preserve the minutes of the Board of Directors' meetings in the Minute Book of the Academy; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and 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 by the Board of Directors. The Secretary may attest any written contract to which the Academy may be party when such contract has been authorized by the Board. In the absence of the Secretary or his inability to perform his duties, such duties may be performed by an assistant Secretary or by a Secretary pro tempore appointed at any meeting by the President of the Board.

4.3.4 Treasurer. The Treasurer shall keep complete and accurate financial records and books of account for the Academy in accordance with the Denver Public Schools policies unless otherwise waived. The Treasurer shall also cause to be prepared and timely filed all financial reports required by federal and state governments, the Denver Public Schools and the Board. In addition, the Treasurer shall perform such other duties as may be assigned by the Board. In the absence or disability of the Treasurer, duties of the Treasurer may be assigned, by the Board, to any Director.

ARTICLE V

COMMITTEES

5.1. Committees. The Board shall establish committees and task forces, by majority vote of a quorum, as it may determine necessary. The President shall appoint Directors to chair committees and task forces of the Board. Committees may be composed of Directors, parents, staff, community members or others or a combination thereof, with final approval by the President. All committees shall have at least one, but need not be chaired by, a Director. All committees shall be created by the Board, which shall set forth the charge of the committees. The board possesses certain legal power and prerogatives, which cannot be delegated or surrendered to others. Committees shall report as directed by the board and terminate their operations on completion of their charges, as determined by the Board. All committees shall post notices of meetings if required by Colorado law, hold meetings open to the public if required by Colorado law, and keep and disclose minutes as required for the Board by the Colorado Open Meetings Law. Minutes of such meetings, including executive sessions, shall be promptly forwarded to the Board.

5.2 Executive Committee There shall be an Executive Committee composed of the Officers of the Board and the Academy's most senior Administrator. The Executive Committee shall be convened by the President when it is not possible to convene the Board in a timely fashion, and may be authorized to act on behalf of the Board by action of the Board. Actions of the Executive Committee shall require ratification by the full Board of Directors at its next meeting. The Executive Committee shall keep regular minutes of its proceedings, and these minutes shall be sent to the Directors after each of the Executive Committee's meetings. The Executive Committee shall not serve as an intermediary between the Board and its committees or task forces. The Board of Directors may delegate to the Executive Committee, to the extent provided in a specific resolution, any of the Board's powers and authority, except with respect to:

- A. the filling of vacancies on the Board of Directors
- B. the amendment or repeal of any provision of the Articles of Incorporation
- C. the amendment or repeal of Bylaws or the adoption of new Bylaws
- D. the amendment or repeal of any resolution of the Board of Directors that provides that such resolution may not be amendable or repealable by the Executive Committee
- E. the approval of any self-dealing transaction
- F. the sale, transfer, or distribution of all or substantially all of the assets of the corporation
- G. the sale, transfer, or purchase of real property
- H. the merger or dissolution of the corporation
- I. the appointment of committees of the Board of Directors or the participants thereof
- J. the setting of the budget or approval of audits
- K. any action prohibited by the Articles of Incorporation, these Bylaws, or the laws of the state of Colorado

ARTICLE VI

MEETINGS

6.1. Place of Meetings. The Board of Directors may hold its meetings at any place or places within the State of Colorado, as the Board may determine. All notices of Board meetings shall be given and all such meetings conducted and minutes of such meetings kept in conformity with the Colorado Open Meetings Act.

6.2. Schedule Regular meetings of the Board of Directors shall be held at least 8 times annually. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution, and as required by Colorado's Open Meetings laws. All regular meeting of the Board shall be open to the public, except for executive sessions thereof. The Board of

Directors shall set a schedule of meetings for the upcoming year at the beginning of each school year. Such schedule will be publicly posted on the school's premises.

6.3. Special Meetings. Special meetings of the Board of Directors may be held whenever called by the President or by two of the Directors at such time and place, within Colorado, as the person or persons calling the meeting shall designate. In addition to the notice required by the Colorado Open Meetings Act, notice of such meeting will be given personally, emailed or mailed to each Director and the Administrator, addressed to him at his residence or his usual place of business at least three (3) days before the day on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

6.4. Quorum. A majority of the Directors in office at the time of any regular or special meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting and the act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise specified in these Bylaws. Directors may participate in a Board meeting through the use of conference telephone or similar communication equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meetings.

6.5. Voting. No action of the Board shall be considered legal or binding unless approved by affirmative vote of a majority of a quorum at a regular or special meeting of the Board. Said action to be binding shall be recorded in the official minutes of the Board.

6.6. Waiver of Notice. Any Director or the Administrator may waive personal notice of special meetings under Section 6.3. A waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Director at any meeting also shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.7. Proxies. Voting by Directors by proxies shall not be permitted.

6.8. Alternates. An absentee Director may not designate an alternate to represent him or her at a Board meeting.

ARTICLE VII
INDEMNIFICATION

- 7.1 Non-Liability of Directors The Directors shall not be personally liable for the Academy's debts, liabilities or other obligations.
- 7.2 Indemnification of Agents The Academy shall indemnify any person who was, is, or is threatened to be, made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that this person is or was an Officer or Board Director of the corporation and acting in that capacity, unless such indemnification is prohibited by law. Any indemnification under this Article shall be made only as authorized on a specific case by a determination of the Board on whether such indemnification is legally permissible, by majority vote of a quorum of Board members, with only Board members not parties to the proceeding counted in satisfying the quorum, or, if a quorum cannot be so obtained, by independent legal counsel selected by majority vote of the full board of directors. The determination made before indemnification is provided shall conform to the requirements of COLO. REV. STAT. § 7-129-102 (1998). An advance of expenses in aid of indemnification shall only be made as allowed by COLO. REV. STAT. § 7-129-104, and as otherwise required by this Article for indemnification generally.
- 7.3 Insurance for Agents The Academy may, and to the extent it deems practicable from time to time will purchase, maintain or otherwise participate in an insurance plan to enable it to carry out any indemnification called for in this article.

ARTICLE VIII
FINANCIAL ACTIVITIES AND LEGAL COMPLIANCE

- 8.1 Fiscal Year. The fiscal year of the Academy shall begin on July 1 of each year and end on June 30 of the following year.
- 8.2 Execution of Instruments. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any Officer or Officers or agent or agents of the Academy to enter into any contract or execute and deliver any instrument in the name and on behalf of the Academy. Such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Academy by any contract or engagement or to pledge its credit or to render it liable financially for any purpose or to any amount.
- 8.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Academy shall be signed by such Officer or Officers,

agent or agents of the Academy and in such manner as shall be determined by resolution of the Board Directors

8.4 Loans. No loans shall be made by the Academy to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Academy for the amount of such loan until the repayment thereof.

8.5 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, or 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.

8.6 Rights of Inspection. The Board of Directors has the right to see and inspect all books, records and documents of every kind and to inspect the physical properties of the corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state or local law.

8.7 Nondiscrimination. At no time shall the corporation engage in any action, with regard to faculty, employees, parents, 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, or sexual orientation.

ARTICLE IX

CONFLICTS OF INTEREST

9.1. Definition. A "Conflict of Interest" occurs when an individual's private interest significantly interferes or appears to interfere significantly with the interests of Highline Academy.

9.2. Transactions. The Board of Directors hold a position of trust, created in the interest of the common good and for the benefit of the Academy. It is the intent of this Section to maintain public confidence and prevent the use of public office for private gain. Directors will disclose any known or potential conflicts of interest in writing to the Board of Directors prior to the time set for voting on any such transaction and will not attempt to influence the decisions of other Directors in voting on the matter. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the Academy's interest. The written disclosures will be attached to the minutes of the meeting in which Board action will occur relating to the matter disclosed. Failure by a Director to bring notice of a potential conflict of interest to the attention of the Board may constitute cause for removal of the Director from the Board.

9.3. Quorum Count. Interested Directors may be counted in determining the presence of a quorum at meetings of the Board of Directors or of a committee, which authorizes, approves, or ratifies the Conflicting Interest Transaction.

9.4. Related Defined. For the purposes of this Article, a party related to the Director shall mean a spouse, a descendent, an ancestor, a sibling, the spouse of a descendent or a sibling, any step-relation, an estate or trust in which the Director or a party related to the Director has a beneficial interest, an entity in which the party related to a Director is a Director, Officer, or has a pecuniary interest.

ARTICLE X

MISCELLANEOUS

10.1. Gender. The masculine gender is sometimes used in these Bylaws as a matter of convenience only and shall be interpreted to include the feminine gender as the circumstances indicate

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

ARTICLE XI

AMENDMENTS

The power to alter, amend or repeal these Bylaws or adopt new Bylaws is vested in the Board of Directors. Proposals for adopting, repealing or amending Bylaws for Highline Academy may be made in writing by any Director to the President. The Board shall follow this procedure in adopting, repealing, or amending Bylaws for Highline Academy:

- a) First Reading. The proposed Bylaw amendment shall be submitted for approval on first reading at a regular or special meeting of the Board called for that purpose. At first reading the Board shall receive public comment and comments from the sponsor of the proposed amendment.
- b) Second Reading. If the proposed Bylaw amendment is approved on first reading as set forth in the previous sub-section, it will be placed on the agenda and considered at the next ensuing regular or special meeting of the Board called for that purpose. No amendment shall be adopted at second reading unless the amendment receives a two-thirds vote of all the Board of Directors.

c) Emergencies. Upon a two-thirds vote of all the Directors at a regular or special meeting called for that purpose, an emergency shall be declared. If an emergency is declared, an amendment may be adopted on first reading.

I CERTIFY THAT these Bylaws were adopted by the Academy at the meeting of the Board of Directors by the Board of Directors effective September 9, 2013.

BY:



THOMAS A. BULGER
BOARD PRESIDENT

9-9-13