

BYLAWS OF THE DCS MONTESSORI SCHOOL
(Adopted May 8th,2023)

ARTICLE 1
MISSION STATEMENT

The *mission* of the DCS Montessori School is to provide students with an opportunity to acquire an education based on the authentic and accredited curriculum founded on the educational philosophy of Maria Montessori.

ARTICLE II
MEMBERS

Section 2.1 Definition of Members. The school shall have voting Members. A Member is defined as a family with at least one student attending the school. As it relates to this article, a family is to include at least one parent, or a person who has legal and physical custody of a student(s) attending the school. Each Member family is permitted one vote, which is split into two, one-half votes when a household is split. Membership terminates when the family no longer has a student attending the school.

ARTICLE III
MEETINGS OF THE MEMBERS

Section 3.1 Annual Meetings of Members. An annual meeting of the Members shall be held on the date of the last regular Board of Directors meeting scheduled during the school year, for the purpose of announcing elected Directors and for the transaction of such other business as may come before the Membership. If the day fixed for the annual meeting shall be a legal holiday in Colorado, such meeting shall be held on the succeeding business day. Failure to hold an annual meeting, as required by these bylaws, shall not work a forfeiture or dissolution of the school or invalidate any action taken by the Board of Directors or officers of the school.

Section 3.2 Special Meetings of Members. Special meetings of the Members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors, or shall be called by the Secretary at the request of 51% of the Members.

Section 3.3 Place of Meeting. Each meeting of the Members shall be held at the school or other location reasonably convenient to the Members.

Section 3.4 Notice of Meeting. Except as otherwise prescribed by statute, written notice of each meeting of the Members stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be posted on the school website and emailed to Members not less than 10 days before the date of the meeting. Such notice posted at the school website and sent by email shall be deemed delivered to Members once the posting on the school website is completed. Any Member may waive notice of any meeting before, at or after such meeting. The attendance in person at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the

express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.5 Voting. Proxy and cumulative voting are not allowed. Each Member is entitled to one vote on each matter submitted to a vote of the Members.

Section 3.6 Quorum. 60% of the Members entitled to vote shall constitute a quorum at each meeting of the Members, and the affirmative vote of a majority of the Members represented at a meeting at which a quorum is present and entitled to vote shall be the act of the Members (except as noted in Section 7.7). If less than a quorum of the Members is represented at a meeting, a majority of the Members so represented may adjourn the meeting for a period not to exceed 30 days at any one adjournment without further notice other than an announcement at the meeting. At such adjourned meeting, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

ARTICLE IV **MEMBERSHIP, ELECTIONS AND APPOINTMENTS**

Section 4.1 Number, Election, Tenure and Qualifications. The number of Directors of the school shall be seven, as long as there are enough candidates to support seven Directors being elected, or, if there aren't enough candidates to support seven Directors being elected, the number of Directors of the school shall be five; the Board shall not be comprised of an even number of Directors. Directors must be from a family as defined in these bylaws (Article II) (Family Directors), and if available as candidates during an election, a maximum of two directors may be from outside a family (Community Directors).. Any action of the Members or Board of Directors to increase or decrease the number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these bylaws effecting such increase or decrease, and therefore must be approved by both the Board of Directors and a vote of the Membership. Directors shall be elected for a two-year term Terms for newly elected Directors shall begin on the date of the regular meeting in the month of July following the election; terms for departing Directors shall expire on the same date. Directors may serve consecutive terms without limit. No individual employed by or at the school, or spouse or relative (including a relative by marriage) of such an individual, shall be eligible to serve as Director, and only one family member may serve on the Board at any given time. To determine eligibility, candidate status, as defined herein, shall be as of the date that a newly elected Director would assume office.

Section 4.2 Balloting. Not less than 20 calendar days prior to the annual meeting, the Secretary shall distribute a confidential electronic ballot to each Member that lists candidates for Director in alphabetical order within candidate category (Family and Community). The ballot shall include responses from each candidate to standard candidate questions determined by the board. Results of the voting e will be retained for 30 days. At the annual meeting, the Secretary, or in their absence, their designee, shall read aloud the results of votes cast. Those persons within each candidate category (as defined by Section 4.1 of these bylaws) receiving the largest

number of votes for positions available shall be elected. In the event of a tie within a category as indicated by the election or by a recount, a flip of a coin by the Secretary that designates one candidate as “heads” and the other as “tails” shall affirmatively break the tie. Write-in candidates will not be allowed. These proceedings shall be completed by the end of the school year so that new Directors can take office in July.

Section 4.3 Ballot Recount. Ballots, or their electronic equivalent, shall be retained by the Secretary for 30 days after the election. Retention of ballots for this period is intended to facilitate a recount if requested by any candidate; such a recount may not be requested unless the election results indicate that the total votes received by two or more candidates differ by no more than 2% of the total ballots cast. Requests for a recount must be made by a candidate within one week of the election, and such recount must be conducted within seven calendar days of such request, at which time the Secretary will certify the election results to the Board of Directors.

Section 4.4 Vacancies. Any Director may resign at any time by giving written notice to the Chairperson of the Board, to the Head of School or to the Secretary of the Board. A Director’s resignation shall take effect at the time specified in such notice, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director’s predecessor in office. Vacant Board seats shall be filled within 90 days of the vacancy’s occurrence. If after 90 days, the Board has not elected a new member, the Board Chairperson will appoint a person to fill the vacancy.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 General Powers. The business and affairs of the school shall be managed by its Board of Directors.

Section 5.2 Guidelines. The Board shall have the duty to ensure that the school operates consistent with the Montessori philosophy and in the best interests of its students, parents, teachers and community. Directors shall refrain from exercising individual authority over school staff regarding any school matter. Only the Chairperson, or their designee, will communicate Board decisions and/or Board direction to the Head of School. Each Director shall, prior to beginning their term in office, agree to abide by the Board “Code of Conduct”. The Board will elect one of its Directors for each of the following positions by the end of each year’s July regular meeting: Chairperson, Vice-Chairperson, Treasurer and Secretary. These officers will serve one-year terms and may stand for re-election.

Section 5.3 Authority and Duties.
Chairperson of the Board. The Chairperson of the Board, or their designee, shall (i) preside at all meetings of the Board of Directors and of the Members, and also have authority to rule on points of order; (ii) see that all orders and resolutions of the Members and of the Board of Directors are carried into effect; and (iii) perform all other duties incident to the office of Chairperson of the

Board and as from time to time may be assigned to the Chairperson by the Members or the Board of Directors.

Vice Chairperson of the Board. The Vice-Chairperson shall assist the Chairperson and shall perform such duties as may be assigned by the Chairperson or the Board. In the absence of the Chairperson, the Vice-Chairperson shall have the power of and perform the duties of the Chairperson.

Secretary. The Secretary shall (i) keep the minutes of the proceedings of the Members, the Board of Directors and any committees of the Members or the Board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) keep at the school's office or principal place of business, a record containing the names and addresses of all Directors; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such office by the Board of Directors. Assistant Secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

Treasurer. The Treasurer shall (i) be the principal financial officer of the Board of Directors and shall participate in the analysis and discussion of the budgets showing the financial position of the school and the results of its operations; (ii) monitor approved budgets; (iii) upon request of the Board, provide special reports to it as may be required at any time; and (iv) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such office by the Board of Directors.

Section 5.4 Removal by the Board. The Board may remove a Director for cause without consent of that Director by a two-thirds vote of the remaining Directors, provided notice of the vote on removal is published in the agenda.

Section 5.5 Unethical Conduct. Cause for removal shall include, without limitation, unethical and/or illegal conduct as determined by a majority of the Directors not subject to potential removal, whether or not such conduct occurs while acting in the capacity of a Director.

Section 5.6 Removal by Petition. A petition seeking removal of a Director by the Membership must be submitted to the Chairperson of the Board, and signed by a number equaling one-third of the Members. The issue generating the removal petition must be placed on the next Board agenda, provided that such petition be presented no less than 15 calendar days prior to the meeting. If the petition is not withdrawn within one month after the matter was placed on the agenda, the Board will submit the removal issue to the Membership for a vote, as provided in Article III-Meetings of the Members.

Section 5.7 Regular Meetings. A regular meeting of the Board of Directors shall be held as soon as practicable after each election for the purpose of appointing officers and for the transaction of other business. Additional regular meetings will be held monthly and attendance is compulsory. Any Director missing two consecutive monthly meetings, or four meetings annually, may be removed from office, unless a majority of the remaining Directors determine that circumstances warrant excusing the absences.

Section 5.8 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board, Head of School or any two Directors.

Section 5.9 Notice. Notice of each meeting of the Board of Directors stating the date, time and location of the meeting, along with the agenda, shall be given to each Director at such Director's email address at least twenty-four hours prior to the meeting, such notice shall be deemed to be given when the email transmission is complete. Any Director may waive notice of any meeting before, at or after such meeting. The notice must also be published or posted in the school's website for the general public in accordance with applicable open meeting laws. At regular meetings each January, the Board of Directors will adopt a resolution that specifies the official location for where meeting notices are to be posted.

Section 5.10 Waiver of Notice. The attendance of a Director at a meeting 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 was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any meeting of the Board of Directors, need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 5.11 Quorum and Voting. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice other than an announcement at the meeting, until a quorum shall be present. No Director may vote or act by proxy at any meeting of the Board of Directors. A Director with a conflict of interest, as defined in Section 7.5, may be counted for purposes of determining a quorum, and a majority vote of disinterested Directors shall take Board action. All action requiring a vote of the Board shall be conducted using a roll call vote for only those actions that are not approved or denied unanimously, and all such roll call votes shall be recorded in the meeting minutes.

Section 5.11 (a) Fundamental Changes. In order to: (i) dissolve the school, (ii) relinquish the school charter contract and/or (iii) declare school insolvency, the Board of Directors shall hold a meeting, in accordance with Article V-Board of Directors, at which a minimum of five Directors then in office must be in attendance. Further, these actions may not be approved without the affirmative vote of at least two-thirds of all Directors.

Section 5.12 Compensation. Directors shall not receive compensation for their services as such, although reasonable expenses of Directors incurred during the performance of their duties may be paid or reimbursed by the school. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the school in any other capacity.

Section 5.13 Executive and Other Committees. By resolution, the Board may designate from among its members an executive committee and one or more other advisory committees. The delegation of authority to any committee shall not operate to relieve the Board of Directors

or any member of the Board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board of Directors, or in the absence thereof, by the committee itself. Directors may be ex-officio members of all Board committees.

Section 5.14 Telephonic/Electronic Meetings. One or more members of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board of Directors or a committee thereof by means of conference telephone, electronic or similar communications equipment by which all persons participating in the meeting can hear one another at the same time. Such participation shall constitute presence in person at the meeting.

ARTICLE VI OFFICERS AND AGENTS

Section 6.1 Number and qualifications. The Head of School shall be an officer of the school. The Board of Directors may also appoint such other officers, assistant officers and agents, as it may consider necessary. The Head of School shall be appointed by the Board of Directors.

Section 6.2 Compensation. The compensation of the officers shall be fixed from time to time by the Board of Directors.

Section 6.3 Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment it would be in the best interests of the school, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 6.4 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the school, by giving written notice to the Head of School or to the Board of Directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.5 Authority and Duties of Head of School. The officers of the school shall have the authority to exercise the powers and perform the duties below and as may be additionally specified by the Head of School, the Board of Directors or these bylaws:

Head of School. The Head of School, subject to the direction and supervision of the Board through its Chairperson, shall: (i) be the chief executive officer of the school and have general and active control of its affairs and business, and general supervision of its officers, agents and employees; (ii) see that all orders and resolutions of the Board of Directors are carried into effect; and (iii) perform all other duties incident to the office of Head of School and as from time to time may be assigned to such officer by the Board of Directors through the Chairperson of the Board. The Head of School is an ex-officio member of the Board and attends all Board meetings unless excused by the Chairperson.

Section 6.6 Surety Bonds. The Board of Directors may require any officer or agent of the school to execute to the school a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the school of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the school.

ARTICLE VII MISCELLANEOUS

Section 7.1 Account Books, Minutes, Etc. The school shall retain correct and complete books and records of account and shall retain minutes of the meetings of its Members, Board of Director and committees. All record keeping will be conducted in accordance with the applicable open records laws.

Section 7.2 Fiscal Year. The fiscal year of the school shall be as established by the Board of Directors.

Section 7.3 Conveyances and Encumbrances. Property of the school may be assigned, conveyed or encumbered by such officers of the school as may be authorized to do so in writing by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the school shall be authorized only in the manner prescribed by applicable statute.

Section 7.4 Designated Contributions. The school may accept any designated contribution, grant, bequest or devise consistent with its general purposes. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the school shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. The funds from such designated contributions shall be retained in a special account separate from school operating funds.

Section 7.5 Conflicts of Interest. If any person who is a Director or officer of the school is aware that the school is about to enter into any business transaction directly or indirectly with such person, any member of such person's family, or any entity in which such person has any legal, equitable or fiduciary interest or position, including without limitation as a Director, officer, shareholder, partner, beneficiary or trustee, such person shall: (a) immediately inform those charged with approving the transaction on behalf of the school of such person's interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the school; and (c) not be entitled to vote on the decision to enter into such transaction.

Section 7.6 Loans to Directors and Officers Prohibited. No loans shall be made by the school to any of 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 school for the amount of such loan until it is repaid.

Section 7.7 Amendments. The power to alter, amend or repeal these bylaws or adopt new bylaws shall be vested in the Board of Directors and in the Membership. Changes, alterations or amendments made to these bylaws will first be approved by a two-thirds vote of the Board of Directors. Such changes, alterations or amendments will then be adopted after the affirmative vote of a simple majority of the Members who are present at a meeting called for such purpose. Further, these bylaws may not be amended to change the mission of the school as stated in Article I unless adopted by the affirmative vote of 80% of all Members.

Section 7.8 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event, these bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 7.9 Open Meetings. All meetings will be conducted in accordance with applicable open meetings laws.

Section 7.10 Conduct of Meetings. All meetings of the Board and the Members shall be conducted with appropriate parliamentary procedure, and Robert's Rules of Order may be used as a nonbinding guideline for resolving any disputed issues of proper procedure.

Section 7.11 Custom & Practice. Should any person or body regulated by these bylaws, including the Board, develop in good faith a custom or practice inconsistent with these bylaws, 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 bylaws to conform to such practice, or by discontinuing the inconsistent custom or practice. This section does not authorize any violation of applicable law.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 Indemnification. To the maximum extent permitted by the Colorado Governmental Immunity Act as in effect at the time of the adoption of these Bylaws, or as amended from time to time (the "CGI Act"), DCS Montessori (DCSM) shall indemnify and advance expenses to any Director who was or is a party, or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a Director of DCSM acting within the scope of his or her normal duties, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such

person in connection with such action, suit or proceeding. DCS Montessori Directors are "Authorized Volunteers" under the CGI Act and therefore have a right to its provisions of Indemnification or Immunity, and exclusion to such provisions would occur only to the extent a Director engages in inappropriate or illegal conduct deemed by court of law as willful and wanton. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise. Any indemnification and advancement of any expenses hereunder must be authorized in the specific case as required by the CGI Act in effect at the time of such indemnification or advancement of expenses.

To the extent permitted by the CGI Act, as amended from time to time, the provisions of this Article VIII shall also apply to a Director, officer, employee or agent of DCSM while serving at the specific request of DCSM as a Director. Any indemnification or advancement of expenses shall be secondary to, and payable in excess of, if necessary, any third-party indemnification or advancement of expenses, including any payments under any liability insurance.

To the extent permitted by the CGI Act, as amended from time to time, and otherwise permitted by law, the foregoing provisions for indemnification and advancement of expenses are not exclusive, and DCSM may at its discretion provide for other indemnification or advancement of expenses in a resolution of the Board of Directors.

Any repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE IX

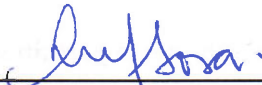
PROVISION OF INSURANCE

Section 9.1 Insurance. The Board authorizes the purchase of insurance on behalf of any Director against any liability incurred by him or her which arises out of such person's status as a Director. Such insurance shall cover errors and omissions of Board directors and be reasonably comprehensive. To that end, such insurance should be calculated to cover risks discussed in Article VIII, Section 8.1, above, but may cover certain additional risks without regard to whether DCS Montessori would have the duty to indemnify the person against that liability under applicable law.

BYLAWS CERTIFICATE

The undersigned certifies that s/he is the Secretary of DCS Montessori School, and s/he is authorized to execute this certificate on behalf of the school, and further certifies that the foregoing document is the duly adopted bylaws of the school.

Dated: *May 8th, 2023*



Adriana Sosa, Secretary