

BYLAWS
OF
SNOWY RANGE ACADEMY, INC.,
A WYOMING NONPROFIT CORPORATION

ARTICLE 1: DEFINITIONS

Section 1.1. Definitions. For purposes of these By-laws, the following terms will have the respective meanings set forth below:

“ACSD#1 Policies” means the By-laws and Policies of the Board of Education, ACSD#1, revised 8/23/2000.

“Board of Directors” or “SRA Directors” or “Directors” means the duly elected Board of Directors and governing body of SRA that is responsible for administering and governing the Charter School.

“Charter” means the authorization granting Snowy Range Academy the authority to operate a charter school which is based upon the Second Charter Renewal Application and Contract.

“Charter School” means the Core Knowledge school operated pursuant to this Application within the School District. By law the Charter School is a public school and governmental entity.

“Charter School Act” means Wyoming Statutes Sections 21-3-301 through 21-3-401.

“District” or “School District” means Albany County School District Number 1 (ACSD #1), a body corporate and political subdivision of the State of Wyoming, organized pursuant to Wyoming Statutes §§ 21-3-101 et. seq., which operates a unified school district within Albany County, State of Wyoming.

“Founding members” means those members who can demonstrate that they have donated at least 100 hours of time for the establishment of the Charter School. The 100 hours shall have been donated prior to the time the Charter School is opened.

“Members” means the parents or legal guardians of any child enrolled in SRA and SRA faculty, staff and administration employed by SRA.

“Renewal Application” means the Second Charter Renewal Application as amended prior to its approval by the School Board and upon which this Renewal Contract is based.

“Renewal Contract” means this final contract executed by both SRA and the School District following the approval by the School District of SRA’s Renewal Application. This Renewal Contract reflects all agreements between the District and SRA that are not included in the Renewal Application.

“Snowy Range Academy”, “SRA”, or “Corporation” means the Snowy Range Academy, Inc., a nonprofit corporation organized pursuant to the Wyoming Nonprofit Corporation Act.

“School Board” means the duly elected Board of Trustees of the School District.

“State Board” means the duly appointed Wyoming State Board of Education.

Section 1.2. Rules of Construction. The following rules of construction shall apply through out these Bylaws: (1) Words in the plural form include the singular and words in the singular form include the plural; and (2) Words in the masculine gender include the feminine and neuter genders.

ARTICLE 2. MISSION STATEMENT

Section 2.1. Educational Program. The mission of the Snowy Range Academy is to offer an academically rigorous, content-rich integrated educational program grounded in a common foundation and sequence of study. The Snowy Range Academy provides excellence and fairness in education by operating according to policies based on values of inclusiveness, personal responsibility, honesty, self-reliance, and courtesy.

Section 2.2. Classroom Structure. Snowy Range Academy recognizes the leadership of teachers in the classroom, and maintains a school structure emphasizing how students, parents, administrators, and other relevant parties can support the teachers in their delivery of academic content. Within the context of the goals listed here, the Snowy Range Academy will endeavor to instruct students in skills that they can use for the rest of their lives. The result will be a student body that has attained high levels of academic competence, comprised of individuals who are motivated to continue to develop their knowledge and skills.

ARTICLE 3: OFFICES

Section 3.1. Principal Office. The principal office of the Corporation shall be located in Laramie, Albany County, Wyoming, at 4037 E. Grand Avenue, 82070. The Corporation may have such other offices, either within or without the State of Wyoming, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Section 3.2. Registered Office. The Corporation shall have and continuously maintain in the State of Wyoming a registered office, and a registered agent whose business office is identical with such registered office, as required by the law of the State of Wyoming. The registered office may be, but need not be, identical with the principal office in the State of Wyoming, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 4: BOARD OF DIRECTORS

Section 4.1. General Powers. The affairs and management of the Corporation shall be under the control of a Board of Directors.

Section 4.2 Composition of The Board. The Board of Directors shall consist of a total of ten members, seven of whom shall be voting members. The Board of Directors will include 5 parents of enrolled students, 2 community members, a Board Member Emeritus, the Principal, and one Employee Member. The Board Member Emeritus, Principal, and Employee Member shall serve as non-voting members of the Board of Directors. Where feasible, there will be equitable representation of parent members with students in the elementary (K-4) and middle grades (5-8).

The Board Member Emeritus serves in a consultative or advisory capacity to the Board to ensure historical continuity. Founding members or board members who have served a minimum of 2 years on the Board of Directors are eligible to serve as Board Member Emeritus.

The Chairman, Vice Chairman, Secretary, and Treasurer are selected by the Board of Directors from its membership. No Director may hold more than one of these offices concurrently. The Principal and Employee Director may not serve as officers of SRA.

Section 4.3. Term of Office. Directors shall hold their seats on the Board of Directors during the term of their respective offices, until their successors shall have been duly appointed and shall have taken office. Terms of office for every Director other than the Employee Director shall begin June 1 following the election or appointment of a Director and shall end on May 31 of the year during which the Director's term expires. The term of office for the Employee Director shall begin September 1 following the election of the Employee Director and shall end on August 30 of the year during which the Employee Director's term expires.

All terms of Directors, including Emeritus, Community, and Employee Directors shall be for two years. Elections will be held each spring at the Annual Meeting of the Members to fill any Director vacancies other than the Employee Director. The Employee Director shall be elected by employees of the Corporation during an election organized by the Principal.

One parent in each family and each employee has one vote for each voting Director's vacancy. If an employee is also a parent member, s/he may have only one vote for each Director's vacancy. In the case of married employees, only one may vote for each voting Director's vacancy. If more than one vote is cast by a particular family or employee, then all of the votes for that family or employee are disqualified.

The Emeritus Director is approved by a majority vote of the Board of Directors then in office.

Each employee will have one vote for the Employee Director's vacancy.

Spouses of SRA employees may not serve on the Board of Directors. Only one member of a family, or member of a household, may serve on the Board at one time. Community Directors serving on the Board may not have immediate or extended family members currently enrolled or employed at SRA. Voting Directors shall not be employees of the Charter School.

Any Director may succeed himself for an unlimited number of additional two (2) year terms.

Section 4.4. Vacancies. In the event of a vacancy during the unexpired term of a Directorship, a nominating committee is appointed by the Board of Directors to solicit and recommend to the Board of Directors a candidate to fill the remaining term of the vacating Director. The Director candidate is approved and appointed by a majority vote of the Directors then in office. In the event that the Board of Directors fails to approve a Director candidate, the nominating process is repeated until the vacancy is filled. A person chosen to fill a vacancy serves until the next election of Board of Directors. An election is then held to fill the unexpired term, pursuant to WS § 21-3-308. Until a Director candidate is appointed, a simple majority of the remaining Directors constitute a quorum for the transaction of business of SRA.

Section 4.5. Regular Meetings. The Board of Directors shall meet at least once a month. During its monthly meetings the Board shall review the Charter School's operations, receive reports from Directors, the Charter School Principal, and any Committees, consider and adopt policies, consider requests and concerns from parents, students, and teachers, and perform other duties and functions of the Directors.

The Board of Directors may provide by resolution the time and place for meetings within the City of Laramie.

Section 4.6. Special Meetings. Special meetings of the Board of Directors may be called by the oral request of the Chairman or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the City of Laramie, as the place for holding any such special meeting of the Board.

Section 4.7. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given to each Director and to each newspaper of general circulation, radio, or television station requesting such notice in accordance with W.S. 16-4-404).

Section 4.8. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business of the Charter School. No action of the Board of Directors shall be valid unless approved by a majority of the voting members of the Board of Directors.

If less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.9. Compensation. Directors shall not receive a salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

Section 4.10. Duties of Board of Directors. The Board of Directors shall bear the overall responsibility for the operations of the Charter School in accordance with the terms and conditions of the Charter and Wyoming law. The Directors are responsible for keeping the School Board and its administrative staff fully advised of the operations and activities of the Charter School. SRA's Directors may delegate management of these responsibilities to its administrative staff, provided that SRA's Directors shall remain ultimately responsible for accountability to the School Board.

The Board of Directors shall be responsible for the Charter School's operations within the limitation of any funding provided by the School District and other revenues derived by SRA consistent with law, and the Directors shall have the authority to independently exercise, also consistent with Federal and State law, the following powers (including such other powers as provided for elsewhere in this Charter):

1. Contract for goods and services;
2. Preparation of a budget;
3. Selection of personnel and determination of their compensation;
4. Procure insurance;
5. Lease facilities for Charter School purposes;
6. Purchase, lease or rent furniture, equipment and supplies; and

7. Accept and expend gifts, donations, or grants of any kind in accordance with such conditions prescribed by the donor as are consistent with law and not contrary to any of the terms of this Charter.

The specific duties of the Board of Directors shall include, but not be limited to, the following:

1. Election of officers from Directors to serve as Chairman, Vice Chairman, Treasurer, and Secretary;
2. Become familiar with the terms of the Charter;
3. Set policy, in accordance with Charter School's mission, goals, and educational program, necessary for the orderly day-to-day operation of the Charter School;
4. Approve a budget for each year based on funds allocated to SRA;
5. Create and assign duties and responsibilities to appropriate committees as needed;
6. Approve personnel selection procedures and job descriptions consistent with legal requirements;
7. Hire and terminate staff, faculty, and administration in accordance with District, State, and Federal guidelines;
8. Promote enrollment in the School;
9. Determine fees from students for non-enrollment purposes or out-of-district residence, in accordance with District, State, and Federal guidelines;
10. Evaluate and recommend performance assessments as required;
11. Appoint at least one Director to serve on Committees;
12. Appoint one Director to serve as liaison with ACSD #1;
13. Regularly attend Board meetings; and
14. Cause vacancies on the Board of Directors to be filled in accordance with these bylaws.

In exercising its powers, the Board of Directors shall comply with all applicable School District policies unless a specific waiver is obtained.

Section 4.11. Resignation and Removal. Any Director may resign at any time by giving written notice of resignation to the Chairman or Secretary of the Board of Directors. A Director's resignation shall become effective 30 days following receipt of written notice by the Chairman or Secretary of the Board of Directors.

A Director may be removed for cause by a majority vote of the remaining Board of Directors for any of the following reasons:

1. Missing 2 consecutive unexcused monthly meetings;
2. Missing 4 unexcused monthly meetings in a single year;
3. Failure to disclose a conflict of interest;
4. Undertaking any illegal, unethical, or immoral conduct; and
5. Failure to perform duties as requested by the Chairman or the Board of Directors.

A Director will no longer be eligible to serve on the Board of Directors if s/he meets either of the following conditions:

1. If the status of a parent member changes such that his or her child(ren) are no longer enrolled in the school.
2. If the status of a community member changes such that his or her immediate or extended family members are enrolled in or employed by the school.

In the absence of a Director's resignation, a Director's term will automatically expire at the time that conditions 1 or 2, above, are met.

Section 4.12. Nominations for Elections to the Board of Directors. The Board of Directors shall appoint annually, in advance of the Annual Meeting of the Members, a Nominating Committee consisting of no fewer than three Members, the majority of who are not concurrently serving on the Board of Directors, to nominate a slate of Members for election to fill positions of those Directors whose term is expiring that year. No Member standing for election shall be appointed to the Nominating Committee. The Nominating Committee shall solicit nominations from the Members for candidates for anticipated vacancies of the Board of Directors and shall prepare a ballot at least 14 days prior to the Annual Meeting of the Members, which ballot shall include the names of those persons nominated to be candidates by the Nominating Committee. In addition, a petition signed by a minimum of 20% of the voting body shall automatically place that nominee on the ballot as a candidate. The nominee shall be required to submit a board application and a letter of interest along with the petition fourteen (14) days prior to the Annual Meeting in order to be included on the election ballot. Write-in votes are invalid. Only Members with continuing or enrolled children are eligible to run for parent Board of Director vacancies, and candidates for Community Member may not have immediate or extended family enrolled in or employed by the school.

Section 4.13. Elections to the Board of Directors. Elections for expiring positions for the Board of Directors shall be held during the Annual Meeting of the Members of SRA. Elections for the Board of Directors shall be conducted as follows:

1. For voting purposes, each family of a student or students and each employee of the Charter School shall be entitled to one vote. If an employee is also a parent

member, s/he may have only one vote for each Director's vacancy. In the case of married employees, only one may vote for each voting Director's vacancy. If more than one vote is cast by a particular family or employee, then all votes for that family or employee shall be disqualified and not considered;

2. Member families and employees may vote for as many candidates as there are vacancies to be filled;
3. Elections shall be by secret ballot;
4. Elections shall be determined by simple majority of votes cast;

The Nominating Committee shall conduct, tabulate the results of, and certify the results of all elections. Certification of election results shall be presented to the Board of Directors at the conclusion of the election at the Annual Meeting. Newly elected Directors are encouraged to attend as non-voting Directors meetings of the Board until they assume their duties as Directors

Section 4.15. Chairman and other Officers The Directors shall elect from among themselves a Chairman. The Chairman shall preside over all meetings of the Board of Directors, and shall have all other authority as may be delegated by the Board. The Directors shall also elect from among themselves a Vice-Chairman, Secretary, and Treasurer. No Director may hold more than one of these offices concurrently.

Section 4.16. Other Qualifications and Requirements of Directors. Members of, and candidates for membership on, the Board of Directors shall satisfy and comply with the following duties, limitations and restrictions:

1. Directors shall not receive any compensation for their services except as provided for in these Bylaws;
2. Directors shall inform the Board of Directors of potential conflicts of interest prior to commencement of any debate or consideration of any matter for which the member has a potential conflict;
3. Directors shall not vote on matters in which they have a conflict of interest;
4. Candidates for the Board of Directors shall not campaign on the Charter School premises, in any Charter School newsletter, or on the Charter School website. This restriction does not prohibit the Charter School from being used as the election place and this does not prohibit mock conventions, caucuses or student elections;
5. Only one family member may serve on the Board of Directors at any one time. This restriction does not prohibit family members of a Director from serving on standing committees;

6. All Directors must agree to sign a contract with SRA defining and accepting their role as a Director.

ARTICLE 5: CONDUCT OF MEETINGS OF BOARD OF DIRECTORS

Section 5.1. Open Meetings. Meetings of the Board of Directors are subject to the provisions of the Wyoming Open Meeting Law, and that the Board of Directors shall comply with the provisions of such law in connection with all of its activities.

Section 5.2. Public Notice. All public notices of meetings shall include the agenda items to be considered by the Board of Directors. The form and adequacy of the publication for special meetings shall be the responsibility of the persons calling the special meeting.

Section 5.3. Agenda. The Chairman shall be responsible for causing a written agenda to be prepared for every regularly scheduled meeting of the Board of Directors. Persons calling a special meeting shall be responsible for causing a written agenda to be prepared for the special meeting.

Any issue, item, or matter for discussion, deliberation or resolution shall be included in the agendas for all regular meetings of the Board, providing the matter has been submitted in writing to the Chairman at least 7 days prior to the regularly scheduled meeting.

Section 5.4. Regular meetings. Regular meetings shall be held on the third Wednesday of each month, are open to the public, and notice thereof shall be posted at Snowy Range Academy or in a designated public place at least 24 hours in advance of the meeting, in accordance with Wyoming's Open Meeting Laws. Notice of, and the agenda for, regular meetings shall be posted on SRA's website.

Section 5.5. Executive sessions. All regular and special meetings of the Board of Directors shall be open to the public, except that, upon a vote of a majority of the Directors present, an executive session may be held to discuss any one or more of the following matters:

- (i) With the attorney general, county attorney, district attorney, city attorney, sheriff, chief of police or their respective deputies, or other officers of the law, on matters posing a threat to the security of public or private property, or a threat to the public's right of access;
- (ii) To consider the appointment, employment, right to practice or dismissal of a public officer, professional person or employee, or to hear complaints or charges brought against an employee, professional person or officer, unless the employee, professional person or officer requests a public hearing. The governing body may exclude from any public or private hearing during the examination of a witness, any or all other witnesses in the matter being investigated. Following the hearing

or executive session, the governing body may deliberate on its decision in executive sessions;

(iii) On matters concerning litigation to which the governing body is a party or proposed litigation to which the governing body may be a party;

(iv) On matters of national security;

(v) When the agency is a licensing agency while preparing, administering or grading examinations;

(vi) When considering and acting upon the determination of the term, parole or release of an individual from a correctional or penal institution;

(vii) To consider the selection of a site or the purchase of real estate when the publicity regarding the consideration would cause a likelihood of an increase in price;

(viii) To consider acceptance of gifts, donations and bequests which the donor has requested in writing be kept confidential;

(ix) To consider or receive any information classified as confidential by law;

(x) To consider accepting or tendering offers concerning wages, salaries, benefits and terms of employment during all negotiations;

(xi) To consider suspensions, expulsions or other disciplinary action in connection with any student as provided by law.

The motion requesting the executive session shall state the nature of the matter to be discussed. Only those persons invited by the Board may be present during the executive session.

The Principal shall not take part in any executive session discussions concerning his or her own or each other's salary determination or performance evaluations and shall not be present for such discussions.

In addition, the employee member shall not take part in or be present for the following executive session discussions:

- (i) His or her own salary determination, employment, tenure, or performance evaluation;
- (ii) Salary determination, employment, tenure, and/or performance evaluation of other employees and supervisors;
- (iii) Confidential parent, student, and staff satisfaction surveys;
- (iv) Hiring and termination of employees
- (v) Grievances of any kind; and,

- (vi) Legal matters.

The above, enumerated executive session limitations are not exclusive and are in addition to any limitations determined on a case-by-case basis by the Board of Directors.

The Board shall not make final policy decisions, nor shall any resolution, rule, regulation, or formal action or any action approving a contract or calling for the payment of money be adopted or approved at any session closed to the general public. Matters discussed during executive sessions shall remain confidential among those attending. The Secretary shall maintain topical minutes of all executive session items that result in public Board action.

Section 5.6. Special meetings. Special meetings of the Board may be called by or at the request of the Chairman or by any two Directors. Special meetings of the Board shall follow the rules and regulations of a regular public Board meeting.

Section 5.7. Recess. The Board of Directors may recess any regular, special, or recessed regular or special meeting, to a place and time specified in an order of recess. A copy of the order of recess shall be conspicuously posted on or near the door of the place where the meeting or recessed meeting was held.

Section 5.8. Emergency Meetings. The Chairman, or in his absence the Vice Chairman, may call an emergency meeting on matters of serious immediate concern to take temporary action without notice. Reasonable effort must be made to offer public notice. All action taken at such a meeting is of a temporary nature and in order to become permanent must be reconsidered and acted upon at an open public meeting within forty-eight (48) hours.

Section 5.9. Rules of order. Robert's Rules of Order shall govern procedures in all cases to which they are applicable and not inconsistent with these Bylaws and any special rules of order adopted by the Board.

ARTICLE 6: STANDING COMMITTEES OF THE BOARD OF DIRECTORS

Section 6.1. Standing Committees of Board of Directors. The Board of Directors shall maintain the following standing committees:

1. Hiring committee;
2. Finance committee; and
3. Nominating/Election committee.

Section 6.2. Appointment to, and Duties of Standing Committees. The Board of Directors shall appoint to standing committees Members and Charter School, faculty, and staff. The standing committees shall report to the Board of Directors, unless otherwise provided for within these Bylaws. The Board of Directors may also establish other committees, as it may from time to time deem necessary. Each committee shall limit its considerations to those specific tasks assigned to it by the Board by resolution or other proper authority establishing the particular committee. The Board of Directors shall clearly instruct each person appointed to a standing committee as to the length of time the person is being asked to serve, and clearly instruct the committee regarding the task the committee is to consider, the extent and limitations of the committee's responsibility; the resources available to the committee, and the approximate date on which the committee is to return its reports and recommendations to the Board of Directors. The Secretary of the Board of Directors shall maintain a register of members on each committee approved by the Board of Directors. The Board Chairman or his designee shall be a member of all standing committees.

Section 6.3. Committee powers and prerogatives. All recommendations of a standing or advisory committee shall be submitted to the Board of Directors for official action. The Board shall have the power to dissolve any advisory committee and shall reserve the right, by majority vote, to exercise this power at any time during the life of any such committee.

Section 6.4. Chairman. The Board of Directors shall appoint one member of each committee to serve as chairman.

Section 6.5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6.6. Quorum. Unless otherwise provided by resolution of the Board of Directors, a majority of a whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6.7. Rules. Each committee may adopt rules for its own government, not inconsistent with these Bylaws or with resolutions adopted by the Board of Directors. Unless otherwise expressly provided by the Board of Directors, members of committees shall comply with the rules and limitations provided in these Bylaws for Directors.

ARTICLE 7: OFFICERS

Section 7.1. Officers. The officers of the Corporation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer. The Board of Directors may select or appoint such other officers, including one or more Deputy Secretaries and one or more Deputy Treasurers, as it shall deem desirable, such officers to have the authority and to perform

the duties prescribed, from time to time, by the Board of Directors. The same person may not occupy more than one position.

Section 7.2. Election of Officers. The Board of Directors shall meet at least once a year to elect officers for the ensuing year. The election of officers will occur either at the regular May board meeting or at a special board meeting to be held prior to the first business day in June. Each officer shall serve a term of one (1) year or until his or her successor shall have been duly elected and qualified, and shall have taken office.

Section 7.3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 7.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7.5. Chairman. The duties of the Chairman shall include, but not be limited to, the following:

1. Presiding over all meetings of the Board of Directors;
2. Setting and distributing an agenda for each meeting;
3. Coordinating the work of the Board of Directors;
4. Presiding over the Annual Meeting of the Members;
5. Acting as the official representative of the Charter School to the ACSD #1, School Board, community, and the Members;
6. Seeing that all orders and resolutions of the Members and of the Board of Directors are followed and carried into effect; and
7. Performing all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

The Chairman shall in general supervise the business and affairs of the Corporation. The Chairman may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by Wyoming Statute to some other officer or agent of the Corporation.

Section 7.6. Vice-Chairman. In the absence of the Chairman or in the event of his inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon

the Chairman. The Vice Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

Section 7.7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 8 of these Bylaws. The specific duties of the Treasurer shall include, but not be limited to, the following:

1. Oversee management of all private and public funds and securities of SRA and Charter School;
2. Work with the business managers of the Charter School and ACSD #1 on all control and accounting matters;
3. Responsibility for the financial statements of the Charter School and/or SRA;
4. Serve as a member of the Finance committee of the Board of Directors;
5. Ensuring that grant monies, donations, and bequests are expended consistent with the terms of such financial contributions; and
6. 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 Chairman and the Board of Directors.

Section 7.8. Secretary. The specific duties of the Secretary shall include, but not be limited to, the following:

1. Keep the minutes of the meetings of the Board of Directors and the Annual Meeting of the Members;
2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
3. Maintain the corporate records of the Corporation, and
4. 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 Chairman or the Board of Directors.

Section 7.9. Deputy Treasurers and Deputy Secretaries. If required by the Board of Directors, the Deputy Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Deputy Treasurers and Deputy Secretaries, in general, shall perform such duties as shall

be assigned to them by the Treasurer or Secretary or by the President or the Board of Directors.

Section 7.10. Compensation. Compensation for any corporate officers shall be limited to that authorized by the Board of Directors, consistent with these Bylaws and the Articles of Incorporation.

Section 7.11. Staff. The Principal and employee representative to the Board of Directors may not serve as officers of the Corporation.

ARTICLE 8: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 8.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Any such persons shall familiarize themselves with, and shall follow, the requirements for contracting set forth in SRA's Charter.

Unless authorized by the Board, no officer, agent, or employee shall have any power or authority to bind SRA or the Charter School by any contract or engagement, to pledge the credit of, or to render liable SRA or Charter School for any purpose or for any amount.

To be valid, all contracts shall be approved by majority vote of the Board or Directors and shall be reviewed and approved in writing as to form by SRA's legal counsel.

Section 8.2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation or the Charter School, shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chairman or a Vice Chairman of the Corporation.

Section 8.3. Deposits. All funds of the Corporation or the Charter School shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

Section 8.4. Grants. The Board or any member of the Board of Directors may accept on behalf of SRA or Charter School any contribution gift, grant, bequest or devise of the general purposes or for any special purpose of the Charter School. The Treasurer shall ensure that grant monies, donations, and bequests are expended consistently with the terms of such financial contributions. SRA shall reserve all right, title and interest in and to the 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 Charter School operating funds.

Section 8.5. Loans. No loans shall be contracted on behalf of SRA or Charter School and no evidences of indebtedness shall be issued in their names unless authorized by a majority vote of the Board of Directors and in full compliance with the Charter. This language shall not be construed to prohibit SRA from issuing purchase orders or paying for approved expenditures in the ordinary course of business.

ARTICLE 9: BOOKS AND RECORDS

Section 9.1. Minutes and Accounts. The Corporation shall keep minutes of the proceedings of its Board of Directors and all committees having any of the authority of the Board of Directors, and shall also keep correct and complete books and records of account.

All approved records of the Charter School are considered public documents and may be inspected at any reasonable time. All books and records of SRA may be inspected by any person for any proper purpose at any reasonable time. Provided, however, that this language shall not apply to student records, personnel records, and any other record protected under privacy laws.

Section 9.2. Audits and Reports. The Board of Directors may cause an annual inspection or audit of the accounts of the corporation to be made by a certified public accountant to be selected by the Board. At least once each year, the Chairman shall make a report to the Board of Directors, which shall include a complete and detailed statement of the business and affairs of the Corporation during the preceding year.

ARTICLE 10: FISCAL YEAR, USE OF ASSETS AND DISSOLUTION

Section 10.1. Fiscal year. The fiscal year of the School shall be July 1st to June 30th.

Section 10.2. Assets. All monies raised or received by SRA or the Charter School shall be utilized in support of the Charter School. The Board of Directors shall allocate resources to the Charter School at its sole discretion.

Section 10.3. Enrichment of Members. As a not for profit corporation, no member or officer may be unduly enriched from assets of the Corporation.

Section 10.4: Dissolution. Upon dissolution of SRA, as stated in the Articles of Incorporation, all assets will be disposed of as follows:

After paying or making provision for the payment of all of the liabilities of the corporation, distribute the assets of the corporation as follows: (1) Any assets purchased with public funds shall become the property of Albany County School District No. 1, a

body corporate and political subdivision of the State of Wyoming, organized pursuant to Wyoming Statutes, § 21-3-101 et. seq.; and (2) Any and all other assets shall be distributed to either Albany County School District No. 1, or to one or more tax exempt corporations within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to be used for educational purposes with a preference for charter schools, or they shall be distributed to the federal government, or to a state or local government, for a public purpose.

All assets not required to be delivered to the School District shall be donated to existing or approved Charter Schools within the State of Wyoming. If no such schools exist, such monies shall be donated to the Colorado League of Charter Schools.

ARTICLE 11: SEAL

Section 11.1. Seal. The Corporation shall have no corporate seal.

ARTICLE 12: MEMBERSHIP AND MEMBERSHIP MEETINGS

Section 12.1. Membership. Parents or legal guardians of a child enrolled in the Charter School shall constitute the membership of Snowy Range Academy, Inc.

Section 12.2. Voting. Each family of a student or students shall have one vote.

Section 12.3. Role of a member. The Members shall have the following rights and responsibilities:

1. To attend general meetings;
2. To be informed of, and to maintain informed of, Charter School issues;
3. To Elect the Board of Directors;
4. To communicate with the Board of Directors;
5. To serve and participate in volunteer activities and other Charter School activities whenever possible.

Section 12.4. Quorum. A majority of the Members in attendance shall constitute a quorum for the transaction of business by the Members.

Section 12.5. Enrollment. As a public Charter School, Snowy Range Academy will conform to State and Federal statutes for non-discrimination in its admissions policies.

Section 12.6. Annual Meeting of the Members. There shall be at least one general meeting of Members of Snowy Range Academy, Inc., each year. A general meeting shall be held in the spring of each year and shall be known as the Annual Meeting of the Members for the purpose of receiving a report from the Board of Directors and committees, exchanging other information, and election of Board members. Public notification shall be given at least seven days prior to the meeting. Meetings shall be held at the School or at a location specified by the Board of Directors. Minutes of such meetings shall be kept by the Secretary. Except as provided by Amendment to the bylaws, general membership meetings are primarily informational. Business matters requiring a vote are the domain of the Board of Directors.

ARTICLE 13: PRINCIPAL

Section 13.1. Principal. The Principal shall be subject to the direction and supervision of the school Board through the Chairman of the Board of Directors and shall serve as the instructional administrator, responsible for the education of its pupils in accordance with the principles established in the charter document and the vision of the Board of Directors. The principal shall promote SRA's philosophy, mission and curriculum. The principal is also responsible for ensuring the school operates in accordance with federal and Wyoming state statutes, and applicable ACSD#1 policy. The Principal shall see that all orders and resolutions of the Board of Directors are carried into effect and perform all other duties incident to the office of Principal and as time to time may be assigned to such officer by the Board of Directors through the Chairman of the board. The principal is a non-voting member of the Board and shall attend all Board meetings.

ARTICLE 14. INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 14.1. Scope of Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, trustee, officer, employee or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 14.2 Notification Required. In order to be entitled to indemnification by the Corporation, the party seeking indemnification shall immediately notify the Corporation

of any proceeding for which he intends to seek indemnification. Such notification must be made before any costs are incurred by the party seeking indemnification.

Section 14.3 Authorization of reimbursement. Any indemnification under Section 14.1 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 14.1 and showing that he has provided timely notification as provided in Section 14.2. Such determinations shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, (3) by a majority of the members attending a special meeting called for the purpose of voting on indemnification, or (4) by a court of competent jurisdiction.

Section 14.4 Payment in advance of final disposition. Expenses incurred by an officer, director, trustee, employee or agent of the Corporation in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of a promise by such party to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in Sections 14.1 and 14.2. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Section 14.5 Authority to purchase insurance. By a vote of a majority of a quorum of the Board of Directors, the Board of Directors may authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation.

ARTICLE 15. AMENDMENTS TO BYLAWS

Section 15.1. Amending the bylaws. The Bylaws may be amended, altered or repealed and new Bylaws adopted at any regular meeting of the Board of Directors, or at any special meeting of the Board called for that purpose, by an affirmative vote of at least two-thirds of the voting members of the Board.

Section 15.2. Proposed amendments. Proposed amendments to these bylaws shall be submitted in writing to the Chairman. Copies shall be delivered to all Directors at least one-week prior to a regularly scheduled or special Board meeting. Consideration of amendments shall include an opportunity for the public to comment.

Section 15.3. School mission. Bylaws may not be amended to change the mission of the Charter School as stated in Article 2 unless approved by 80 percent of the Member families.

ARTICLE 16: ADOPTION

Section 16.1. Adoption. The above articles were adopted as Bylaws of the Snowy Range Academy, Inc., at a Board meeting held for this purpose on December 16, 2015.