

BYLAWS
OF
KIOWA PARENT TEACHER COMMUNITY CLUB (KPTCC)

ARTICLE 1
Company Formation

- 1.01 Formation. This Corporation is formed pursuant to the laws of the state of incorporation, as stated in the Articles of Incorporation for the Corporation.
- 1.02 Corporate Charter Compliance. The Board of Directors (the “Board”) acknowledges and agrees that they caused the Articles of Incorporation to be filed with the respective state office and all filing fees have been paid.
- 1.03 Registered Office and Registered Agent. The registered office of the corporation shall be located within the state of incorporation and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time. The Board is obligated to maintain and update the corporate records on file with the Corporation’s registered agent.
- 1.04 Purpose. Consistent with the Articles of Incorporation, and until such time that the Article of Incorporation have been amended, this Corporation is formed to engage in any lawful public tax-exempt nonprofit purpose.
- 1.05 Adoption of Bylaws. These corporate Bylaws have been adopted be the Board on behalf of the Corporation.
- 1.06 Other Offices. The corporation may have other offices, either within or outside of it state of incorporation, as selected by the Board.
- 1.07 Corporate Seal. The corporation may adopt a corporate seal of a design and form to be determined by the Board of Directors.

ARTICLE 11
MEMBERS

- 2.01 Members. The corporation will have a single class of voting members. Each voting member shall be entitled to vote in an election of directors and on any other matter requiring membership approval under the Act, the articles of incorporation or these bylaws. Voting members shall also be entitled to vote on any other matter submitted to a vote of the voting membership by resolution of the board of directors.
- 2.02 Qualification for Membership. Membership is open to all residents and employees of the Kiowa C-2 School District, who attend the membership meetings. If one chooses to be a member of this organization, one must complete 4 (four) hours of

volunteer time per month. If one is designated as a voting member, you must complete 8 (eight) hours of volunteer time. Your voting privileges will be forfeited if one does not complete the 8 (eight) hours of volunteer time per month for over a 60 day period. Everyone must attend 7 (seven) out of 11 (eleven) meetings per year.

ARTICLE 111 MEETINGS OF MEMBERS

3.01 Annual Meeting. An annual meeting of the members of the corporation shall be held at a time and date stated in or fixed in accordance with a resolution of the board of directors. The annual meeting shall be held for the election of directors and the transaction of such other business as may properly come before it.

3.02 Regular Meetings. Regular membership meetings may be held at a time and date stated in or fixed in accordance with a resolution of the board of directors. All meetings will follow Roberts Rules of Order.

3.03 Special Meetings. A special meeting of the members may be called by the board of directors or by or at the direction of the president of the board. A special meeting may also be called by the members in accordance with Colorado law.

3.04 Notice of Meetings. Notice of a meeting, whether annual, regular or special, shall include the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Such notice shall be published in the Kiowa School newsletter prior to the meeting.

3.05 Quorum and Action of the Members. Except as otherwise required by the Act or the articles of incorporation, three (3) members, one of which shall be a board member, entitled to vote on a matter shall constitute a quorum of the members with respect to such matter. Each voting member shall be entitled to one vote on each matter submitted to a vote of the voting members. Cumulative voting shall not be allowed. An action is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast in opposition to the action.

ARTICLE IV BOARD OF DIRECTORS

4.01 Initial Meeting of the Board. The Board has conducted and completed the initial meeting necessary to begin the business operations of the Corporation, including the adoption of these Bylaws. At the initial meeting of the Board, the initial directors were appointed to their respective terms.

4.02 General Powers. Except as otherwise provided in the Act, the articles of incorporation or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by, its board of directors.

4.03 Director Liability. Each director is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Corporation. If a director acts in good faith and in a manner that is reasonably in line with the best interests of the Corporation as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the Corporation. Directors who fail to comply with this section of these Bylaws shall be personally liable to the Corporation for any improper acts and as otherwise described in these bylaws.

4.04 Property. No Director will have any right, title or interest in or to the property of the corporation.

4.05 Number and Election of Directors. The number of directors of the corporation shall be no less than three (3) and no more than eleven (11), as determined by the members or the board of directors from time to time. Directors are to be voted on and elected at each annual meeting of the Board, unless a special meeting is expressly called to remove a director or fill a vacancy.

4.06 Qualification. Each director must be a natural person who is eighteen years of age or older.

4.07 Term of Office. Directors shall hold office for a one (1) year period. Directors shall be elected by the voting members at the annual meeting of the members for a term that expires at the end of the next annual meeting of the members.

4.08 Resignation, Removal and Vacancies. Any Director may resign at any time by giving written notice to the Secretary of the corporation. The resignation will take effect at the time specified in the notice and acceptance of the resignation is not required to make it effective. Any director may be removed at any time, with or without cause, by the vote of the majority of the other directors then in office. Any vacancy for whatever reason in the elected Board of Directors shall be filled by a majority vote of the remaining directors. Any director elected to fill a vacancy shall hold office for the remaining portion of the term of the Director whose place such director has been elected to fill or until his or her successor shall be duly elected and qualified.

4.09 Place of Meetings. The Board of Directors may hold its meetings at such place or places, within or outside the State of Colorado as it may choose.

4.10 Regular Meetings. A regular annual meeting of the board of directors shall be held immediately after and at the same place as the annual meeting of the members, or as soon as practicable thereafter at the time and place, either within or outside Colorado, determined by the board, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board of directors may provide

by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

4.11 Special Meetings; Notice. Special meetings may be called by the President of the Board or by two or more of the Directors. Notice of special meetings will be given to each Director at least five (5) days before the day of the meeting, and may be delivered personally in writing, verbally or by telephone, text, or email. Each notice must include the time and place of the meeting, but need not state the purposes except as required elsewhere in these bylaws or by Colorado law. The purpose of the meeting shall be required to be stated in the notice if the meeting is for the purpose of removing a director or officer. Any meeting of the Board will be a legal meeting without any notice having been given if all of the Directors then in office are present at the meeting or waive such notice in writing either before at or after the meeting.

4.12 Meetings by Telephone. Members of the Board of Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

4.13 Quorum and Manner of Acting. Except as otherwise provided by statute or in these bylaws, a majority of the Board shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Board at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting. Notice of any adjourned meeting need not be given.

4.14 Action Without a Meeting. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

4.15 Compensation. Directors as such shall not receive any stated salaries for their services as Directors, 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. Nothing contained herein shall be construed to preclude any Director from serving the corporation in some other capacity and receiving compensation therefore.

4.16 Proxies. Proxies shall not be allowed or used.

4.17 Indemnification. Provided the director complies with the standard of care described in section 4.03, the Corporation shall indemnify any director made a party to a proceeding, brought or threatened, as a consequence of the director acting in their official capacity. In the event a director is entitled to indemnification by the Corporation, the director shall be indemnified or

compensated for reasonable expenses incurred as a consequence of being connected to the Corporation and serving in good faith on its behalf.

ARTICLE V OFFICERS

5.01 Officers. The Officers of the corporation shall be a President, Vice President, Secretary, and Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including an Executive Director and/or one or more Vice Presidents, Assistant Secretaries or Assistant Treasurers as it shall deem desirable.

5.02 Election, Term of Office and Qualifications. All officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors, or as soon thereafter as is practicable. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor has been duly elected and qualified or until his or her death, resignation or removal in the manner herein provided.

5.03 Resignation. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, the President of the Board of Directors or to the Secretary of the corporation. Any such resignation shall take effect at the time specified in the notice. Acceptance of such resignation shall not be necessary to make it effective.

5.04 Election and Removal. Any officer elected by the Board of Directors may be removed with or without cause by the Board whenever in its judgment the best interests of the corporation would be served thereby.

5.05 Vacancies. Any vacancy in any office because of death, resignation, removal or any other cause shall be filled by the Board of Directors for the unexpired portion of the term.

5.06 President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation and shall assume all duties normally associated with the office of President. The President shall conduct the meetings of the corporation, and shall preside at all meetings of the Board of Directors. He or she shall see that all orders and resolutions of the Board of Directors are put into effect. He or she, with the proper signature of one other duly qualified officer of the corporation may, upon the approval of the Board of Directors execute and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, including, without limitation, any instruments necessary or appropriate to enable the corporation to donate income or principal of the corporation to or for the account of such organizations, causes and projects described in the articles of

incorporation that the corporation was organized to support. He or she shall have such other duties as may be prescribed by the Board of Directors from time to time.

5.07 Vice President. Each Vice President, if any, will have such powers and duties as may be specified in the Bylaws or prescribed by the Board of Directors. In the event of absence or disability of the President, the Vice President, (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

5.08 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal, if any, and see that the seal of the corporation is affixed to all documents executed under seal on behalf of the corporation; keep a register of the post office address of each member of the Board of Directors and in general perform all duties incident to the office of Secretary. The Secretary shall also perform such other duties as may be prescribed from time to time by the Board of Directors.

5.09 Treasurer. The Treasurer shall be the principal accounting officer and financial officer of the corporation. The Treasurer shall cause to be kept accurate accounts of all monies of the corporation received or disbursed. He or she shall deposit monies, drafts, and checks in the name of, and to the credit of, the corporation in such banks and depositories as a majority of the Board, by resolution, shall designate. He or she shall have power to endorse for deposit all notes, checks and drafts received by the corporation. He or she shall cause to be rendered to the chair of the Board and the Directors, wherever required, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation, and shall perform all duties incident to the office of Treasurer. The Treasurer shall also perform such other duties as may be prescribed from time to time by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine.

5.10 Other Officers. The corporation may have such other officers and agents as may be deemed necessary by the Board of Directors, who shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

ARTICLE VI COMMITTEES

6.01 Committees. The Board of Directors may, from time to time, establish certain committees to aid the corporation in carrying out its purposes. Committees may be appointed by the Board of Directors in such manner as may be designated by resolution adopted by a majority of Directors present at a meeting at which a quorum is present. Each committee shall have such duties and responsibilities as prescribed by the

Board of Directors and each committee shall at all times be subject to the direction of the Board of Directors of the corporation.

6.02 Term of Office of Committee Members. Each committee and each of its members shall serve at the pleasure of the Board of Directors.

ARTICLE VII CONTRACT, CHECKS, DEPOSITS, GIFTS AND PROXIES

8.01 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 an on behalf of the corporation, and such authority may be general or confined to specific instances.

8.02 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, shall be signed by such officer or officers, agent or agents 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 President, the Treasurer, the Executive Director or an Assistant Treasurer of the corporation.

8.03 Deposits. All funds of the corporation 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.

8.04 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

8.05 Proxies. Unless otherwise provided by resolution adopted by the Board of Directors, the President or the Executive Director may from time to time appoint one or more agents or attorneys in fact of a corporation, in the name and on behalf of the corporation, to cast the votes which the corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the corporation, at meetings of the holders of stock or other securities for such other corporation, association or entity, or to consent in writing, in the name of the corporation as such holder, to any action by such other corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

ARTICLE VIII
BOOKS AND RECORDS, AUDIT, FISCAL YEAR, BOND

9.01 Books and Records. The Board of Directors shall keep complete and accurate books and records of account; all financial statements; records of all of the proceedings of the Board of Directors and committees thereof; articles of incorporation, bylaws and all amendments thereto or restatements thereof; and such other records and books as shall be necessary and appropriate to the conduct of corporate business. All records of the corporation shall be open for Directors and the public to inspect at any reasonable time.

9.02 Fiscal Year. The fiscal year of the corporation shall be the calendar year.

9.03 Bond. The corporation shall obtain bond on such people and in such amounts as may from time to time be deemed necessary by the Board of Directors.

ARTICLE IX
INDEYNIFICATION AND BISURANCE

10.01 Indemnification by Corporation. The Corporation shall indemnify and provide for the defense of 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 (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the corporation, to the full extent permitted under Colorado law as in effect from time to time.

10.02 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the indemnification provision of these Bylaws.

ARTICLE X
WAIVER OF NOTICE

Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of Colorado, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at or after the time stated herein, or before, at or after the meeting.

ARTICLE XI AMENDMENTS

The Board of Directors may amend the corporation's Articles of Incorporation and Bylaws to include or omit any provision which could lawfully be included or omitted. Any number of amendments, or an entire restatement of the Articles of Incorporation or Bylaws, may be submitted and voted upon at a single meeting of the Board of Directors at which a quorum is present and be adopted at such meeting upon receiving the affirmative vote of not less than two-thirds of the directors present. However, amendment to the purposes and powers of the Articles of Incorporation may be made only with the unanimous approval and resolution of all qualified Directors.

ARTICLE XII LOANS TO DIRECTORS AND OFFICERS

No loans shall be made by the corporation to its directors or officers.

INFORMAL ORGANIZATIONAL ACTION OF THE BOARD OF DIRECTORS
OF
KIOWA PARENT TEACHER
COMMUNITY CLUB . A
Colorado Nonprofit Corporation

Date: _____

The undersigned, constituting all of the voting members of the Board of Directors of the Kiowa Parent Teacher Community Club, a Colorado Nonprofit Corporation, in accordance with the Colorado Revised Nonprofit Corporation Act, as amended, do hereby take the actions set forth below, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the Articles of Incorporation of the Kiowa Parent Teacher Community Club filed with and approved by the Secretary of State on _____ which are attached hereto and incorporated herein by reference, are hereby approved and accepted.

RESOLVED: That the Bylaws of the Kiowa Parent Teacher Community Club, which are attached hereto and incorporated herein by reference, be and hereby are declared the Bylaws of the Kiowa Parent Teacher Community Club.

RESOLVED: That the following persons be and hereby are elected as officers of the Kiowa Parent Teacher Community Club to serve until the next annual meeting and until their successors can be duly elected and qualified:

Sarah Knight	President
Chelsea Pruitt	Vice President
Alli Wilber	Treasurer
Laura Smith	Secretary

RESOLVED: That the fiscal year of the Kiowa Parent Teacher Community Club is the calendar year.

RESOLVED: That the appropriate officers of the Corporation are hereby authorized to prepare and file the Application for Exemption under Section 501 (c)(3) of the Internal Revenue Code.

This Informal Action of the Board of Directors may be executed in one or more counterparts.

IN WITNESS WHEREOF, the undersigned directors have evidenced their approval of the above proceedings as of the day and year first above written.

Sarah Knight
President

Chelsea Pruitt
Vice-President

Alli Wilber
Treasurer

Laura Smith
Secretary