

**BYLAWS
OF
LUMINARY LEARNING NETWORK
(a Colorado nonprofit corporation)**

**ARTICLE I
OFFICES**

Section I.1 Business Offices. The principal office of the Corporation in the State of Colorado shall be at such location as the Board of Directors shall determine. The Corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine from time to time.

Section I.2 Registered Office. The Corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Colorado. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II
MEMBERS**

The Corporation shall not have voting members as that term is used in the Act and shall have no capital stock. The Corporation shall be governed exclusively by the Board of Directors pursuant to Article III hereunder.

**ARTICLE III
BOARD OF DIRECTORS**

Section III.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers of a Board of Directors subject to any limitations set forth in the Act, the Articles of Incorporation, and these Bylaws.

Section III.2 Number, Appointment and Eligibility. There shall be between seven (7) and nine (9) voting members of the Board of Directors of the Corporation (“Directors”), except during such time when a Director vacancy is in the process of being filled, as follows:

(a) between four (4) and six (6) individuals representing the interests of the community (“Community Representatives”), at least one of whom is directly connected to the communities served by the schools in the Innovation Zone, who will select and appoint successor Community Representatives by a majority vote of a quorum of the Community Representatives. Selection of community representatives should consider diversity of membership and the following characteristics: alignment to mission and vision; community connections; experience and expertise; and engagement and advocacy skills;

(b) one (1) individual who serves as the Teacher Representative and is elected annually by the Innovation Zone’s teacher council;

(c) two (2) school leaders of schools that are a party to that certain Memorandum of Understanding between the District, the Corporation and such schools dated April 25, 2016 (“Zone Schools”), elected annually by the majority vote of a quorum of the school leaders of such Zone Schools (“School Leaders”); and

(d) the Executive Director of the Corporation as an *Ex Officio* non-voting member of the Board of Directors.

The appointments of the Teacher Representative and the School Leaders shall be made by written notice to the Chair or Secretary of the Board. The Executive Director shall be appointed by the voting Directors. Directors need not be residents of the State of Colorado. Voting Directors shall have equal voting privileges to consist of one vote each.

Section III.3 Term and Tenure.

(a) Community Representatives shall serve terms of two (2) years and may be reappointed without limitation.

(b) The Teacher Representative shall serve for a term of one (1) year and may be reappointed without limitation.

(c) The School Leaders shall serve for a term of one (1) year and may be reappointed without limitation.

Section III.4 Removal of Directors. Any Community Representative may be removed, with or without cause, by a majority vote of the Community Representatives, excluding the Community Representative in question, upon receipt of written notice of such removal by the Chair or Secretary of the Board. The Teacher Representative may be removed with or without cause by the Innovation Zone’s teacher council upon receipt of written notice of such removal by the Chair or Secretary of the Board. Each School Leader may be removed with or without cause by a majority vote of all of the Zone School leaders, excluding the School Leader in question, upon receipt of written notice of such removal by the Chair or Secretary of the Board.

Section III.5 Resignation. A Director may resign by delivering his or her written resignation to the Chair or Secretary of the Board. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective.

Section III.6 Vacancies. Any vacancies of the Board, arising at any time and from any cause, may be filled as follows:

(a) Community Representatives shall be elected by a majority vote of a quorum of all Directors.

(b) The Teacher Representative shall be nominated the Innovation Zone's teacher council.

(c) School Leaders shall be appointed through a majority vote of a quorum of all leaders of schools in the Innovation Zone.

The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number, or less than the required number of Directors.

ARTICLE IV MEETINGS

Section IV.1 Open Meetings. The Board shall conduct all meetings in accordance with the Colorado Open Meetings Act, C.R.S. § 24-6-402 *et seq.* ("Open Meetings Act"). All meetings of the Board of Directors or three or more Directors at which public business is discussed are declared to be public meetings open to the public at all times. Notice of such meetings shall be provided as required by C.R.S. §24-6-402(2)(c) of the Open Meetings Act, and minutes of any such meeting shall be taken and maintained as required by C.R.S. §24-6-402(2)(d)(II) of the Open Meeting Act. Executive sessions shall be conducted as required by C.R.S. §24-6-402(2)(d.5)(II) and (4).

Section IV.2 Annual Meeting. A regular annual meeting of the Board of Directors shall be held upon notice each year in the month of September or at such other time as determined by the Board of Directors, and shall be called by the Chair, or if none, by any Director.

Section IV.3 Regular Meetings. The Board of Directors may provide by resolution the time for the holding of additional regular meetings of the Board of Directors with notice to be given as set forth in Section 4.5 below, with such meetings to be at least quarterly.

Section IV.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any Director. Notice of any special meeting shall state the purpose(s) of the special meeting, with notice to be given as set forth in Section 4.5 below. Notwithstanding the foregoing, any action may be taken at a special meeting whether or not identified in a notice.

Section IV.5 Notice of Meeting for Directors.

(a) Requirements. Notice of each meeting of the Board stating the date, time and place of the meeting shall be given to each Director at such Director's business or residential address at least five (5) days prior thereto by the mailing of written notice by mail or at least two (2) days prior thereto by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). Additionally, any meeting at which the adoption of any proposed policy, position, resolution, rule, regulation, or formal action occurs or at which a majority or quorum of the body is in attendance, or is expected to be in attendance, shall be held only after full and timely notice to the public. Notice to the public should be given no less than twenty-four hours prior to the holding of the meeting and such notice should be posted at a physical location at one or more of the IZone Schools as designated at the annual meeting of the Board as well as on the

Corporation's website. The meeting notice shall list the date, time, location and a brief agenda for the meeting and shall in all other respects comply with C.R.S. § 24-6-402(c)(c) of the Open Meetings Act.

(b) Waiver of Notice. A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice.

Section IV.6 Quorum and Voting.

(a) A majority of the Directors serving the Corporation at the time notice of a meeting of Directors is given shall constitute a quorum for the transaction of business at such meeting of the Board of Directors; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn and reconvene the meeting from time to time. Except when a vote of no less than six (6) Directors (or 2/3rds of the Directors if there is a vacancy on the board at such time the vote is taken) is required pursuant to the Articles of Incorporation, these Bylaws, or as otherwise provided by the Act, the act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(b) Actions Requiring At Least Six Votes. The following matters require the vote of no less than six (6) Directors (or 2/3rds of the Directors if there is a vacancy on the board at such time the vote is taken):

(1) Amendments to the Memorandum of Understanding among the Corporation, the District, and the IZone Schools (the "MOU");

(2) Recommendation of any additional school for entry into the Zone established pursuant to the MOU;

(3) Amendments to the Corporation's Bylaws;

(4) Approval of the annual operating and capital budgets;

(5) Approval of any unbudgeted expenditure exceeding \$100,000;

(6) Approval of any borrowing of the Corporation exceeding \$100,000;

(7) Approval of any purchase, sale, or transfer of real property or substantially all of the personal property owned by the Corporation;

(8) Merger, consolidation, or affiliation of the Corporation with another entity;

(9) Liquidation, dissolution, or termination of the Corporation; and

(10) Approval of amendments to corporate mission, purpose, including the creation, discontinuation, or significant changes in the scope, character, or nature of the Corporation's programs, services, and activities.

Section IV.7 Voting by Proxy. No Director may vote or act by proxy at any meeting of the Directors.

Section IV.8 Telecommunication Meetings. Directors or the members of any committee of the Board may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may hear each other during the meeting. Notice of a telecommunication meeting shall be as provided in Section 4.5 above, and include the call-in number for interested members of the public. A Director or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

Section IV.9 Compensation. Directors and committee members shall not receive compensation for their services as such; however, the reasonable expenses of Directors and committee members of attendance at meetings may be paid or reimbursed by the Corporation. Directors and committee members shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

ARTICLE V OFFICERS

Section V.1 Officers. The board officers of the Corporation ("Officers") shall be one (1) Chair, one (1) Secretary, one (1) Treasurer, such other Officers as may be elected in accordance with the provisions of this Article V, and the Executive Director who is serving as an *ex officio* non-voting Director pursuant to Section 3.2. The Board of Directors may elect or appoint such other Officers as it shall deem desirable, including a Vice Chair, and such Officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person.

Section V.2 Election and Term of Office. The Officers of the Corporation other than the Executive Director shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified.

Section V.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 V.4 Resignation. An Officer may resign by delivering his or her written resignation to the Board or the Chair. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

Section V.5 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 V.6 Chair. The Chair shall preside at all meetings of the Board of Directors and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section V.7 Treasurer. The Treasurer perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section V.8 Secretary. The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section V.9 Vice Chair. If there is a Vice Chair, and in the absence of the Chair or in the event of the inability or refusal to act of the Chair, the Vice Chair may perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors

Section V.10 Executive Director. The Executive Director shall, subject to the direction and supervision of the Board of Directors: (i) be the chief executive officer of the Corporation and have general and active control of its affairs and business and general supervision of its agents and employees; (ii) propose, prepare and present to the Board of Directors specific programs and activities that will further the Corporation's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the Board of Directors; and (iv) perform all other duties incident to the office of Executive Director (including hiring and terminating employees, independent contractors, and agents of the Corporation) as from time to time may be assigned to such office by the Board of Directors.

Section V.11 Compensation. Officers other than the Executive Director shall not receive compensation for their services as such officers. The compensation, if any, of the Executive Director shall be as determined from time to time by the Board of Directors, or by an Officer or a committee to which such authority has been delegated by the Board of Directors. The person or persons determining compensation shall obtain data on the compensation of officers holding similar positions of authority within comparable organizations, shall set the compensation based on such data and an evaluation of the Officer's performance and experience as related to the requirements of the position, and shall document the basis for the determination including the comparison data used, the requirements of the position, and the evaluation of the Officer's performance and experience.

ARTICLE VI COMMITTEES

Section VI.1 Committees of Directors. The Board of Directors may designate and appoint one or more committees of the Board of Directors which shall have and exercise the authority of the Board of Directors as granted in the resolution appointing the committee. No such committee shall have the authority to amend, alter or repeal Bylaws; elect, appoint or remove any member of any such committee or any Director or Officer of the Corporation; amend, alter or repeal any resolution of the Board of Directors; or approve any acts forbidden to be authorized by committees pursuant to the Act. The appointment of any such committee and the delegation of authority thereto shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him by law. All Committee meetings are subject to the provisions of the Open Meetings Act, and may hold executive sessions pursuant to the terms of such act.

Section VI.2 Term of Office. A committee member shall be deemed to resign when the committee member's term as Director ends.

Section VI.3 Chair. One member of each committee shall be appointed chair of such committee by the Board of Directors or if not appointed by the Board of Directors by the members of the committee. The chair of the committee shall call, conduct and cause minutes to be prepared for each committee meeting.

Section VI.4 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 VI.5 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the 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 VI.6 Rules. Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, these Bylaws, any rules adopted by the Board of Directors, or the Act.

Section VI.7 Advisory Committees. The Board, in its discretion, may designate and appoint one or more advisory committees or individual advisors to the Board of Directors (collectively, "Advisors to the Board"). Any such Advisors to the Board shall serve in an advisory capacity only and shall have no right to vote on Board decisions. Advisory boards and committees are not subject to the Open Meetings Act.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS, GIFTS AND PROXIES

Section VII.1 Contracts. The Board of Directors may authorize any Officer or Director, 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. Such authority may be general or confined to specific instances.

Section VII.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, 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 Treasurer and countersigned by the Chair.

Section VII.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, or other depositories as directed by the Board of Directors or Executive Director.

Section VII.4 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 so long as consistent with the Articles of Incorporation and these Bylaws.

Section VII.5 Conflicts of Interest. The Corporation shall approve a Conflict of Interest Policy. A Director shall promptly disclose to the Board the material terms of any proposed transaction involving the Corporation with respect to which such director may have a conflict of interest. The disclosure shall include all material facts regarding the terms of the transaction, and any relationship that the Director may have with other parties involved in the transaction. Should a conflict of interest exist, the Board shall comply with the requirements of the Act and its duly adopted Conflict of Interest Policy.

ARTICLE VIII INDEMNIFICATION

Section VIII.1 Indemnification. The Corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a Director, officer, agent, member of any committee of the Corporation, fiduciary or employee of the Corporation against any claim, liability or expense arising against or incurred by such person made a party to a proceeding because such person is or was a Director, officer, agent, member of any committee of the Corporation, fiduciary or employee of the Corporation, or because such person is or was serving another entity as a director, officer, partner, employee, fiduciary or agent or member of any committee at the Corporation's request.

Section VIII.2 Insurance. The Corporation shall purchase and maintain insurance on behalf of a person who is or was a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation, or who, while a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from the person's status as a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation.

Section VIII.3 Limitation. Notwithstanding any other provision of this Article 8, the Corporation shall not indemnify any person or Corporation, or purchase or maintain such

insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of Section 4941 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE IX AMENDMENTS

These Bylaws and the Articles of Incorporation (“Articles”) may be altered, amended or repealed and new Bylaws or Articles may be adopted by a vote of at least five of the Directors (or by 2/3rds of the Directors at any time there is a vacancy on the Board); provided that proper notice is given pursuant to Section 4.5(a), and further provided that the Articles or Bylaws may not be amended in a manner which would disqualify the Corporation under § 501(c)(3) or under §509(a)(3) of the Code. Notice of any proposed alteration, amendment or appeal of the Articles or Bylaws shall contain a statement of the substance of the proposed amendment, and there shall be a first and a second reading of the proposed amendment. Notwithstanding the foregoing, the Board of Directors may adopt emergency bylaws in accordance with the Act.

ARTICLE X STANDARDS OF CONDUCT

Section X.1 General Standards of Conduct. Each Director shall discharge the Director’s duties as a Director, including the Director’s duties as a member of a committee of the Board, and each Officer shall discharge the Officer’s duties, (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the Officer or Director reasonably believes to be in the Corporation’s best interests.

Section X.2 Reliance on Information. In discharging his or her duties, a Director or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (i) one or more Officers or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the matter presented, (ii) legal counsel, a certified public accountant, or another person as to matters the Director or Officer reasonably believes are within such person’s professional or expert competence, or (iii) in the case of a Director, a committee of the Board of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 10.2 above unwarranted.

Section X.3 Compliance with Standards of Conduct. A Director or Officer is not liable in his or her capacity as a Director or Officer to the Corporation for any action taken or omitted to be taken as a Director or Officer, as the case may be, if, in connection with such act or omission, the Director or Officer performed the duties of the position in compliance with this Article X.

ARTICLE XI RECORDS

Section XI.1 Minutes, Records, Etc. The Corporation shall keep as permanent records minutes of all meetings of each Board, a record of all actions taken by a committee of any Board, and a record of all waivers of notices of meetings of each Board or any committee of each Board. To the extent required or permitted by law, all records of the Corporation shall be public documents and open to inspection in accordance with the Colorado Open Records Act, C.R.S. § 24-72-201, *et seq.* (“Open Records Act”). The Board of Directors shall designate a person to serve as the official custodian of public records and assure compliance with the Open Records Act. Student records, personnel records and any other records protected by the Open Records Act, the Family Educational Rights and Privacy Act, 20 U.S.C. § 1332g, or other privacy laws shall only be open to the extent, and to such persons, as permitted by such laws.

Section XI.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

Section XI.3 Records in Written Form. The Corporation shall maintain its records in written or electronic form or in another form capable of conversion into written form within a reasonable time.

Section XI.4 Records Maintained at Principal Office. The Corporation shall keep a copy of each of the following records at its principal office:

- (a) The articles of incorporation;
- (b) These Bylaws;
- (c) A list of the names and business or home addresses of all current Directors and Officers;
- (d) All financial statements and Forms 990 prepared for periods ending during the last three years;
- (e) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (f) All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

ARTICLE XII NON-DISCRIMINATION

At no time shall the Corporation engage in any action with regard to its employees, District employees, students in the Zone Schools or their parents/guardians, or others which, in violation of federal, state, or local laws, discriminates on the bases of race, national origin, religion, sex, age, disability, or sexual orientation.

**ARTICLE XIII
MISCELLANEOUS**

Section XIII.1 Governing Law. These Bylaws shall be deemed to be made under and shall be construed in accordance with the laws of the State of Colorado.

Section XIII.2 Captions. All Article titles or captions contained in these Bylaws are for convenience only and shall not be deemed part of the context of these Bylaws.

Section XIII.3 Construction. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the person or persons may require.

Section XIII.4 Grievance Policy. Any school staff, student or parent has the right to confidentially raise concerns and/or file a formal complaint against the organization or its staff with the Board of Directors. Staff, students, or families may discuss these concerns during a scheduled in-person meeting with any member of the Board of Directors, or submit these concerns via the LLN website. Concerns submitted via the website will be directed to the Board of Directors via a shared Board email that is not viewable by organization staff members. The Board of Directors has an obligation to investigate all concerns brought to their attention, in compliance with all applicable laws, and take action where warranted. In all cases, the Board of Directors will follow-up with the original source of the investigation to share their findings and, if applicable, actions taken. In cases where there are existing processes for grievance in place, all concerns and complaints filed with the board will be redirected to those channels.

SECRETARY'S CERTIFICATE

I, the undersigned, being the Secretary of the Board of Directors of Luminary Learning Network, a Colorado nonprofit corporation (the "Corporation"), do hereby certify that the updates to the Bylaws of the Corporation were duly adopted by the Board of Directors effective as of August 31, 2022.

A true, correct and complete copy of the Bylaws of the Corporation as so adopted and included in the minutes of proceedings referred to above is attached hereto and incorporated herein.

I have hereunto set my hand this 1st day of September, 2022.

By: Frank Coyne

Name: Frank Coyne

Title: Secretary