

1. BYLAWS OF RIVENDELL SCHOOL

Article 1: Name

The name of this organization shall be The Rivendell School of Northern Colorado, also known as Rivendell School ("School"), (having been duly registered as an independent, nonprofit corporation in accordance with the regulations set forth in Colorado Revised Nonprofit Corporation Act, C.R.S. § 7-121-101 et.seq., ("the Act").

Article 2: Purpose

The purpose of the School's mission is to help children achieve academic and personal excellence through individualized education. The School operates according to the educational philosophy that each child is unique and learns best when they receive individualized academic and social challenges commensurate with their ability. This school believes in a multi-age classroom that educates the whole child.

Article 3: Board of Directors

Section 3.1 Governing Body

The governing body of the School shall be known as the Rivendell Board of Directors ("Board"), The Board shall manage the business and affairs of the School.

Section 3.2 Board Responsibilities

The responsibilities of the Board shall be:

3.2.1 To ensure that the School adheres to its educational philosophy of individualization, multi-age classroom and whole child approach to education.

3.2.2 To use their best efforts to ensure the financial soundness of the School.

3.2.2.1 This will include annual budget creation, monthly budget reviews, and leading appropriate expense restructuring as necessary.

3.2.2.2 Staff compensation and benefits will be reviewed as needed, and at least annually by the Principal and the Executive Committee.

3.2.3 To oversee the position of Principal of the School including hiring and termination of the Principal as necessary, annually reviewing the performance of the Principal, and setting the Principal's salary.

3.2.4 To serve in a policy making capacity with respect to development and strategic planning.

3.2.5 To direct the securing of funds for capital improvements and other needs.

3.2.6 To secure facilities appropriate to the needs of the School.

3.2.7 To act on recommendations from the various committees and administrative staff of the School.

3.2.8 To meet as necessary, but at least eight (8) times per year.

3.2.9 To review the bylaws annually.

3.2.10 To ensure the School participates in an Accreditation process.

Section 3.3 Board Membership

3.3.1 Membership The Board shall consist of not more than eleven (11) and not less than seven (7) members, as determined by the Board. The Principal of the School and Business Manager/CFO shall be additional non-voting members of the Board. Board members shall be legal residents of the state of Colorado and shall be at least 18 years old.

3.3.1.1 Board members shall pass a criminal background check. Board members shall execute a confidentiality agreement and communication policy and be familiar with the Board's Governing documents.

3.3.2 Terms A Board member shall serve a three-year (3) term. Board members may be re-elected for additional terms.

3.3.3 Election Board elections may be held at any time during the year, as decided by a simple majority vote of the board, to fill any vacant Board positions. Individuals desiring a position on the Board must follow the procedures established by the Board. The term of any newly elected Board member shall begin at the next regularly scheduled Board meeting following the election. Board members elected for their first term are encouraged to attend and participate in interim or special Board meetings held after their election and before the next regularly scheduled Board meeting; provided, however, that such newly elected Board members shall not be eligible to vote at such interim or special Board meetings. The preceding sentence shall not apply to incumbent Board members who have been re-elected.

3.3.4 Electorate Each properly enrolled student at the School shall represent one vote, to be cast in Board elections by the parent(s) or legal guardian(s) of the student who has/have signed the School's financial agreement.

3.3.5 Attendance Board members are expected to attend all Board meetings. If a Board member misses three meetings in a 12-month period, they shall be considered to

have resigned their Board membership and shall be notified by the President of the Board.

3.3.6 Vacancies In case of any vacancy in the Board through death, resignation, disqualification, increase in the number of Board members, or other cause, except recall, the Board may select a successor to hold office for the unexpired portion of the term of the Board member whose place shall be vacant. A simple majority of Board members present at a regularly constituted meeting at which a quorum is present shall be sufficient to select a successor. A two-thirds majority of Board members present at a regularly constituted meeting at which a quorum is present is required to select a successor for a recalled Board member. Appointment to fulfill the unexpired portion of a term shall not count as service of a term.

3.3.7 Assignment No Board member may assign their Board membership to another person.

3.3.8. Conflict of Interest Members of the Board shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the School while serving in such capacity. Members of the Board shall not conduct private business in a manner which places them at a special advantage because of their association with the School. Any duality of interest or possible conflict of interest on the part of any Member of the Board must be disclosed to other Members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action. Any Board Member having a duality of interest or possible conflict of interest on any matter may not vote or use personal influence on the matter, and may not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.

3.3.8.1 De Facto Disqualifying Conflicts of Interest Voting Members of the Board shall not have any relationship to Rivendell staff and/or teachers. Relationships include but are not limited to spousal, parent/child, and sibling. Any such relationship disqualifies a Voting Member as a matter of course even if such a relationship is created after a person is elected to the Board. Any Voting Member having a conflict of interest shall resign from the Board as soon as practical following the creation of the disqualifying relationship.

3.3.9 Recall of a Board Member Any Board member may be removed by a two-thirds vote of a quorum of the Board whenever, in the Board's judgment, the best interests of the School would be served. Notice of removal shall be given by the Board not more than ten (10) days subsequent to such action.

3.3.10 Resignation of a Board Member Any Board member may resign at any time by giving written notice of their resignation to the President or Secretary of the Board. The resignation of any Board member shall take effect upon receipt of such notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such notice shall not be necessary to make it effective.

Section 3.4 Indemnification

In accordance with §§7-129-101 through 7-129-110 of the Act, the School indemnifies against liability any Officer or Board member who is made party to a proceeding because the person is or was an Officer or Board member of the School if the person's conduct was in good faith, and the person reasonably believed that the conduct was in the School's best interests, and/or that the person had no reasonable cause to believe the conduct was unlawful. School resources will be used to pay legal costs, judgments, settlements, direct costs, et cetera incurred by any Officer or Board member through legal action or threat of legal action as a result of service to the School.

Section 3.5 Compensation

No Officer or Board member of the School shall receive, directly or indirectly, compensation or emolument from the School for services performed as Officer or Board member. Any Officer or Board member performing services for the School other than in their capacity as Officer or Board member may receive compensation for such services.

Article 4: Officers of the Board

Officers of the Board shall be President, Vice President, Secretary, and Treasurer. They shall be elected by the Board at the last Board meeting of the school year or on an as-needed basis, and shall (if possible) have been a Board member for a minimum of six months prior to their election to office. The term of their office shall be for three (3) years or as determined in the best interest of the School or Board with any deviation to the term of office approved by a vote of the Board, beginning at the August meeting following the election.

4.1 President

The President of the Board shall:

- Call meetings of the Board;
- Give at least one week's notice in writing of each meeting;
- Preside at all Board meetings;
- Sign and execute all instruments and agreements in the name of the School when authorized by the Board;
- Be authorized to sign on any checking and/or savings accounts held by the School
- Do and perform all acts and things incident to the position of President, subject to the control of the Board, and have such other powers and duties as may be assigned to him/her from time to time by the Board; and
- Attend monthly executive committee meetings.

4.2 Vice President

The Vice President of the Board shall:

- Perform the duties of the President in their absence;
- Assist the President in fulfilling their duties;
- Perform such other duties and possess such other powers as may from time to time be assigned by the Board; and
- Attend monthly executive committee meetings.

4.3 Secretary

The Secretary of the Board shall:

- Have charge of the records of the School and shall perform all duties incident to the position of Secretary subject to the control of the Board, and shall possess such other powers and discharge such other duties as may from time to time be assigned to him/her by the Board;
- Record the proceedings of each meeting, and provide copies of the minutes of each meeting to all Board members within two weeks of the meeting;
- Maintain separate records of the Board resolutions organized by subject and/or relevant bylaw(s), referencing the initial date of adoption and any subsequent action taken by the Board;
- Upload all meeting documents to the Rivendell server; and
- Attend monthly executive committee meetings.

4.4 Treasurer

The Treasurer of the Board shall:

- Have detailed knowledge of the past and present financial status of the School;
- Provide: A summary of the financial status of the School at each Board meeting;
- Perform all acts incident to the office of Treasurer subject to the control of the Board and shall possess such other powers and discharge such other duties as may from time to time be assigned to him/her by the Board;
- Act as the Trustee for the Retirement Plan, ensuring fiduciary and legal responsibility for compliance with reporting, rollover, and deposit requirements. Due to Federal Requirements, the Trustee must be a U.S. citizen;
- Be authorized to sign on any checking and/or savings accounts held by the School; and
- Not be the School's internal bookkeeper/accountant.

Article 5: Meetings

5.1 Regular Meetings

Regular meetings of the Board shall be called by the President. Notice will be made to all Board members at least one week prior to the meeting date, by mail, telephone, or email, as authorized by the Board.

5.2 Special Meetings

Special meetings may be called by the President and one other Board member for the purpose(s) described in the notice.

5.3 Quorum

A quorum of a Board meeting shall consist of at least **60%** of the current voting members of the Board.

5.4 Meetings

With the exception of the Annual Meeting, meetings of the Board shall be open only to the Trustees, except that the Board may invite administrators, Faculty members, and community members to attend on an as-needed basis.

5.5 Means of Communication

Board meetings may be conducted through the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting, as specified in section§ 7-127-108 of the Act.

5.6 Written Ballots

Any action that may be taken by any regular or special meetings of the Board may be taken without meeting if (1) the Board delivers by email, hand delivery or United States mail a written ballot to each Board member; and (2) such written ballots shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval of any action shall be subject to the quorum and majority requirements set down elsewhere in these bylaws. All solicitations for votes by written ballot shall indicate the number of responses needed to meet quorum requirements, state the percentage of approvals necessary to approve each matter and state the time by which a ballot must be received by the School in order to be counted.

Article 6: Committees

The Board may appoint any committees, which shall have and may exercise such powers as shall be conferred or authorized by the resolutions appointing them. A majority of any such committee shall constitute a quorum thereof, and may determine its action and the time and place of its meetings. A minimum of one Board member will serve on each committee and act as liaison between the committee and the Board. The committee membership shall be limited to the number set forth in the authorizing resolution.

Executive Committee

Purpose	<ul style="list-style-type: none">● The purpose of the Executive Committee is to provide overall and governance leadership to the Principal and Board.● <i>The Executive Committee does not assume the authority of the Board unless so authorized by the Board.</i>
Objective	<ul style="list-style-type: none">● Rivendell believes in participative leadership, and as such utilizes the creativity and skills of all of its key stakeholders. The Executive Committee ensures that the systems for participation are coordinated in a way that is not too cumbersome and promotes a unified process for governance.



<p>Duties & Responsibilities</p>	<ul style="list-style-type: none">● Serves as the nomination committee for all board positions and chair positions.● Meets at least once per month with the Principal to develop Board items.● Conducts the evaluation of the Principal and submits compensation decisions to the entire Board for final vote.● Reviews Rivendell policies and guidelines to ensure they are aligned with the Mission and Vision, and when necessary, makes recommendations for changes and additions to the board for final vote.● Review and approve the staff salary structure annually, with the Business Manager, based on recommendations from the Principal.● Provides insight and support to the Principal in matters of personnel management including employee hiring, firing, evaluation and compensation* <p><i>*The Principal is ultimately in charge of personnel decisions and utilizes the Executive Committee as needed based on their judgement.</i></p>
<p>Committee Membership</p>	<ul style="list-style-type: none">● President (Chairperson)● Vice President● Secretary● Treasurer● Principal



<p>Meeting Schedule</p>	<ul style="list-style-type: none">● The Executive Committee will meet at least once a month and on an as-needed frequency determined by mutual agreement of the President and Principal.● Special meetings may be called by the President or designee as needed.
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Policies and Guidelines Committee

<p>Purpose</p>	<ul style="list-style-type: none">● The purpose of the Policies and Guidelines Committee shall be to review the current Rivendell School policies and guidelines and make recommendations to the Board for modifications as well as to draft recommendations for new policies and guidelines.
<p>Objective</p>	<ul style="list-style-type: none">● Rivendell believes in continuous improvement and clear articulation of policies and practices to ensure consistent stewardship of the school that preserves its mission, vision, and culture so that it may provide the highest quality educational program possible for its students. To this end, the Policies and Guidelines Committee is convened to ensure that its policies and guidelines are consistent with the school's mission and vision, are comprehensive, current, and are clearly articulated so that they may be fully and consistently implemented.



Duties & Responsibilities	<ul style="list-style-type: none">● Reviews the current Rivendell School policies and guidelines within the Board's oversight.● Seeks input from stakeholders and outside counsel, as needed and appropriate, on current and draft proposed revisions and new policies and guidelines.● Makes recommendations to the Board for modifications to current policies and guidelines, which may include rescinding or substantial modification of current policies and guidelines.● Provide written minutes to the Board following each committee meeting.
Committee Membership	<ul style="list-style-type: none">● Membership on the Policies and Guidelines Committee shall be representative of a Board member, the Principal and a staff member. Additional representatives may include parents of Rivendell students (past or present) and community members.
Organization	<ul style="list-style-type: none">● The committee will have a voting majority of board members and staff and a voting minority of parents and community members.● The Chair of the Policies and Guidelines Committee shall be a member of the Board or staff.
Meeting	<ul style="list-style-type: none">● The Policies and Guidelines Committee shall meet on an as-needed frequency determined by mutual agreement of the Principal and the ranking Board member.● Special meetings will be scheduled by the Chair or designee as needed.

Finance Committee

Purpose	<ul style="list-style-type: none"> ● The purpose of the Finance Committee shall be to serve as the advisor to the Board for the budget, financial reporting, audits, investments, and financial relationships.
Objective	<ul style="list-style-type: none"> ● The Finance Committee is convened to oversee the financial activities of Rivendell School to ensure its fiscal stability and long-term economic health.
Duties & Responsibilities	<ul style="list-style-type: none"> ● Assist the Principal and business manager in developing the annual budget for approval by the Board. ● Provide written minutes to the Board following each committee meeting. ● Monitor monthly financial performance against the approved budget and develop remedial action recommendations as needed. ● Perform annual internal control audit and make policy recommendations to the Board and oversee implementation by management. ● Review and recommend capital expenditures and unbudgeted operating expenditures that exceed management's spending authority. ● Review the financial aspects of major proposed transactions, new programs and services, as well as proposals to discontinue programs and services, and make recommendations to the Board. ● Evaluate tuition levels for the coming school year and make recommendations to the Board. ● Annually assess any investments or debt instruments.
Committee Membership	<ul style="list-style-type: none"> ● The Finance Committee shall include the Treasurer, Business Manager, Principal, and representatives of staff and the Board. Community members with relevant financial expertise may also be invited to join the committee as ongoing or ad hoc members.

Organization	<ul style="list-style-type: none">• The Treasurer will be the Finance Committee Chair.
Meeting Schedule	<ul style="list-style-type: none">• The Finance Committee will meet a minimum of six (6) times per calendar year.• Special meetings will be scheduled by the Committee Chair or designee as needed.

Development Committee

Purpose	<ul style="list-style-type: none"> ● The purpose of the Development Committee shall be to develop a culture of philanthropy at Rivendell that includes all stakeholders in supporting the school's long-term growth and success.
Objective	<ul style="list-style-type: none"> ● Partner with school leadership in strategic planning. ● Foster communication around development goals with all constituents. ● Provide financial resources for special school projects, with a focus on capital improvements and unique teaching or extracurricular endeavors.
Duties & Responsibilities	<ul style="list-style-type: none"> ● Identify resources for strategic planning and actively participate in the planning process. ● Assist school leadership in building an alumni and donor network. ● Facilitate communication with all stakeholders regarding giving and strategic planning. ● Work in conjunction with volunteers to coordinate major fundraising efforts. ● Diversify funding sources with corporate sponsorship and grant-writing as appropriate. ● Provide written minutes to the Board following each committee meeting.

<p>Committee Membership</p>	<ul style="list-style-type: none"> • Membership on the Development Committee shall include a Board member and a staff member and may include parents of Rivendell students (past or present) and community members with relevant experience.
<p>Organization</p>	<ul style="list-style-type: none"> • The Chair of the Development Committee shall be a member of the Board.
<p>Meeting Schedule</p>	<ul style="list-style-type: none"> • The Development Committee shall meet on an as-needed frequency determined by the Chair. • Special meetings will be scheduled by the Chair or designee as needed.

Article 7: Contracts, Loans, Checks, and Deposits

7.1 Contracts

The Board may authorize an officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific instance.

7.2 Loans

No loans shall be contracted on behalf of the School and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board at a regular meeting of the Board or with no more than one dissenting vote at a special meeting called for the purpose of considering a loan. Such authority may be general or confined to specific instances. Any resolution of the Board to borrow money will state the lending institution, the amount, the terms and conditions of the loan and collateral required.

7.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the School shall be signed by such officer or officers, agent or agents of the School and in such manner as shall from time to time be determined by resolution of the Board.

7.4 Deposits

All funds of the School not otherwise employed shall be deposited from time to time to the credit of the School in such banks, trust companies or other depositories as the Board may select.

7.5 Gifts

The Board may accept on behalf of the School any contribution, gift, bequest or device for the general purposes of, or for any special purpose of the School.

Article 8: Amendments of the Bylaws

The Bylaws of the School may be altered, amended, or repealed by two-thirds majority vote at any meeting of the Board at which a quorum is present.

Article 9: Dissolution of the School

Dissolution of the School requires the approval of all of the Board members with no more than one dissenting vote at a special meeting called for the purpose. If and when the Board deems it necessary to dissolve the School, all assets of the School, after satisfaction of all creditors, shall be donated to a worthy non-profit educational institution to be chosen by the Board.

Article 10: Dissolution of the Board

The Board may be dissolved by a simple majority of the votes of the electorate as defined in

3.3.4 in a referendum called for the purpose. A referendum may be initiated by any member of the electorate by obtaining the support indicated by the valid signatures of at least 51% of the electorate.

Bylaws Revision History

Article Revision	Date	Articles Amended	Recording Secretary
1	24-Jun-2010	3.3.2	Jamie Yost
		3.3.3	Jamie Yost
		4	Jamie Yost
2	19-Sep-2011	3.3.2	Jamie Yost
3	24-Nov-2011	3.3.6	Jamie Yost
4	30-Jul-2012	4	Jamie Yost
5	10-Sep-2012	3.2.2.1	Jamie Yost
		3.2.2.2	Jamie Yost
7	23-Sep-2013	6	Ruth Pankratz
8	7-Oct-2013	4.5	Ruth Pankratz
		6	Ruth Pankratz
9	12-Dec-2015	6	Kelly Stahl
10	6-Feb-2017	1	Fallon Fritz

Article Revision	Date	Articles Amended	Recording Secretary
		3.1	Fallon Fritz
		3.2 (all)	Fallon Fritz
		3.3.1.1	Fallon Fritz
		3.3.8.1	Fallon Fritz
		4	Fallon Fritz
		4.3	Fallon Fritz
		6	Fallon Fritz
11	11-Sep-18	2	Chris Opp
		3.2.1	Chris Opp
		3.2.2.2	Chris Opp
		3.2.4	Chris Opp
		3.2.5	Chris Opp
		3.3.1.1	Chris Opp
		3.3.4	Chris Opp

Article Revision	Date	Articles Amended	Recording Secretary
11 (cont.)		3.3.5	Chris Opp
		3.5	Chris Opp
		4.1	Chris Opp
		4.3	Chris Opp
		4.4	Chris Opp
		6	Chris Opp
		10	Chris Opp
12		4.4	Fallon Fritz
13	04-Apr-2022	2	Gordon Eatherton, Jr.
		3.2.2.2	Gordon Eatherton, Jr.
		3.2.9	Gordon Eatherton, Jr.
		3.2.10	Gordon Eatherton, Jr.
		3.3.1	Gordon Eatherton, Jr.
		3.3.2	Gordon Eatherton, Jr.

Article Revision	Date	Articles Amended	Recording Secretary
13 (cont)		3.3.5	Gordon Eatherton, Jr.
		3.3.8.1	Gordon Eatherton, Jr.
		3.3.9	Gordon Eatherton, Jr.
		3.3.10	Gordon Eatherton, Jr.
		3.5	Gordon Eatherton, Jr.
		3.3.8.1	Gordon Eatherton, Jr.
		3.3.9	Gordon Eatherton, Jr.
		3.3.10	Gordon Eatherton, Jr.
		3.5	Gordon Eatherton, Jr.
		4	Gordon Eatherton, Jr.
		4.1	Gordon Eatherton, Jr.
		4.2	Gordon Eatherton, Jr.
		5.4	Gordon Eatherton, Jr.
		6	Gordon Eatherton, Jr.

Article Revision	Date	Articles Amended	Recording Secretary
		7.2	Gordon Eatherton, Jr.

Acceptance:

These Bylaws were approved by two-thirds majority vote of the Board on

_____ (date).

<u>Name</u>	<u>Title</u>	<u>Signature</u>
Fallon Fritz	President	
Ruth Patterson	Vice President	
Gordon Eatherton, Jr.	Secretary	
Marc Risheill	Treasurer	
Matt Wallenstein	Member	
Kevin Shaw	Member	