BYLAWS OF RIVENDELL SCHOOL

Article 1: General

Section 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., as amended from time to time. ("the Act").

Section 2. Terms Defined in Articles of Incorporation. Capitalized terms in these Bylaws shall have the same meaning as any similarly capitalized terms in the Articles of Incorporation of the School.

Section 3. Controlling Laws and Instruments. These Bylaws are controlled by and shall always be consistent with the provisions of the Act and the Articles of Incorporation of the School as either of the foregoing may be amended from time to time.

Section 4. Purposes. The School shall be a nonprofit corporation organized under the Act, for charitable and educational purposes consistent with Section 501(c)(3) of the Internal Revenue Code, as the same may be amended from time to time (the "IRC").

Section 5. Mission. 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.

Section 6. Nondiscrimination. The School shall not, in the exercise of its powers, discriminate against any person because of their race, color, national or ethnic origin, religious preference, gender or gender identity.

Article 2: Board of Trustees

Section 2.1 Governing Body

The governing body of the School shall be known as the Rivendell Board of Trustees ("Board"), The Board shall manage the business and affairs of the School in accordance with the terms herein and shall have all powers necessary or desirable to permit it to do so. Without limiting the generality of the foregoing, the Board of Trustees shall have the

power to exercise or cause to be exercised for the School, all of the powers, rights and authority of the School in the Articles of Incorporation, these Bylaws or the Act. Furthermore, the Board of Trustees shall have all of the powers and duties provided by the Act and otherwise by law, except as may be limited by its status as an IRC 501(c)(3) Charitable Organization or Foundation.

Section 2.2 Board Responsibilities

The Board shall oversee the business and affairs of the School, including:

2.2.1 Making and establishing all policies of the School not herein reserved to the Members;

2.2.2 Directing the operations of the School, as necessary;

2.2.3 Delegating all or part of its rights, duties, and obligations to the officers of the School (as defined in Article 3), to any individual or individuals (hereinafter "agent" or "agents") or to any committee of the School as the Board of Trustees deems advisable;

2.2.4 Selecting, retaining and terminating the Head of School, and evaluating their performance annually. Except as otherwise provided by law, the Executive Committee (as defined in Section 5.1) shall approve the compensation of the Head of School and the Chair shall represent the Board in negotiations with them; and

2.2.5 All such powers as may be exercised consistent with the laws of the State of Colorado, the Articles of Incorporation and these Bylaws.

Section 2.3 Board Membership

2.3.1 Membership The Board of Trustees shall consist of not more than fifteen (15) and not less than three (3) Trustees, as determined by the Board from time to time. In the event that the number of Trustees is less than three (3), the Board of Trustees shall be validly constituted and may take such actions unanimously until such time as additional Trustees may be appointed or elected. The Head of School and Business Manager/CFO shall be ex-officio non-voting members of the Board of Trustees. Trustees shall be legal residents of the State of Colorado and shall be at least 18 years old.

2.3.1.1 Prior to commencing their term as a Trustee, and as a condition to membership on the Board of Trustees, Trustees shall pass a criminal background check, execute a confidentiality agreement, a communication policy and conflict of interest disclosure and policy, and be familiar with the Board's Governing documents.

2.3.2 Terms A Trustee shall serve a three-year (3) term. Trustees may be re-elected for additional terms. The Board of Trustees shall be a staggered Board with each Trustee elected to serve on the Board for a term ending on the third annual meeting following their election. A presumption shall exist that no Trustee serve more than three (3) consecutive terms. However, if the Board determines that it is in the best interests of the School, the Board may extend the term of a Trustee beyond three (3) consecutive terms if approved by not less than two-thirds of the remaining members of the Board of Trustees.

2.3.3 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 Trustee shall begin at the next regularly scheduled Board meeting following the election. Trustees 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 Trustees shall not be eligible to vote at such interim or special Board meetings. The preceding sentence shall not apply to incumbent Trustees who have been re-elected.

2.3.4 Electorate Each family with 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 enrollment financial agreement.

2.3.5 Attendance Trustees are expected to attend all Board meetings. Upon a vote by not less than two-thirds of the remaining members of the Board of Trustees, failure to attend three consecutive meetings may be deemed to constitute the resignation of such non-attending Board member.

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

2.3.7 Assignment No Trustee may assign their position to another person.

2.3.8. Conflict of Interest

2.3.8.1 Definition. The term "conflicting interest transaction" means a contract, transaction or other financial relationship between the School and a Trustee, or between the School and a party related to a Trustee or between the School and an entity in which a Trustee of the School is a director or officer or has a financial interest. The term "party related to a Trustee" shall mean a spouse, a descendant, an ancestor, a sibling, the spouse or descendant of a sibling, an estate or trust in which the Trustee or a party related to a Trustee has a beneficial interest, or an entity in which a party related to a Trustee is a director, officer, or has a financial interest.

2.3.8.2 Loans to Trustees, Officers. No loans shall be made by the School to its Trustees or officers. Any Trustee or officer who assents to or participates in the making of any such loan shall be liable to the School for the amount of such loan until the repayment thereof. Monies owing to the School pursuant to the enrollment financial contract shall not constitute a "loan" under this section.

2.3.8.3 When Void or Voidable. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the School solely because the conflicting interest transaction involves a Trustee or a party related to a Trustee or an entity in which a Trustee of the School is a director or officer or has a financial interest, or solely because the Trustee is present at or participates in the meeting of the Board of Trustees or of the committee of the Board of Trustees that authorizes, approves or ratifies the conflicting interest transaction, or solely because the Trustee's vote is counted for such purpose if:

(a) The material facts as to the Trustee's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Trustees or the committee, and the Board of Trustees or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees are less than a quorum; or

(b) In the event that the School has members, the material facts as to the Trustee's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members of the School, if any, entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved or ratified in good faith by a vote of the members, if any, entitled to vote thereon; or

(c) The conflicting interest transaction is fair as to the School.

2.3.8.4 Quorum. Interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or of a committee which authorizes, approves or ratifies the conflicting interest transaction.

2.3.8.5 Additional Policies. In addition to, and without limitation of, their obligations under these Bylaws, the Articles, the Act and under any other authority, the Trustees of the School shall comply with any Conflict of Interest Policy and any other policies or procedures adopted by the School and/or the Board of Trustees or any committee thereof.

2.3.9 Removal of a Trustee Any Trustee may be removed by a two-thirds vote of of the Board, with or without cause 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. Any Trustee may be recalled by the membership upon 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.

2.3.10 Resignation of a Trustee

Any Trustee may resign at any time by giving written notice of their resignation to the President or Secretary of the Board. The resignation of any Trustee 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 2.4 Limitation Of Liability & Indemnification Of Trustee & Officers.

2.4.1 Limitation of Liability. The liability of any Trustee, officer or former Trustee or officer shall be limited to the fullest extent permitted by the Act and Colorado law.

2.4.2 Indemnification. The School shall indemnify any Trustee, officer or former Trustee or officer (whether so serving before or after the first adoption of this provision by the School) against reasonable expenses or liabilities incurred by him in defense of any action, suit or proceeding, actual or threatened, whether civil, criminal or administrative, in which he is made a party or otherwise involved by reason of being or having been a Trustee or officer, except to the extent such person is adjudged to be liable for willful or intentional misconduct in the performance of duty to the School. The School may implement this provision by the purchase of insurance, by making advance payments as such expenses are incurred, or by any other reasonable and prudent means.

2.4.3 No Limitation of Rights. The indemnification provided by this Article shall not be deemed exclusive nor a limitation upon any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of the Board of Trustees or the disinterested members of the Board of Trustees, or otherwise, nor by any rights which are granted pursuant to Act, as amended. Rather, the indemnification provided by this Article shall be to the fullest extent permitted by the Act and Colorado law.

2.4.4 Authority to Insure. The School may purchase and maintain liability insurance on behalf of any officer, Trustee, member of the Executive Committee or other committee, employee, fiduciary or agent of the School against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such, including liabilities for which he or she might not be entitled to indemnification hereunder.

Section 2.5 Compensation

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

Article 3: Officers of the Board

Officers of the Board shall be Chairperson, Vice-Chairperson, 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 the lesser of three (3) years or the balance of their existing term as a Trustee unless extended by the Board upon a vote of two-thirds of the Board.

3.1 Chair

The Chair shall preside at all meetings of the Board of Trustees and shall perform the duties customary to that office. The Chair shall appoint all standing and ad hoc committees of the Board of Trustees. In the absence of the Chair, the Vice-Chair shall preside at meetings of the Board of Trustees and perform all duties incident to the office of the Chair.

3.2 Vice Chair

The Vice Chair shall (a) in the absence of the Chair or in the event of their death, inability or refusal to act, perform all duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair; (b) confer with and assist the Chair with the Chair's duties. And (c) perform such other duties as from time to time may be assigned to them by the Chair or by the Board of Trustees.

3.3 Secretary

The Secretary shall be responsible for making sure that the minutes of meetings of the Board of Trustees are prepared and that all notices required by law or these Bylaws are given, and shall have custody of the corporate records and the seal of the School, if a seal has been adopted. Such person shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Trustees.

3.4 Treasurer

The Treasurer is responsible for seeing that an accurate account of all receipts and disbursements is prepared and shall present a report at the Board meetings. The Treasurer shall have custody of all funds and securities belonging to the School and shall receive, deposit, or disburse the same under the direction of the Board; provided, however, the Treasurer may delegate daily financial duties to the Head of School or to the Chief Financial Officer; and further provided that the Board may appoint a custodian or depository for any such funds or securities. The Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall perform all other duties incident to the office of Treasurer, including supervising any independent audit of the School's books and records and the fiscal activities of the School.

Article 4: Meetings

4.1 Regular Meetings

Regular meetings of the Board shall be set by the Chair and shall be scheduled and announced within sixty (60) days of the commencement of each fiscal year. No additional notice need be given of any regular meeting of the Board of Trustees.

4.2 Special Meetings

4.2.1 A special meeting of the Board of Trustees may be called by the chairperson or any three Trustees.

4.2.2 Notice of any special meeting of the Board stating the place, day and hour of the meeting shall be given to each Trustee at his or her address of record within the School at least seven (7) days prior thereto if written notice is mailed by first class, certified or registered mail, or at least two (2) days prior thereto if written notice is delivered by personal delivery or electronic mail (and the method of notice need not be the same to each Trustee). If mailed, such notice shall be deemed given when deposited in the United States mail, with postage thereon prepaid. If given by electronic mail, such notice shall be deemed to be given when received as evidenced by an electronic confirmation of transmittal. Any Trustee may waive notice of any special meeting. The attendance of a Trustee as a special meeting shall constitute a waiver of notice at such meeting, except where a Trustee attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transaction at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

4.3 Annual Meeting

An annual meeting of the Board shall be held once during each fiscal year on a date and at a time designated by the Chair, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The annual meeting may be held as part of the regularly scheduled meetings of the Board and will generally be the last regular meeting held during an academic year. Notice of the annual meeting need not be given.

4.4 Quorum

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

4.5 Manner of Acting

Unless otherwise prohibited in the Act, the Articles of Incorporation or these bylaws, the act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board.

4.6 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. Notwithstanding any provision in these Bylaws, the Board may adjourn to Executive Session for confidential matters and as otherwise provided by law.

4.7 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.

4.8 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 5: Committees

By one or more resolutions, the Board of Trustees may designate from among its members an Executive Committee, a Committee on Trustees, a Finance and Investment Committee and one or more other committees. Except as prohibited by statute, each such committee shall have and may exercise all of the authority of the Board to the extent provided in the charter defining such committee's purpose or in a resolution of the Board. The delegation of authority to any committee shall not operate to relieve the Board or any member of the Board from any responsibility imposed by law. The membership of each committee shall be approved by a majority vote of a quorum of the Board of Trustees. Rules governing procedures for meetings of any committee of the Board shall be established by the committee, or in the absence thereof by the Board.

5.1 Executive Committee

The Executive Committee shall be comprised of the Chairperson, Vice Chairperson, I Secretary, Treasurer and up to two other Trustees appointed by the Chairperson. Among other things, the Executive Committee shall be responsible for Head of School support, Head of School evaluation and Head of School compensation review.

5.2 Committee on Trustees

The Committee on Trustees shall be comprised of Trustees recommended by the Chairperson, Vice Chairperson, or other members of the Board of Trustees and approved by a majority vote of a quorum of the Board of Trustees. Among other things, the Committee on Trustees shall be responsible for Trustee education, new Trustee orientation, recruitment and nomination of Trustees and committee members, Board evaluation, facilitating officer nomination process, and formation of task forces and committees when requested by the Board.

5.3 Finance and Investment Committee

The Finance and Investment Committee shall be chaired by the Treasurer and comprised of other members of the Board recommended by the Treasurer or other members of the Board of Trustees and approved by a majority vote of a quorum of the Board of Trustees. Among other things, the Finance and Investment Committee shall be responsible for presenting an annual budget to the Board for approval, audits, investments and informing the Board of financial matters.

Article 6: Contracts, Loans, Checks, and Deposits

6.1 Contracts

The Board, subject to the approved annual budget, 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.

6.2 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, or special meeting of the Board called for the purpose of considering a loan, with a two-thirds vote of the Board 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.

6.3 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.

6.4 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.

6.5 Gifts

The Board may accept or reject 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 7: Amendments of the Bylaws

The Bylaws of the School may be altered, amended, or repealed by two-thirds majority vote of the Board.

Article 8: Dissolution of the School

Dissolution of the School requires the approval of the Board with a two-thirds vote of the Board 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.

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	7-0ct-2013	4.5	Ruth Pankratz
		6	Ruth Pankratz
9	12-Dec-2015	6	Kelly Stahl
10	6-Feb-2017	1	Fallon Fritz
		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

Article Revision	Date	Articles Amended	Recording Secretary
		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
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.
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.

Article Revision	Date	Articles Amended	Recording Secretary
		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.
		7.2	Gordon Eatherton, Jr.
14	11-Jun-2024	All	

Acceptance:

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

Sept. 9, 2024 (date).

Name	Title	Signature
Cristina DeFazio Prins	President	
Nico Ochoa	Vice President	
Beth McKinney	Secretary	Beth McKinney
Ben Smith	Treasurer	
Jesse Simmons	Member	
Matt Wallenstein	Member	