

BYLAWS
OF
PARTNERS
(Parents and Teachers Network for Education,
Resources and Support)

ARTICLE I

OFFICES

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.

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 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

1. Members. The Corporation shall have Members as that term is used in the Colorado Nonprofit Corporation Act. The following persons shall be eligible for membership in the Corporation:

- a. All students of Witt Elementary School in ^{Witt Elementary} Arvada, Colorado (the "School"), and their immediate families;
- b. All Members of the staff at the School; and

c. All persons who volunteer their time at the School.

Any person who wishes to become a Member of the Corporation shall pay an annual fee if required by the Board of Directors. The amount of this annual fee shall be determined by the Board of Directors.

2. General Meetings. General meetings of the Members shall be held at such times as shall be determined by the Board of Directors. * Prior to the beginning of the fall term for the School, the Board of Directors shall give notice to each Member of the dates, times and locations of each general meeting to be held during that fiscal year. If a Member joins the Corporation after the beginning of the fiscal year, such Member shall be given notice of all remaining general meetings to be held during the remainder of the fiscal year. Each meeting shall be called by the President, or if none, any Director. The Board of Directors may provide by resolution the time and place for the holding of additional general meetings of the Board with notice to be given as set forth herein.

3. Special Meetings. Special meetings of the Members may be called by or at the request of the President, at the request of any two Directors or at the request of five percent (5%) of the Members. The persons calling such special meetings of the Board may fix the place for holding such special meetings. Such notice shall state the purpose(s) of the special meeting.

4. Notice of Meetings. Notice of each meeting of Members whether annual, general or special, shall be given to each Member. If such notice is given by personally delivering written notice to

a Member, it shall be so given at least two (2) weeks prior to the meeting. If such notice is given either (a) by depositing a written notice in the United States mail, postage prepaid, or (b) by transmitting a cable or telegram, in both cases directed to such Member at his residence or place of business, it shall be so given at least three (3) weeks prior to the meeting. The notice of all meetings shall state the place, date and hour thereof, but need not, unless otherwise required by statute or these Bylaws, state the purpose or purposes thereof.

5. Quorum. Five percent (5%) of the Members of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Members. However, if less than a quorum is present at said meeting, a majority of the Members present may adjourn and reconvene the meeting from time to time without further notice.

6. Manner of Acting. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members, unless the act of a greater number is required by law or by these Bylaws or Colorado law.

ARTICLE III

* Board of Directors

1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors must be Members of the Corporation and residents of the State of Colorado.

2. Number and Eligibility. There shall be five (5) Directors of the Corporation. One Director shall be a Parent of a

student at the School, one Director shall be a Teacher at the School, one Director shall be an Administrator at the School, and the remaining two Directors may be any Member ("At Large Directors"). Directors shall serve for a period of one (1) year or until their death, removal, resignation, or incompetency. No Director may serve two consecutive terms except for the Director who is an Administrator at the School. Individual Directors will be elected by the Members at the last general meeting of the Members during each school year. Such election shall be by voice vote; however, if any position is contested the vote shall be by written ballot. The consent of all persons nominated for any Director position shall be obtained prior to the meeting at which the election is held. Any Director may resign by filing a written resignation with the Secretary, such resignation to take effect on the date specified therein. Any Director may be removed at any time, with or without cause, by the vote of a majority of the Members present at a general meeting or at a special meeting called for that purpose and at which a quorum of Members is present. In the event a vacancy shall occur in the Board of Directors by reason of death, removal, resignation, incompetency, or any other cause, the remaining Directors, though less than a quorum of the Board of Directors, shall elect by majority vote an individual to fill such vacancy.

3. Regular Meetings. A regular monthly meeting of the Board of Directors shall be held upon notice and shall be called by the President, or if none, any Director. The Board of Directors may

provide by resolution the time and place, for the holding of additional regular meetings of the Board with notice to be given as set forth herein.

4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Members of the Board. The persons calling such special meetings of the Board may fix the place for holding such special meetings. Such notice shall state the purpose(s) of the special meeting.

5. Notice of Meetings. Notice of each meeting of Directors, whether regular or special, shall be given to each Director. If such notice is given by personally delivering written notice to a Director, it shall be so given at least two (2) weeks prior to the meeting. If such notice is given either (a) by depositing a written notice in the United States mail, postage prepaid, or (b) by transmitting a cable or telegram, in both cases directed to such Director at his residence or place of business, it shall be so given at least three (3) weeks prior to the meeting. The notice of all meetings shall state the place, date and hour thereof, but need not, unless otherwise required by statute or these Bylaws, state the purpose or purposes thereof.

6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; 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 without further

notice.

7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

8. Compensation. Directors as such shall not receive any stated salaries for their service.

9. Informal Action by Directors. 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.

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

ARTICLE IV

Officers

1. Officers. The Officers of the Corporation shall be a President, one or more Vice Presidents (if so determined by the Board of Directors), a Secretary and a Treasurer. All officers of the Corporation shall be Members of the Board of Directors. The Board of Directors may elect or appoint such other officers,

including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem necessary. Such officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the last regular meeting of the Board of Directors during the school year. If the election of officers shall not be held at such meeting, election of officers shall be held as soon thereafter as is practical. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

3. Resignation and Removal. Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date specified therein, and acceptance of the resignation is not necessary to render it effective. Any officer elected or appointed by the Board of Directors may be removed by a majority vote Directors (except the President), whenever in the Directors' judgment the best interests of the Corporation would be served thereby.

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

5. President. The President shall be the principal executive officer of the Corporation and shall be responsible for supervising and controlling all of the business and affairs of the Corporation, at the direction of the Board of Directors. The President shall be the Director who was elected as the Parent of a student at the School. The President shall preside at all meetings of the Members and Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation, contracts or other instruments which these Bylaws authorize him to sign, or which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof is expressly delegated by the Board of Directors, these Bylaws or by statute to some other officer or agent of the Corporation. The President shall perform all duties incident to such office and such other duties as may be prescribed by the Board of Directors from time to time.

6. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President or (in the event there be more than one Vice President) Vice Presidents in the order of their election shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

7. Secretary. The Secretary shall be one of the At Large

Directors. The Secretary shall keep the minutes of the meetings of the Members and Board of Directors in one or more books provided for that purpose, provide all notices of Member and Director meetings in accordance with the provisions of these Bylaws or as required by law, and shall be responsible for all correspondence to and from the Corporation. He shall be custodian of the corporate records and seal of the Corporation, and shall have responsibility for affixing the seal of the Corporation to all documents which have been authorized to be executed on behalf of the Corporation and its seal. It shall be the Secretary's responsibility to maintain a register of current post office addresses of each Member and Director. The Secretary shall perform all duties incident to such office and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

8. Treasurer. The Treasurer shall be one of the At Large Directors. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. He shall receive and give receipts for moneys paid to the Corporation and deposit all such moneys in the name of the Corporation in such banks, or other depositories as directed by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall require. The Treasurer shall make disbursements only at the Direction of the Board of Directors. All disbursements shall be by check, and all checks shall be signed by the Treasurer and the President. The

Treasurer shall account provide a written report of the financial condition of the Corporation at each general meeting of the Members, and each regular meeting of the Directors.

9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers or Assistant Secretaries shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall require. The Assistant Treasurers and Assistant Secretaries shall perform such duties as may be assigned to them by the President or the Board of Directors.

ARTICLE V

Committees

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; or amend, alter or repeal any resolution of the Board of Directors. 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.

2. Other Committees. Other committees not having the authority of the Board of Directors in the management of the Corporation may be appointed by the Directors. The Members of such

committees may, but need not, be Directors of the Corporation. Any member thereof may be removed by the Directors whenever in their judgment the best interests of the Corporation shall be served by such removal.

3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his successor is appointed, unless the committee is sooner terminated, such member is removed from the committee, or the member ceases to qualify as a member.

4. Chairman. One member of each committee shall be appointed chairman by the Board of Directors or if not appointed by the Board of Directors by the Members of the committee. The Chairman shall call, conduct and cause minutes to be prepared for each committee meeting.

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

6. 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.

7. 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 Colorado Nonprofit Corporation Act.

ARTICLE VI

Corporate Purpose

1. Mission Statement. The mission of this organization is to bridge parents, staff, students and community into a common working unit to ensure the best possible education and environment for our children.

2. Goals. The Corporation is noncommercial, nonsectarian and nonpartisan, and is organized exclusively for the charitable, scientific, literary or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. The goals of the Corporation shall be as follows:

- a. To provide opportunities and activities to enrich student experiences;
- b. To promote the active participation of parents and staff in school activities;
- c. To facilitate communication among parents, school committees, and community;
- d. To provide resources through volunteers, financial resources, and classroom assistance; and
- e. To encourage and provide ongoing parent and staff education.

3. Prohibited Activities. Neither the name of the Corporation nor the names of any Members in their official capacities with the Corporation, shall be used to endorse or promote a commercial concern, or be used in connection with any partisan interest or for any purpose not appropriately related to

promotion of the goals of the organization.

ARTICLE VII

Indemnification

1. Indemnification. The Corporation shall indemnify and provide advances of expenses to Directors of the Corporation to the extent expressly permitted or required by applicable Colorado statutes. The Corporation shall also indemnify and provide advances of expenses to officers, employees and agents of the Corporation who are not Directors at least to the same extent as it is permitted or required to do so for Directors of the Corporation, and may indemnify and advance expenses to such officers, employees and agents to a greater extent if consistent with law.

2. Limitation. Notwithstanding any other provision of this Article VII, during any period that the Corporation is a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States tax law (the "Code"), the Corporation shall not indemnify any person against such expenses, judgment, fines, or amounts paid or necessarily incurred, nor shall the Corporation 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 VIII

Contracts, Checks, Deposits, Gifts and Proxies

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

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 or as otherwise specified in these Bylaws. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by either the President or a Vice President of the Corporation.

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 President and Secretary.

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.

5. Proxies. Unless otherwise provided by resolution adopted by the Executive Committee, the President, may from time to time appoint one or more agents or attorneys in fact of the Corporation, in the name and on behalf of the Corporation, 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. The President may instruct the person or persons so appointed as to the manner of casting such votes, 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.

ARTICLE IX

PROHIBITION AGAINST SELF-DEALING

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or other private persons. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition

to, any candidate for public office (including the publishing of any candidate for public office). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(2) of the Internal Revenue Code of 1986, as amended.

ARTICLE X

DISTRIBUTION OF ASSETS IN THE EVENT OF DISSOLUTION

Upon dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner or to such organizations as a qualify as an exempt organization under Section 501(c) of the Internal Revenue Code of 1986, as amended. Any such assets not so disposed of shall be disposed of by the State District Court of the County in which the principal office of the Corporation is located exclusively for such purposes or to such organizations as said Court shall determine.

ARTICLE XI

Books and Records

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Directors and committees and a complete list of the names and addresses of the Board of Directors at its principal office. All books and records of the Corporation may be inspected by any officer or Director, or his agent or attorney, for any proper

purpose at any reasonable time.

ARTICLE XII

Corporate Seal

The Corporate seal shall be in such form as shall be approved by resolution of the Board of Directors. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise. The impression of the seal may be made approved by resolution of the Board of Directors. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise. The impression of the seal may be made and attested by either the Secretary or an Assistant Secretary to authenticate contracts or other papers requiring the seal.

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Colorado Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein for giving notice, shall be deemed equivalent to the giving of such notice. Unless otherwise expressly provided for herein, all notices shall be given as provided in the Colorado Nonprofit Corporation Act.

ARTICLE XIV

Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Members at any general meeting of the

Members or at any special meeting, if at least thirty (30) days written notice is given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting. Such notice shall summarize the proposed changes to be made. The adoption of new bylaws or the alteration, amendment or repeal of the Bylaws shall require an affirmative vote of two thirds of the Members present at a meeting at which a quorum is present.

ARTICLE XV

Singular and Plural; Gender

1. Singular and Plural. Unless the context otherwise requires, words in the singular include the plural, and the plural include the singular.

2. Gender. Unless the context otherwise requires, words in these Bylaws of the masculine gender include the feminine and the neuter, those of the feminine include the masculine and the neuter, and those of the neuter include the masculine and the feminine.

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