

BYLAWS OF Stone Creek Elementary

ARTICLE I NAME, LOCATION, AND MISSION

Section 1. Name. The name of the organization will be Stone Creek Elementary (SCE).

Section 2. Location.

The initial principal office of the SCE shall be at:

322 E. Beaver Creek Blvd.

Avon CO. 81620

SCE may also have offices at such other places as the Board of Directors (Board) may, from time to time, appoint or the business of the SCE requires; provided, however, that the registered office be registered with the Secretary of the State of Colorado and the agent so registered be located at the same address, or otherwise as provided by the Board of Directors.

Section 3. Mission Statement. The mission of Stone Creek Elementary is:

Stone Creek Elementary will enable students to achieve academic excellence and to become self-motivated, competent, lifelong learners by providing a multi-cultural, student-centered environment, utilizing the tools of rigorous, sequenced, research-based educational programs.

ARTICLE II MEMBERS

SCE does not have Members. While persons who associate or attend programs of, participate in, contribute to, or benefit from SCE may be referred to as “Member”, no rights, voting or other, will inure to such person.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have conferred upon them all powers set forth in the Colorado Revised Nonprofit Corporation Act, except as those powers may be limited in the Articles of Incorporation or these Bylaws. The Board of Directors may assign duties and responsibilities, to its members as it deems necessary from time to time. If necessary, these duties and responsibilities may be reassigned at any time at the discretion of the Board.

Section 2. Organization. At the annual meeting of the Board of Directors the President shall act as Chairman, and the Secretary of SCE, or in his absence any person appointed by the Chairman, shall act as Secretary of the Board.

Section 3. Number, Tenure and Qualifications.

A. The members of the Board of Directors of SCE shall be natural persons at least eighteen years of age or older. The number of Directors of SCE shall be not less than five or more than seven. The number of Directors must always be an odd number so as to avoid tie votes. The Head of School will be an advisory, non-voting member of the Board. If the Board of Directors consists of 5 members, at least four of the Directors shall be elected by parents of the children enrolled at SCE. The other Director may be appointed by the elected Directors. If the Board of Directors consists of 7 members, at least five of the Directors shall be elected by parents of the children enrolled at Stone Creek Elementary. The other two Directors may be appointed by the elected Directors. These appointments shall occur at the second Board meeting following the elections. Only one member per household may serve on the Board at any one time. Non-parent community members shall not exceed one position if the Board consists of five members, and shall not exceed two positions if the Board consists of seven members. For purposes of avoiding conflicts of interest or the appearance of impropriety, in no instance shall a teacher, administrator, or other SCE employee or member of a household of a SCE employee be seated as a Board member in either the parent or non-parent member capacity.

B. Each SCE family will have one vote for each vacant Board seat. In the case of divorced parents, the parent with whom the child resides during the majority of the school year, or the parent

with parental decision making authority over educational matters will vote, unless the parents submit a written agreement stating otherwise. If parents enjoy shared parental decision making authority over educational matters each parent will have a one-half vote unless the parents submit a written agreement stating otherwise. All said voting agreement shall be provided to the Board no later than 5 business days prior to any election. The Board elections shall occur in the first week in October. Those candidates receiving the most votes will fill the available seats on the SCE Board of Directors. In the event of a tie vote for a position, a second ballot will be cast for that position only, with only the tied candidates participating. Should a second tie occur, a result will be obtained by flipping a coin.

C. An interim Board of Directors was appointed by the SCE Founding Committee. The scope and charge of the Interim Board was to negotiate contracts on SCE's behalf, to represent the school at all public functions, to adopt the bylaws of the school, as well as conduct other business as was necessary to achieve the execution of a final contract with the Charter Authorizer.

D. The initial Board of Directors shall be appointed by the Stone Creek Elementary Interim Board, following the signing of the Operating Contract with the Charter Authorizer. The first election as detailed in section B shall take place in the first week of October in the year 2007. Until the first election is held, the rules of Board composition described in section A are waived, so as to grant the initial Board of Directors necessary operational latitude during school start-up.

E. The initial Board of Directors shall serve staggered terms. The initial Board shall consist of at least two Directors who will serve a one-year term until the first official elections in the fall of 2007, at least two Directors who will serve a two-year term, and three Directors who will serve a three-year term. If the initial Board of Directors only consists of five members, then all Directors will serve two- or three-year terms. Thereafter all newly elected Directors shall serve a two-year term. There shall be no restriction on the number of terms, consecutive or otherwise, that a director may serve.

Section 4. Resignations. Any Director of SCE may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of SCE. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Deemed Resignation. A Director is deemed to have resigned for failure to attend three (3) meetings or other obligations and that failure is confirmed by a majority of the Board. The

failure is effective as a resignation at the time of such vote.

Section 6. Removal by Board of Directors. Any Director may be removed with or without cause at any time by the affirmative vote of the majority of remaining Directors, cast at a special meeting of such Directors called for that purpose, and the vacancy on the Board caused by such removal will be filled by special election at the direction of the Board.

Section 7. Inactive Status. Any Director may request of the Board to be placed upon an inactive status for just cause. Said Director may also request the Board appoint an interim Director to fulfill the obligations of the Inactive Director for a period not to exceed 6 months.

Section 8. Vacancies. Subject to Section 6, as it relates to removal of a Director, in the event any vacancy occurs on the Board of Directors because of death, resignation, disqualification, or other cause, if the Director has completed less than half of his or her term, the Initial Board shall appoint a Director to fill the remainder of that Director's term. Thereafter, the Board of Directors will hold a special election to fill the vacancy. If the Director leaving the board has completed more than half of his or her term, the remaining Directors shall appoint a replacement. The Director or Directors so elected or appointed shall hold office until the next annual election of Directors and until his or their successor or successors shall be duly elected and qualified.

Section 9. Place of Meetings. The Board of Directors may hold its meetings, have one or more offices, and keep books and records of SCE at such place or places within the State of Colorado, as the Board may, from time to time, determine.

Section 10. Regular Meetings. Regular meetings of the Board of Directors shall be held at least 8 times annually. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 11. Special Meetings. Special meetings of the Board of Directors may be held whenever called by the President or by two of the Directors (If at any time there is only one Director, then one Director may call such meeting) at such time and place, within Colorado, as the person or persons calling the meeting shall designate. Notice of such meeting shall be given personally, or

mailed to each Director, addressed to him at his residence or his usual place of business at least three (3) days before the day on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Every such notice shall be published at least 24 hours in advance of the meeting, the notice will state the time, place and purpose of the meeting in accordance with Colorado's open meetings law. A Director may waive notice by signing a waiver of notice.

Section 12. Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws, a majority of the Directors in office at the time of any regular or special meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting and the act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors. In place of this simple majority, a two-thirds majority of the directors present at a meeting at which a quorum is present shall be required to act for the following two topics: the hiring or termination of a Head of School, and the alteration, amendment, or repeal of these bylaws. In the absence of a quorum, a majority of the Directors present may, without notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum can be had. The Directors present at a duly organized meeting of the Board may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Directors shall be permitted to participate in meeting via electronic means including but not limited to telephone appearance.

Section 13. Executive Sessions. All regular and special meetings of the Board of Directors shall be open to the public, except that, upon a vote of a majority of the members present, an executive session may be held to discuss any one or more of the following: 1) legal matters; 2) acquisitions or sales of property; 3) contract proposals or negotiations; 4) confidential personnel matters; 5) student disciplinary matters; and any other matters permitted by law. The motion requesting the executive session shall state the general nature of the matter to be discussed. Only those persons invited by the Board may be present during the executive session. The Board shall not make final policy decisions, nor shall any resolution, rule, regulation, or formal action or any action approving a contract or approving payment of monetary sums be adopted at any executive session. Matters discussed in Executive Session shall remain confidential among those attending. The Secretary of the Board of Directors shall maintain a topical minutes of all Executive session items that

result in public Board action.

Section 14. Committees. The Board of Directors, by resolution adopted by majority vote of the Directors, may designate and appoint one (1) or more committees of the Board of Directors. Such committees may exercise all authority as the resolution shall set forth or shall be granted by statute, and may be abolished by majority vote of the Directors. No such committee shall have the power or authority to elect, appoint or remove any Director; amend, restate, alter, or repeal the Articles of Incorporation; amend, restate, alter, or repeal these or any other Bylaws of SCE; approve a sale, lease, exchange, or other disposition of all or substantially all of the property of SCE, with or without goodwill, other than in the usual and regular course of business subject to approval by the full Board of Directors; or to take any other action prohibited by law. Committee actions are limited by the requirements of state law.

Section 15. Compensation and Expenses. Directors shall receive no compensation for their services as members of the Stone Creek Elementary Board except that reimbursement may be made for any expenses incurred on behalf of the School by any Director pursuant to and upon authorization of the School Board. No part of the net revenue of the School shall inure to the benefit of, or be distributable to, its board members, Directors or directors, officers, or other private persons.

Section 16. Powers and Duties. The Board of Directors shall have and exercise all such general powers as are usually exercised by the Board of Directors and stated in Section 1, above; and particularly to have all of the powers conferred by the Articles or Certificate of Incorporation, reference to which is hereby made, to elect, appoint or employ Officers, agents and other representatives; to determine their duties and salaries; to require security in such instances as the Board may determine; to determine who shall sign notes, checks, drafts, contracts, deeds, reports and other documents; to delegate the powers of the Board from time to time to an executive committee, or other standing or special committees.

Anything in these Bylaws to the contrary notwithstanding, the Board of Directors is not empowered to perform any activity on behalf of SCE not permitted to be carried on by an organization exempt from Federal income taxation under 501(c)(3) of the United States Internal Revenue Code.

Section 17. Standard of Conduct for Directors and Officers.

A. Each Director and Officer shall perform their duties as Director or Officer, including, without limitation, their duties as a member of any committee of the Board, in good faith, in a manner the Director or Officer reasonably believes to be in the best interest of SCE, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated in subsection (b) below. However, a Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Director or Officer shall not be liable to SCE for any action in good faith the Director or Officer takes or omits to take as a Director or Officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this Section 18. A Director or Officer, regardless of title, shall not be deemed to be a director with respect to SCE or with respect to any property held or administered by SCE including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

B. The designated persons on whom a Director or Officer are entitled to rely on are: (i) one or more Officers or employees of SCE with whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's profession or expert competence; (iii) a committee of the Board of Directors on which the Director or Officer does not serve if the Director reasonably believes the committee merits confidence.

Section 18. Director Conflict of Interest. Directors shall report any actual, potential of perceived conflict of interest as further defined in Article IX in writing to the Board prior to the time set for voting on any such issue or transaction that is the subject of the conflict of interest. It will be expected that any Director reporting any said conflict of interest will abstain from discussions and voting on said matter. Written disclosure will be made a matter of record and attached to the minutes of the meeting.

ARTICLE IV
BOARD OBJECTIVES AND RESPONSIBILITIES

Section 1. Objectives. The objectives of the Board of Directors are as follows:

A. To ensure that the Mission Statement and Operating Contract between Stone Creek Elementary and the Charter Authorizer are adhered to in all activities and decisions of the Board, staff, students, parents and SCE advisory committees.

B. To serve as final authority in matters affecting staffing, budget, curriculum, calendar decisions and SCE concerns, and to ensure that these are consistent with and promote the educational goals of the Mission Statement, Operating Contract and official SCE policy.

C. To encourage faculty, parents and students to be aware and responsive to the needs and concerns of SCE as a whole, and of the unique learning styles, challenges and talents of individual students.

D. To act as the official voice of Stone Creek Elementary with regard to public information, media contacts, and public relations.

E. To adopt policy and procedures which will govern SCE. These policies and procedures will adhere to the Mission Statement.

Section 2. Board Responsibilities.

The following sets forth the general duties and responsibilities of the Board of Directors as a whole, and its individual members.

A. The Board shall set and enforce policy and assure that SCE is run in a manner consistent with the Mission Statement and in compliance with all applicable laws, the Charter, and Operating Contract.

B. The Board shall develop and approve an annual budget, and operate within that budget.

C. The Board shall appoint members to standing and ad hoc committees. Those elected to the Board will be expected to serve on a minimum of one standing committee.

D. The Board will establish and publish the school calendar, including any changes made during the school year.

E. The Board shall be responsible for the maintenance of any records required by law or

provided for by the Operating Contract.

F. The Board shall negotiate and approve any changes to or renewals of the facilities lease, its use and maintenance, and shall establish policy for facilities use.

G. The Board shall convene at least eight times per year, subject to Open Meetings Law, and will provide an opportunity for public input. In addition, the Board may convene work sessions as it deems appropriate.

H. The Board shall adopt and administer a grievance policy and procedure.

I. The Board shall approve an enrollment policy, and assure compliance with all aspects of such policy.

J. The Board shall approve or disapprove all hiring and termination recommendations, and approve all staff employment contracts.

K. The Board shall enforce all contract issues, including employment, leases, and charter agreements with the Charter Authorizer or State of Colorado.

L. The Board shall be responsible for the implementation and monitoring of a code of conduct and discipline policy, consistent with the applicable law and the Operating Contract.

M. The Board shall perform other such duties as appropriate and necessary to the safe and effective operation of SCE, and which promote SCE's commitment to educational excellence.

N. The Board shall not carry on activities or use SCE's assets to support propaganda or otherwise attempt to influence legislation. The Board shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE V

OFFICERS

Section 1. Number. The Officers of SCE shall be a President, a Secretary, a Treasurer, and such other Officers as may be appointed in accordance with the provisions of Section 3 of this Article V.

Section 2. Election, Term of Office and Qualifications. The Officers of SCE shall be chosen by and from the Board of Directors at the first Board meeting following the fall elections. Each Officer, except such Officers as may be appointed in accordance with the provisions of Section 3 of this Article V shall continue in office until his successor shall have been duly elected and qualified in his stead,

or until he shall have resigned and his resignation shall have become effective or until he shall have been removed in the manner hereinafter provided. The appointment of an Officer shall not, in itself, create a contractual right. The Secretary and Treasurer, and the Assistant Secretary and Assistant Treasurer if there be such offices, may or may not be members of the board, and shall hold their offices at the pleasure of the board.

Section 3. Subordinate Officers, Committees and Agents. The Board of Directors may appoint such other Officers, committees and agents as it may deem necessary, including Vice Presidents, one or more Assistant Treasurers and one or more Assistant Secretaries, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time determine. The Board of Directors may delegate to any Officer or committee the power to appoint, and to prescribe the authority and duties of any such subordinate Officers, committees, or agents.

Section 4. Removal. Any Officer or agent may be removed either with or without cause, by the Board of Directors at any regular or special meeting thereof, or by any committee or superior Officer upon whom such power of removal may be conferred by the Board of Directors. An Officer, who is removed from office, may deliver a statement to that effect to the Secretary of State. Such removal from office does not affect the contractual rights, if any, of SCE or of the person removed from office.

Section 5. Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors, to the President or to the Secretary of SCE. Such resignations shall take effect at the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An Officer who resigns may deliver a statement to that effect to the Secretary of State. Such resignation, does not affect the contractual rights, if any, of SCE or of the person who resigned.

Section 6. Vacancies. A vacancy in office because of death, resignation, removal, disqualification or any other cause may be filled for the unexpired portion of the term in the manner prescribed in the Bylaws for regular appointments or election to such office.

Section 7. Powers and Duties. The Officers of SCE shall have such powers and duties as

usually pertain to their office, except as modified by the Board of Directors, and shall also have such powers and duties as may from time to time be conferred upon them by the Board of Directors. The general powers and duties of the primary Officers are as follows:

a. President. The President shall be the principal executive Officer of SCE, and, subject to the control of the Board of Directors, shall in general supervise and control all of the business affairs of SCE. The President shall also act as the Chairman of the Board and be the presiding Officer at meetings of the Board of Directors unless otherwise specified by resolution of the Board of Directors. The President may sign, with the Secretary or any other authorized Officer of SCE, any deeds, mortgages, bonds, contracts or other instruments authorized to be executed, except where the signing and execution thereof shall be expressly delegated to some other Officer or agent of SCE, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

b. Vice-President. The Vice-President, if any, shall, in the absence of the President, or in the event of the President's inability to act, conduct all Directors meetings and shall have the authority, in the absence of the President, to sign all minutes of meetings transcribed by the Secretary, bonds, deeds, agreements or other instruments in writing made and entered into by, or on behalf of, SCE wherein the capital of said school is or may be impaired, encumbered or otherwise affected and to perform such other administrative functions in the absence of the President as may be deemed necessary or beneficial to the affairs of this school. The Vice-President shall attend all Directors meetings and shall serve as general advisor to the President.

c. Secretary. The Secretary shall keep the minutes of the Board of Directors' meetings in the Minute Book of SCE; 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 of the Seal of SCE and, if required, see that the Seal is affixed to all documents, the execution of which is duly authorized; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. In the absence of the Secretary or his inability to perform his duties, such duties may be performed by an assistant Secretary or by a Secretary pro tempore appointed at any meeting by the Chairman of the Board.

d. Treasurer. 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 determine. The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate accounts of all receipts and disbursements, and of the financial and business transactions of SCE in books belonging to SCE; shall deposit all moneys and securities and other valuable effects of SCE in such banks and depositories as the Board may direct; shall, either alone or in conjunction with others, named by Resolution of the Board, have power to withdraw by check or draft or other order, the funds of SCE on deposit in any bank or safe deposit box. When so requested by the President or the Board of Directors, he shall from time to time make written reports to them showing the financial condition of SCE, and shall perform such other duties as the Board may designate. In the absence of the Treasurer or the inability to perform the duties of the office, such duties may be performed by an assistant treasurer or other person designated by the Board.

ARTICLE VI

INDEMNIFICATION

Section 1. Definitions. For purposes of this Article:

(a) The terms “Director or Officer” shall include a person who, while serving as a Director or Officer of SCE, is or was serving at the request of SCE as a Director, Officer, partner, member, manager, director, employee, fiduciary or agent of another foreign or domestic corporation, nonprofit corporation or other person or employee benefit plan. The term “Director or Officer” shall also include the estate or personal representative of a Director or Officer, unless the context otherwise requires.

(b) The term “proceeding” shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

(c) The term “party” includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

(d) The term “liability” shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

(e) When used with respect to a Director, the phrase “official capacity” shall mean the office of a Director in SCE, and, when used with respect to a person other than a Director, shall mean the

office in SCE held by the Officer or the employment, fiduciary or agency relationship undertaken by the employee or agent on behalf of the corporation, but in neither case shall include service for any foreign or domestic corporation or for any other person, employee benefit plan, or other enterprise.

Section 2. General Provisions. SCE may indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director or Officer of SCE, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person (a) acted in good faith, (b) reasonably believed, in the case of conduct in an official capacity with SCE, that the conduct was in the best interests of SCE and, in all other cases, that the conduct was at least not opposed to the best interests of SCE, and (c) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 if either: (A) in connection with a proceeding brought by or in the right of SCE in which the Director or Officer was adjudged liable to SCE; or (B) in connection with any other proceeding charging improper personal benefit to the Director or Officer, whether or not involving action in that person's official capacity, in which the Officer or Director is ultimately adjudged liable on the basis that the Director or Officer improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or on behalf of SCE shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section 2.

Section 3. Successful Defense on the Merits: Expenses. To the extent that a Director or Officer of SCE has been wholly successful on the merits in defense of any proceeding to which the Director was a party, such person shall be indemnified against reasonable expenses (including attorneys' fees) actually and reasonably incurred in connection with such proceeding.

Section 4. Determination of Right to Indemnification. Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by SCE only as authorized in each specific case upon a determination that indemnification of the Director or Officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 2. Such

determination shall be made: (a) by the Board of Directors by a majority vote of a quorum of disinterested Directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding; or (b) if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Directors designated by the board, which committee shall consist of two or more Directors who are not parties to the proceeding (Directors who are parties to the proceeding may participate in the designation of Directors to serve on such committee); or (c) if such a quorum of the Board of Directors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 5. Advance Payment of Expenses: Undertaking to Repay. SCE may pay for or reimburse the reasonable expenses (including attorneys' fees) incurred by a Director or Officer who is a party to proceeding in advance of the final disposition of the proceeding if: (a) the Director or Officer furnishes SCE a written affirmation of the Director's or Officer's good faith belief that the person has met the standard of conduct set forth in Section 2; (b) the Director or Officer furnishes SCE with a written undertaking, executed personally or on the Director's or Officer's behalf, to repay the advance if it is determined that the person did not meet the standard of conduct set forth in Section 2, which undertaking shall be an unlimited general obligation of the Director or Officer but which need not be secured and which may be accepted without reference to financial ability to make repayment; and (c) a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 6. Other Employees and Agents. SCE shall indemnify such other employees and agents of SCE to the same extent and in the same manner as is provided above in Section 2 with respect to Directors and Officers, by adopting a resolution by a majority of the members of the Board of Directors specifically identifying by name or by position the employees or agents entitled to indemnification.

Section 8. Insurance. The Board of Directors may exercise SCE's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a Director, Officer, employee, fiduciary of another domestic or foreign corporation, nonprofit corporation or other person or an employee benefit plan of SCE against any liability asserted against the person or incurred by the person in any such capacity or arising out of the person's status as such, whether or not SCE would have the power to indemnify that person against such liability under the provisions of this Article.

Section 9. Nonexclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any Bylaw, agreement, resolution of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or Officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

ARTICLE VII

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 1. Contracts, Etc. How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any Officer or Officers or agent or agents of SCE to enter into any contract or execute and deliver any instrument in the name and on behalf of SCE. Such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind SCE by any contract or engagement or to pledge its credit or to render it liable financially for any purpose or to any amount.

Section 2. Loans. No loans shall be contracted on behalf of SCE and no negotiable papers shall be issued in its name, unless authorized by the Board of Directors. When so authorized, any Officer for SCE may effect loans and advances at any time for SCE or individual, and for such loans and advances, may make, execute and deliver promissory notes or other evidences of indebtedness of SCE; and when authorized as security for the payment of any and all loans, advances, indebtedness and liabilities of SCE may mortgage, pledge, hypothecate or transfer any real or personal property at any time held by SCE and to that end execute instruments of mortgage or pledge or otherwise transfer

said property. Such authority may be general or confined to specific instances.

Section 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 SCE shall be signed by such Officer or Officers, agent or agents of SCE and in such manner as shall from time to time be determined by resolution of the Board Directors.

Section 4. Deposits. All funds of SCE not otherwise employed shall be deposited from time to time to the credit of SCE in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept on behalf of SCE any contribution, gift, bequest or devise for the general purposes or for any special purpose of SCE.

Section 6. Investment Managers. The Board of Directors shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investments of SCE.

ARTICLE VIII

BOOKS AND RECORDS

Section 1. Corporate Records. SCE shall keep as permanent record minutes of all meetings of its Board of Directors including a record of all actions taken by the Board, and a record of all waivers of notices of meetings of the Board of Directors. SCE shall also maintain the following records: (a) appropriate accounting records; (b) its Articles of Incorporation and Bylaws; (c) a list of the names and business or home addresses of its current Directors and Officers; (d) a copy of its most recent corporate report delivered to the Secretary of State; and (e) all financial statements prepared for periods during the last three years.

Section 2. Inspection and Copying of Corporate Records for Tax Exempt Organization. Pursuant to Internal Revenue Code §6104, a copy of SCE's Application for Tax Exemption under §501 of the Internal Revenue Code and any informational returns filed with the Internal Revenue

Service (i.e. Form 990) must be kept at SCE's principal office and be available for inspection to the public during regular business hours. SCE must either allow interested persons to photocopy such documents or photocopy such documents for interested persons. SCE may charge up to the maximum amount allowed by the Internal Revenue Service for such photocopying and postage.

ARTICLE IX

CONFLICTS OF INTEREST

Section 1. Definition. As used in this Article, "Conflicting Interest Transaction" means: a contract, transaction, or other financial relationship between SCE and a Director of SCE, or between SCE and a party related to a Director or between SCE and an entity in which a Director of SCE is a Director, Officer or has a pecuniary interest.

Section 2. Loans. No loans shall be made by SCE to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to SCE for the amount of such loan until the repayment thereof.

Section 3. Transactions. Members of the Board of Directors hold a position of trust, created in the interest of the common good and for the benefit of SCE. It is the intent of this Section to maintain public confidence and prevent the use of public office for private gain. Directors will disclose any known or potential conflicts of interest in writing to the Board of Directors prior to the time set for voting on any such transaction and will not be present during a vote on the matter or attempt to influence the decisions of other Directors in voting on the matter. The written disclosures will be attached to the minutes of the meeting in which Board action will occur relating to the matter disclosed. Failure by a Director to bring notice of a potential conflict of interest to the attention of the Board may constitute cause for removal of the member from the Board.

Section 4. Quorum Count. Common or interested Directors may be counted in determining the presence of a quorum at meetings of the Board of Directors or of a committee, which authorizes, approves, or ratifies the Conflicting Interest Transaction.

Section 5. Related Defined. For the purposes of this Article, a party related to the Director

shall mean a spouse, a descendent, an ancestor, a sibling, the spouse of a descendent of a sibling, an estate or trust in which the Director or a party related to the Director has a beneficial interest, or an entity in which the party related to a Director is a Director, Officer, or has a pecuniary interest.

ARTICLE X

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of SCE shall be July 1-June 30.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Colorado Revised Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of SCE, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3. Gender. The masculine gender is used in these Bylaws as a matter of convenience only and shall be interpreted to include the feminine gender as the circumstances indicate.

Section 4. Conflicts. In the event of any irreconcilable conflict between these Bylaws and either SCE's Articles of Incorporation or applicable law, the latter shall control.

Section 5. Definitions. Except as otherwise specifically provided in these Bylaws, all terms used in these Bylaws shall have the same definition as in the Colorado Revised Nonprofit Corporation Act, as amended.

Section 6. Receipt of Notice by SCE. Notices and other documents or writings shall be deemed to have been received by SCE when they are actually received: (a) at the registered office of SCE in Colorado; (b) at the principle office of SCE addressed to the attention of the Secretary of SCE; (c) by the Secretary of SCE wherever the Secretary may be found; or (d) by any other person authorized from time to time by the Board of Directors or the President to receive such writings wherever such person is found.

Section 7. Parent Teacher Organization. The Board of Directors shall have the power to institute as a regular committee a Parent Teacher Organization for the benefit of the Stone Creek Elementary. The PTO shall consist of teachers of the school, parents of students and any community representatives approved by the Board of Directors. The PTO shall elect its own Officers and develop its own bylaws, policies, procedures and committee structures and shall submit said for approval to the Board of Directors.

ARTICLE XI
AMENDMENTS

The power to alter, amend or repeal these Bylaws or adopt new Bylaws is vested in the Board of Directors.

I CERTIFY THAT these Bylaws were adopted by SCE at the meeting of the Board of Directors by the Board of Directors effective April 11, 2006.

Secretary of Stone Creek Elementary