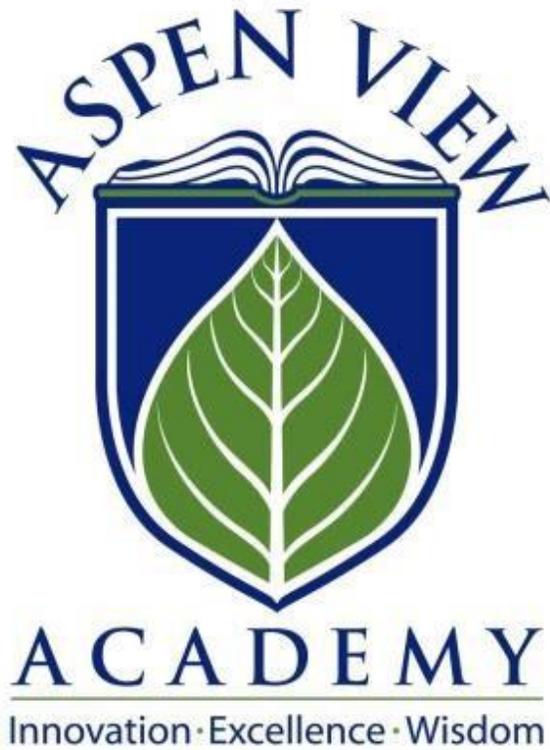


Board Election Policy



January 21, 2015

Document Revisions

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1 PURPOSE

It is the duty of the Board of Directors (“Board”) to maintain and promote the mission and vision of Aspen View Academy. As such, candidates for election to the Board of Directors shall be sought who have a demonstrated desire, characteristics, quality, and add to the diversity of the Board to maintain and promote the mission and vision of Aspen View Academy. Successful candidates shall be held accountable for the success of the school.

The Board of Directors Shall:

- Take under consideration the well-being of the student body and AVA when making decisions regarding the corporation
- Serve AVA with the highest degree of undivided duty, loyalty and care and shall undertake no enterprise to profit personally from the positions with the school.
- Establish and follow the policy on Conflict of Interest, Code of Conduct and Confidentiality for Directors, Officers and persons serving on the Board committees.
- Have no direct or indirect financial interest in the assets or leases of AVA. Any Director who individually or as part business or professional firm is involved in the business transactions or current professional services of AVA shall disclose this relationship and shall not participate in any vote taken with respect to such transaction or services
- Act collectively as the official governance voice of AVA with regard to public information, media contacts and public relations.

The business and affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, the articles of incorporation or these bylaws.

2 SEATS

The Board shall comprise seven (7) seats labeled “Seat 1,” “Seat 2,” “Seat 3,” “Seat 4,” “Seat 5,” “Seat 6,” and “Seat 7.” The initial seven member Board shall consist of two Directors who will serve a one-year term ending with the regular meeting in May 2014 (Seat 1 and Seat 2), two Directors who will serve a two-year term ending with the regular meeting in May 2015 (Seat 3 and Seat 4), and three Directors who will serve a three-year term ending with the regular meeting in May 2016 (Seat 5, Seat 6 and Seat 7).

Seat 1, Seat 3, and Seat 6 shall be elected positions.

Seat 2, Seat 4, Seat 5 and Seat 7 shall be Board appointed positions. These seats shall be appointed by the majority of directors then in office.

3 TERMS

Except for the terms specified for the initial Board of Directors in Section 2 - Seats, Directors shall serve a term of three (3) years from the date of their election, or until their successors are seated. A full three-year term shall be considered to have been served upon the passage of three (3) annual elections. After election, the term of a Director may not be reduced, except for cause as specified in the Bylaws of Aspen View Academy. Directors shall serve staggered terms to balance continuity with new perspective Board Directors. Directors can be removed in the manner provided by the Colorado Revised Nonprofit Corporation Act.

The initial Board of Director seating and terms shall be as follows:

Seat No.	Term End Date	Elected / Appointed	Board Member	Board Position
1	5/1/2014	E	Sun	Member At-Large
2	5/1/2014	A	Schroeder	Treasurer
3	5/1/2015	E	Briney	Member At-Large
4	5/1/2015	A	Nye	President
5	5/1/2016	A	Casten	Secretary
6	5/1/2016	E	Ruekert	Vice President
7	5/1/2016	A	Rogers	Member At-Large

4 ELECTION ARRANGEMENTS

The Board Secretary shall announce the board seats up for election to each family within a week after the annual February board meeting (“the February Communication”). Candidates must be nominated in writing to the Board Secretary prior to the annual March board meeting. The Board Secretary shall distribute information about each candidate to each family prior to the April board meeting (“the April Communication”). The Secretary of the Board shall be responsible for all election arrangements and shall follow the procedures dictated herein.

5 NOTICE

In the February Communication, the Board Secretary shall notify Eligible Voters of the date of the next Board election, the term of the Board positions open, the number of positions open, the eligibility requirements for candidates, the proxy voting procedures (if any), the nomination procedures, the application procedure, the deadlines for any voting related procedures, the means for voting, and any other voting procedures. In the April Communication, the Board Secretary shall notify individuals in Eligible Voters of the eligible candidates for each seat, provide a means for each individual within the Parent Voting Group to vote, and specify any voting requirements. Whenever notice to eligible voters is given, such notice shall be sufficient if given by Aspen View Academy’s normal means of communicating with parents, faculty, and staff. Aspen View Academy shall have no obligation to notify separately parents, faculty, or staff members who, through no action of Aspen View Academy, lack access to or fail to receive such communications.

6 ELECTIONS

Seat 1, Seat 3, and Seat 6 shall be elected by eligible voters as specified in Section 9 – Eligibility of Voters.

Ballots for Board elections may be distributed to each Eligible Voter via electronic mail, online voting mechanism, or any other normal means of communicating with parents, faculty, and staff. Completed ballots shall be returned in the ballot box in the lobby of the school. Those candidates receiving the most votes will fill the available seats on the corporation’s 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.

Elections shall be completed prior to the annual board meeting held each May to enable an announcement at the May meeting. The candidate(s) receiving the most votes will fill the available seats on the 3 of 3 Aspen View Academy’s 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.

During an election if there is only one candidate running for the open seat that candidate will be awarded the open seat. The candidate must still fill out all the appropriate paperwork and get the required signatures to run for the position.

7 APPOINTMENTS, RESIGNATIONS AND VACANCIES

Seat 2, Seat 4, Seat 5 and Seat 7 shall be appointed by majority vote of the currently seated Directors. Such appointments can be selected from the Parent Voting Group, Board of Directors, or the community at large. These seats shall be filled at the May Board meeting.

Any Director of the corporation may resign at any time by giving a written notice to the Board of Director’s President or Secretary. Such a resignation shall take effect on 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. A Director having three or more consecutive absences from the regular meetings of the Board of Directors shall be deemed to have resigned as a Director. Directors shall be removed in the manner provided by the Colorado Revised Nonprofit Corporation Act.

Upon vacancy for Directorship the remaining Directors shall appoint a replacement. If the Director was filling an appointed seat, the remaining Directors shall appoint a replacement. The Director appointed shall hold office until the end of the term of the Director whose vacancy they are filling.

8 DIRECTOR ELIGIBILITY

Candidates for election shall be nominated by another Director or a parent from the Parent Voting Group. Directors shall be sought who reflect the qualities, qualifications and diversity determined by the Board. All Directors shall have identical rights and responsibilities. Only one person per family may serve on the Board at any one time. A Director cannot be a paid employee of Aspen View Academy. A Director must be at least 18 years of age or older. The nomination process shall be explained to the eligible voters

in the February Communication.

Directors shall receive no compensation for their services except that reimbursement may be made for any expenses incurred for the Corporation by any Director pursuant to and upon authorization of the Board and following the Corporation's internal financial policies. No part of the net revenue of the Corporation shall inure to the benefit of, or be distributable to, the Board of Directors, Officers, or other private persons.

In order to avoid conflicts of interest the Board of Directors shall not contract with Directors. Directors may not be in a financial relationship with the Corporation. Upon taking office, or as they may arise, Directors shall disclose any known or potential conflicts of interest in writing to the Board. Directors so disclosing shall not vote when a conflict arises, nor shall he/she attempt to influence the decisions of other Directors in voting on the matter. Directors of the Founding Board shall sign a Conflict of Interest Form which is included in the official contract with the Douglas County School District.

9 STANDARD OF CARE

A director shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith in a manner he reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his duties, a director 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 herein designated; but he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a director is entitled to rely are: (i) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented; (ii) counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or (iii) a committee of the board or an advisory committee upon which the director does not serve, duly designated in accordance with Sections 3.12 or 3.13 of these bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

10 ELIGIBILITY OF VOTERS

The Parent Voting Group will consist of all parents or legal guardians of students currently enrolled at the School.

Teachers and employees of Aspen View Academy are eligible to vote and will have one vote for each vacant Elected Board seat.

No individual shall be granted more than one vote in a given election.

11 POSTPONEMENTS

In the event an annual board meeting is canceled or postponed for any reason, the deadlines mentioned herein shall be effective as of the date and time of the announced and posted board meeting time.

12 OFFICERS

The officers of the Board shall be a President, a Vice President, a Treasurer, and a Secretary. These officers shall be appointed by majority vote of the currently seated Directors. The Treasurer must have served on the Finance Committee to be eligible for this position.