

BY-LAWS

OF

HIGH PLAINS PTCO

(A Nonprofit Corporation)

ARTICLE I

NAME

The name of the corporation is HIGH PLAINS PTCO (hereinafter referred to as the "Corporation").

ARTICLE II

OFFICES

The principal office of the Corporation shall be at 4255 Buffalo Mountain Drive, Loveland, Colorado 80538. The Corporation may have such other offices within the State of Colorado as the Board of Directors may designate or as the affairs of the Corporation may, from time to time, require.

ARTICLE III

PURPOSE AND MEMBERSHIP

1. Purpose. The Corporation is organized in accordance with the laws of the State of Colorado and, specifically, the Colorado Revised Nonprofit Corporation Act. The Corporation is organized and shall be operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (or corresponding provisions of any future United States Internal Revenue law), including, but not limited to, enhancement and support of the educational experience; development of a close connection between school, home and community by encouraging parental involvement; and improvement of the environment at High Plains School of Loveland, Colorado ("School"), through volunteer and financial support.

2. Directors and Officers Subject to By-Laws. All present or future Directors and officers of the Corporation, and any other person that asserts an interest in the Corporation, shall be subject to the rules and regulations set forth in these By-Laws.

3. Establishment of Membership. Each parent or legal guardian of a student enrolled at the School shall be a parent member of the Corporation ("Parent Member"). Such membership shall cease automatically when the student is no longer enrolled in the School. Each full time employee of the School shall be a staff member ("Staff Member"). Such membership shall cease automatically when the Staff Member's employment at the School terminates. Interested members in the community who are approved by the Board of Directors of the Corporation shall also be admitted as members of the Corporation and such membership may be terminated by the Board of Directors in its discretion. A member shall not be required to pay any membership dues.

4. Membership Rights. Parent Members of a child attending the School shall, together, have one (1) vote regardless of the number of their children attending the School or the number of Parent Members for the child(ren). Each Staff Member shall have one (1) vote. If a Staff Member has children attending the School, he or she shall only have one (1) vote as a Staff Member and shall not have any separate or additional voting rights as a Parent Member.

5. Voting. Members of the Corporation shall not have the right to vote on corporate matters except to the extent set forth in the Colorado Revised Nonprofit Corporation Act and as set forth in these By-Laws or as authorized by resolution of the Board of Directors of the Corporation. Any such resolution by the Board of Directors must specifically identify those matters which will be open to a vote of the membership. Voting at members' meetings may be by voice or by written ballot; provided, however, that all contested elections for Directors shall be by written ballot. The Board of Directors shall tabulate, or cause to be tabulated, the votes cast by the members. A majority of the votes cast at a meeting of the members at which a quorum is present shall be sufficient to determine the issue unless a different voting requirement is established by the Colorado Revised Nonprofit Corporation Act, these By-Laws or the resolution authorizing the voting by the members. The Board of Directors shall establish all voting rules and regulations for any and all elections in which members may participate. The use of proxies in voting by members shall be prohibited.

6. Annual Meetings. The annual meeting of the members shall be held each year at a time and date to be selected by the President of the Corporation for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

7. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by resolution of the Board of Directors or by the President of the Corporation and shall be called by the President upon written request of the members holding ten (10) or more of the votes entitled to be cast at such meeting, provided such written request shall also state the purpose of the meeting called and the business to be transacted at such meeting.

8. Place of Meeting. All meetings of members shall be held at the principal office of the Corporation unless the Board of Directors designates another location as the place of meeting for any annual meeting or special meeting.

9. Notice of Meetings and Waiver of Notice. Written notice stating the place, day and hour of the meeting for the annual meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member entitled to vote at that meeting. The notice shall be given personally or by mail, private carrier, facsimile, electronic communication, electronic mail or other form of wire or wireless communication to members by or at the direction of the President, the Secretary or persons calling the meeting. Delivery of notice of a meeting to the child or children attending the School shall be deemed personal delivery, without further evidence required as to actual receipt by a member. All notices of meetings shall additionally be posted at the location of the principal office of the Corporation specified by the Directors from time to time. Other forms of notice permitted pursuant to C.R.S. 7-127-104 shall also constitute notice of a meeting.

10. Quorum. Except as otherwise provided in these By-Laws or as provided by law, at any meeting of the members, the presence in person of the members holding twenty (20) or more of the votes entitled to be cast on the matter to be voted upon shall constitute a quorum. If the required quorum is not present at a duly called meeting, the meeting shall be postponed until further notice or cancelled. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be ten (10) or more of the votes entitled to be cast on the matter to be voted upon. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. An affirmative vote of a majority of the votes entitled to be cast on a matter to be voted upon by the members present in person at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater portion is required by law, by the Articles of Incorporation, or by these By-Laws.

ARTICLE IV

BOARD OF DIRECTORS

1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have the powers and duties necessary for

the administration of the Corporation and for the operation and maintenance of any and all Corporation property. The Directors shall in all cases act as a Board; and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with these By-Laws, the Articles of Incorporation, or the laws of the State of Colorado.

2. Other Powers and Duties. The Board of Directors shall be empowered and shall have the duties as follows:

(a) By resolution adopted by a majority of the Directors in office, or by modification to these By-Laws, designate and appoint individuals to a committee ("Committee"), for the purpose of offering advice and other skills and talents to the Corporation in furtherance of the objectives and purposes of the Corporation. Any and all such Committees (if any), including the establishment of such Committees, the designation of such Committees, the manner of election or appointment of individuals to such Committees and the qualifications and rights of such Committee members, shall be adopted by resolution of the Board or by modification to these By-Laws. The designation and appointment of any such Committees, and the delegation thereto of authority, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him or her by law.

(b) To borrow funds and to give security therefor in order to pay for any expenditure or outlay required pursuant to the authority granted by the provisions of the Articles of Incorporation and the By-Laws, and to execute all such instruments evidencing such indebtedness as the Board of Directors may deem necessary; and such indebtedness shall be the obligation of the Corporation.

(c) To establish a bank account for the common treasury and for all separate funds which are required or may be deemed advisable by the Board of Directors.

(d) To keep and maintain, or to cause the same to be kept and maintained, detailed, accurate records in chronological order of receipts and expenditures affecting the property of the Corporation, specifying and itemizing the maintenance and repair expenses of the property and any other expenses incurred.

(e) To prepare and deliver to the annual meeting a statement showing all receipts, expenses or disbursements since the last such statement.

(f) To meet at least annually.

(g) To manage, control, operate and maintain the property of the Corporation, and to designate the personnel necessary for such management and control of the Corporation property.

(h) To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate or otherwise deal in and with real, personal and intangible property of all kinds and any rights or interest therein, for any purpose of the Corporation.

(i) To obtain and maintain, to the extent maintainable, all policies of insurance required by the Articles of Incorporation, the By-Laws and any duly passed resolution of the Board of Directors.

(j) To enter into contracts for services, facilities, purchase of assets, both personal and real, for the benefit of the Corporation, and do any and all acts that a natural person can do for the benefit of the Corporation.

(k) To protect and defend the Corporation from loss and damage by suit or otherwise.

(l) To develop an annual budget, establish and oversee committees to conduct the work of the Corporation, establish fundraising programs, and approve unbudgeted expenditures of no more than One Thousand Dollars (\$1,000.00).

(m) In general, to carry on the administration of the Corporation, to do all of those things necessary and reasonable in order to carry out the governing and operation of the Corporation and to fulfill the purposes for which the Corporation is formed, and to exercise for the Corporation all powers and authorities vested in or delegated to the Corporation by the Articles of Incorporation or the By-Laws.

3. Number, Tenure and Qualifications. The Board of Directors shall consist of not less than three (3) persons nor more than seven (7) persons with the exact number established by resolution of the Board of Directors from time to time. Initially, the Board of Directors as set forth in the Articles of Incorporation shall consist of three (3) persons who shall hold office until their successors are duly elected by the members. Any member of the Corporation may become a Director of the Corporation.

4. Election and Term of Office. At the organizational meeting of the Board of Directors of the Corporation, the term of office of one (1) Director shall be fixed at two (2) years and the term of office of the remaining Directors shall be fixed at one (1) year. At the expiration of the initial term of office of each respective Director, a successor shall be elected to serve a term of two (2) years to replace the Director who was initially elected to serve a two (2) year term and each of the remaining successors shall be elected to serve a term of one (1) year to replace the Directors who were initially elected to serve a one (1) year term. In the event of an increase in the number of Directors, all newly elected Directors shall serve a term of one (1) year so that one (1) Director shall serve a term of two

(2) years and all remaining Directors shall serve a term of one (1) year. Directors may be reappointed for successive terms and shall be elected by vote of a majority of the votes entitled to be cast by members present in person at an annual meeting or special meeting. The Directors shall hold office until their successors have been elected and shall hold their first meeting.

5. Vacancies. Vacancies in the Board of Directors caused by any reason shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall remain in office until the term he or she is completing expires.

6. Removal of Directors. At any regular or special meeting duly called, any one (1) or more of the Directors may be removed, with or without cause, by unanimous vote of all of the remaining Directors who are under consideration for removal; and a successor may then and there be elected to fill the vacancy and unexpired term thus created. A Director's office shall be deemed vacant if he or she fails to attend three (3) consecutive meetings (regular or special) and such vacancy is not explained to the satisfaction of the remaining Directors. Any Director whose removal has been proposed shall be given an opportunity to be heard at such meeting.

7. Place of Meeting. All meetings of the Board of Directors shall be held at the principal office of the Corporation, unless the Board of Directors designates another location as the place of meeting of any regular or special meeting.

8. Regular Meetings. Regular meetings of the Board of Directors may be called by the President or a majority of the Directors and may be held at such time and place as shall be determined from time to time by a majority of the Directors; but at least one (1) such meeting shall be held each calendar year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by first-class mail, electronic mail, telephone or telecopier, at least three (3) days prior to the date named for such meeting, which notice shall state the time, date and place of said meeting.

9. Special Meetings. Special meetings of the Board of Directors may be called by the President on one (1) day's notice to each Director, given personally or by first-class mail, electronic mail, telephone or telecopier, which notice shall state the time, date, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of a majority of the Directors.

10. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting; and such waiver shall be deemed equivalent to the giving of such notice. If all the Directors are present at any meeting of the Board, no notice shall be required; and any business may be transacted at such meeting.

Attendance by a Director at any meeting of the Board shall constitute a waiver of notice by him or her of the time and place thereof unless the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

11. Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business; and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless otherwise provided in the By-Laws. If at any meeting of the Board of Directors there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At such adjourned meeting subsequently held, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

12. Meetings by Telephone. One (1) or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications arrangement by which all participants in the meeting can hear each other at the same time. Such participation shall be equivalent for all purposes to attendance in person at such meeting.

13. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

ARTICLE V

OFFICERS

1. Designation. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, a Volunteer Coordinator and a Faculty Liaison, all of whom shall be elected by the Board of Directors and such other officers as the Board of Directors shall, from time to time, elect. Any member of the Corporation may become an officer of the Corporation. The officers of the Corporation shall have such authority and shall perform such duties as shall be designated by the Board of Directors of the Corporation from time to time.

2. Election of Officers. The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting, and shall hold office at the pleasure of the Board. One (1) person may hold concurrently any two (2) offices; provided, however, that the offices of President and Secretary shall not be held by the same person.

3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his or her successor elected at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose.

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

5. President. The President shall be the principal executive officer and official representative of the Corporation and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors and the members of the Corporation and shall prepare agendas for such meetings. He or she shall present, at each annual meeting of the Board of Directors, a report of the conditions of the affairs of the Corporation. He or she shall cause to be called regular and special meetings of the Board of Directors in accordance with these By-Laws. He or she shall sign and make all contracts and agreements in the name of the Corporation and pay authorized expenses as needed. He or she shall sign checks, notes, drafts, warrants or other orders for the payment of money duly drawn by the Treasurer, and any instruments which are required to be executed, except in cases where the signing and execution thereon shall be expressly delegated by the Directors to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. He or she shall ensure the proper retention of all official records of the Corporation. He or she shall enforce these By-Laws and perform all of the duties incident to the position and office and which are required by law.

6. Vice President. The Vice President shall have the powers and authority and shall perform all functions and duties of the President in the absence of the President or his or her inability, for any reason, to exercise such powers and functions or perform such duties, including presiding over meetings of the Board of Directors and members in the absence of the President and paying authorized expenses as needed. In addition, the Vice President shall oversee Committees appointed pursuant to these By-Laws and assist the President.

7. Secretary. The Secretary shall keep all the minutes of the meetings of the Board of Directors and the minutes of all meetings of the members of the Corporation; he or she shall have charge of such books, papers and other historical records as the President or the Board of Directors may direct; and he or she shall, in general, perform all of the duties incident to the office of Secretary.

8. Treasurer. The Treasurer shall have the responsibility for Corporation funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Corporation. He or she shall be responsible for the

collection of all revenue and the deposit of all monies and other valuables in the name and to the credit of the Corporation in such accounts and depositories as may, from time to time, be designated by the Board of Directors. He or she shall, in general, perform all of the duties incident to the office of Treasurer, including the payment of authorized expenses, the reporting of financial activity as set forth herein, the preparation of year-end financial reports and the facilitation of an annual audit of the Corporation each year.

9. Volunteer Coordinator. The Volunteer Coordinator shall be responsible for soliciting and managing volunteers to perform services in support of the School as determined necessary or appropriate by the Board of Directors from time to time, including the oversight of volunteer resources and needs for the Corporation and School programs and services and the provision of guidance, support and resources throughout the local community in which the School is located as needed. He or she shall ensure that all volunteers of the Corporation are educated about and compliant with the Thompson School District requirements and that volunteer hours are properly recorded.

10. Faculty Liaison. The Faculty Liaison shall be responsible for acting as the liaison between parents and the School staff and shall work directly with the Corporation and the School staff in promoting communication and a supportive relationship between the Corporation and the School staff. He or she shall act as a spokesperson for School staff regarding concerns and requests that are related to the Corporation and shall communicate decisions and concerns of the Corporation to the School staff.

ARTICLE VI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify Directors and officers of the Corporation, employees and agents of the Corporation to the maximum extent permitted pursuant to the Colorado Revised Nonprofit Corporation Act, as amended from time to time.

ARTICLE VII

FINANCIAL POLICIES

1. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30 of the subsequent year.

2. Banking. All bills payable, notes, checks or other negotiable instruments of the Corporation shall be made in the name of the Corporation. All funds of the Corporation

shall be deposited in a checking and/or savings account in the name of the Corporation and maintained at a local financial institution. The President, the Vice President and the Treasurer shall be authorized signatories on such financial institution account(s).

3. Reporting. All financial activity of the Corporation shall be recorded in a manual or computer-based accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly to the Board of Directors.

4. Ending Balance. The Corporation shall maintain a minimum of One Thousand Dollars (\$1,000.00) in the treasury of the Corporation at the end of each fiscal year.

5. Loans. No agent, officer or employee of the Corporation shall be empowered to obtain a loan for the benefit of the Corporation, unless the Board of Directors of the Corporation has unanimously agreed upon obtaining the loan in question. Notes or other negotiable instruments of the Corporation shall be signed by the President or by such other officers as are authorized by resolution of the Board of Directors.

ARTICLE VIII

AMENDMENT

These By-Laws may be amended by (i) the Board of Directors by a vote of sixty-seven percent (67%) of the votes entitled to be cast by the Board of Directors or (ii) a vote of sixty-seven percent (67%) or more of the members of the Corporation at a meeting of the members at which a quorum is present.

ARTICLE IX

MISCELLANEOUS

1. Non-Profit. The Corporation is not organized for profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors or officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes of the Corporation.

2. Conduct of Meetings. All meetings shall be conducted in a fair and reasonable manner so that each party has a reasonable opportunity to present and discuss issues. At the request of the President of the Corporation or any other party participating in the meeting, the meeting shall be conducted in substantial compliance with the most recent edition of "Robert's Rules of Order."

3. Reimbursement of Expenses. In addition to the foregoing, any Director or other officer may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation.

IN WITNESS WHEREOF, the foregoing By-Laws of the Corporation have been adopted effective the _____ day of _____, 2016.

HIGH PLAINS PTCO,
a Colorado non-profit corporation

[SEAL]

By _____
Secretary