

**BY-LAWS
OF
CAPROCK ACADEMY,
A Colorado Not-For-Profit Corporation**

ARTICLE I

Offices

Section 1.1. Name. The name of the corporation shall be Caprock Academy (hereinafter “corporation”, “Caprock Academy”, “the school”, “Academy”).

Section 1.2. Principal Office. The principal office of the corporation shall be located in Mesa County, Colorado 81503. The corporation may have such other offices and places of business, either within or outside Colorado, as the board members may designate or as the business of the corporation may require from time to time.

Section 1.3. Registered Agent. The registered office of the corporation required by the laws of the State of Colorado to be maintained in Colorado may be, but need not be, identical with the principal office if in Colorado, and the address of the registered office may be changed from time to time by the board members.

ARTICLE II

Purpose and Membership

Section 2.1. Not-for-Profit Purpose. The purpose of Caprock Academy is to enrich the lives of children by providing excellence in education. The school is also empowered to perform all other acts necessary or incidental to these purposes and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly to carry out such purpose, as set forth in these Bylaws, including the exercise of all other powers and authority enjoyed by corporations by virtue of the provisions of the Colorado Revised Nonprofit Corporation Act, subject to the limitations of Section 501(c)(3) of the Internal Revenue Code and all other pertinent Federal, State, and local laws and regulations. To this end, the school shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as now enacted or hereafter amended, including for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Section 2.2. Vision. Caprock Academy is dedicated to strengthening the community through the involvement of parents, educators and community leaders working together to provide an environment that fosters academic excellence and develops strong character in our students. We shape global citizens who set life goals and practice lives of service and virtue.

Section 2.3. Mission. Help all students achieve their highest academic and character potential using proven, accelerated academic programs while providing a safe environment.

Section 2.4. Core Values. The Core Values stand as a support mechanism for parents, educators and community leaders to understand the foundational statements that make up the school’s vision and mission and provide guidance for programs and curriculum.

Academics:

- We believe strongly that all children have the right to an education; any infringement on that right will not be tolerated.
- We believe that learned citizens draw on the knowledge of the Ancients (scholarship.)
- We will implement an accelerated, rigorous academic program which exceeds Colorado standards.
- We will incorporate Classical Education – a system of learning rooted in the developing stages of grammar, logic and rhetoric.
- We will promote various secondary languages including Latin instruction, which provides the foundation for language acquisition of American English, as well as European languages
- We will utilize the Core Knowledge curriculum, which provides solid, sequenced, specific, and shared learning.
- All chosen curricula reflect the mission of CA and are proven effective through solid research and proper implementation.
- We will assign relevant homework for the purposes of achieving academic excellence for all, providing a medium of communication between school and home, and developing the virtue of work.

Environment

- We will create a safe and nurturing environment that is essential to student achievement.
- We will integrate into classroom learning purposeful, proactive character education based on widely accepted virtues such as integrity, respect and honor.
- We will foster goal setting for students, guided by families and teachers.
- We will promote civic responsibility by actively participating in community service.
- We will engage parents as vital participants in all aspects of their children’s educations.
- We will adhere to a firm code of conduct.
- We will implement a specific dress code incorporating a modified uniform.

Accountability

- We will recruit and develop highly qualified, passionate teachers.
- We will operate under an independent governing board.
- We will remain accountable to families and staff through yearly surveys.
- We will make ongoing professional development for faculty, board members, and volunteers a priority.
- We will utilize effective assessments of students and faculty to gauge how well we are meeting our goals.
- We will conduct ongoing training for our Board of Directors.
- We will form and support a School Advisory Council.

Section 2.5. Board objectives:

The objectives of the Caprock Academy Board are as follows:

- A. To ensure that the Vision and Mission Statements are adhered to in all activities and decisions of the Board, and the daily activities of the staff, students, parents and school advisory committees as it relates to the school’s operations.
- B. To serve as final authority in matters affecting staffing, budget, curriculum, calendar decisions and school concerns, and to ensure that these are consistent with and promote the educational goals of the Vision and Mission Statements, and the official school policy.
- C. To encourage faculty, parents and students to be aware of and responsive to the needs and concerns of the school as a whole, and of the unique learning styles, challenges and talents of individual students.
- D. To act as the official voice of the Caprock Academy with regards to public information, media contacts and public relations.

Section 2.6. Members: The legal guardians of a child enrolled in Caprock Academy, the CA faculty, staff and administration and the current Board of Directors shall all be defined as Members of Caprock Academy. The legal guardian(s) is the person(s) noted as such on the student’s enrollment application and such membership will terminate when the child is no longer enrolled at the school. Members hold voting privileges in electing new Board members as defined in Section 4.4 and as defined in Section 3.9.1

Members are responsible for staying informed on school issues, attending Board meetings, communicating with the board, serving in volunteer roles whenever possible and serving on committees as directed by the Board.

ARTICLE III

Meetings

Section 3.1. Meetings The Governing Board and the Principal or Administrator, an ex officio, will meet at least ten times per year, approximately monthly, to discuss Academy operations and to hear reports and updates from Board Members, committees, and Organization of Parents and Teachers to consider and to adopt or change policy, and to consider requests and concerns from parents, students, teachers and administrators and other business in order to promote and maintain the Vision and Mission of the school. All actions taken by the Governing Board will require a majority vote of those Board Members present. Each meeting of the Board shall be considered a different session from other such meetings; thus motions or questions from one session or meeting can be renewed in another meeting, in accordance with the applicable section of Roberts Rules of Orders.

Section 3.1.1 Annual Board Meeting Elections. As stated in Section 4.4, elections for new board members shall take place on the second Tuesday of October of each year, or as soon thereafter as possible. Elections will be held from 7 a.m. to 7 p.m. at the school. At this time, eligible voters may vote other issues that are determined by the Board to require parental approval as in, but not limited to, Section 3.9.1. For these purposes, eligible voters shall include the Members as defined in Section 2.6 of these Bylaws. Elections shall be conducted using secret ballots. Voters shall be required to sign a roster of voters confirming their eligibility to vote. Each voter shall be allowed only one vote except as otherwise described below. Members who are families or legal guardians of children enrolled at Caprock, shall be entitled to one vote per family, regardless of the number of children attending the school. In the case of divorced parents, the parent with whom the child(ren) 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 one-half (½) vote unless the parents submit a written agreement stating otherwise. All said voting agreements shall be provided to the Board no later than 5 business days prior to any election. Votes shall be tallied and publicized by a group of volunteers made up of eligible voters, not persons seeking to hold a Board of Directors seat. The results of the election will be posted to the school's official website and announced during the annual Board Meeting to be scheduled twenty-four hours after the Election Day.

Section 3.2. Special Meeting. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place as the place for holding any special meeting of the board of directors called by them.

Section 3.3. Place of Meeting. The board members may designate any place, either within or outside Colorado, as the place for any annual meeting or special meeting called by the board

members. A waiver of notice signed by all board members entitled to vote at a meeting may designate any place, either within or outside Colorado, as the place for such meeting. If no designation is made, or if a special meeting shall be called otherwise than by the board, the place of meeting shall be the registered office of the school in Colorado.

Section 3.4. Notice of Meeting. Notice of a meeting, whether annual, regular or special, shall include the location, date, time, and purpose of the meeting and shall be posted to the official Academy website as well as being posted to the designated normal public posting place.

Section 3.4.1. Timeliness of notice of meeting. Posting and delivery of notice of meeting shall be either 72 hours or the minimum time required by Colorado law.

Section 3.4.2. Additional requirements for notice of meeting of Board members. In addition to the regular board meeting requirements, in Section 3.4, and according to the timeliness of notice of meetings, current board members shall also be notified via email to all current board members to their designated email address, and by United States mail, to the address designated. When mailed, such notice shall be deemed to be delivered when properly deposited in the United States mail with required postage affixed, addressed to his address as designated or amended by the board member at the time of joining the Board.

Section 3.5 Executive Session. All regular and special meetings of the Governing Board shall be open to the public, except that, upon a vote of a majority of the Board 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 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 decision, nor shall any resolution, rule, regulation, or formal action or any action approving a contract or calling for the payment of money be adopted or approval at any session which is closed to the general public. Matters discussed during executive sessions shall remain confidential among those attending. The Secretary of the Governing Board shall maintain topical minutes of all executive session items that result in public Board action.

Section 3.5. Organization. The president, or any member directed by the president, shall call meetings of board members to order and act as Chairperson of such meetings. In the absence of said officers, any member entitled to vote at that meeting, may call the meeting to order and a Chairperson shall be elected by a majority of the board members entitled to vote at that meeting. In the absence of the secretary or any assistant secretary of the school, any person appointed by the president shall act as secretary of such meeting.

Section 3.7. Agenda and Procedure. The board members shall have the responsibility for establishing an agenda for each meeting of board members, subject to the rights of board members to

raise matters for consideration which may otherwise properly be brought before the meeting although not included within the agenda. The Chairperson shall be charged with the orderly conduct of all meetings of board members; provided, however, that in the event of any difference in opinion with respect to the proper course of action which cannot be resolved by reference to statute, or to the Articles of Incorporation, of these Bylaws, Robert's Rules of Order (as last revised) shall govern the disposition of the matter.

Section 3.8. Quorum. For voting purposes, a quorum shall consist of a majority, a number greater than 50 percent, of those Board Members eligible to vote.

Section 3.9. Voting For purposes of voting on any resolution or proposal before the board, or for purposes of official action by the board, the affirmative vote of a majority of the Board members attending and eligible to vote shall be required, unless a greater number is required by law, or by the articles of incorporation, and except as specified below in Section 3.9.1.

Section 3.9.1 Special Voting Requirements for Modifications to Vision, Mission and Purpose: Should there be any resolution, proposal, change to these Bylaws, or the Articles of Incorporation that would explicitly change the Vision, Mission, Purpose, or Core Values of Caprock Academy it shall be required that a Special Voting session be held to put such change to a vote of the entire set of Members. Members are defined to include the Board Members, the faculty and administration and the parents/legal guardians of all currently enrolled students at Caprock Academy. Any such change shall require a two-thirds (2/3rds) majority vote of the members eligible to vote.

Section 3.10. Minutes. Approved minutes of all public board meetings will be placed in a notebook in the office of the school, added to the school website in prompt manner and will be available for public review at any reasonable time.

Section 3.11. Telephonic Meetings. One or more members of the board of directors or any committee designated by the board may participate in a meeting of the board of directors or a committee thereof by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.12. Board of Directors Voting by Proxy: No Board of Directors may vote by proxy.

ARTICLE IV

Governing Board members

Section 4.1. General Powers. The business and affairs of the school shall be managed by its board members, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act or the Articles of Incorporation.

Section 4.2. Performance of Duties. A board member of the school shall perform his duties as a board member, 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 school, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing duties, a board member 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 persons and groups listed in Section 6.1 or other committees working at the board's pleasure.

Section 4.3. Number and Qualifications. The Board shall consist of no less than three (3) and no more than seven (7) members. Of the seven (7) members, not less than five (5) shall be residents of Mesa County. Of the seven (7) board members, not less than four (4) shall be parent/legal guardian of children enrolled and attending Caprock Academy as of the date the board member is nominated by the nominating committee. No Board member shall be an employee of the school or a spouse, legal domestic partner, or immediate family member (children, parent or in-laws) of an employee of the school.

Section 4.4. Nominations, Election, and term of Board Members. Nominations for the Caprock Academy Board of Directors, by the Recruitment/Membership Committee defined under Section 6.2, shall take place in August of every school year. A ballot of candidates for the Board shall be prepared by a Nominating Committee consisting of no fewer than three members, with the majority of the committee members not serving as a Director of the Board. Election of expired seats shall take place during the annual board meeting, scheduled on the second Tuesday of October of each year and the new Board member(s) to take office no more than 30 days after election during which the time the new member(s) has attended a board meeting, with no voting privileges and participated in Board training. The terms of the Board members shall be three years and will be elected in rotation as follows: three seats will be open for election in 2008, two seats open for election in 2009, and two seats open for election in 2010. Each election thereafter will be a repeat of the following pattern three seats, two seats, and two seats. Directors may run for re-election as many times as they are qualified and willing to serve.

Section 4.5. Resignation. Any board member of the school may resign at any time by giving written notice of his resignation to the board members, the president, any vice president or the secretary of the Board. Such resignation 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. When one or more board members shall resign from the board, effective at a future date, a majority of the board members then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Section 4.6. Removal and Vacancies. Except as otherwise provided in the Articles of Incorporation or in these Bylaws, any board member may be removed, either with or without cause, at any time, by the affirmative vote of a two-thirds (2/3rds) majority of the board members entitled to vote. A vacancy in the Board caused by any such removal may be filled by the nominating process as defined in Section 4.4 by the Recruitment/Membership Committee, with the current Board members, then in office, voting by majority to fill the vacancy. The Board member appointed for the remainder of the unexpired term of his predecessor in office.

Section 4.7. Attendance. A director having three (3) or more consecutive unexcused absences from the meetings of the board of directors shall be deemed to have resigned as a director.

Section 4.8. 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.

No member of the board of directors shall permit his position on the board of directors to create a conflict between his personal business activities unrelated to the school and the actions of the corporation.

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.

Section 4.9. Background Check. All Board Members shall submit to a criminal records and background check prior to serving on the Board of Directors, and service to the Board of Directors shall be contingent on such checks being returned free from felony activity.

Section 4.10. Responsibilities. Caprock Academy Board of Directors will affirm or ratify policy recommendations made by the standing or ad hoc Committees established by the Board. The Board shall perform the following duties, but are not limited to the duties described below, as may become appropriate and necessary to the safe and effective operation of the school, and which promote the school’s commitment to educational excellence:

- Strategic planning
- Annual budget development and approval
- Fiscal oversight
- Participate in fund raising activities that benefit the school
- Selection, evaluation, and when necessary, termination of administrators and managers
- Oversight in the hiring, evaluation, and when necessary termination of members of the faculty and staff
- Adopt and administer a grievance policy and procedure
- School calendar
- Admission requirements
- Oversight of curricular and extra-curricular programs
- Community service programs
- Graduation requirements
- School facilities and safety
- Pupil behavior and performance, including but not limited to academic achievement and mitigation, attendance, dress and decorum, maintenance of a clean campus, open-campus and other privileges, and participation in extra-curricular activities
- School-Community relations
- School Advisory Council
- Board members shall each serve on at least one standing committee as defined in Section 6.2

Section 4.11. Compensation By resolution of the board of directors, any director may be paid for any extraordinary expenses, if any, of attendance at meetings.

ARTICLE V

Officers and Agents

Section 5.1. General. The officers of the corporation shall be a president, one or more vice presidents, a secretary, and a treasurer. The board of directors may appoint such other offices, assistant officers, committees and agents, including a Chairperson of the board, assistant secretaries

and assistant treasurers, as they may consider necessary, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the board of directors. One person may not simultaneously hold the office of president and secretary. In all cases where the duties of any officer, agent or employee are not prescribed by the bylaws or by the board of directors, such officer, agent or employee shall follow the orders and instructions of the president.

Section 5.2. Election and Term of Office. The officers of the school shall be elected by the board members annually at the first meeting of the board and after the new member(s) are seated as set forth in Section 4.4. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until the first of the following occurs: until his successor shall have been duly elected and shall have qualified; or until his death; or until he shall resign; or until he shall have been removed in the manner hereinafter provided.

Section 5.3. Removal. Any Officer or Agent of the Board may be removed by the board members or by the executive committee, if any, whenever in its judgment the best interest of the school will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create enforceable rights. Removal of Officers or Agents as described in this section shall be by a majority vote of the Board members eligible to vote. Any such removal undertaken under this section shall only apply to the removal from the Officer or Agent position and does not imply removal from the regular Board seat. Any removal of a Board member from the Board requires separate action as defined in Section 4.6

Section 5.4. Vacancies. A vacancy in any office, however occurring, may be filled by the board members for the unexpired portion of the term.

Section 5.5. President. Subject to the direction and supervision of the board of directors, the president shall be the chief executive officer of the corporation and shall have general and active control of its affairs and business and general supervision of its offices agents and employees. The president shall have custody of the treasurer's bond, if any. The president may chair or appoint a chairperson for, any or all meetings as he deems needful.

Section 5.6. Vice Presidents. The vice presidents, if any, shall assist the president and shall perform such duties as may be assigned to them by the president or by the board members. In the absence of the president, the vice president designated by the board members or (if there be no such designation), the vice president designated in writing by the president, shall have the powers and perform the duties of the president. If no such designation shall be made, all vice presidents may exercise such powers and perform such duties.

Section 5.7. Secretary. The secretary shall perform the following: (a) keep the minutes of

the proceedings of the board members, executive sessions, and advisory committees; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the school and affix the seal to all documents when authorized by the board members; (d) keep, at the school's registered office or principal place of business within or outside Colorado, a record containing the names and addresses of all board members and the number and class of shares held by each, unless such a record shall be kept at the office of the school's transfer agent or registrar; (e) 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 members. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

Section 5.8. Treasurer. The treasurer shall be the principal financial officer of the corporation and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit the same in accordance with the instructions of the board members. The Treasurer will serve as a member of the Finance Committee, ensure that any grant monies received are expended consistently with the terms of such grant, and oversee the financial transactions and financial and audit reports prepared for the Board and shall see that proper financial procedures are being followed as established by the Board.

ARTICLE VI

Committees

Section 6.1. Advisory Committees. The board of directors, by resolution adopted by a majority of the board of directors, may appoint advisory committees to the board of directors who, by such appointment, shall not be deemed to be directors, officers or employees of the corporation and whose functions shall not include participation in the operating management of the corporation. Members of the board of directors shall be entitled to serve on advisory committees. The advisory committees shall meet at such times as the board of directors shall determine. The advisory committee shall consider, advise upon and make recommendations to the board of directors and to the Chairperson of the board with respect to matters of policy relating to the general conduct of the business of the corporation and with respect to such questions relating to the conduct of the business of the corporation as may be submitted to it by the board of directors or the executive committee. By way of example and not of limitation, the board of directors may appoint a policy and planning committee to advise on fund raising and an investment management committee to advise the corporation on its investment portfolio. The members of the advisory committee shall hold office at the pleasure of the board of directors. Additional members or members to fill vacancies may be appointed at any regular or special meeting of the board of directors.

Section 6.2. Standing Committees. The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members one or more committees. Standing committee shall be responsible for gathering information, exploring options, reporting on progress made toward meeting goals, and bringing recommendations to the Board in a timely manner for discussion and action. All committees shall be appointed by the Board. The responsibilities and reporting structure of all Standing Committees will be adopted by the board and recorded in policy. In addition to any board members, standing committees shall consist of parent volunteers and any interested community member or Caprock Academy administrative staff or faculty member. The board shall have the authority to create or dismiss any and all standing committees deemed necessary or expedient to further the goals of the school.

The following Standing Committees shall be in place, as they support various duties and function of the Board, and continue until such time the board deems unnecessary:

Recruitment/membership committee. The board will, by resolution adopted by a majority of directors elected and qualified at the time of the resolution, designate three (3) or more individuals, no more than one of whom shall be a current board member and who shall not be eligible for election in the current term, to create a list of three (3) nominees to fill each expiring and vacant board seat in advance of such expiry.

School Advisory Council. Helps evaluate the school’s progress toward meeting its stated goals and objectives; develops school improvement plans; surveys parents, staff and students. The School Advisory Council shall also have at least the following two subcommittees:

Subcommittees of School Advisory Council:

Recruiting/Hiring Sub committee: Assists the Administrator with recruitment for staff positions; recommends policies for hiring and evaluation of staff and Administrator to the full Board for adoption; participates in interview processes as needed; other duties and functions as defined by the Board. No staff member, faculty, or other paid employee of Caprock Academy shall be eligible to serve on the Recruiting/Hiring Sub committee.

Curriculum and Instruction Sub Committee. Evaluates curriculum, instructional delivery, professional development, graduation, technology, school calendar and scheduling. There shall be one teacher from each division (primary, intermediate, middle, and secondary) to serve on this committee.

Facilities Committee: Aids in the development of a long-term facility plan; assists with minor repairs and improvements on the school building; and, potentially, assists with the acquisition of property maintenance services such as trash removal, carpet cleaning, etc.

Fundraising Committee. Directs and supports grant writing activities; researches and develops other fundraising avenues.

Finance Committee. Creates and administers the school budget, oversees the business needs and financial operations associated with the school. The Finance committee will be comprised of the business manager, Board Treasurer and a parent with financial experience.

ARTICLE VII

Indemnification of Officers and Board members

Section 7.1. No Officer or Director shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said Officer or Director performed for or on behalf of the Academy. The Academy shall and does hereby indemnify and hold harmless each person and their heirs and personal representatives who shall serve at any time hereafter as Director or Officer of the Academy, from and against any and all claims, judgments and liabilities to which such persons shall become subject by reason of either heretofore or hereafter serving as a Director or Officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or refrained from by any such Director or Officer, and shall reimburse each such Director or Officer for legal and other expenses reasonably incurred in connection with the defense of any such claim or liability; including the power to defend such person from all suits or claims as provided for under the provisions of the Colorado Nonprofit Corporation Act or the corporation code of any state in which the Academy transacts business; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of such person's own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of the Academy to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The Academy, its' Directors, Officer, employees and agents shall be fully protected in taking any action or making any payment or in refusing to do so in reliance upon the advice of counsel. The indemnification herein provided shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Directors or otherwise, both as to action in an official capacity and as to such person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of such person. Caprock Academy will have adequate Directors and Officers insurance as referenced in Article VIII.

ARTICLE VIII

Provision of Insurance

By action of the board of directors, notwithstanding any interest of the directors in the action, the corporation shall purchase and maintain insurance, in such scope and amounts as the board of director deems appropriate, on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the corporation, or who, while a director, officer, employee, fiduciary or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against, or incurred by, him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of Article V of these bylaws or applicable law.

ARTICLE IX

Miscellaneous

Section 9.1. Waivers of Notice. Whenever notice is required by the Colorado Revised Nonprofit Corporation Act, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the board member, member or other person entitled to said notice, whether before, at or after the time stated therein, or his appearance at such meeting in person or (in the case of a board members' meeting) by proxy, shall be equivalent to such notice.

Section 9.2. Construction. The masculine gender is used in these bylaws as a matter of convenience only and shall be interpreted to include the female and neutral genders as the circumstances indicate.

Section 9.3. Definitions. Except as otherwise specifically provided in these bylaws, all terms used in these bylaws shall have the same definitions as in the Colorado Revised Nonprofit Corporation Act.

Section 9.4. Amendments. The board members shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws of the corporation at any regular meeting of the board or at any special meeting called for that purpose, except as otherwise limited, including but not limited to Section 3.9.1, in these Bylaws or the Articles of Incorporation, subject to repeal or change by action of the board members.

Section 9.5. Emergency Bylaws. Subject to repeal or change by action of the board members, the board members may adopt emergency bylaws in accordance with and pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act.

Section 9.6. Nondiscrimination. At no time will Caprock Academy engage in any action which violates a federal, state, or local law forbidding discrimination on such basis as race, creed, national origin, sex, age, religion or disability.

Section 9.7. Fiscal year. The fiscal year of the corporation shall be July 1 through June 30.

Article X

Procedure to Amend the Bylaws

The bylaws may be amended, altered, or repealed and new bylaws adopted upon proper notice and a two-thirds majority vote of the Governing Board of those eligible to vote.