

HUMAN PROGRAM FOUNDATION BYLAWS

A Colorado Nonprofit Corporation (Non-Member) Operating as a Charter School Governing Board

ARTICLE I — NAME, PURPOSE, AND OFFICES

Section 1.1 Name

The name of the Corporation is Human Program Foundation (the “Corporation”).

Section 1.2 Nonprofit and Public Benefit Status

The Corporation is organized under the Colorado Revised Nonprofit Corporation Act, C.R.S. § 7-121-101 et seq., as a nonprofit corporation and intends to operate as a charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 1.3 Charter School Governing Board Purpose

The Corporation is organized for charitable and educational purposes, including the establishment, operation, and governance of a Colorado public charter school (“Charter School”) authorized pursuant to Title 22, Article 30.5, C.R.S., and related educational programs. The Corporation may also receive and administer grants and charitable contributions to support the Charter School and related educational initiatives.

Section 1.4 Limitations

No part of net earnings shall inure to the benefit of any director, officer, or private person, except for reasonable compensation for services rendered. The Corporation shall not engage in political campaign activity or substantial lobbying.

Section 1.5 Charter Contract Supremacy

In the event of a conflict between these Bylaws and the Charter Contract, the Charter Contract shall control

Section 1.6 Principal Office

The principal office of the Corporation shall be located in **La Plata County, Colorado**, or another place as determined by the Board.

Section 1.7 Registered Agent and Office

The Corporation shall maintain a registered agent and registered office in Colorado.

ARTICLE II — NON-MEMBER CORPORATION

Section 2.1 No Members

The Corporation shall have no members. All corporate powers shall be exercised by or under the authority of the Board.

ARTICLE III — BOARD OF DIRECTORS

Section 3.1 General Powers and Public Entity Role

The business and affairs of the Corporation shall be managed by its Board of Directors (“Board”), which shall function as the governing body of the Charter School.

Section 3.2 Number of Directors

The Board shall consist of not fewer than three (3) and not more than nine (9) directors, as fixed by resolution of the Board.

Section 3.3 Qualifications

Directors must be at least 18 years of age. Directors should collectively provide expertise relevant to charter school governance and public nonprofit oversight.

Section 3.4 Terms and Staggering

Directors may serve two (2), two (2)-year terms, and terms shall be staggered so that approximately one-third (1/3) of terms expire each year. Initial directors may be appointed to one-year, two-year, or three-year terms to establish the rotation.

Section 3.5 Election and Appointment

Directors shall be elected by a majority vote of directors then in office.

Section 3.6 Resignation

A director may resign by written notice to the President or Secretary, effective upon receipt unless a later date is stated.

Section 3.7 Removal

A director may be removed with or without cause by a two-thirds (2/3) vote of the directors then in office.

Section 3.8 Vacancies

Vacancies shall be filled by majority vote of the remaining directors.

Section 3.9 Compensation and Reimbursement

Directors shall serve without compensation but may be reimbursed for reasonable expenses.

Section 3.10 Duties and Standards of Conduct

Directors shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise, and in a manner they reasonably believe to be in the best interests of the Corporation.

ARTICLE IV — MEETINGS OF THE BOARD

Section 4.1 Regular Meetings

The Board shall meet at least quarterly, with the schedule set by the Board.

Section 4.2 Annual Meeting

The Board shall hold an annual meeting to review governance performance, adopt the annual budget, conduct officer elections, and transact other business.

Section 4.3 Special Meetings

Special meetings may be called by the President, Vice President, or any two directors.

Section 4.4 Notice

Notice shall be given at least 7 days before a regular meeting and 48 hours before a special meeting unless waived.

Section 4.5 Quorum

A quorum consists of a simple majority (50% +1) of directors then in office.

Section 4.6 Voting

Unless otherwise specified, action requires a majority vote of directors present at a meeting with quorum.

Section 4.7 Remote Participation

Directors may participate through telephonic or electronic means if all participants can hear one another.

Section 4.8 Action Without Meeting

Any action may be taken without a meeting if all directors consent in writing or electronic transmission.

Section 4.9 Open Meetings and Public Access

The Board shall comply with Colorado open meetings and related public access requirements as applicable, including notice, public attendance, and documentation requirements for meetings and executive sessions.

ARTICLE V — OFFICERS AND EXECUTIVE DIRECTOR

Section 5.1 Officers

Officers shall include: President, Vice President, Secretary, Treasurer, and any others established by the Board.

Section 5.2 Election and Term

Officers shall be elected annually by the Board and serve one-year terms.

Section 5.3 Removal

Any officer may be removed by majority vote of the Board whenever the Board determines it is in the best interests of the Corporation.

Section 5.4 Duties

President: Presides at meetings and supervises corporate affairs.

Vice President: Performs duties of President when absent.

Secretary: Maintains minutes, notices, and corporate records.

Treasurer: Oversees finances and financial reports.

Section 5.5 Executive Director (At the Pleasure of the Board)

The Board may hire or appoint an Executive Director (“ED”).

The Executive Director serves at the pleasure, behest, and direction of the Board of Directors and may be removed by the Board with or without cause consistent with the ED’s employment agreement and applicable law.

ARTICLE VI — COMMITTEES

Section 6.1 Committees

The Board may create committees, including Governance, Finance, Audit, Executive, and Academic Accountability.

Section 6.2 Committee Authority

Committees may have authority delegated by the Board but may not exercise powers reserved to the Board under law.

ARTICLE VII — CONFLICT OF INTEREST POLICY

Section 7.1 Adoption and Incorporation by Reference

The Board shall adopt and maintain a Conflict-of-Interest Policy, incorporated by reference into these Bylaws.

Section 7.2 Mandatory Disclosure and Annual Certifications

All directors, officers, and the Executive Director shall disclose conflicts and sign annual disclosure statements.

Section 7.3 Recusal and Voting

Any person with a conflict shall not vote on the matter and must recuse themselves from deliberation except as needed to provide requested information.

Section 7.4 Documentation

Conflicts and related actions shall be recorded in meeting minutes.

ARTICLE VIII — FINANCIAL ADMINISTRATION

Section 8.1 Fiscal Year

The fiscal year of the Corporation shall run from July 1 through June 30. [Amended February 3, 2026, by unanimous electronic vote of the Board of Directors pursuant to Section 4.8 of these Bylaws.]

Section 8.2 Budget and Internal Controls

The Board shall annually adopt an operating budget and require internal controls.

Section 8.3 Deposits

Funds shall be deposited in accounts approved by the Board.

Section 8.4 Financial Reporting

The Treasurer shall provide at least quarterly financial reports including budget-to-actual.

Section 8.5 Audit / Financial Review

The Board shall ensure audits or financial reviews are performed as required by law or authorizer requirements.

ARTICLE IX — RECORDS AND PUBLIC TRANSPARENCY

Section 9.1 Corporate Records

The Corporation shall maintain Articles, Bylaws, minutes, financial records, and required state and federal filings.

Section 9.2 Inspection and Public Records Compliance

The Corporation shall comply with applicable public records and transparency obligations.

ARTICLE X — INDEMNIFICATION, LIMITATION OF LIABILITY, AND INSURANCE

Section 10.1 Indemnification

To the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act, the Corporation shall indemnify directors and officers.

Section 10.2 Advancement of Expenses

The Corporation may advance expenses upon an undertaking to repay if indemnification is not ultimately allowed.

Section 10.3 Limitation of Director Liability

To the fullest extent permitted by Colorado law, a director shall not be personally liable for monetary damages for breach of fiduciary duty, except as provided by law.

Section 10.4 Insurance

The Corporation will purchase and maintain insurance, including directors' and officers' liability insurance.

ARTICLE XI — DISSOLUTION

Section 11.1 Distribution of Assets

Upon dissolution, assets shall be distributed exclusively for one or more exempt purposes under Section 501(c)(3), or to a governmental entity for public purposes.

ARTICLE XII — AMENDMENTS

Section 12.1 Amendments

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of directors then in office, with at least 7 days' notice of proposed amendments.

CERTIFICATION

These Bylaws were adopted by the Board of Directors of Human Program Foundation on the 2nd day of February, 2026.

Secretary: *jennifer bassignani*

Name: Jennifer Bassignani

Date: 2 February 2026