

**BYLAWS**  
**OF**  
**COLORADO SIS USERS' GROUP**

**ARTICLE 1**  
**General**

1.1 General. The following paragraphs contain provisions for the regulation and management of Colorado Student Information Systems Users' Group (CSIS), a Colorado nonprofit corporation, referred to herein as the "Corporation." The Corporation is operated exclusively for those charitable and educational purposes permissible under Section 501(c)(3) of the Internal Revenue Code including, without limitation, fostering cooperation among public and private K-12 school users of software known as Student Information Systems.

1.2 Conflict. If there is a conflict between a provision of these Bylaws and a mandatory provision of the Articles of Incorporation of the Corporation, and any amendments thereto, or a mandatory provision of the laws of the State of Colorado, the mandatory provision of the laws of the State of Colorado or of the Articles of Incorporation of this Corporation shall control.

**ARTICLE 2**  
**Offices**

2.1 Principal Office. The principal office of the Corporation in the State of Colorado shall be located in Boulder County, Colorado.

2.2 Registered Office. The registered office of the Corporation required by the Colorado Revised Nonprofit Corporation Act to be maintained in the State of Colorado may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE 3**  
**Members**

3.1 Regular Members. Any public school district or private K-12 school organization shall be eligible for regular membership in the Corporation upon payment of any required membership dues.

3.2 Special Membership. The Board of Directors may establish other types of membership as deemed appropriate. Any such special membership in the Corporation shall be announced to the Corporation via corporate publications.

3.3 Assessment of Dues. Members shall pay annual dues in an amount as determined by the Board of Directors. Annual dues shall be for the period July 1st of the then current year through June 30<sup>th</sup> of the following year. Members shall be given three months' notice of any change in the amount of the annual dues.

3.4 Membership Rights. Each member shall have the right to vote in the election of directors and to vote on any matters submitted by the Board of Directors to the membership for consideration. Each member shall also have the right to receive all publications authorized by the Board of Directors for general distribution to the members. A member may resign at any time. A member shall be terminated, expelled or suspended in the manner provided in the Colorado Revised Nonprofit Corporation Act.

3.5 Annual Meeting. The annual meeting of the members shall be held at a time, date, and place as shall be established by the Board of Directors for the purpose of transacting such business as may come before the meeting.

3.6 Special Meeting. Special meetings of the members, for any purpose or purposes, may be called by the Board of Directors.

3.7 Quorum; Manner of Acting. Twenty percent (20%) of the members entitled to vote shall constitute a quorum at any properly announced meeting of the members. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the matter shall be the act of the members, unless the vote of a greater proportion or number is otherwise required by statute or by the Articles of Incorporation or these Bylaws.

3.8 Voting. Each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote of the members.

3.9 Proxies. Members may not vote by proxy.

3.10 Action by Written Ballot. Any action that may be taken at any meeting of the members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against the proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (i) indicate the number of responses necessary to meet the quorum requirement; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; (iii) specify the time by which the ballot must be received by the Corporation in order to be counted; and (iv) be accompanied by written information sufficient to permit each person voting to reach an informed decision. Written ballots may not be revoked.

## **ARTICLE 4**

### **Bylaws**

The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors. The Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

## **ARTICLE 5**

### **Board of Directors**

5.1 General Powers. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall, without limitation, set membership dues, authorize the assessment and collection of registration fees of the meetings of the Corporation, authorize expenditures of the Corporation's funds, approve the appointment of an editor and membership chair, assist in the arrangement of programs, determine matters of policy of coordination, approve the appointment of standing and adhoc committees, as needed, and initiate and/or support activities designed to promote the purposes of the Corporation.

5.2 Number; Tenure; Qualifications; Vacancies. The number of directors of the Corporation shall be determined by the Board of Directors, but shall include at least one (1) director. Except as otherwise provided and except for vacancies, directors shall be elected by the members by ballot; provided, however, that the members may by majority vote approve such election to be held by a show of hands or voice vote. Terms shall be staggered three-year terms. Each director shall hold office for the term for which he or she is elected and until his or her successor has been elected and qualified. There is no limitation on the number of terms that an individual may serve as a director. Voting members of the Board of Directors shall include all directors, officers, and three directors at large. Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A director elected by the Board to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office and until such person's successor is duly elected by the membership and shall have qualified. Any position on the Board of Directors to be filled by reason of an increase in the number of directors shall be filled by the members as soon as practicable after the time such increase is authorized. There can be no more than one (1) member from any district, or private K-12 school, serving on the Board of Directors at any time.

5.3 Regular Meetings. Regular meetings of the Board of Directors shall be held at such date, time, and place as determined by the Board of Directors. The Board of Directors may provide by resolution the date, time, and place, either within or without the State of Colorado, for the holding of regular meetings of the Board without other notice than such resolution.

5.4 Special Meetings. Special meetings of the Board of Directors may be called by the request of the President. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board called by them.

5.5 Place of Meeting. The Board of Directors may designate any place, either within or without the State of Colorado, as the place of meeting for any meeting of the Board of Directors. If no designation is made by the Board of Directors or by the persons authorized to call a special meeting, the place of meeting shall be the registered office of the Corporation in the State of Colorado; but if all of the directors shall meet at any time and place, either within or without the State of Colorado, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

5.6 Notice. Notice of the annual meeting and any other regular or special meeting of the Board of Directors shall be given at least five days prior to the meeting by written notice delivered personally or sent by mail, electronic mail (“e-mail”), telegram or telecopier to each director at the director's address or telecopier number as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by telecopier, such notice shall be deemed to be delivered within the sender's telecopier prints a transaction report indicating that the transmission was received. If notice is given by e-mail, such notice shall be deemed to be delivered when the sender receives a receipt indicating that the message was received. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

5.7 Quorum; Manner of Acting. A majority of the number of directors shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

5.8 Action by Directors Without a Meeting. Any action required to be taken at a meeting of the directors of the Corporation or any action which may be taken at a meeting of the directors may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the directors. For these purposes signed counterparts sent via telecopier are acceptable. This consent shall have the same force and effect as a unanimous vote.

5.9 Resignation. Any director of the Corporation may resign at any time by giving written notice to the President or Secretary of the Corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.10 Removal. Any director or directors of the Corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Revised Nonprofit Corporation Act.

5.11 Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

## **ARTICLE 6**

### **Officers**

6.1 General. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be deemed necessary by the directors, each of whom shall be appointed by the Board of Directors. A person may not hold more than one office. The officers of the Corporation shall be natural persons of the age of eighteen years or older. In all cases where the duties of any officer or employee are not described by these Bylaws or by the Board of Directors, such officer or employee shall follow the orders of the President.

6.2 Appointment and Term of Office. The officers of the Corporation shall be selected by the Board of Directors. A term of office shall begin on July 1st of the year in which the officer is elected. All officers will be selected annually.

6.3 Removal. Any officer may be removed by the Board of Directors when in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Appointment of an officer or agent shall not of itself create contract rights.

6.4 Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

6.5 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, all documents which the Board of Directors has authorized to be 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.

6.6 Vice President. The Vice President shall, in the absence of the President or in the event of his or her death, inability, or refusal to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him

or her by the President or the Board of Directors, including, without limitation, organizing the Corporation=s annual conference. The Vice President shall maintain a record of the Articles of Incorporation and Bylaws.

6.7 Secretary. The Secretary shall: (a) keep minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (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 Corporation and affix the seal to all documents when authorized by the Board of Directors; and (d) in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

6.8 Treasurer. The Treasurer shall be the principal financial officer of the Corporation and shall have the care and custody of all funds and other personal property of the Corporation and shall deposit the same in accordance with the instructions of the Board of Directors. The Treasurer shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, deposit all such moneys in the name of the Corporation in such depositories selected by the Corporation and shall pay out of the funds on hand all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity. The Treasurer shall perform all other duties incident to the office of Treasurer and, upon request of the Board of Directors, shall make such reports to it as may be required at any time. The Treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the President. The Treasurer shall also be the principal accounting officer of the Corporation. The Treasurer shall prescribe and maintain the methods and systems of accounting to be followed, keep correct and complete books and records of account and prepare and file all local, state and federal tax returns.

## **ARTICLE 7** **Steering Committee**

7.1 Appointment; Term. Each public school district or private K-12 school is entitled to one voting seat on the Steering Committee.

7.2 Responsibilities. The Steering Committee shall study issues and developments of potential interest to the members, plan conferences and other events for the Corporation, and provide advice and make recommendations to the Board of Directors regarding means of furthering the purposes of the Corporation.

## **ARTICLE 8** **Loans to Directors and Officers**

No loans shall be made by the Corporation 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 the Corporation for the amount of such loan, plus interest at the applicable federal rate if interest is not otherwise specified, until the repayment thereof.

**ARTICLE 9**  
**Indemnification**

9.1 General Provisions. The Corporation 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 the Corporation, 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: (i) acted in good faith; (ii) reasonably believed, in the case of conduct in an official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the Corporation; and (iii) 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 article either: (i) in connection with a proceeding brought by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation; or (ii) 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 article in connection with a proceeding brought by or in the right of the Corporation 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 article.

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

**ARTICLE 10**  
**Liability**

The directors, officers and employees of the Corporation shall not, as such, be liable on its obligations.

**ARTICLE 11**  
**Miscellaneous**

11.1 Account Books, Minutes, Etc. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Corporation may be inspected by any director or his or her accredited agent or attorney for any proper purpose at any reasonable time.

11.2 Fiscal Year. The fiscal year of the Corporation shall be July 1st to June 30th.

11.3 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance.

11.4 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

11.5 Conflict of Interest. See attached Conflict of Interest Policy

11.6 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and, in such event, these Bylaws shall be construed in all respects as if such invalid provision was omitted.

### **CERTIFICATE OF BYLAWS**

I hereby certify that the foregoing Bylaws, consisting of twelve (12) pages, including the attached Conflict of Interest Policy and this page, are the Bylaws of Colorado Student Information Systems Users' Group, a Colorado nonprofit corporation, which were amended by its Board of Directors on July 31, 2009.

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Guy McPherson, Secretary

# **COLORADO SIS USERS' GROUP**

## **Conflict of Interest Policy**

### **Article I** **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article II** **Definitions**

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Article III **Procedures**

### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

**a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

**b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

**c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **4. Violations of the Conflict of Interest Policy**

**a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV** **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

**a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

**b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V** **Compensation**

**a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

**b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

**c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI** **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

**a.** Has received a copy of the conflict of interest policy,

- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII**  
**Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII**  
**Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.