

**BYLAWS  
OF  
VANGUARD CLASSICAL SCHOOL**

**ARTICLE I.**

**Offices**

**Section 1.1 Principal office.** The principal office of the corporation shall be located in Denver, Colorado. The corporation may have such other offices within Colorado as the board of directors may designate or as the business of the corporation may require from time to time.

**Section 1.2 Registered Office.** 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 and the address of the registered office may be changed from time to time by the board of directors.

**ARTICLE II.**

**No Members**

**Section 2.1 No Members.** The corporation shall have no members within the meaning of the Colorado Nonprofit Corporations Act. The corporation may provide, from time to time, for the participation of stakeholders in selection of certain directors. The word “members” if used in these bylaws, is common usage for a person who is a participant in a group defined by context and does not refer to members as that term is defined in the Colorado Nonprofit Corporations Act.”

**Section 2.2 Meetings.** The timing and conduct of regular and special meetings of the members shall be determined from time to time by resolution of the board of directors.

**ARTICLE III.**

**Board of Directors**

**Section 3.1 General Powers.** The business and affairs of the corporation shall be managed by its board of directors (“Board”), except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, the articles of incorporation, or these bylaws.

**Section 3.2 Number, Tenure and Qualifications.**

(a) **Number.** The corporation shall have a minimum of seven (7) Directors. Should the Board, due to vacancies arising for any reason, be reduced to fewer than seven (7), the Board shall still be empowered to conduct any necessary business of the corporation and shall be empowered and give priority to filling vacancies to

return the Board to a full complement of Directors.

(b) **Appointed Directors.** The Board shall appoint five of the seven directors, including those identified under paragraphs 3.2(c) and (d), below.

(c) **Disability Community Director.** The Board shall appoint a family or community member as a Director who represents the disability community.

(d) **Business or Finance Director(s).** The Board shall appoint two individuals with experience in business or finance as independent Directors.

(e) **Parent Directors.** Two parent Directors shall serve on the Board. A parent director was elected by vote of parents at the West campus in September 2018. This director shall serve a three-year term for the 2018-19, 2019-20 and 2020-21 school years. A parent director shall be elected from the East Campus in the Spring of 2019, to serve a three-year term (2019-20, 2020-21, 2021-2022). Elections shall be held in the Spring of each school year in which a parent Director's term is up.

(f) **Directors May Serve in Multiple Roles.** Individuals may be selected who represent more than one category and may represent other School stakeholders, such as the School Accountability Committee (SAC).

(g) **Interviews.** The Board shall establish an interview process for candidates subject to appointment by the Board.

(h) **Background Checks.** All candidates will be required to undergo a background check and may be disqualified for the reasons that would disqualify a teacher from employment at the School or for any conviction involving financial misconduct. Candidates may be disqualified due to a record of multiple criminal convictions, even though no one conviction would be disqualifying.

(i) **Length of Term – Staggered Terms.** Each director shall hold office for term of three years and may be reappointed for one additional term. All directors shall serve no more than two consecutive terms but shall become eligible for appointment or election after no longer serving for one full year. Each Director in office as of July 1, 2019, shall be assigned to a class for purposes of establishing staggered terms, with assignment of elected parent directors to be consistent with 3.2(e), above.

(j) **Unexcused Absences.** 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.

(k) **Removal for Cause.** Directors may be removed with or without cause by unanimous vote of all directors other than the director subject to removal for cause. "Cause" shall include conduct that would cause a failure of a background check and failure to timely complete required training modules. A director subject to removal for cause shall be given notice of the cause for removal and an

opportunity to respond to such notice before removal is final.

(l) **Resignation.** A Director may resign at any time by delivering a written notice to all other members of the Board. Resignation shall be effective upon submission, unless the Director requests and the Board agrees to make the resignation effective upon qualification of a replacement.

(m) **Vacancies.** Vacancies shall be filled by the Board and shall be for the remainder of an unexpired term in office, subject to re-appointment or re-election. Vacancy appointments of less than eighteen (18) months duration shall not count toward a Director's term limit. Vacancies appointments in excess of eighteen (18) months shall count as an initial term and such director shall only be eligible to serve one additional consecutive term.

(n) **Elections — Quorum.** No election result will be valid or binding unless at least 25% of all eligible voters cast valid ballots.

(o) **Elections – Special Rules.** If the number of candidates running for a seat or seats is equal to or less than the number of open seats, the Board may, but is not required to, cancel the election and appoint the candidate(s). If an election does not result in a quorum voting, the position shall be declared vacant. The Board may, but is not required to, consider the results of an election without a quorum in filling a vacancy.

(p) **Election Policy & Practice.** With respect to elections by the parent and school community, the Board will have the power to prescribe election procedures; rule on any dispute over qualified votes; carry out regular and any special elections; fix the form of ballots; rule on any election disputes; settle tie votes by lot; designate Directors, employees, committees or others to carry out tasks necessary for conducting an election; take remedial measures (such as, for good cause, adjusting dates); establish rules to assure that campaigning does not interfere with the education of students or ordinary operation of a School; and take any other action necessary or proper to assure a fair and open election. The Board shall retain power to review any decision of a person or committee delegated authority to carry out elections when the action of such person or committee is alleged to violate the rules governing such election.

(q) **Qualifications.** No person who is employed by the school; no person who is employed by a vendor of the School; and no person who is a spouse, a descendent, an ancestor, a sibling, or the spouse or descendent of a sibling of an employee of the School or employee of a vendor may serve on the Board. No director 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.

**Section 3.3 Regular Meetings.** The Board of Directors shall provide by resolution the time and place of the holding of regular meetings.

**Section 3.4 Special Meetings.** 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 3.5 Notice to Directors.** Directors shall be given 72 hours' notice of any special meeting, unless four directors agree that the matter is an emergency requiring an earlier meeting. In the event of an emergency, Directors shall be given at least 24 hours' notice of a special meeting, which must also be publicly posted as required by law.

**Section 3.6 Quorum.** A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. If fewer than a majority of the directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice for a period not to exceed sixty (60) days at any one adjournment.

**Section 3.7 Manner of Acting.** The act of a majority of the members of the board of directors shall be the act of the board of directors, unless a greater number is required or a lesser number is prescribed by law, the articles of incorporation, or a more specific rule stated in these bylaws.

**Section 3.8 Compensation.** By resolution of the board of directors, any director may be paid his or her actual expenses, if any, of attendance at meetings.

**Section 3.9 Minutes.** The board shall cause minutes to be kept in compliance with the Open Meetings Act. Such minutes shall at least reflect all votes taken and disclosures, if any, of conflicts of interest. Any director may request a roll call vote on any item and, if so requested, the votes by roll call shall be recorded in the minutes. In every case in which a conflict of interest is disclosed, a roll call vote shall be recorded.

**Section 3.10 Advisory Committees.** The board of directors, by resolution adopted by a majority of the full 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. Opportunities to serve on advisory committees shall be publicized to the School's parent community, staff and students in advance of the selection process. 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. If so determined by the board of directors, the members of the advisory committees may be entitled to a fee for attendance at each regular or special meeting of such committees, which fee shall be fixed by resolution of the board of directors. The advisory committee shall consider, advise upon and make recommendations to the board of directors and to the chairman 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. If members of the advisory committees are persons employed or retained professionally by the School, the School may, with advance Board approval, pay appropriate compensation, if any, for time spent in committee service. No committee shall have power to (a) purchase or sell any property of the Corporation; (b) amend the articles of incorporation or bylaws; (c) elect, appoint or remove any Director or officer; (d) enter into any contract in the name of the Corporation; (e) exercise any power reserved to the Board, or Executive Director; nor (f) take any action whatsoever not specifically delegated to it in a written charge adopted by the Board or, in the case of the accountability committee, as provided by law.”

**Section 3.11 Telephonic and/or Technology Assisted Meetings.** One or more director(s) 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 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 director 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.

## **ARTICLE IV.**

### **Officers and Agents**

**Section 4.1 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 president 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 4.2 Election and Term of Office.** The officers of the corporation shall be appointed annually by the board of directors. Each officer shall hold office until the first of the following occurs: until his successor shall have been duly elected or appointed 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 4.3 Removal.** Any officer or agent may be removed by the board of directors whenever in its judgment the best interest of the corporation would 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 itself create contract rights.

**Section 4.4 Vacancies.** A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

**Section 4.5 President.** Subject to the direction and supervision of the board of directors, the President shall approve the agenda for each regular and special meeting. This is sometimes a question, and, of course, the board as a whole can amend an agenda and giving the president the responsibility to facilitate said agenda.

**Section 4.6 Vice President(s).** The vice president(s) (if the corporation so desires to have more than one) shall assist the president and shall perform such duties as may be assigned to them by the president or by the board of directors. In the absence of the president, the vice president, (or, if there be more than one, the vice presidents in the order designated by the board of directors, or if the board makes no such designation, then the vice president designated by the president, or if neither the board nor the president makes any such designation, the senior vice president as determined by first election to that office), shall have the power and perform the duties of the president.

**Section 4.7 Secretary.** The secretary shall (i) keep the minutes of the proceedings of the executive committees, advisory committees, and the board of directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records; (iv) keep at the corporation's registered office or principal place of business within or outside Colorado a record containing the names and addresses of all directors; and (v) 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 of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary. The directors may, however, respectively, designate a person other than the secretary or assistant secretary to keep the minutes of their respective meetings.

**Section 4.8 Treasurer.** The treasurer shall be the principal financial officer of the corporation, 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 of directors. The treasurer shall receive and give receipts and acceptances for money paid in on account of 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 the treasurer and, upon request of the board, shall make such reports to it as may be required at any time. The treasurer shall, if required by the board, give the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of his duties and for the restoration to the corporation of all books, papers, vouched money and other property of whatever kind in his possession or under his control belonging to the corporation. The treasurer shall have such other powers and perform such other duties as may from time to time be prescribed by the board of directors or the president. The assistant treasurers, if any, shall have the same powers and duties, subject to the supervision of the treasurer. 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 complete books and records of account, prepare and file all local, state, and federal tax returns, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations.

## **ARTICLE V.**

### **Indemnification of Certain Persons**

**Section 5.1 Authority for Indemnification.** Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of any foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan ("Any Proper Person" or "Proper Person"), shall be indemnified by the corporation against expenses (including attorneys' fees), judgments, penalties, fines, (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement reasonably incurred by him in connection with such action, suit or proceeding if it is determined by the groups set forth in Section 5.4 of these bylaws that he conducted himself in good faith and that he (i) reasonably believed, in the case of conduct in his official capacity with the corporation, that his conduct was in the corporation's best interest, or (ii) in all other cases (except criminal cases) believed that his conduct was at least not opposed to the corporation's best interests, or (iii) with respect to criminal proceedings had no reasonable cause to believe his conduct was unlawful. A person will be deemed to be acting in his official capacity while acting as a director, officer, employee or agent of this corporation and not when he is acting on this corporation's behalf for some other entity. No indemnification shall be made under this Section 5.1 to a director with respect to any claim, issue or matter in connection with a proceeding by or in the right of a corporation in which the director was adjudged liable to the corporation or in connection with any proceeding charging improper personal benefit to the director, whether or not involving action in his

official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. Further, indemnification under this Section 5.1 in connection with a proceeding brought by or in the right of the corporation shall be limited to reasonable expenses, including attorneys' fees, incurred in connection with the proceeding. These limitations shall apply to directors only and not to officers, employees, fiduciaries or agents of the corporation.

**Section 5.2 Right to Indemnification.** The corporation shall indemnify Any Proper Person who has been wholly successful on the merits or otherwise, in defense of any action, suit, or proceeding referred to in Section 5.1 of these bylaws, against expenses (including attorneys' fees) reasonably incurred by him in connection with the proceeding without the necessity of any action by the corporation other than the determination in good faith that the defense has been wholly successful.

**Section 5.3 Effect of Termination of Action.** 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 create a presumption that the person seeking indemnification did not meet the standards of conduct described in Section 5.1 of these bylaws. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.

**Section 5.4 Groups Authorized to Make Indemnification Determination.** In all cases, except where there is a right to indemnification as set forth in Section 5.2 of these bylaws or where indemnification is ordered by a court, any indemnification shall be made by the corporation only as authorized in the specific case upon a determination by a proper group that indemnification of the Proper Person is permissible under the circumstances because he has met the applicable standards of conduct set forth in Section 5.1 of these bylaws. This determination shall be made by the board of directors by a majority vote of a quorum, which quorum shall consist of directors not parties to the proceeding ("Quorum"). If a Quorum cannot be obtained, the determination shall be made by a majority vote of a committee of the board of directors designated by the board, which committee shall consist of two or more directors not parties to the proceeding, except that directors who are parties to the proceeding may participate in the designation of directors for the committee. If a Quorum of the board of directors cannot be obtained or the committee cannot be established, or even if a Quorum can be obtained or the committee can be established but such Quorum or committee so directs, the determination shall be made by independent legal counsel selected by a vote of a Quorum of the board of directors or a committee in the manner specified in this Section 5.4 or, if a Quorum of the full board of directors cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board (including directors who are parties to the action).

**Section 5.5 Court Ordered Indemnification.** Any Proper Person may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction for mandatory indemnification under Section 5.2 of these bylaws, including indemnification for reasonable expenses incurred to obtain court-ordered indemnification. If the court determines that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he met the standards of conduct set forth in Section 5.1 of these bylaws or was adjudged liable in the proceeding, the court may



order such indemnification as the court deems proper, except that if the individual has been adjudged liable, indemnification shall be limited to reasonable expenses incurred.

**Section 5.6 Advance of Expenses.** Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation to Any Proper Person in advance of the final disposition of such action, suit or proceeding upon receipt of (i) a written affirmation of such Proper Person's good faith belief that he has met the standards of conduct prescribed in Section 5.1 of these bylaws; (ii) a written undertaking, executed personally or on his behalf, to repay such advances if it is ultimately determined that he did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment); and (iii) a determination is made by the proper group (as described in Section 5.4 of these bylaws), that the facts as then known to the group would not preclude indemnification.

**Section 5.7 Limitation.** Any provision of this article V to the contrary notwithstanding, the corporation shall not have authority to indemnify any person or entity if to do so would be contrary to Colorado law. In no event will the corporation indemnify individuals if such indemnification would be contrary to its tax-exempt status. In no event will the corporation fail to provide indemnification as required by the Colorado Governmental Immunity Act, Article 10 of Title 22, C.R.S.”

## ARTICLE VI.

### Provision of Insurance

**Section 6.1 Insurance.** By action of the board of directors, notwithstanding any interest of the directors in the action, the corporation may 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 VII.

### Miscellaneous

**Section 7.1 Contracts & Checks — Faith and Credit.** Any and all contracts entered by the Corporation shall be signed by the President and attested by the Secretary, provided that checks and contracts of the Corporation below a specified value may be signed as otherwise provided by Board resolution and, in the absence or inability of the President or Secretary, or in the event that either or both have recused themselves from voting on a particular contract, as may be otherwise authorized by the Board. All checks and drafts shall be signed and countersigned as provided in Board resolution. No officer or

agent of the Corporation has authority to pledge the credit of the Corporation in any matter which is not (a) provided for in a formal budget of the Corporation or (b) approved by proper advance vote of the Board.

**Section 7.2 Waiver of Notice.** Whenever notice is required by law, by the articles of incorporation or by these bylaws, a waiver thereof in writing signed by the director or other person entitled to said notice, whether before, at or after the time stated therein, shall be equivalent to such notice.

**Section 7.3 Conflicting Interest Transactions.** The Board shall adopt a conflict of interest policy governing, without limitation, Board action on any matter in which a director may receive a direct or indirect financial benefit, which policy shall, at a minimum, assure compliance with Colorado Laws applicable to Directors of public charter schools.

**Section 7.4 Fiscal year.** The fiscal year of the corporation shall be July 1 through June 30.

**Section 7.5 Amendments.** The board of directors shall have power to make, amend and repeal the bylaws of the corporation by vote of a majority of all Directors then in office at any regular or special meeting of the Board The bylaws shall be reviewed by the board for any useful or necessary amendments at least biennially at the regular meeting of the board.

**Section 7.6 No Loans.** No loans may be made by the School.

**Section 7.7 Deposits & Investments.** All funds of the School shall be deposited with an eligible public depository. Funds may be invested through non-demand accounts appropriate for investment of public funds.

**Section 7.8 Conflicts.** In the event of any irreconcilable conflict between these bylaws and either the corporation's articles of incorporation, the articles shall control and in the event of any irreconcilable conflict between the bylaws or articles and applicable law, applicable law shall control.

**Section 7.9 Financial Policies, Reports & Audit.** The Board shall adopt financial policies or controls and shall require the Executive Director or CFO to render to the Board at regular intervals an account of the financial condition of the School. The Executive Director or CFO shall secure a full, independent, annual audit of the School's books, and report to the Board the results of such audit and recommendations, if any, of the auditors.

**Section 7.10 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 7.11 Finance & Audit Committee.** The Board may create a Finance and Audit Committee under oversight of the Treasurer. In addition to any other duties assigned by Board resolution, the charge to a Finance and Audit Committee shall include facilitating appropriate financial reporting; recommending any needed changes in school financial practices; exercising oversight of the financial performance of the School; and evaluating

the performance of the independent auditor; all to safeguard the School's financial position and assets.

**Section 7.12 Consistency with Internal Revenue Code.** Notwithstanding any other provision of these bylaws, the Corporation shall neither compensate any person, nor reimburse expenses, nor indemnify losses, nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under any section of the Code, including but not limited to Sections 4941 and 4958.

**Section 7.13 Disposition of Assets.** Upon any dissolution of the Corporation, assets remaining after satisfaction of those obligations of the Corporation incurred in connection with running a charter school as authorized by its Authorizer, will become property of and will be conveyed to the Authorizer, as further provided in the charter contract.

## **ARTICLE VIII**

**Section 8.1 Nondiscrimination.** At no time shall the Corporation engage in any action, with regard to faculty, employees, parents, students or others, which, in violation of federal, state, or local laws, improperly discriminates on any basis forbidden by law, including but not limited to: race, national origin, religion, sex, age, disability, and sexual orientation.

**Section 8.2 Severability.** If any section, article or other provision of these bylaws or the articles of incorporation is invalidated by any court on any ground, the balance of these articles and bylaws shall be unaffected thereby and shall be construed as if such provision had been repealed by amendment.

**THE END**