

**April 16, 2012 Resolution Number One  
of the Board of Directors of Knowledge Quest Academy**

WHEREAS, on March 28, 2012 by unanimous vote the board of directors of Knowledge Quest Academy designated each of the board seats by number and confirmed that as of that date the following persons were the members of the board of directors with terms ending on the dates indicated:

<b>Seat Number</b>	<b>Occupant as of 3/28/12</b>	<b>Term Ends</b>
1.	Joseph Barrows	May 2014
2.	Vacant	May 2014
3.	Ashley Vetter	May 2013
4.	Kellie Brown	May 2013
5.	Jennifer Grim	May 2012
6.	Mike Schmitt	May 2012
7.	Nancy Supernor	May 2012

and

WHEREAS, Joseph Barrows, Ashley Vetter, Kellie Brown, Mike Schmitt, and Jennifer Grim have resigned from the board of directors and their resignations have been accepted; and

WHEREAS, Jason VanZant asserts that he is a member of the board of directors, but this assertion is false because (a) he is a staff member of the school and the corporation's bylaws prohibit staff members of the school from serving on the board of directors; and (b) the board of directors never voted to appoint Jason VanZant to fill any vacancy, and Colorado Revised Statutes Section 7-128-205 requires an affirmative vote of a majority of the directors for the board of directors to act; and

WHEREAS, the board of directors is now composed of the following member:

<b>Seat Number</b>	<b>Occupant as of 3/28/12</b>	<b>Term Ends</b>
1.	Vacant	May 2014
2.	Vacant	May 2014
3.	Vacant	May 2013
4.	Vacant	May 2013
5.	Vacant	May 2012
6.	Vacant	May 2012
7.	Nancy Supernor	May 2012

and

WHEREAS, Colorado Revised Statutes Section 7-128-110 provides that vacancies may be filled by the remaining members of the board and that if the directors remaining on the board constitute

fewer than a quorum they may nevertheless fill vacancies by the affirmative vote of the remaining directors; and

WHEREAS, the board of directors desires to fill the vacancy in Seat Number 1, Seat Number 3, and Seat Number 4

NOW, THEREFORE, BE IT RESOLVED, that Amy Carlson is appointed to fill the vacancy in Seat 1 with a term expiring in May 2014; Justin Vanvalkenburg is appointed to fill the vacancy in Seat 3 with a term expiring in May 2013; and Brandy Sargent is appointed to fill the vacancy in Seat 4 with a term expiring in May 2013.

I certify that the foregoing resolution was adopted by the Knowledge Quest Academy board of directors on April 16, 2012 at 8:31:30 PM by the following vote:

	Aye	Nay
Nancy Supernor	X	

  
 \_\_\_\_\_  
 Nancy Supernor, director

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RESIGNATION OF NANCY SUPERNOR

I, Nancy Supernor, resign from the Knowledge Quest Academy board of directors as of the effective date and time set forth below.

The effective date and time of my resignation is April 16, 2012 at 8:31:50.

  
Nancy Supernor

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**April 16, 2012 Resolution Number Two  
of the Board of Directors of Knowledge Quest Academy**

WHEREAS, on March 28, 2012 by unanimous vote the board of directors of Knowledge Quest Academy designated each of the board seats by number and confirmed that as of that date the following persons were the members of the board of directors with terms ending on the dates indicated:

Seat Number	Occupant as of 3/28/12	Term Ends
1.	Joseph Barrows	May 2014
2.	Vacant	May 2014
3.	Ashley Vetter	May 2013
4.	Kellie Brown	May 2013
5.	Jennifer Grim	May 2012
6.	Mike Schmitt	May 2012
7.	Nancy Supernor	May 2012

and

WHEREAS, Joseph Barrows, Ashley Vetter, Kellie Brown, Mike Schmitt, and Jennifer Grim have resigned from the board of directors and their resignations have been accepted; and

WHEREAS, Jason VanZant asserts that he is a member of the board of directors, but this assertion is false because (a) he is a staff member of the school and the corporation's bylaws prohibit staff members of the school from serving on the board of directors; and (b) the board of directors never voted to appoint Jason VanZant to fill any vacancy, and Colorado Revised Statutes Section 7-128-205 requires an affirmative vote of a majority of the directors for the board of directors to act; and

WHEREAS, on April 16, 2012 at 8:31:30 Amy Carlson was appointed to fill the vacancy in Seat 1; Justin Vanvalkenburg was appointed to fill the vacancy in Seat 3; and Brandy Sargent was appointed to fill the vacancy in Seat 4; and

WHEREAS, on April 16, 2012 at 8:31:50 Nancy Supernor resigned from the board of directors and her resignation has been accepted; and

WHEREAS, the board of directors is now composed of the following members:

Seat Number	Occupant as of 3/28/12	Term Ends
1.	Amy Carlson	May 2014
2.	Vacant	May 2014
3.	Justin Vanvalkenburg	May 2013
4.	Brandy Sargent	May 2013
5.	Vacant	May 2012

6.	Vacant	May 2012
7.	Vacant	May 2012

and

WHEREAS, Colorado Revised Statutes Section 7-128-110 provides that vacancies may be filled by the remaining members of the board and that if the directors remaining on the board constitute fewer than a quorum they may nevertheless fill vacancies by the affirmative vote of the remaining directors; and

WHEREAS, the board of directors desires to fill the vacancy in Seat Number 2,

NOW, THEREFORE, BE IT RESOLVED, that Nancy Supernor is appointed to fill the vacancy in Seat 2 with a term expiring in May 2014.

I certify that the foregoing resolution was adopted by the Knowledge Quest Academy board of directors on April 16, 2012 at 8:32:30 PM by the following vote:

	Aye	Nay
Amy Carlson	X	
Justin Vanvalkenburg	X	
Brandy Sargent	X	

  
 \_\_\_\_\_  
 Amy Carlson, director



**April 16, 2012 Resolution Number Three  
of the Board of Directors of Knowledge Quest Academy**

WHEREAS, on March 28, 2012 by unanimous vote the board of directors of Knowledge Quest Academy designated each of the board seats by number and confirmed that as of that date the following persons were the members of the board of directors with terms ending on the dates indicated:

<b>Seat Number</b>	<b>Occupant as of 3/28/12</b>	<b>Term Ends</b>
1.	Joseph Barrows	May 2014
2.	Vacant	May 2014
3.	Ashley Vetter	May 2013
4.	Kellie Brown	May 2013
5.	Jennifer Grim	May 2012
6.	Mike Schmitt	May 2012
7.	Nancy Supernor	May 2012

and

WHEREAS, Joseph Barrows, Ashley Vetter, Kellie Brown, Mike Schmitt, and Jennifer Grim have resigned from the board of directors and their resignations have been accepted; and

WHEREAS, Jason VanZant asserts that he is a member of the board of directors, but this assertion is false because (a) he is a staff member of the school and the corporation's bylaws prohibit staff members of the school from serving on the board of directors; and (b) the board of directors never voted to appoint Jason VanZant to fill any vacancy, and Colorado Revised Statutes Section 7-128-205 requires an affirmative vote of a majority of the directors for the board of directors to act; and

WHEREAS, on April 16, 2012 at 8:31:30 Amy Carlson was appointed to fill the vacancy in Seat 1; Justin Vanvalkenburg was appointed to fill the vacancy in Seat 3; and Brandy Sargent was appointed to fill the vacancy in Seat 4; and

WHEREAS, on April 16, 2012 at 8:31:50 Nancy Supernor resigned as director in Seat 7 and her resignation was accepted; and

WHEREAS, on April 16, 2012 at 8:32:30 the board of directors appointed Nancy Supernor to fill the vacancy in Seat 2; and

WHEREAS, the board of directors is now composed of the following members:

<b>Seat Number</b>	<b>Occupant as of 3/28/12</b>	<b>Term Ends</b>
1.	Amy Carlson	May 2014
2.	Justin Vanvalkenburg	May 2014

3.	Brandy Sargent	May 2013
4.	Nancy Supernor	May 2013
5.	Vacant	May 2012
6.	Vacant	May 2012
7.	Vacant	May 2012

and

WHEREAS, the board desires to appoint officers;

NOW, THEREFORE, BE IT RESOLVED, that the provision of the corporation's bylaws requiring the chairman to have served on the board, if possible, for one year prior to appointment is hereby deleted effective immediately.

FURTHER RESOLVED, that the following persons be elected to the offices set forth below opposite their respective names, each to serve in accordance with and to have the powers and duties described in the bylaws of the Corporation until a successor is elected and qualified or until resignation or removal:

<b>Name</b>	<b>Office</b>
Amy Carlson	Chairman
Justin Vanvalkenburg	Co-Chairman
Brandy Sargent	Treasurer
Nancy Supernor	Secretary

I certify that the foregoing resolutions were adopted by the Knowledge Quest Academy board of directors on April 16, 2012 at 8:33:10 PM by the following vote:

	Aye	Nay
Amy Carlson	X	
Justin Vanvalkenburg	X	
Brandy Sargent	X	
Nancy Supernor	X	

Nancy Supernor  
Nancy Supernor, Secretary

April 16, 2012

To the KQA Board of Directors:

Today KQA faces challenges that it has not faced in its 11 year history. Many of these issues will need to be addressed by this interim board before the duly elected board can be seated on June 6, 2012. No less of these includes changes to the by-laws, following procedures for the school, and making sure that the end of the 2011-2012 school year finishes with the success that our children so deserve. Yet, no issue press this board more fully then the current situation of our administration. I would encourage those of you that are stepping up to create our interim board to begin to engage this challenge tonight. As you embrace the task of setting our school on a course of action of continued greatness I would encourage you to honor our past by understanding that decisions are complicated and that our predecessors embraced the challenge of governing as they saw best. Yet, I would also ask that you heed one of our predecessor's words: "A decision that seemed correct month ago may no longer be correct today." No issue that faces you will challenge you more than the issue about who is going to "helm" the ship. I ask that you take up this challenge this evening and begin addressing the questions regarding administration that are currently before you. With this I will leave you all with I hope you have "fair winds and following sea" as you depart on your journey. With this I here-by resign my seat on the Knowledge Quest Academy Board of Directors effective immediately.

Signed



Jason VanZant



## Resignation

From: **Mike Schmitt** (schmittmike58@hotmail.com)

Sent: Mon 4/16/12 4:39 PM

To: jamisanc@msn.com

Nancy, due to personal issues, I resign from the KQA Board of Directors immediately on 4/16/2012.

Thank You,  
Mike Schmitt