

BYLAWS OF  
COLORADO SPRINGS EARLY COLLEGES

a Colorado Nonprofit Corporation

effective March 16, 2018

ARTICLE 1

Offices

1.1. Principal Office. The principal office of Colorado Springs Early Colleges (the “Corporation”) shall be located in El Paso County, Colorado at a location designated by the Board of Directors.

1.2. Registered Office. The registered office of the Corporation as recorded with the Colorado Secretary of State may, but need not be identical with the administrator office. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2

Members

2.1. Members. The Corporation shall not have any members.

## ARTICLE 3

### Board of Directors

- 3.1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, the articles of incorporation, these Bylaws, or policies adopted by the Board. The Board may delegate such management functions of the Corporation to one or more of the committees to the extent that such delegation is in the best interests of the Corporation.
- 3.2. Proxies. Board members may not attend Board meetings or vote by proxy.
- 3.3. Number and Tenure of Directors. The number of Directors of the Corporation shall be between seven and nine, to be determined by the Board on an annual basis. A failure of the Corporation to have at least seven Directors shall not be considered a violation of these Bylaws but shall be rectified as soon as practical. The tenure of Directors appointed subsequent to the adoption of these Bylaws shall be three years beginning the first Board meeting following the appointment.
- 3.4. Qualifications of Directors. There shall always be a Director position on the Board for a person from the community where the current schools operated by Corporation are located. The current schools are, Colorado Springs Early Colleges, Colorado Early Colleges Fort Collins, Colorado Early Colleges Parker, and Colorado Early Colleges Aurora. The Board shall strive

to appoint a Director from each community where it operates a school within one year of the school's first day of classes, but it shall not increase the number of Directors to more than nine. The appointment of a Director from the community of a particular school shall not change the duties of the Director and all Directors shall serve the Corporation and all of its schools. All Directors will be appointed by a majority vote of the Directors then in office in May of each year in which current Director terms expire. Directors may not vote on their own appointment. Directors will serve for staggered three-year terms. If a qualified applicant desires to submit his or her name to be a candidate for the Board of Directors, he or she must submit their name to the President of the Board at least one week prior to the Board meeting at which appointments will be made.

3.5. Officers. The Board shall elect a President, Vice President, Secretary, and Treasurer from among the members of the Board. The term of such officers shall be one year or until such time as their respective successors are duly elected and qualified. The Board will elect new officers at the last board meeting of the fiscal year, or when there is a vacancy.

3.6. Vacancies. In the event a Director resigns or is otherwise unable to complete his term of office, the vacancy shall be filled by a majority vote of the remaining Board members. In order to obtain candidates for a vacancy, the Board may solicit applications from qualified persons.

3.7. Removal. A Director who is absent from regular meetings on three or more consecutive occasions may be removed by a majority vote of the Board. A Director may be removed without cause by a two-thirds vote of the Board. A Director whose position is in question may vote on their own removal.

3.8. Quorum. A quorum of the Board shall be a majority. If less than a quorum is present, a majority of those Directors present may adjourn the meeting and set a subsequent meeting. If the Board is reduced to a membership of four, the remaining four Directors may appoint Directors to complete the Board.

3.9. Compensation. Directors shall receive no compensation for their services as Board members. However, by resolution, the Board may reimburse any Director for reasonable expenses incurred in furtherance of his duties as a Board member. Any employee of Colorado Springs Early Colleges will not be eligible to serve on the Board during their employment.

3.10. Regular meetings. Regular meetings of the Board shall be held not less than one each month (except July) at such places and times as determined by resolution of the Board.

3.11. Special meetings. Special meetings may be called by or at the request of the President or any three Directors. The President or the three requesting

members may fix any place within Colorado as the place for holding any special meetings.

3.12. Notice. Notice of any special meeting shall be given in accordance to C.R.S. 22-32-108 et seq., Meetings of the Board of Education. Public notice of any meeting shall be given as required by C.R.S. 24-6-401 et seq., the Colorado Sunshine Act.

3.13. Off-Site participation. A board member may participate in any meeting by any means of communication by which all Directors participating may hear each other during the meeting, and the Board shall make accommodations for such participation. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

3.14. Directors' Conflict of Interest. Directors shall disclose any known or potential conflicts of interest in writing to the Board prior to the time set for voting on any such transaction. Further, a statement of the conflict will be made during public sessions. Any Director in a conflict situation will not vote on the matter or attempt to influence the decisions of any other Director in voting on the matter. The written disclosures will be attached to the Minutes of the meeting in which board action occurred relating to the matter disclosed

## Article 5

### Books and Records

The Corporation shall keep corporate records and minutes of all meetings of its members and its Board. A record of the names and addresses of the Board committee members shall be maintained at the principle office of the Corporation. Unless otherwise provided by law, all records of CSEC are considered public documents and may be inspected during normal business hours.

## ARTICLE 6

### Amendments

The Board of Directors shall have the power to make, amend, modify, or repeal the Bylaws of the Corporation at any regular or special meeting of the Board.

6.1. Restriction on Board Powers. The Board shall have not have the power to alter, change or infringe upon the CSEC approach without putting the matter to a vote of all the parents of children then enrolled in CSEC, a two-thirds majority of same necessary to authorize such alteration, change or infringement, and without the express permission of the Colorado Charter School Institute.

## ARTICLE 7

### Conflicts

In the event of any irreconcilable conflict between these Bylaws and the articles of incorporation or applicable law, the latter shall control.

## **COLORADO SPRINGS EARLY COLLEGES**

### **BYLAWS CERTIFICATE**

The undersigned certifies that she is the President of Colorado Springs Early Colleges, a Colorado nonprofit corporation, the undersigned is authorized to execute this certificate on behalf of said Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of said Corporation.

Dated: March 16, 2018



Laura Calhoun

President, Colorado Springs Early Colleges