

**BYLAWS OF
COMMUNITY PREP SCHOOL
COLORADO NON-PROFIT CORPORATION**

Adopted November 1999

Amended December 2002 and January 2003

Amended July 2004

Amended January 2007

Amended January 2008

Amended March 2009

Amended June 2009

Amended October 2014

Article I – Offices

Principal Office: The principal office of the corporation shall be located in the City of Colorado Springs, Colorado at the site of Community Prep School (CPS). This site is currently at 332 E. Willamette Ave., Colorado Springs, CO 80903.

Registered Office: The registered office of the CPS Corporation will be the Community Prep School address.

Registered Agent: CPS Governing Board President.

Article II – Statement of Purpose

The Corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code of 1986, as amended, with mission of providing students with an individualized opportunity to learn. The CPS operates under a Charter School Agreement with Colorado Springs School District #11, as authorized by C.R.S. 22-30.5-101, as amended.

Article III – Nondiscrimination Statement

The Community Prep School is an equal opportunity educational institution. The Community Prep School does not discriminate with regard to race, creed, color, religion, national origin, gender, sexual orientation, gender expression or identity, age, physical or mental ability, veteran status, or marital status.

Article IV – Membership

The Community Prep School is a membership organization, consisting of two groups of members, voting and non-voting. The voting members of the Corporation are the members of the elected Board of Directors. The group of non-voting members consists of each family of a child enrolled at CPS. Non-voting membership shall cease when the child ceases to be enrolled at CPS.

Article V – Board of Directors

General Powers: The business of CPS shall be managed by its Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, the articles of incorporation, or these bylaws. The Board may delegate such management functions to a person or committee by majority vote of the Board.

The duties and powers of the Board shall include, but not be limited to:

1. Establishing and reviewing board policies and Bylaws governing the Corporation and its operations and Charter Agreement;
2. Establishing and supervising adequate accounting and financial procedures;
3. Promoting the mission, purpose, and goals of the Corporation and evaluating the Corporation against such goals and purposes;
4. Employing on behalf of the Corporation an Executive Director.

Number and Tenure of Members: The Board shall be comprised of a minimum of five Members. Each Member of the Board shall serve a term of two years. Members may serve up to three consecutive terms. In the event the Board wishes to retain a Member on the Board beyond the six year term limit, the Board may extend the six year term limit for a Member annually, in one year increments, by a two-thirds majority vote of the Board. The Executive Committee of the Board shall be responsible to recruit and to nominate individuals to fill vacancies on the Board. Any interested individual may nominate a person to the Board of Directors. The standing Board of Directors shall elect new members by a two-thirds majority vote. The Board may at any time change the number and tenure of the Board of Directors by amending the By-laws by a majority vote.

The CPS Director shall attend and participate in Board of Director meetings, but they will not vote on questions before the Board.

Qualifications of Members: At the time of his or her election, a Member must be a resident of El Paso County. A Member must demonstrate an active interest in the mission and purpose of the CPS and be willing to donate his or her personal time, advice, skill, energy, and/or support to further the mission of the CPS and to carry out the duties of the Board of Directors.

Vacancies: In the event of a vacancy of the Board of Directors, the vacancy shall be filled by a two-thirds majority vote of the remaining Board members. The Board may solicit nominations from members of the Board or other interested persons.

Attendance: The Executive Committee of the Board of Directors will review the membership of any Member who is absent from regular meetings for two consecutive meetings without cause or notification. Upon the motion of a member of the Executive Committee, a Member may be removed for non-attendance by a two-thirds majority vote of the Board as an agenda item on the Board of Directors meeting. The Member whose position is in question may vote in such an action.

Quorum: The quorum shall be a simple majority of the elected Board, including proxy votes. If a quorum is not achieved at a meeting of the Board, the Members present can adjourn and set another meeting date. Without a quorum business can be discussed but no vote for action may be taken.

Compensation: Board Members shall receive no compensation or benefit for their service as Board members. Board Members may be reimbursed for reasonable expenses incurred in carrying out the duties as a Board member. Nothing herein shall preclude any Member from serving the corporation in any other capacity and receiving compensation therefore, where the Board determines that such service is reasonable and in the interests of the CPS. The members of the Board of Directors are covered as per the insurance policy in effect for Community Prep School.

Regular meetings: The meetings shall be held once a month at a time to be established by the Board. The meetings will be posted via any conveyances including electronic and posted on the door of the school pursuant to open meeting laws. All meetings shall be held as per Roberts Rules of order.

Special meetings: Special meetings may be called by or at the request of the Chairperson or any two Members of the Board of Directors.

Notice: Notice of any special meeting shall be given to the Members of the Board at least twenty-four hours prior to the meeting by written notice, fax, e-mail or other such media. The purpose of the meeting need not be specified in the written notice. Public notice shall be given as required by the Colorado Sunshine Act.

Telephone participation: A Board Member may participate in any meeting by telephone if so requested by said Member and accommodations can be made by that Board member for such participation.

Removal of Directors: A Member of the Board of Directors may be removed by a two-thirds majority of the Board pursuant to attendance requirements established in accordance with these Bylaws. A Member of the Board also may be removed without assignment of cause by a vote of at least two-thirds of the standing Board of Directors, as an agenda item of the Board of Directors regular meeting. The member of the Board subject to removal may vote on that agenda item.

Resignation: A Member of the Board of Directors may resign at any time by giving written notice to the Chairperson of the Board at the principal office of the Corporation.

Elections to consecutive terms: The Secretary of the Board shall notify the Board two months prior to the expiration of the current term of a Board Member. A Board Member wishing to serve a second or third term of two years shall notify the Board of his or her wish to be elected to an additional term. Election of Board Members whose terms have expired will be held in the month immediately preceding the expiration of the current term of membership. Election of Board Members to additional terms shall be by two-thirds majority of the current Board.

Article VI – Officers of the Board of Directors

General: The officers of the Corporation shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer (or Secretary/Treasurer). The Members of the Board of Directors shall identify appropriate roles for officers of the Board. The Executive Committee of the Board shall develop and nominate a slate of officers in May of each year at the regularly scheduled Board meeting as an agenda item. Elections for officers shall follow in June at the next Board meeting; nominations other than those submitted by the Executive Committee shall be taken from the floor from any Board member. Any Board member may nominate him or her self to a position as an officer of the Board. Officers of the Board shall serve a term of one year. If an officer of the Board resigns or is removed from the position, the Executive Committee shall determine if the position will be refilled or unfilled prior to elections. If the position is filled, the Officer selected shall hold office for the remaining term of office.

Terms of the Officers of the Board: Officers of the Board of Directors shall serve one year in the office. Officers may be re-elected to three consecutive terms in the same office.

General Duties: All Officers of the Board shall have authority and shall perform such duties in the management of the Corporation and the Board as may be provided in the Bylaws or as determined by resolution of the Board of Directors. In all cases where the duties of any Officer are not prescribed by the Bylaws or by the Executive Committee of the Board of Directors, the Officer shall follow the orders and instructions of the Chairperson of the Board.

Chairperson of the Board: The Chair shall in general, supervise all the business and affairs of the Board. He or she shall preside at all meetings of the Board of Directors. The Chair shall perform all the duties commonly incident to such office and other duties as the Board shall designate. The Chair of the Board shall preside over the Executive Committee of the Board and shall delegate a specific function to the members of the Executive Committee or to the Board of Directors as he or she deems appropriate.

Vice Chairperson of the Board: The Vice Chair shall perform all the duties of the Chair in the absence, inability, or refusal of the Chair, and when so acting, shall have all the powers of and be subject to all restrictions of the Chair. The Vice Chair shall have such other powers and perform other duties as determined by the Executive Committee or as assigned by the Chair of the Board.

Secretary: The Secretary shall take and distribute minutes of the monthly and other ad hoc meetings of the Board of Directors. The Secretary shall perform all duties incident to the Office of Secretary and other such duties as may be determined by the Executive Committee or by the Chair of the Board.

Treasurer: The Treasurer shall have primary fiduciary responsibility of corporate funds. The Treasurer shall render an account of his or her transactions as Treasurer and of the financial condition of the Corporation upon request of the Board of Directors and/or the Chair of the Board. Such power delegated to the Treasurer to deposit and to disburse

funds shall not preclude any other Officer or employee of the Corporation from also depositing and disbursing funds when authorized to do so by the Board of Directors. The Treasurer shall have other such powers and duties as may be determined by the Executive Committee or by the Chair of the Board. The Treasurer shall preside over the Budget and Finance Committee.

Delegation of Duties: Whenever an Officer is absent, or whenever for any reason, the Board of Directors may deem it desirable, the Executive Committee of the Board may delegate the powers and the duties of an Officer or Officers to any member or members of the Board of Directors.

Article VII – Committees

Committees of the Board: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Board of Directors. Each of said committees shall consist of at least one Board Member. Each Member shall sit on at least one committee. All decisions, recommendations, and planned actions of the committees shall be subject to review and approval by the Board of Directors. The designation and appointment of duties and powers to a committee shall not relieve the Board of Directors or any individual Director of any responsibility imposed upon the Directors by law or by these Bylaws.

Standing Committees: The Standing Committees of the Board shall be appointed by the Chairperson of the Board, who shall also appoint the individual committee chairs unless specifically stated otherwise in the Bylaws. Committee appointments shall be made in the August meeting after the election of Officers of the Board. Standing Committees are as follows:

Executive Committee (Chair: Chairperson of the Board):

The Executive Committee shall be composed of the Chairperson, Vice Chairperson, Secretary, and Treasurer. Responsibilities include the following:

- Emergency Board decisions that cannot await the next general Board meeting
- Recruiting and nominating Members to the Board
- Board Bylaws and procedures
- General Policies and Procedures
- Interface with District 11 and the CPS Building Accountability Committee
- Interface with the City of Colorado Springs and the League of Charter Schools
- Discipline appeals
- Board development
- Supervision of the Director

Charter/Accountability Committee (Chair: Appointed by the Chairperson of the Board):

- Review and assessment of Charter and Contract compliance
- Review and approval of School Improvement Plan
- Review and coordination of school accreditation requirements
- Development of Charter School Contract with District 11
- Review and approval of the annual Board of Education Report

Budget and Finance Committee (Chair: Treasurer of the Board):

- Accounting and billing practices and procedures
- Development of Annual Budget
- Finance and business functions
- Development of salary structure
- Insurance
- Grants

Facilities (Chair: Appointed by the Chairperson of the Board):

- Development of building and grounds maintenance schedule
- Prioritization of needs
- Coordination with the Budget Committee
- Building and grounds improvements and enhancements

Ad Hoc Committees: The Chairman of the Board shall have the authority to appoint ad hoc committees of one or more Board members from time to time to address special needs or functions of the Board. All ad hoc committees shall make recommendations for final action by the standing Board of Directors.

Article VIII –Standards of Conduct

Each Member shall discharge the Member's duties, including the Member's duties as a member of a committee of the Board, with the discretionary authority:

- a. In good faith;
- b. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- c. In a manner the Member reasonably believes to be in the best interest of the Corporation.

A Member shall avoid participating in any Board function, duty, or vote that would represent a personal conflict-of-interest. A conflict of interest exists when a Board Member will be affected professionally or financially by the outcome of the action, duty, or vote before the Board of Directors. Each Member of the Board of Directors shall sign a document acknowledging that he or she has read and understands and agrees to adhere to the Standards of Conduct herein.

Article IX - Indemnification

The Corporation shall indemnify any Member or Officer, or former Member or Officer of the Corporation made a party to a proceeding because the person is or was a Director or Officer against liability incurred in the proceeding if:

- a. The person's conduct was in good faith; and
- b. The person reasonably believed that the conduct was in the best interests of the Corporation; and
- c. In the case of a criminal proceeding against the person, that the person had no reasonable cause to believe the conduct was unlawful.

The Corporation shall be authorized to purchase insurance or other similar devise for the purposes of such indemnification.

Article X – Books and Records

The corporation shall keep correct records and shall also keep minutes of the proceedings of the meetings. A record of the names and addresses of the Board and any committees shall be maintained at the principle office of the corporation. All records of CPS Board of Director meetings are considered public documents unless otherwise protected by law and may be inspected during normal business hours.

Article XI – 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.

Article XII – Conflicts

In the event of any irreconcilable conflict between these bylaws and the articles of incorporation, then the articles of incorporation shall control. In the event of any irreconcilable conflict between these bylaws and applicable law, then applicable law shall control.