

BY-LAWS OF THE CHALLENGE TO EXCELLENCE CHARTER SCHOOL

ARTICLE I NAME, OFFICE

Section 1. NAME: The name of the charter school shall be Challenge to Excellence, hereinafter referred to as "C2E".

Section 2. PURPOSE: C2E has been established and shall exist to operate a charter school.

Section 2. Principal Office: The principal office of the corporation shall be located in Douglas County, Colorado at a location designated by the Governing Council.

Section 3. Registered Office: The principal office of the corporation shall be at the School, unless changed by the Governing Council. The registered office may be the same. The registered office and principal office shall at all times be in Colorado. The registered agent may be changed from time to time by the Governing Council."

Section 4. FISCAL YEAR: C2E's fiscal year shall begin on July 1 and end on June 30.

ARTICLE II ELIGIBLE VOTERS AND ELECTIONS

Section 1. COUNCIL ELECTIONS: There shall be an annual election to select Council members for terms that have expired. Each candidate shall submit a written statement of interest and sign a candidate commitment to upholding the school's mission and The Charter. Each eligible voter shall have only one vote. In the event of a tied vote between candidates, the Governing Council members who are not running for election, shall vote to break the tie at a special meeting or at a regular meeting if it is scheduled within five days of the election count.

Section 2. SCHOOL ISSUES: The Council shall have the authority, by majority vote, to submit an issue to eligible voters. In such cases, the eligible voters shall include all parents and legal guardians of a student currently enrolled at C2E and C2E staff.

Section 3. ELIGIBLE VOTERS: In an election for Governing Council members, the eligible voters shall be: any parent or legal guardian of a student currently enrolled and attending C2E at the time of the election, and any full time staff member employed by C2E at the time of the election. Spouses of staff members may not vote unless they are also the parent or legal guardian of a currently enrolled student.

ARTICLE III GOVERNING COUNCIL

Section 1. GENERAL POWERS: The Corporation shall be governed by the Governing Council ("Council"), which may exercise all the powers of a board of directors under the Colorado Revised Nonprofit Corporations Act and all of the powers of a charter school under the Charter Schools Act. The Council may delegate responsibilities, consistent with these by-laws and the charter contract, to such person(s) as it designates from time to time, subject always to the ultimate direction of the Council.

Section 2. COMPOSITION AND QUALIFICATIONS OF GOVERNING COUNCIL: The Council shall be composed of between five and seven members. The required number of members may be amended from time to time based upon the needs of the school as long as there are not less than five positions at all times. All members must be a parent or legal guardian of a child currently enrolled at C2E during the member's term. At no time may any parent/guardian hold a position on the Council if that person's spouse is a Council member. The spouse of an employee shall not be a member of the Council during the period of the employee's employment. These shall be the only voting positions/members of the Council. At any time that a Council member ceases to meet the qualifications described herein, the remaining Board members shall declare a vacancy in that member's Council position and fill the vacancy as set forth by these by-laws.

If a qualified applicant desires to submit his or her name to be a candidate for the Governing Council, she or he must first attend the public portion of at least two regularly scheduled board meetings.

Section 3. TERMS: With the exception of the Chair and the Vice-Chair, the term of office of Council members shall be for 3 years from the date of election. The Chair and the Vice-Chair may serve one

additional year in accordance with the Council's then in-effect governing policies. Members of the Council shall hold office until their successors have been elected and qualified.

Section 4. VACANCIES: Should a Council position be vacated for any reason prior to its expiration, the Council shall have the full authority to appoint a qualified candidate to fill the position until the next regularly scheduled election. Such appointment shall be confirmed by a majority vote of the filled Council positions.

Section 5. COMPENSATION: No Council member shall receive compensation for service on the Council or for any committee.

Section 6. PROXIES: Council members shall be entitled to vote in person only and not by proxy.

Section 7. TELEPHONIC VOTING: Council members may participate in a Council meeting through video or telephonic means and such will be deemed to be "in person" attendance.

Section 8. RESIGNATION OR REMOVAL OF COUNCIL MEMBER: Upon vote of two-thirds (2/3) of the remaining members of the Council, a Council member may be removed for cause. Upon such removal, the Council shall appoint a new member of the Council to fill out the remaining term of the replaced Council member. Cause for this purpose shall be defined as failure of that Council member, as determined by majority vote of the Council, to adhere to these by-laws or the Council's then in-effect governing policies. A Council member may resign at any time by giving written notice to the Council Chair or the Secretary. Such resignation shall be effective upon the date set forth in such notice or, in the absence of a specified date therein, upon receipt of such notice by the Chair or the Secretary.

Section 9. REMOVAL FOR REPEATED ABSENCES: The Council may establish an attendance requirement, which will be articulated in its then in-effect governing policies. A member absent from more regular meetings of the Council than is allowed for in the attendance requirement will be deemed to have resigned from the Council. Upon establishing that a member has been absent from more regular meetings of the Council than is allowed, the Secretary shall prepare a notice to the member of his/her failure to comply with the attendance requirements resulting in the automatic resignation of the Member from the Council. Such notice shall be entered into the minutes of the next scheduled Council meeting. The notice shall be mailed, faxed, or

e-mailed to the resigning member.

Section 10. CONFLICTS OF INTEREST: Governing Council members shall adhere to and respect the conflict of interest policies contained in the Council's then in-effect governing policies. Any contract entered into in violation of this section or the Council's governing policies shall be voidable. Failure to make any disclosure of a potential or actual conflict required pursuant to the Council's governing policies shall be grounds for removal or termination.

ARTICLE IV OFFICERS AND THEIR DUTIES

SECTION 1. ENUMERATION OF OFFICERS: The officers of this Corporation shall be a Chair and a Vice-Chair, who shall be Members of the Council. A Secretary, and such other members as the Council may from time to time by resolution create. The Council may also appoint or employ a chief executive officer, titled "Principal/Director".

SECTION 2. ELECTION OF OFFICERS: The election of officers shall take place prior to the general election of council members and annually thereafter, in accordance with the Council's governing policies.

SECTION 3. TERM: The officers for the Corporation each shall hold office in accordance with the Council's governing policies unless he or she shall sooner resign, be removed, or be otherwise disqualified to serve.

SECTION 4. SPECIAL APPOINTMENTS: The Council may appoint such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Council may from time to time determine.

SECTION 5. RESIGNATION AND REMOVAL: Any officer may be removed from office with or without cause by the Council. Any officer may resign at any time by giving written notice to the Council, the Chair, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. VACANCIES: A vacancy in any office may be filled by appointment by the Council. The officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced.

SECTION 7. DUTIES: The duties of the officers are as follows:

Chair. The Chair shall serve as the Corporation's chief governance officer, preside at all meetings of the Council and shall perform such other duties as may be prescribed by the Council from time to time.

Vice-Chair. In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon the Chair. In the normal course of events, the Vice-Chair will succeed to the position of Chair.

Principal/Director. The Principal/Director shall manage, subject to the governance of the Council, the day-to-day affairs of the Corporation. The Principal/Director shall perform all duties as may be prescribed or proscribed by the Council from time to time.

ARTICLE V COMMITTEES

Section 1. COMMITTEES: The Council may appoint committees as deemed appropriate in carrying out its purposes. The resolution or other action establishing any such committee shall state the purpose and authority of each committee. No committee shall have the authority to: (a) amend, alter or repeal these by-laws; (b) elect, appoint or remove any member of any other committee or any Council member, officer or employee of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Council.

ARTICLE VI MEETINGS, NOTICES

Section 1. REGULAR MEETINGS: The Governing Council shall hold a regular meeting at least ten times per year. The Council shall comply with the Colorado Open Meetings Law.

Section 2. SPECIAL MEETINGS: The Chairperson shall have the authority to call a special meeting when it is determined that there is information to be disseminated or action needed to be taken that cannot wait until the next regular meeting. The Chairperson shall call a special meeting if requested by a majority of the members.

Section 3. NOTICE OF MEETINGS: All Council meetings shall be noticed through a public posting, as required by the Colorado Open Meeting Act. In addition, a copy of such notice shall be delivered to each Council Member no later than 24 hours in advance of the meeting.

Section 4. EXECUTIVE SESSIONS: The Council shall have the authority to hold an executive session determined by a two-thirds vote of the Council's membership. An executive session may be held to discuss any subject appropriate under the Colorado Open Meetings Law including the following: attorney-client matters, acquisitions or sales or property, contract proposals or negotiations or sensitive student or personnel matters. Only those invited into executive session by the Council may attend. Executive session discussions shall be kept confidential by all of those who attend. The Council shall not make final policy decisions, nor shall any contract be made during executive session.

Section 5. QUORUM: A simple majority of the Council positions shall constitute a quorum.

Section 6. MAJORITY: Wherever in these by-laws the term "majority" is used in conjunction with Council actions, unless otherwise specified in the applicable section, it shall be construed to mean a majority of a quorum as defined in Section 5 above, unless otherwise stated.

Section 7: MANNER OF ACTING: Except as otherwise provided in these by-laws, the act of a majority of the quorum present at a meeting shall be the act of the Council.

Section 8. RULES OF ORDER: The Council shall have the authority to determine its Rules of Order. In the event of a procedural controversy, a majority vote of the Council will be determinant; Robert's Rules of Order may be used as a nonbinding guide on matters of Council procedure.

ARTICLE VII THE PRINCIPAL/DIRECTOR

Section 1. GENERAL: The Principal/Director shall have general and active control of the affairs and business of the School and the supervision of its employees, see that all Council actions are carried into effect, have the powers of a chief administrative officer conferred by law, and perform all other duties necessary or proper to carry out these functions. The Principal/Director shall be entitled to fully participate in all Council meetings, excepting those concerning the Principal/Director's contract, compensation, evaluation or any investigation or grievance concerning the Principal/Director.

Section 2. RESPONSIBILITIES: The Principal/Director shall, in general, have the authority to supervise and manage the day-to-day affairs of C2E including: hiring and managing human resources; supervision of staff, students, and volunteers; and supervision of C2E's educational and financial affairs. The Principal/Director shall have the authority to terminate staff employment without the approval of the Governing Council.

Except as otherwise provided in the by-Laws or C2E's policies, the Principal/Director shall have the authority to act for C2E and such actions shall be considered as the actions of C2E.

ARTICLE VIII CONTRACTS

Section 1. CONTRACTS: The Council may authorize the Principal/Director to enter into any contract and to execute and to deliver an instrument in the name of and on behalf of C2E.

ARTICLE IX BOOKS AND RECORDS

Section 1. BOOKS AND RECORDS: C2E shall keep records in accordance with all applicable laws, Douglas County School District policies and C2E policies. C2E shall keep, at its office, a record containing the names and addresses of the Governing Council and C2E committees. Student records, personnel records and all other records protected under privacy laws shall be maintained in confidential custody. All public documents shall be made available for inspection at any reasonable time during regular school hours.

ARTICLE X INDEMNIFICATION

Section 1. COUNCIL MEMBERS: C2E shall indemnify any person who is or was a Council member of C2E to the maximum extent now or hereafter permitted by applicable law.

Section 2. EFFECT OF AMENDMENT OR REPEAL: No amendment to repeal of this amendment shall adversely affect the rights of any person in respect of any act or omission occurring before the effectiveness of the amendment or repeal.

ARTICLE XI PROCEDURE TO AMEND BY-LAWS

Section 1. PROCEDURE: The Governing Council shall have the authority to make, amend, or repeal a particular by-law at any regular meeting. No by-law adoptions or amendments shall conflict or be inconsistent with governing law, current and future School District policies, or regulations as may be amended from time to time (unless a waiver is obtained), or C2E's Charter School Contract. Any amendment, addition, or repeal requires a majority vote of the complete Council, rather than a majority of a quorum. Notice of the proposed changes to the by-laws shall be given to Council members two weeks prior to the meeting for which the proposed change is on the agenda. Notice of proposed changes shall be specified in the agenda and posted two weeks prior to the regular meeting at which such action to change the by-laws is scheduled to be taken unless such notice is waived by unanimous consent of those present. Any change in the mission of the School may only be made by following the procedure and rules for changes to the by-laws and with the advance approval, in writing, of the School's charter authorizer.

ARTICLE XII CONFLICT AMONG DOCUMENTS

Section 1. ORDER OF AUTHORITY: In the event of any conflict or inconsistency between documents, controlling authority shall be given in the following order:

1. Federal, State or local laws, unless waiver obtained.
2. Current and future Douglas County School District policies and regulations as may be amended from time to time, unless waiver obtained.
3. C2E Charter School Contract.
4. These by-laws, as may be amended from time to time.
5. Board governing policies.

ARTICLE XIII DISSOLUTION

Section 1. DISTRIBUTION OF ASSETS: In the event of the dissolution of the school, all assets, after creditors have been satisfied, and excepting any tangible gifts received, not to include monies

donated, for which the donor is on record as requesting the return of such gift upon its bequest in the event of dissolution, shall become the property of the Douglas County School District.

Section 2. DISSOLUTION: Upon dissolution of the school and distribution of assets, the C2E Governing Council may dissolve by a majority vote of the complete Council, rather than a majority of a quorum"

The undersigned, being the Governing Council for the Challenge to Excellence non-profit corporation on December 11, 2006, do hereby certify that the foregoing by-laws, to be used for the governance of the charter school, were approved by the Council on December 11, 2006.

Chair

Vice Chair