

**2005 Amended and Restated
Bylaws
of
The Colorado Springs School**

Adopted by the Board of Trustees June 4, 2002
Amended by the Board of Trustees on June 6, 2005.
Further Amended by the Board of Trustees on December 8, 2005.

**Article I
Board of Trustees**

Section 1. Election and Designation of Trustees.

- A. The board of directors of The Colorado Springs School (the “School”) will be known as a Board of Trustees (the “Board”). The Board will consist of at least three and not more than twenty voting members (Trustees”) who are dedicated to the purposes of the School. New Trustees will be elected to the Board at the June meeting of the Board each year. Any Trustee can nominate candidates to the Board. The Committee on Trustees will review and interview all candidates and forward recommendations to the Board for approval.
- B. The Head of the School (the “Head”) will be an ex-officio, non-voting, member of the Board.
- C. The Board will include a representative of the faculty of the School (the “Faculty Member”). The Faculty Member will be a non-voting member of the Board. The faculty of the School will designate three nominees for the Faculty Member position. The Board will elect the Faculty Member from among the nominees. The term of the Faculty Member will be for two years. The Faculty Member may be elected to consecutive terms.

Section 2. Term of Office.

Except as provided above, all Trustees will be elected for a three year term of office unless they are elected to fill out the term of a Trustee who has died, resigned, or been removed, in which case, he or she will serve the balance of the unexpired term. All terms will commence July 1 and end June 30. The terms of approximately one-third of the Trustees will expire each year. There will be a two consecutive term limit to the number of terms served by any Trustee. The Board may waive the two consecutive term limit for a particular Trustee upon a motion duly passed by an affirmative vote of two-thirds of the Trustees in attendance at a regularly scheduled meeting. This waiver must be renewed annually for that particular Trustee. Any former Trustee may be re-elected to a new term after being off the Board for a period of twelve consecutive months.

Section 3. Responsibilities of the Board.

The business and property of the School will be managed and controlled by the Board. The Board will be responsible for establishing basic policy and strategic objectives of the School and ensuring that the School

is meeting its mission and goals. The Board will be responsible for appointment of the Head. The Board will assist the School in obtaining financial support, through gifts, grants and bequests, for the benefit of the School. The Board will be responsible for the financial soundness of the School. The Board may establish such standing and special committees and auxiliaries as it deems proper and advisable, subject to the terms of the Articles of Incorporation and these Bylaws, and may designate authority to those committees, auxiliaries, and the officers. All committees and auxiliaries will be responsible to the Board and will report to the Board.

Section 4. Gifts.

The Board may accept gifts, bequests or devises on behalf of the School for the general or special purposes of the School.

Section 5. Participation by Electronic Means.

Any Trustees or any member of a standing or special committee designated by the Board may participate in a meeting by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation will constitute presence in person at the meeting.

Section 6. Informal Action by Trustees.

Any action required or permitted to be taken by the Board or by any standing or special committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Trustees or all of the committee members entitled to vote with respect to the subject matter of the consent. A facsimile signature is acceptable.

Section 7. Resignation.

Any Trustee may resign at any time by giving written notice to the President or the Secretary. The resignation of any Trustee will take effect upon receipt or at such later time as specified in the notice. The acceptance of such resignation will not be necessary to make it effective.

Section 8. Removal.

Any Trustee may be removed from the Board as provided in Article V.

Section 9. Honorary Trustees.

The Board may recognize meritorious service to the School by designating certain persons to be Honorary Trustees/Trustee Emeritus for an indefinite term. They will not be included in the number of Trustees specified in Article I, Section 1 of these Bylaws nor will they have a vote. They will have such rights and privileges as the Board determines to be appropriate and proper.

Article II Meetings of the Board

Section 1. Regular meetings.

The Board will meet not less than four times a year at such time and place as are designated by the President.

Section 2. Special Meetings.

Special meetings of the Board may be held at any time or place on the call of the President, or, if the President is unable to act, on the call of the Chair of the Board, or at any time upon the call of three Trustees.

Section 3. Quorum.

A quorum of the Board will consist of the majority of the voting Trustees. Except as specifically required by law or these Bylaws, a majority of voting Trustees present at any meeting of the Board will be sufficient to act upon any proposition that may come before the Board. Any number of Trustees less than a quorum may adjourn a meeting until a quorum is available.

Section 4. Notice of Meeting.

Notice of regular and special meetings of the Board will be given in writing not less than five nor more than thirty days in advance of the meeting.

A. Written notice of any regular or special meeting of the Board will be given as follows:

- (1) By mail, e-mail, facsimile, or hand delivery to each Trustee at his or her business address or residence address.
- (2) If mailed, the notice will be effective when deposited with postage in the United States mail. If notice is made by hand delivery, the notice will be effective when delivered. If notice is given by e-mail or facsimile, a return receipt and/or reply is required, and the notice will be effective when return receipt, confirmation of delivery, and/or reply is received. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting will constitute a waiver of notice of the meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Notices do not need to specify the business to be transacted or the purpose of any regular or special meeting of the Board, unless specifically required by law or these Bylaws.

Article III Officers of the Board

Section 1. Chair.

The Chair of the Board (the “Chair”) has ultimate responsibility for the actions of the Board. The Chair will represent the Board at internal and external events and is the liaison from the Board to the Colorado Springs School Foundation, Inc. and auxiliary organizations. The Chair will work closely with the Office of Development and Alumni Relations and the Development Committee in securing resources for the School. The Chair will work with the Head and the President to organize and set the agenda for meetings of the Board or Executive Committee. The Chair will fulfill the duties of the President in the event that the President is absent or unable to act. The Chair will work closely with the President to coordinate their activities in fulfilling the following responsibilities: appointing chairs of standing and special committees and attending meetings with parents and faculty as needed. The Chair will work with the Head and the President to achieve the mission of the School. The Chair will do and perform such other duties as may from time to time be assigned by the Board.

Section 2. President.

The President will preside at all meetings of the Board and Executive Committee and coordinate the work of the Board and the Executive Committee. The President will work with the Head and the Chair to organize and set the agenda for meetings of the Board or Executive Committee. The President will have sole authority to organize and set the agenda for the annual Board retreat. The President will lead the process for evaluating the Head. The President will, when directed by the Board, sign with the proper officers of the School all contracts, securities and other obligations of the School in the name of the School. The President will fulfill the duties of the Chair in the event that the Chair is absent or unable to act. The President will work closely with the Chair to coordinate their activities in fulfilling the following responsibilities: appointing chairs of standing and special committees and attending meetings with parents and faculty as needed. The President will work with the Head and the Chair to achieve the mission of the School. The President will do and perform such other duties as may from time to time be assigned by the Board.

Section 3. Secretary.

The Secretary will prepare or cause to be prepared the minutes of all meetings of the Board and Executive Committee. The Secretary will sign the minutes after they have been approved by resolution of the Board. The Secretary will give and serve notices for the School; attest the signatures of the proper officers to all contracts, securities, and all other obligations of the School in the name of the School; perform all duties incident to the office of Secretary, subject to the control of the Board, the Executive Committee or the President. The Secretary will fulfill the duties of the President in the event the President is absent or unable to act and the Chair is also absent or unable to act in the President's stead.

Section 4. Treasurer.

The Treasurer will be the principal financial officer of the School and will have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the School. The Treasurer will deposit, invest, account for and discharge assets of the School in accordance with the instructions of the Board. The Treasurer will also prepare or cause to be prepared and will present to the Board no later than November 1 of each year an audited financial report and balance sheet showing the assets and liabilities, income and operation expenses of the School at the close of the preceding fiscal year. The Treasurer will also, whenever requested by the Board, the Chair, or the President, render a statement of the finances of the School. The Treasurer may serve as the chair of the Finance Committee.

Section 5. Other Officers.

Other officers may be appointed by the Board from time to time.

Section 6. Election.

No later than the June meeting of the Board each year, the Board will elect the officers from among its members. There are no limits to the number of terms a Trustee may be elected to an office, other than the limit on terms of Trustees in Article I. The term of the Chair and President will each be two years. Whenever possible, the terms of the Chair and President will be staggered so that only one of them is new to his or her office in any year. The term of all other officers will be for one year. Terms for all officers commence on July 1 and continue until their successors are elected and take office.

Section 7. Temporary Appointments.

In case of the absence, inability to act, failure to act, or refusal to act of any officer, the President will have the power to appoint one of the Trustees, subject to the approval of the Board, to exercise the powers and perform the duties of such officer.

Section 8. Removal.

Any Officer may be removed from his or her office as provided in Article V.

Article IV Committees

Section 1. Executive Committee.

The Executive Committee is a standing committee and will meet at least as often as once in each month during the school year in which there is no meeting of the Board to review and direct the operation of the School on behalf of the Board. The Executive Committee will set the dates for quarterly meetings of the Board and will recommend an agenda for meetings of the Board. Notice of meetings of the Executive Committee will be given in the same manner as notices of meeting of the Board, except that a meeting of the Executive Committee may be held upon 24 hours' notice in the event of an emergency, provided all Executive Committee Members have been telephoned as well as given notice pursuant to these Bylaws. The Executive Committee will consist of the following voting members: the Chair, President, Secretary, Treasurer, the chair of each standing committee, and any other person appointed by the Chair and the President. The Head will be an ex-officio member of the Executive Committee. The members of the Executive Committee will serve for the term of their office. The Executive Committee will have all the powers authorized by the Board, with the exception of powers to fill vacancies in the Board, fill vacancies in the Executive Committee, to change the Articles of Incorporation or the Bylaws. Any action taken by the Executive Committee pursuant to this provision will be reported by the Executive Committee to the Board at its next meeting and is subject to ratification by the Board. The Executive Committee will conduct an annual evaluation of the Head. The Executive Committee will be responsible for periodic review of the Bylaws.

Section 2. Finance Committee.

The Finance Committee is a standing committee. The Finance Committee will supervise the financial affairs of the School. The Finance Committee has the authority to manage and invest the School's assets and endowment. The Finance Committee will make recommendations to the Board in regard to operating and capital needs and other business affairs. Upon resolution of the Board, the Finance Committee may delegate the responsibility for management of the School's endowment to the Colorado Springs School Foundation, Inc.

Section 3. Committee on Trustees.

The Committee on Trustees is a standing committee. The Committee on Trustees will nominate a slate of officers for the annual election of the Board officers. Except as provide in Article I, Section 1, the Committee on Trustees will also submit to the Board, for their approval, names of persons nominated for election as Trustees. Nominations for officers and Trustees may also be made from the floor. The Committee on Trustees will be appointed annually by the President and the Chair and will consist of not less than five voting members, including the Chair and one past Trustee. The chair of the Committee on Trustees should have already served on the committee. The Committee on Trustees will conduct an annual Board evaluation, Board orientation session(s) for newly elected Trustees, Trustee education, leadership development, the strategic review of Board personnel needs, and the cultivation of potential new Trustees.

Section 4. Development Committee.

The Development Committee is a standing committee responsible for major fund raising activities of the School. Its fund raising activities are expected to include annual giving and major gifts campaigns. The Development Committee will work together with the Finance Committee, the Colorado Springs School Foundation, Inc., and the school administration to coordinate fund raising activities at the School. The Chair will be a voting member of the Development Committee.

Section 5. Education Committee.

The Education Committee is a standing committee of Board and is charged with monitoring the program assessment process and assuring that the School's programs are meeting the mission and goals of the School.

Section 6. Special Committees.

Consistent with the goals of the annual strategic review, the Board may create such special committees as it deems appropriate with such powers and duties as the Board may direct.

Section 7. Committee Membership.

With the exception of the Executive Committee, chairs of the standing and special Committees will be Trustees appointed by the Chair and President. Committee membership is at the joint discretion of the Executive Committee and the committee chair. The term of all members of all standing committees will commence at the time of appointment and will expire at the end of the School's fiscal year. The term of members of special committees will be for one year or until the completion of the special committee's business, whichever is earlier. Members of committees may or may not be Trustees. The Chair, President, and the Head will be ex-officio members of all committees and, except as provided specifically in these Bylaws, will be non-voting.

Article V Removal, Vacancy in Office

Section 1. Removal.

Any Trustee or officer may be removed with or without cause by the affirmative vote of Trustees at any regular or special meeting of the Board. The notice for the meeting will state that removal of an officer or Trustee is to be an item of business at the meeting.

Section 2. Vacancy in Office.

Whenever a vacancy occurs on the Board or in an appointed office, it will be filled in the same manner as a new Trustee or officer is elected or appointed. The person elected or appointed will serve out the remainder of that unexpired term.

Article VI Head of the School

The Head will be the chief executive officer of the School and will carry out the policies established by the Board. The Head will supervise the academic and administrative operations of the School; prescribe and

direct the course of study and methods of discipline; employ and discharge all personnel and prescribe their duties, salary and terms of office; prepare and submit to the Board annually a proposed budget for the operation of the School for the succeeding fiscal year; and perform such other duties as are directed by the Board.

Article VII
Seal

The seal of the School will consist of a circle with the inscription: "THE COLORADO SPRINGS SCHOOL" along with any other information generally and usually used with such seals in the state of Colorado.

Article VIII
Fiscal Year

The fiscal year of the School will run from July 1 of one year to June 30 of the next succeeding year.

Article IX
Disposition of Funds

Funds of the School in excess of \$1,000.00 will be disbursed by check signed by any two of the following: Chair, President, Secretary, Treasurer, Head, business manager or others designated by the Board. Funds at or under \$1,000.00 will require one of the above signatures.

Article X
Amendments

The Board will have the power to alter or amend these Bylaws or repeal these Bylaws and enact new Bylaws by an affirmative vote of a majority of the Trustees.