

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 3. PRINCIPAL OFFICE: The principal office of the corporation shall be located at 16995 Carlson Drive, Parker, CO, 80134.

Section 4. REGISTERED OFFICE: The principal office of the corporation shall be at the School, unless changed by the Board of Directors (Board). 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 Board.

Section 5. FISCAL YEAR: C2E's fiscal year shall begin on July 1 and end on June 30.

ARTICLE II ELIGIBLE VOTERS AND ELECTIONS

Section 1. BOARD ELECTIONS: When a vacancy on the Board becomes open it may be filled by election or by appointment. An election will be held when the number of candidates exceeds the number of vacancies. Each candidate shall submit a written statement of interest and sign a candidate's commitment to uphold 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 Board members' majority vote will decide the elected member. In the event of a vacancy and only one candidate, the current Board members' majority vote will elect the new Board member.

Section 2. SCHOOL ISSUES: The Board 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 full time staff.

Section 3. ELIGIBLE VOTERS: In an election for Board 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 BOARD OF DIRECTORS

Section 1. GENERAL POWERS: The Corporation shall be governed by the Board ("Board"), 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 Board 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 Board.

Section 2. COMPOSITION AND QUALIFICATIONS OF BOARD OF DIRECTORS: The Board 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 unless serving as a designated community member. At no time may any parent/guardian hold a position on the Board if that person's spouse is a Board member. The spouse of an employee shall not be a member of the Board during the period of the employee's employment. These shall be the only voting positions/members of the Board. At any time that a Board member ceases to meet the qualifications described herein, the remaining Board members shall declare a vacancy in that member's Board 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 Board, 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 ViceChair, the term of office of Board 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 Board's then in-effect governing policies. Members of the Board shall hold office until their successors have been elected and qualified.

Section 4. VACANCIES: Should a Board position be vacated for any reason prior to its expiration, the Board 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 Board positions.

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

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

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

Section 8. RESIGNATION OR REMOVAL OF BOARD MEMBER: Upon vote of two-thirds (2/3) of the remaining members of the Board, a Board member may be removed for cause. Upon such removal, the Board shall appoint a new member of the Board to fill out the remaining term of the replaced Board member. Cause for this purpose shall be defined as failure of that Board member, as determined by majority vote of the Board, to adhere to these by-laws or the Board's then in-effect governing policies. A Board member may resign at any time by giving written notice to the Board 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 Board 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 Board than is allowed for in the attendance requirement will be deemed to have resigned from the Board. Upon establishing that a member has been absent from more regular meetings of the Board 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 Board. Such notice shall be entered into the minutes of the next scheduled Board meeting. The notice shall be mailed, faxed, or e-mailed to the resigning member.

Section 10. CONFLICTS OF INTEREST: Board members shall adhere to and respect the conflict of interest policies contained in the Board's then in-effect governing policies. Any contract entered into in violation of this section or the Board's governing policies shall be voidable. Failure to make any disclosure of a potential or actual conflict required pursuant to the Board'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 Board. A Secretary will also be elected by the Board and such other members as the Board may from time to time by resolution create. The Board may also appoint or employ a chief executive officer, titled "Executive Director".

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

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

Section 4. SPECIAL APPOINTMENTS: The Board 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 Board may from time to time determine.

Section 5. RESIGNATION AND REMOVAL: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, 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 Board. 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 Board and shall perform such other duties as may be prescribed by the Board 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.

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

ARTICLE V COMMITTEES

Section 1. COMMITTEES: The Board 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 Board 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 Board.

ARTICLE VI MEETINGS, NOTICES

Section 1. REGULAR MEETINGS: The Board shall hold a regular meeting at least ten times per year. The Board 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 Board 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 Board Member no later than 24 hours in advance of the meeting.

Section 4. EXECUTIVE SESSIONS: The Board shall have the authority to hold an executive session determined by a two-thirds vote of the Board'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 Board may attend. Executive session discussions shall be kept confidential by all of those who attend. The Board shall not make final policy decisions, nor shall any contract be made during executive session.

Section 5. QUORUM: A majority of the Board members shall constitute a quorum for the transaction of business at any meeting of the Board. If fewer than a majority of the Board members are present at a meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice for a period not to exceed sixty (60) days at any one adjournment.

Section 6: MANNER OF ACTING: The act of a majority of the members of the Board then in office, shall be the act of the Board, unless a greater number is required by law or the articles of incorporation.

Section 7. RULES OF ORDER: The Board shall have the authority to determine its Rules of Order. In the event of a procedural controversy, a majority vote of the Board will be determinant; Robert's Rules of Order may be used as a nonbinding guide on matters of Board procedure.

ARTICLE VII THE EXECUTIVE DIRECTOR

Section 1. GENERAL: The Executive Director shall have general and active control of the affairs and business of the School and the supervision of its employees, see that all Board 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 Executive Director shall be entitled to fully participate in all Board meetings, excepting those concerning the Executive Director's contract, compensation, evaluation or any investigation or grievance concerning the Executive Director.

Section 2. RESPONSIBILITIES: The Executive 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 Executive Director shall have the authority to terminate staff employment without the approval of the Board.

Except as otherwise provided in the by-Laws or C2E's policies, the Executive 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 Board may authorize the Executive 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 Board 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. BOARD MEMBERS: C2E shall indemnify any person who is or was a Board 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 Board 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, then current Douglas County School District Board of Education 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 Board, rather than a majority of a quorum. Notice of the proposed changes to the by-laws shall be given to Board 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. Douglas County School District Board of Education 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. Policies adopted by the Board of C2E.

ARTICLE XIII DISSOLUTION

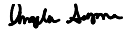
Section 1. DISTRIBUTION OF ASSETS: In the event of the dissolution of the school, all assets, after creditors have been satisfied and excepting any tangible gifts received, not to include monies donated, for which the donor is on record as requesting the return of such gift upon its bequest in the event of dissolution, shall be distributed to Douglas County School District.

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

The undersigned, being the Board for the Challenge to Excellence non-profit corporation on December 17, 2024, do hereby certify that the foregoing by-laws, to be used for the governance of the charter school, were approved by the Board on December 17, 2024.



Chair



Anyela Sejura (Dec 19, 2024 14:56 MST)

Vice Chair









C2E BOARD OF DIRECTORS BYLAWS v.12.17.2024

Final Audit Report

2024-12-27

Created:	2024-12-19
By:	Challenge ToExcellence (adobe@c2e.org)
Status:	Signed
Transaction ID:	CBJCHBCAABAAIHxhRUPF0UPJmYgYY5CGuSKdIE3rPaH4

"C2E BOARD OF DIRECTORS BYLAWS v.12.17.2024" History

-  Document created by Challenge ToExcellence (adobe@c2e.org)
2024-12-19 - 4:36:00 PM GMT- IP address: 66.85.41.29
-  Document emailed to Miles Cortez (milescortez@icloud.com) for signature
2024-12-19 - 4:36:04 PM GMT
-  Document emailed to Angela Segura (aaragon24@yahoo.com) for signature
2024-12-19 - 4:36:04 PM GMT
-  Email viewed by Angela Segura (aaragon24@yahoo.com)
2024-12-19 - 5:08:44 PM GMT- IP address: 69.147.87.121
-  Document e-signed by Angela Segura (aaragon24@yahoo.com)
Signature Date: 2024-12-19 - 9:56:11 PM GMT - Time Source: server- IP address: 174.234.9.51
-  Email viewed by Miles Cortez (milescortez@icloud.com)
2024-12-26 - 10:06:26 PM GMT- IP address: 91.229.244.116
-  Document e-signed by Miles Cortez (milescortez@icloud.com)
Signature Date: 2024-12-27 - 5:15:52 PM GMT - Time Source: server- IP address: 64.98.52.45
-  Agreement completed.
2024-12-27 - 5:15:52 PM GMT