

SECOND AMENDED AND RESTATED BYLAWS
OF
UNIVERSITY LABORATORY SCHOOL

ARTICLE 1 Corporate Identification

1.01. **Name.** The name of the Corporation shall be the University Laboratory School.

1.02 **Trade Name/Trademark.** The Corporation has filed for, adopted and used the trade name and trademark "University Schools." The Corporation shall be authorized to utilize this trade name and trademark in any and all of the business of the Corporation. The Corporation shall be referred to herein by its adopted trade name/trademark "University Schools."

1.03. **Corporate Offices.** The address of the principal office of University Schools shall be 6525 W. 18th Street, Greeley, CO 80634. University Schools may have such other offices, either within or without the state of incorporation as the Board of Governors may designate or as the business of University Schools may from time to time require.

1.04. **Fiscal Year.** The fiscal year of University Schools shall coincide with the fiscal year of Weld County School District Six.

1.05. **Corporate Status.** University Schools is incorporated in the State of Colorado as a Non-profit Corporation without members.

1.06. **Contract.** The Contract (Contract) is the contract with Weld County District Six, which established University Schools in its original form as a Charter School.

ARTICLE 2

Board of Governors

2.01. **General Powers.** The University Schools shall have a governing board called the Board of Governors (sometimes referred to herein as the "Board") which shall act as the Board of Directors for the Corporation. The Board of Governors may exercise for University Schools all powers and duties necessary and proper to manage the business and affairs of the corporation except as reserved to the Parents or guardians of children attending University Schools or otherwise provided by law, by these Bylaws, or by the Articles of Incorporation.

2.02. **Number, Qualifications and Voting.** The Board of Governors of University Schools shall consist ten voting members, one nonvoting student representative and other nonvoting honorary board members elected or appointed as set forth in section 3.01.

Voting Members

- a) Nine voting members of the Board of Governors shall be at least eighteen (18) years of age and shall not be employed either full or part time by University Schools.
- b) **University Schools Faculty/Staff Representative.** One voting member of the Board of Governors shall be a member of University Schools' faculty and staff. The University Schools Faculty/Staff Representative shall not vote on any issues involving personnel. The Faculty Staff Representative shall be elected as set forth below.

The number of Board members may be increased or decreased from time to time by amendment of this Section of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent voting member of the Board.

Advisory Representatives to the Board

- a) **Honorary Members.** The Board may from time to time, in its discretion, appoint non-voting Honorary Board Members.
- b) **Student Representative.** One member shall be a High School student attending University Schools. The Student Representative shall be elected as set forth below and shall have no vote on the matters coming before the Board.

2.03. Terms.

- a) **Length of Term.** Each voting member of the Board of Governors shall hold office for a 3 year term.
- b) **Number of Terms.** The maximum number of consecutive terms board member may serve is two. Any person appointed to fill a vacancy for the remaining term of a Board Member may serve two additional consecutive terms if the appointed term is shorter than one half (18 months) of a full term. If the appointed Board Member serves more than one half (18 months) of the appointed term, the Board Member may serve one additional consecutive term. Any Board Member who has served two consecutive terms may be elected again after an absence of one year. A Student Representative may only serve one term. Serving as an Honorary Member shall be considered an absence from an elected position.

2.04. Regular Meetings. Unless otherwise established by the Board of Governors at the July meeting each year, regular meetings of the Board shall be held on the first Wednesday of each month at 7:00 PM. Regular meetings may be cancelled in advance by a majority vote of the Board members and by posting a notice at least 24 hours in advance of the regularly scheduled meeting.

2.05. Special Meetings; Notice. Special meetings of the Board of Governors may be called by or at the request of the Chairperson, the Director or any two Board members. The person or persons authorized to call special meetings of the Board of Governors may fix any place, wherever located, as the place for holding a special meeting of the Board of Governors called by them. Written notice of a special meeting including the purpose of the meeting and an agenda of the major items of business to be transacted shall be given to each Board member at least two days prior to a special meeting, except that if the written notice is mailed to a Board member at least four days prior notice must be given, which notice shall be deemed given when mailed. Any Board member may waive notice of any meeting. The attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.06. Executive Session. Upon the vote of two thirds of the quorum present at any regular or special meeting, the Board may adjourn into executive session for the sole purpose of considering the following matters, except that no adoption of any proposed policy, position, resolution, rule, regulation or formal action shall occur at any executive session which is not open to the public;

a) The purchase, acquisition, lease, transfer or sale of any real, personal or other property interest; except that no executive session shall be held for the purpose of concealing the fact that a Board member has personal interest in such purchase, acquisition, lease, transfer or sale;

b) Conferences with an attorney for the purposes of receiving legal advice on specific legal questions. Mere presence of an attorney at an executive session is not sufficient to satisfy the requirements of this subsection;

- c) Matters required to be kept confidential by federal or state laws, rules, and regulations;
- d) Specialized details of security arrangements or investigation;
- e) Determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators;
- f) Personnel matters except if the employee has requested an open meeting, or if the personnel matter involves more than one employee, where all the employees involved have requested an open meeting;
- g) Consideration of any documents protected by the mandatory nondisclosure provisions of the "Open Records Act";
- h) Discussion of individual students where public disclosure would adversely affect the person or persons involved.

Prior to the time the Board members convene in executive session, the Chairperson of the Board shall announce the general topic of the executive session as enumerated above.

2.07. **Public Notice.** Public notice shall be given in accordance with the Colorado Sunshine Act, C.R. S. 24-6-401 et. seq. as amended, which provides that in addition to any other means of giving full and timely notice, the Board shall be deemed to have given the required notice if notice of a meeting and agenda is posted in a designated public place within the boundaries of the school district no less than 24 hours prior to the meeting. Therefore the Board of Governors shall publish notice of any meetings at which the adoption of any proposed policy, position, resolution, rule, regulation or formal action occurs, or at which a majority or quorum of the board is expected to be in attendance, by posting such notice 24 hours in advance in a prominent location at the administrative offices of the University Schools. This location for the posting of notice shall continue in effect until changed by subsequent action of the Board.

2.08. **Quorum.** A majority of the voting members of the Board of Governors shall constitute a quorum for the transaction of business at any meeting of the Board of Governors.

2.09. **Voting Requirements.** Except as otherwise provided by law, in the Articles of Incorporation, or in these Bylaws, a majority vote of the voting members of the Board of Governors present at a meeting at which a quorum is present shall be required for an act or resolution under consideration to constitute an act or resolution of the Board of Governors.

2.10. **Vacancies.** Any vacancy occurring in the Board of Governors shall be filled by a vote of the Board of Governors. A Board member elected to fill a vacancy shall be elected for the unexpired term of the Board member's predecessor in office. Any elected Board position to be filled by reason of an increase in the number of Board members shall be filled by election at the regular election or at a special election called for that purpose. A Board member chosen to fill a vacancy resulting from an increase in the number of Board members shall hold office until the Board member's successor shall have been elected and qualified.

2.11. **Compensation.** Board members shall receive no compensation for their services. However, by resolution of the Board of Governors, Board members may be paid their reasonable expenses, if any, incurred in the furtherance of their duties as Board members. No payment shall preclude any Board member from serving University Schools in any other capacity and receiving compensation therefor.

2.12. **Presumption of Assent.** A Board member of University Schools who is present at a meeting of the Board of Governors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the dissent of the Board member shall be entered in the minutes of the meeting or unless the Board member shall file a written dissent to such action before adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board of Governors immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of the action dissented to.

2.13. **Removal of Board Members.** Board members may be removed with or without cause consistent with the terms and provisions of C.R.S. §7-128-108 as amended or any successor statute relating thereto.

2.14. **Non-Attendance.** If a Board member misses three consecutive regular meetings of the Board of Governors, that Board member may be removed pursuant to Section 2.13 of these Bylaws.

2.15 **Standards of Conduct.** A Board member shall discharge his or her duties as a Board member, including his or her duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner that he or she reasonably believes to be in the best interests of University Schools.

In discharging his or her duties a Board member is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (1) one or more officers or employees of University Schools whom the Board member reasonably believes to be reliable and competent in the matters presented;
- (2) legal counsel, public accountants, or other persons as to matters the Board member reasonably believes are within the person's professional or expert competence; or
- (3) a committee of the Board of Governors of which the Board member is not a member if the Board member reasonably believes the committee merits confidence_

A Board member is not acting in good faith if the Board member has knowledge concerning the matter in question that makes otherwise permissible reliance unwarranted.

A Board member is not liable for any action taken as a Board member, or any failure to take any action, if he or she performed the duties of office in compliance with this section.

2.16. **Conflicts of Interest.** The Board shall not employ or contract with Board members other than the employment contracts with the faculty and staff except that this prohibition may be waived as described below. Ownership by a Board member or a member of their family of securities of a corporation or any beneficial interest in a partnership or firm with which a contract is made shall not be deemed to create a conflict of interest unless the aggregate amount of such ownership shall exceed ten percent (10%) of any class of securities in such corporation or beneficial ownership in such partnership or firm. This prohibition shall not extend to or include minor incidental transactions not to exceed a value of \$1,000.00. Board members shall disclose any such conflict of interest in writing to the Board within ten days of discovery of such conflict by the Board member.

This prohibition may be waived for specific transactions if it is determined by the Board of Governors, after full disclosure of the conflict, that the transaction is in the best interest of University Schools and the transaction is approved by 66 percent of the voting Board Members who have no such conflict of interest in the transaction.

2.17 **Operation of Meetings.** Robert's Rules of Order shall be followed in the conduct of all meetings.

ARTICLE 3

Elections/Appointments

3.01. **Regular Elections.** A regular election shall be held on the third Tuesday in April each year:

a) **University School Board Members.** The nine Board Members who are not the Faculty/Staff Representative shall be elected by a vote of the majority or a plurality of the parents or guardians of students attending University Schools and the employees of University Schools (meeting the .5 FTE standard).

b) **Faculty/Staff Representative.** The Faculty/Staff Representative shall be elected by a vote of the majority or a plurality of the employees of University Schools meeting the .5 FTE standard, participating in the regular election.

c) **Student Representative.** The Student Representative shall be elected by a vote of the majority or a plurality of the high school students attending University Schools participating in the regular election.

d) **Honorary Members.** The Board may, from time to time, in their discretion, appoint Honorary Board members.

3.02 **Qualifications.** Each candidate for an elected Board position must meet the qualifications set forth in these Bylaws for that particular Board position. Unless otherwise determined by a majority vote of the Board of Governors, no candidate shall be qualified to serve on the Board of Governors if said candidate has:

- (1) Refused to consent to and be screened by University Schools consistent with an abuse and screening policy to be adopted and implemented by the Board of Governors.
- (2) Been convicted (including crimes the record of which has been expunged and pleas of "no contest") of a crime of child abuse, sexual abuse of a minor, physical abuse causing a child's death, neglect of a child, murder, manslaughter, felony assault, any assault against a minor, kidnapping, arson, criminal sexual conduct, prostitution related crimes, controlled substance crimes (except misdemeanor alcohol offenses that do not involve children) or misappropriation of funds or any other crime of dishonesty. For purposes of this policy, controlled substances shall include "mood altering substances" as shown below:
 - a) Intoxicating beverages, including, but not limited to, alcohol.
 - b) Non-prescription or prescribed controlled substances.
 - c) Prescription or prescribed controlled substances when used to an excess in violation of doctor's orders, or to produce the state of intoxication in the participant.
- (3) Been adjudged liable for civil penalties or damages involving sexual or physical abuse of children.
- (4) Been subject to any court order involving any sexual abuse or physical abuse of a minor, including, but not limited to domestic order for protection;
- (5) A history with another organization (volunteer, employment, etc.) of complaints of sexual or physical abuse of minors.
- (6) Resigned, been terminated or been asked to resign from a position, whether paid or unpaid, due to complaint(s) of sexual or physical abuse of minors.
- (7) Has a history of ether behavior that indicates they may be a danger to children.

Prior to creating ballots, the Board shall review all nominated candidates and determine whether each candidate meets the qualifications set forth in these Bylaws and the intent of the same. Any candidate that is not so qualified by the Board shall be notified of the reasons for disqualification by the Board. All candidates found to be qualified by the Board shall be approved for placement on the ballot.

All Board members must maintain and continue to satisfy all qualifications for his/her Board position as set forth in these Bylaws for the duration of said Member's term on the Board.

3.03. **Special Elections.** Special elections may be called by resolution of the Board at a regular or special meeting at least 30 days in advance of such special election. The resolution must set forth the purpose of such special election. Notice of such special election must be given to all persons eligible to vote in such special election by U.S. Mail, postage prepaid, and by posting notice of the election fourteen days in advance in a prominent location at the administrative offices of the University Schools. Such notice shall include a copy of the resolution calling for such special election and the date of such special election.

3.04. **Polling Places.** The polling place for all regular and special elections shall be as designated by the Board of Governors.

3.05. **Record Date.** For the purposes of determining the parents or guardians of children attending University Schools, and employees meeting the .5FTE Standard who are entitled to notice of or to vote at a regular or special election, the Board of Governors of University Schools may provide for a record date on which eligibility to vote may be determined. Such record date may not be less than 10 days nor more than 20 days prior to such regular or special election.

3.06. **Voting Lists.** The Board shall cause to be made, at least five days before each regular or special election, a complete list of the persons entitled to vote at such election, arranged in alphabetical order, with the name of each person entitled to vote. This list, for the period between its compilation and the election for which it was compiled, shall be kept on file at the registered office of University Schools and shall be subject to inspection by any parent, faculty member or employee of University Schools at any time during normal business hours. Such list shall also be produced and kept open on the date of the election and shall be subject to inspection by any parent, faculty member or employee of University Schools during the election.

3.07. **Proxies.** At all regular and special elections, persons entitled to vote may vote by proxy executed in writing by the person or by the person's authorized attorney in fact. Such proxy may be filed with the Secretary of Board of Governors before or at the time of the election. No proxy shall be valid after one month from the date of its execution, unless otherwise provided in the proxy.

3.08. **Nominations.** Nominations of candidates for Board membership must include the candidate's name and address, and a short description of that candidate's qualifications for the position. Nominations of and acceptances by candidates for Board membership must be received by the Secretary of the Board of Governors no later than 30 days prior to the election in order to be placed on the ballot. Any persons qualified for a particular office may be nominated. Candidates may nominate themselves.

3.09 **Committee to Count the Votes.** The Board of Governors shall appoint a committee of not less than three persons to count the votes. No one on the committee shall be running in the current election, and the committee shall include at least two persons who are not currently serving on the board of Governors. The results of the election shall be certified by the Board and announced no later than five business days after the election.

3.10 **Tie Votes.** In the event of a tie vote between candidates for the same position on the Board of Governors, a special election for that Board position as provided for in these Bylaws shall immediately be scheduled.

3.11 **Date Newly Elected Board Members Take Office.** The successful candidates from the regular election, or a special election in the event of a tie vote, shall take office at the first regularly scheduled meeting of the Board of Governors after July 1st following the election in which the successful candidate was elected.

ARTICLE 4

Officers

4.01. **Number, Election and Tenure.** The officers of University Schools shall be a Chairperson or Co-Chairperson, a Secretary and a Treasurer, each of whom shall be elected by the Board of Governors. Such other officers (such as Vice-Chairperson) and assistant officers as may be deemed necessary may be elected or appointed by the Board of Governors. All officers of University Schools shall serve at the pleasure of the Board of Governors for the compensation fixed under Section 4.09 of these Bylaws. Any two or more offices may be held by the same person, except as otherwise provided by law.

4.02. **Removal.** Any officer or agent elected or appointed by the Board of Governors may be removed, with or without cause, by the Board of Governors whenever in its judgment the best interests of University Schools would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.03. **Vacancies.** Whenever a vacancy shall occur in any office by reason of death, resignation, increase in number of offices of University Schools, or otherwise, the vacancy shall be filled by the Board of Governors, and the officer so elected shall hold office as provided in Section 4.01 of these Bylaws.

4.04. **Chairperson, Co-Chairpersons.** The Chairperson shall be the principal executive officer of University Schools, and, subject to the control of the Board of Governors, shall have general control of the business, affairs, and property of University Schools, and control over its agents, officers, and employees. The Chairperson shall, when present, preside at all meetings of the Board of Governors, and shall perform such other duties and exercise such other powers as from time to time may be assigned to the Chairperson by these Bylaws or by the Board of Governors. The Board of Governors may elect one Chairperson or multiple chairpersons as they see fit.

4.05. **Vice-Chairperson.** The Vice Chairperson, if appointed, shall have all the powers and shall perform all the duties of the Chairperson in the absence or disability of the Chairperson. The Vice Chairperson shall perform such duties as may be assigned to him by the Chairperson or by the Board of Governors.

4.06. **Secretary.** The Secretary shall: (a) keep the minutes of the Board of Governors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; and (c) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chairperson or the Board of Governors.

4.07. **Treasurer.** The Treasurer shall be the principal financial officer of the Board with general responsibilities for the oversight of the financial affairs of University Schools including, but not limited to; (i) present financial reports to the Board as the Board may request from time to time; (ii) serve as the chief financial officer, in the event there is no separate chief financial officer; and (iii) perform all other duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the treasurer by the Chairperson of the Board or the Board. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the Treasurer.

4.08. **Assistant Secretaries/ Assistant Treasurers.** One or more Assistant Secretaries or Assistant Treasurers may be appointed by the Board of Governors. Such persons shall have such duties as from time to time may be assigned to them by the Board of Governors, the Chairperson, the Secretary, or the Treasurer, as the case may be.

4.09. **Compensation.** Officers shall receive no compensation for their services. However, by resolution of the Board of Governors, Officers may be paid their reasonable expenses, if any, incurred in the furtherance of their duties as Officers. No payment shall preclude any Officer from serving University Schools in any other capacity and receiving compensation therefor.

ARTICLE 5

Contracts, Checks, Deposits, and Official Books and Records

5.01. **Contracts.** The Board of Governors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of University Schools, and such authority may be general or confined to specific matters.

5.03. **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of University Schools shall be signed by such officer or agent of University Schools and in such manner as shall from time to time be determined by a resolution of the Board of Governors.

5.04. **Deposits.** All funds of University Schools not otherwise employed shall be deposited from time to time to the credit of University Schools in such banks or other depositories as the Board of Governors may by resolution select.

5.05. **Official Books and Records.** The official books and records of University Schools shall consist of the minute book, policies, procedures, the books and records of account and a directory giving the names of the Board members, Officers, employees and members of any committees which may be appointed by the board. The Secretary shall be responsible for their upkeep and safekeeping. Any faculty member, Board member, parent or guardian of children attending University Schools, either in person or by representative, shall have the right to inspect and make copies or extracts of the official books and records at any reasonable time for any lawful purpose.

ARTICLE 6

Amendments

6.01. **Amendment.** These Bylaws may be amended or repealed, and new bylaws may be adopted by a majority vote of the Board of Governors at three consecutive regular meetings of the Board at which a quorum is present, provided that minutes of the first of these three meetings (including the proposal to change the bylaws, the current bylaws section and the proposed new section of the bylaws) are published and made available publicly at least 21 days prior to the third and final meeting at which a vote to change the bylaws is taken.

ARTICLE 7

The Director

7.01. **Duties.** The Director shall serve as the chief administrator for the day to day operations of University Schools and shall perform such other duties as shall be assigned by the Board. The duties of the Director are more particularly defined in the Position Description made a part of the Director's employment contract and incorporated into this section by reference as it may be changed by the Board from time to time.

7.02. **Appointment and Removal.** The Director shall be appointed by a majority vote of the Board. At all times the Director shall account to and serve at the discretion of the Board. The Director may be removed, with or without cause, by a majority vote of the Board.

CERTIFICATE OF ADOPTION

The foregoing Amended and Restated Bylaws of the University Laboratory School were duly adopted at a regular meeting of the Board of Governors on this _____ day of _____, 2011.

Julie Frasier, Secretary
University Schools Board of Governors