

**FIFTH  
AMENDED AND RESTATED  
STEAMBOAT SPRINGS EDUCATION FUND  
BYLAWS, A NON-PROFIT CORPORATION**

**ARTICLE I  
OFFICES**

- A. **Principal Office.** The principal office of the STEAMBOAT SPRINGS EDUCATION FUND, (the "SSEF"), in the State of Colorado shall be located at 325 Seventh Street, P.O. Box 774368, Steamboat Springs, Colorado 80477. The SSEF may have such other offices, either within or outside of the State of Colorado as the Board of Directors may designate, or as the business of the SSEF may require from time to time.
- B. **Registered Office.** The registered office of the SSEF, required by the Colorado Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II  
MEMBERS**

- A. **Members.** The SSEF shall not have members.

**ARTICLE III  
BOARD OF DIRECTORS**

- A. **General Powers.** The business and affairs of the SSEF shall be managed by its Board of Directors (the "Board" or "Board of Directors"). All corporate powers shall be exercised by or under the authority of, and the business and affairs of the SSEF managed under the direction of, the Board of Directors. In addition to the general powers listed in C.R.S. 7-32-102, the Board shall also have the power to perform the following listed items:
1. To direct that audits occur periodically and information, in a format decided by the Board, be delivered to the Board, annually, assessing the efficacy of gifts made by the SSEF prior to the development of the budget for the year following such gifts;
  2. To direct that assessments of the results achieved from SSEF occur on an annual basis and that such assessments be presented to the Board prior to the development of the budget for the SSEF;
  3. To budget for and to prioritize future gifts based upon the efficacy of the gifts and the results achieved;
  4. To provide funds for contingencies; and,
  5. To direct that a written public relations report, to be known as the "State of the Fund Report", be prepared annually communicating the efficacy of the gifts of the Board and results achieved.
- B. **Performance of Duties.** A director of the SSEF shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the SSEF, and with such judgment as an ordinarily prudent person in a like position would use under

similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs 1., 2., and 3. of this Section 3B; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being, or having been, a director of the SSEF. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

1. One or more officers or employees of the SSEF whom the Director reasonably believes to be reliable and competent in the matters presented;
2. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons professional or expert competence; or,
3. A committee or commission of the board upon which he or she does not serve, duly designated in accordance with the provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

**Number, Tenure and Qualifications.** The number of directors of the SSEF shall consist of eleven (11) voting members and four (4) non-voting members. Each director shall hold office until his or her successor shall have been appointed and qualified. Voting Directors shall be comprised of the following persons: nine (9) at-large members appointed by the Board of Directors; two (2) members from the Grant Commission as appointed by the Grant Commission ("Voting Directors"). Non-voting Directors shall be comprised of the following persons: two (2) members of the Board of Education of the Steamboat Springs School District RE-2; one (1) member of the Board of Education of the South Routt School District RE-3; and one (1) member of the Board of Education of the Hayden School District RE-1 ("Non-Voting Directors"). The Voting Directors and Non-Voting Directors are collectively referred to as directors. Additionally, the directors shall also satisfy the following criteria:

1. All Voting Directors, at the time of his or her appointment and during their term as a member, shall be a resident of the Steamboat Springs School District RE-2. Residence, for purposes of this subsection, shall be determined in accordance with C.R.S. § 1-2-102.
2. Each director shall demonstrate expertise necessary for the fulfillment of the purposes of the SSEF.

The term of each at-large director shall be two years.

The President or the Vice President shall preside at all meetings of the Board of Directors.

**D. Regular Meetings.** The Board of Directors shall provide, by resolution, the time and place within Steamboat Springs, Colorado, for the holding of regular, monthly meetings without other notice than such resolution and shall provide for a regular annual meeting of the Directors.

**E. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

F. **Notice.** Written notice of any special meeting of directors shall be given as follows:

By regular mail to each director, at least three (3) days prior to the meeting, at his or her business address; or,

By personal delivery, telegram or electronic mail at least forty eight (48) hours prior to the meeting to an business address, residence address or email address on file with the Secretary of each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by email, such notice shall be deemed to be delivered when sent to the member as shown on a copy of such email. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

G. **Quorum.** A majority of the Voting Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

H. **Minimum Voting Requirements.** Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

All meetings of the board of directors shall be governed by the procedural rules set forth in the most recent edition of Roberts' *Rules of Order*.

I. **Informal Action by Directors.** Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter thereof.

J. **Participation by Electronic Means.** Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee 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 shall constitute presence in person at the meeting.

K. **Vacancies.** Any vacancy occurring in the Board of Directors created by the departure of an At-Large Voting Director, shall be filled by appointment by the Board, after considering the qualifications of any applicants received after notification of such vacancy. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. The departing Voting Director shall be permitted to vote in the selection of the person to fill the vacancy created by the departing member.

L. **Resignation.** Any director of the SSEF may resign at any time by giving written notice to the President or the Secretary of the SSEF. The resignation of any director shall take effect upon receipt of

notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**M. Removal.** Any director or directors of the Colorado Nonprofit Corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Nonprofit Corporation Act. It shall be sufficient cause for removal of a director if such director no longer serves as a member of the SSBOE.

**N. Committees.** By resolution adopted by a majority of the Board of Directors, the Voting Directors may designate two or more directors to constitute a committee, any of which shall have such authority in the management of the SSEF as the Board of Directors shall designate and as shall be prescribed by the Colorado Nonprofit Corporation Act.

**O. Compensation.** Directors as such shall not receive any compensation for their services as a Director; but nothing herein shall preclude any director from serving the SSEF in any other capacity and receiving compensation therefore.

**P. Presumption of Assent.** A director of the SSEF who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the SSEF immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

#### **ARTICLE IV OFFICERS**

**A. Number.** The officers of the SSEF shall be President, Vice President, Secretary and Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. Non-Voting Directors may not be an officer of the Board of Directors.

**B. Election and Term of Office.** The President, Vice President, Secretary and Treasurer of the SSEF shall be elected at an annual meeting of the Board of Directors.

If the elections of officers are not held at such meetings, such elections shall be held as soon thereafter as practicable. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

**C. Removal.** Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the SSEF will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

**D. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**E. President.** The President shall be the chief executive officer of the SSEF and, subject to the

control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the SSEF. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the SSEF thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the SSEF, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

- F. **Vice President.** The Vice President (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall, in the absence of the President or in the event of his or her death or inability or refusal to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- G. **Secretary.** The Secretary shall: (a) supervise the keeping of the minutes of the proceedings of the members and of the Board of Directors 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 or as required by law; (c) be custodian of the corporate records and of the seal of the SSEF and see that the seal of the SSEF is affixed to all documents the execution of which on behalf of the SSEF under its seal is duly authorized; and, (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- H. **Treasurer.** The Treasurer shall: (a) supervise the charge and custody of all funds and securities of the SSEF; (b) supervise the receipt of monies due and payable to the SSEF from any source whatsoever, and supervise the deposit all such monies in the name of the SSEF in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of ARTICLE V of these Bylaws; and, (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- I. **Assistant Secretaries and Assistant Treasurers.** The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.
- J. **Bonds.** If the Board of Directors by resolution shall so require, any officer or agent of the SSEF shall give bond to the SSEF in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.
- K. **Salaries.** The officers shall serve without salary.
- L. **Loans to Officers.** No loans shall be made by the SSEF to any officer or director of the SSEF.

**ARTICLE V**  
**CONTRACTS, LOANS, CHECKS, DEPOSITS,**  
**DISBURSEMENTS AND ALLOCATION OF MONIES**

- A. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the SSEF, and such authority may be general or confined to specific instances.
- B. **Loans.** No loans shall be contracted on behalf of the SSEF and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- C. **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the SSEF shall be signed by such officer or officers, agent or agents of the SSEF and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- D. **Deposits.** All funds of the SSEF not otherwise employed shall be deposited from time to time to the credit of the SSEF in such banks, trust companies or other depositories as the Board of Directors may select.
- E. **Gifts.** The Board of Directors may accept on behalf of the SSEF any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the SSEF.
- F. **Disbursements.** No disbursements may be made by the Corporation, except for the payment of administrative expenses, without the approval for disbursement of the STEAMBOAT SPRINGS EDUCATION FUND GRANT COMMISSION, (the "Commission") as defined in ARTICLE XII, below. Such recommendation may be made at a meeting of the Commission and duly authorized by the minutes of such meeting prepared in accordance with the requirements of ARTICLE XII.
- G. **Funding Allocation.** Funds will be allocated to the Steamboat Springs School District RE-2 for educational purposes. The SSEF Board of Directors is authorized to share, at its sole discretion, some of the proceeds from the ½ cent sales tax with the South Routt School District RE-3, and the Hayden School District RE-1 for educational purposes.
- H. **Allocation of Receipts.** All monies received by the SSEF shall be utilized by the SSEF to pay approved administrative expenses and to fund requests from the Commission as the Board may, in its discretion, decide.
- I. On or before May 15th of each year, the Board of Directors shall prepare and furnish a budget for the expenditure of the funds available or to be available to the SSEF during the twelve month period beginning July 1. Such budget shall allocate some or all of the funds available to the requests for expenditures of the Commission.

## ARTICLE VI NONDISCRIMINATION

The officers, directors, committee members, employees and persons served by this SSEF shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

**ARTICLE VII  
BOOKS AND RECORDS**

The SSEF shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. At the end of each fiscal year, the Board of Directors shall have an audit performed of the books and records of the SSEF for the prior fiscal year.

**ARTICLE VIII  
FISCAL YEAR**

The fiscal year of the SSEF shall end on the last day of June in each calendar year.

**ARTICLE IX  
CORPORATE SEAL**

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "CORPORATE SEAL."

**ARTICLE X  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

**ARTICLE XI  
AMENDMENTS**

These Bylaws may not be altered, amended or repealed or new Bylaws adopted unless a minimum of two-thirds (2/3) of the directors then serving vote affirmatively for such alteration, amendment, adoption or repeal.

**ARTICLE XII  
GRANT COMMISSION**

A. **Appointment.** The Board will designate eleven (11) members to the Grant Commission, referred to hereafter as "Commission". The designation of the members of such Commission and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof of any responsibility imposed by law. The term of each Commission member shall be two years.

The Board shall select the members of each Commission based upon the following qualifications:

1. Eleven (11) members shall, at the time of his or her appointment and during their term as

a member, be residents of the Steamboat Springs School District RE-2, one (1) may be a resident of the South Routt School District RE-3, and one (1) may be a resident of the Hayden School District RE-1. If a Director is not available from the Hayden School District RE-1 or South Routt School District RE-3, then that position may be filled by a resident of the Steamboat Springs School District. Residence, for purposes of this subsection, shall be determined in accordance with C.R.S. § 1-2-102. On July 1, 2012, the number of Commission members residing in Steamboat Springs RE-2 will be reduced to nine (9) as a result of the expiration of terms, as described above, while South Routt RE-1 and Hayden RE-3 will continue to each have one representative.

2. Each member shall demonstrate the expertise necessary for the fulfillment of the purposes of the Commission.
- B. **Purpose and Composition of the Grant Commission.** The Commission shall consider and recommend expenditures to the Steamboat Springs Education Fund Board of Directors to fund the maintenance and improvement of excellence in educational programs, capital and technology. Funding should complement and enhance regular district funding.
  - C. **Authority.** The Commission shall have the authority to review proposals for the expenditure of monies and to recommend to the Board the expenditure of the monies of the SSEF.
  - D. **Tenure of Members.** The term of each member of the Commission shall be two years.
  - E. **Meetings.** Regular meetings of the Commission shall be held monthly at such time and places as the Commission may fix from time to time by resolution. Special meetings of the Commission may be called by any member thereof upon not less than three day's notice stating the place, date and hour of the meeting, which notice may be written, oral, or by email to an email address registered with the Secretary. If notice is mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Commission at the address on file with the Secretary. If notice is given by email, such notice shall be deemed to be delivered when sent to the member as shown on a copy of such email. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a 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. Any member of the Commission may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. With the exception of a special meeting, the notice of a meeting of the Commission need not state the business proposed to be transacted at the meeting.
  - F. **Quorum.** A majority of voting members of the Commission shall constitute a quorum for the transaction of business at any meeting and action of the Commission must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.
  - G. **Informal Action by Commission.** Any action required or permitted to be taken by a Commission at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.
  - H. **Vacancies.** Any vacancy occurring in the Commission shall be filled by a resolution adopted by the Board of Directors after considering the qualifications of any applicants received after notification of such vacancy. A member appointed to fill a vacancy shall serve for the unexpired

term of his or her predecessor in office.

- I. **Resignations and Removal.** Any member of the Commission may be removed at any time with or without cause by resolution adopted by a majority of the Board. Any member of the Commission may resign from the Commission at any time by giving written notice to the President or Secretary of the SSEF, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- J. **Procedure.** The Commission shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

### ARTICLE XIII EXECUTIVE COMMITTEES

- A. **Appointment.** The Board of Directors, by resolution adopted by a majority of the full Board, may designate members to such Executive Committees as the Board of Directors may decide. The designation of the members of such Committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.
- B. **Purpose of Committee.** The Board of Directors may specify such purposes for any Executive Committees as it may decide.
- C. **Authority.** The Executive Committee shall have the authority as may be granted to it by the Board of Directors.
- D. **Tenure of Members.** The term of each member of each Executive Committee shall be two years.
- E. **Meetings.** Regular meetings of the Executive Committee shall be held annually at such time and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than three day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of an Executive Committee at his or her address on file with the Secretary. Any member of an Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of an Executive Committee need not state the business proposed to be transacted at the meeting.
- F. **Quorum.** A majority of the members of an Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of an Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.
- G. **Informal Action by Executive Committee.** Any action required or permitted to be taken by an Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the

subject matter thereof.

- H. **Vacancies.** Any vacancy in the Executive Committee shall be filled by a resolution adopted by the Board of Directors after considering the qualifications of any applicants received after notification of such vacancy.
- I. **Resignations and Removal.** Any member of an Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the Board of Directors. Any member of an Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the SSEF, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- J. **Procedure.** Each Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.
- K. **Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the SSEF may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The President of the SSEF shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the SSEF shall be served by such removal.

#### ARTICLE XIV INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director, officer and employee of this Corporation, whether or not then in office, and his or her personal representatives shall be indemnified by the Corporation, in accordance with C.R.S. 7-129-102, against all liability, costs and expenses, including counsel fees, actually and necessarily incurred by or imposed on him or her in connection with the defense of any action, suit or proceeding in which he or she may be involved or may be made a party by reason of his being or having been such director or officer, except in relation to matters as to which he or she was adjudged liable to the Corporation as reflected in C.R.S. 7-129-102 (4). The foregoing right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law or by agreement, Bylaw, vote of Members or otherwise.

#### CERTIFICATE

I hereby certify that the foregoing Fourth Amended and Restated Bylaws, consisting of Ten (10) pages, including this page, constitute the Fourth Amended and Restated Bylaws of Steamboat Springs Education Fund, adopted by the Board of Directors of the SSEF as of this fourth day of December, 2013.

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Secretary

**FIFTH  
AMENDED AND RESTATED  
STEAMBOAT SPRINGS EDUCATION FUND  
BYLAWS, A NON-PROFIT CORPORATION**

**ARTICLE I  
OFFICES**

- A. **Principal Office.** The principal office of the STEAMBOAT SPRINGS EDUCATION FUND, (the "SSEF"), in the State of Colorado shall be located at 325 Seventh Street, P.O. Box 774368, Steamboat Springs, Colorado 80477. The SSEF may have such other offices, either within or outside of the State of Colorado as the Board of Directors may designate, or as the business of the SSEF may require from time to time.
- B. **Registered Office.** The registered office of the SSEF, required by the Colorado Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II  
MEMBERS**

- A. **Members.** The SSEF shall not have members.

**ARTICLE III  
BOARD OF DIRECTORS**

- A. **General Powers.** The business and affairs of the SSEF shall be managed by its Board of Directors (the "Board" or "Board of Directors"). All corporate powers shall be exercised by or under the authority of, and the business and affairs of the SSEF managed under the direction of, the Board of Directors. In addition to the general powers listed in C.R.S. 7-32-102, the Board shall also have the power to perform the following listed items:
1. To direct that audits occur periodically and information, in a format decided by the Board, be delivered to the Board, annually, assessing the efficacy of gifts made by the SSEF prior to the development of the budget for the year following such gifts;
  2. To direct that assessments of the results achieved from SSEF occur on an annual basis and that such assessments be presented to the Board prior to the development of the budget for the SSEF;
  3. To budget for and to prioritize future gifts based upon the efficacy of the gifts and the results achieved;
  4. To provide funds for contingencies; and,
  5. To direct that a written public relations report, to be known as the "State of the Fund Report", be prepared annually communicating the efficacy of the gifts of the Board and results achieved.
- B. **Performance of Duties.** A director of the SSEF shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the SSEF, and with such judgment as an ordinarily prudent person in a like position would use under

similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs 1., 2., and 3. of this Section 3B; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being, or having been, a director of the SSEF. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

1. One or more officers or employees of the SSEF whom the Director reasonably believes to be reliable and competent in the matters presented;
2. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons professional or expert competence; or,
3. A committee or commission of the board upon which he or she does not serve, duly designated in accordance with the provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

**Number, Tenure and Qualifications.** The number of directors of the SSEF shall consist of eleven (11) voting members and four (4) non-voting members. Each director shall hold office until his or her successor shall have been appointed and qualified. Voting Directors shall be comprised of the following persons: nine (9) at-large members appointed by the Board of Directors; two (2) members from the Grant Commission as appointed by the Grant Commission ("Voting Directors"). Non-voting Directors shall be comprised of the following persons: two (2) members of the Board of Education of the Steamboat Springs School District RE-2; one (1) member of the Board of Education of the South Routt School District RE-3; and one (1) member of the Board of Education of the Hayden School District RE-1 ("Non-Voting Directors"). The Voting Directors and Non-Voting Directors are collectively referred to as directors. Additionally, the directors shall also satisfy the following criteria:

1. All Voting Directors, at the time of his or her appointment and during their term as a member, shall be a resident of the Steamboat Springs School District RE-2. Residence, for purposes of this subsection, shall be determined in accordance with C.R.S. § 1-2-102.
2. Each director shall demonstrate expertise necessary for the fulfillment of the purposes of the SSEF.

The term of each at-large director shall be two years.

The President or the Vice President shall preside at all meetings of the Board of Directors.

**D. Regular Meetings.** The Board of Directors shall provide, by resolution, the time and place within Steamboat Springs, Colorado, for the holding of regular, monthly meetings without other notice than such resolution and shall provide for a regular annual meeting of the Directors.

**E. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

F. **Notice.** Written notice of any special meeting of directors shall be given as follows:

By regular mail to each director, at least three (3) days prior to the meeting, at his or her business address;  
or,

By personal delivery, telegram or electronic mail at least forty eight (48) hours prior to the meeting to an business address, residence address or email address on file with the Secretary of each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by email, such notice shall be deemed to be delivered when sent to the member as shown on a copy of such email. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

G. **Quorum.** A majority of the Voting Directors, serving at the time of the meeting, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

H. **Minimum Voting Requirements.** Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

All meetings of the board of directors shall be governed by the procedural rules set forth in the most recent edition of Roberts' *Rules of Order*.

I. **Informal Action by Directors.** Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter thereof.

J. **Participation by Electronic Means.** Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee 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 shall constitute presence in person at the meeting.

K. **Vacancies.** Any vacancy occurring in the Board of Directors created by the departure of an At-Large Voting Director, shall be filled by appointment by the Board, after considering the qualifications of any applicants received after notification of such vacancy. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. The departing Voting Director shall be permitted to vote in the selection of the person to fill the vacancy created by the departing member.

L. **Resignation.** Any director of the SSEF may resign at any time by giving written notice to the President or the Secretary of the SSEF. The resignation of any director shall take effect upon receipt of

notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**M. Removal.** Any director or directors of the Colorado Nonprofit Corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Nonprofit Corporation Act. It shall be sufficient cause for removal of a director if such director no longer serves as a member of the SSBOE.

**N. Committees.** By resolution adopted by a majority of the Board of Directors, the Voting Directors may designate two or more directors to constitute a committee, any of which shall have such authority in the management of the SSEF as the Board of Directors shall designate and as shall be prescribed by the Colorado Nonprofit Corporation Act.

**O. Compensation.** Directors as such shall not receive any compensation for their services as a Director; but nothing herein shall preclude any director from serving the SSEF in any other capacity and receiving compensation therefore.

**P. Presumption of Assent.** A director of the SSEF who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the SSEF immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

#### **ARTICLE IV OFFICERS**

**A. Number.** The officers of the SSEF shall be President, Vice President, Secretary and Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. Non-Voting Directors may not be an officer of the Board of Directors.

**B. Election and Term of Office.** The President, Vice President, Secretary and Treasurer of the SSEF shall be elected at an annual meeting of the Board of Directors.

If the elections of officers are not held at such meetings, such elections shall be held as soon thereafter as practicable. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

**C. Removal.** Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the SSEF will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

**D. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**E. President.** The President shall be the chief executive officer of the SSEF and, subject to the

control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the SSEF. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the SSEF thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the SSEF, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

- F. **Vice President.** The Vice President (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall, in the absence of the President or in the event of his or her death or inability or refusal to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- G. **Secretary.** The Secretary shall: (a) supervise the keeping of the minutes of the proceedings of the members and of the Board of Directors 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 or as required by law; (c) be custodian of the corporate records and of the seal of the SSEF and see that the seal of the SSEF is affixed to all documents the execution of which on behalf of the SSEF under its seal is duly authorized; and, (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- H. **Treasurer.** The Treasurer shall: (a) supervise the charge and custody of all funds and securities of the SSEF; (b) supervise the receipt of monies due and payable to the SSEF from any source whatsoever, and supervise the deposit all such monies in the name of the SSEF in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of ARTICLE V of these Bylaws; and, (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- I. **Assistant Secretaries and Assistant Treasurers.** The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.
- J. **Bonds.** If the Board of Directors by resolution shall so require, any officer or agent of the SSEF shall give bond to the SSEF in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.
- K. **Salaries.** The officers shall serve without salary.
- L. **Loans to Officers.** No loans shall be made by the SSEF to any officer or director of the SSEF.

**ARTICLE V**  
**CONTRACTS, LOANS, CHECKS, DEPOSITS,**  
**DISBURSEMENTS AND ALLOCATION OF MONIES**

- A. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the SSEF, and such authority may be general or confined to specific instances.
- B. **Loans.** No loans shall be contracted on behalf of the SSEF and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- C. **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the SSEF shall be signed by such officer or officers, agent or agents of the SSEF and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- D. **Deposits.** All funds of the SSEF not otherwise employed shall be deposited from time to time to the credit of the SSEF in such banks, trust companies or other depositories as the Board of Directors may select.
- E. **Gifts.** The Board of Directors may accept on behalf of the SSEF any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the SSEF.
- F. **Disbursements.** No disbursements may be made by the Corporation, except for the payment of administrative expenses, without the approval for disbursement of the STEAMBOAT SPRINGS EDUCATION FUND GRANT COMMISSION, (the "Commission") as defined in ARTICLE XII, below. Such recommendation may be made at a meeting of the Commission and duly authorized by the minutes of such meeting prepared in accordance with the requirements of ARTICLE XII.
- G. **Funding Allocation.** Funds will be allocated to the Steamboat Springs School District RE-2 for educational purposes. The SSEF Board of Directors is authorized to share, at its sole discretion, some of the proceeds from the ½ cent sales tax with the South Routt School District RE-3, and the Hayden School District RE-1 for educational purposes.
- H. **Allocation of Receipts.** All monies received by the SSEF shall be utilized by the SSEF to pay approved administrative expenses and to fund requests from the Commission as the Board may, in its discretion, decide.
- I. On or before May 15th of each year, the Board of Directors shall prepare and furnish a budget for the expenditure of the funds available or to be available to the SSEF during the twelve month period beginning July 1. Such budget shall allocate some or all of the funds available to the requests for expenditures of the Commission.

## ARTICLE VI NONDISCRIMINATION

The officers, directors, committee members, employees and persons served by this SSEF shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

**ARTICLE VII  
BOOKS AND RECORDS**

The SSEF shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. At the end of each fiscal year, the Board of Directors shall have an audit performed of the books and records of the SSEF for the prior fiscal year.

**ARTICLE VIII  
FISCAL YEAR**

The fiscal year of the SSEF shall end on the last day of June in each calendar year.

**ARTICLE IX  
CORPORATE SEAL**

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "CORPORATE SEAL."

**ARTICLE X  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

**ARTICLE XI  
AMENDMENTS**

These Bylaws may not be altered, amended or repealed or new Bylaws adopted unless a minimum of two-thirds (2/3) of the directors, serving at the time of such vote, vote affirmatively for such alteration, amendment, adoption or repeal.

**ARTICLE XII  
GRANT COMMISSION**

A. **Appointment.** The Board will designate eleven (11) members to the Grant Commission, referred to hereafter as "Commission". The designation of the members of such Commission and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof of any responsibility imposed by law. The term of each Commission member shall be two years.

The Board shall select the members of each Commission based upon the following qualifications:

1. Eleven (11) members shall, at the time of his or her appointment and during their term as

a member, be residents of the Steamboat Springs School District RE-2, one (1) may be a resident of the South Routt School District RE-3, and one (1) may be a resident of the Hayden School District RE-1. If a Director is not available from the Hayden School District RE-1 or South Routt School District RE-3, then that position may be filled by a resident of the Steamboat Springs School District. Residence, for purposes of this subsection, shall be determined in accordance with C.R.S. § 1-2-102. On July 1, 2012, the number of Commission members residing in Steamboat Springs RE-2 will be reduced to nine (9) as a result of the expiration of terms, as described above, while South Routt RE-1 and Hayden RE-3 will continue to each have one representative.

2. Each member shall demonstrate the expertise necessary for the fulfillment of the purposes of the Commission.
- B. **Purpose and Composition of the Grant Commission.** The Commission shall consider and recommend expenditures to the Steamboat Springs Education Fund Board of Directors to fund the maintenance and improvement of excellence in educational programs, capital and technology. Funding should complement and enhance regular district funding.
  - C. **Authority.** The Commission shall have the authority to review proposals for the expenditure of monies and to recommend to the Board the expenditure of the monies of the SSEF.
  - D. **Tenure of Members.** The term of each member of the Commission shall be two years.
  - E. **Meetings.** Regular meetings of the Commission shall be held monthly at such time and places as the Commission may fix from time to time by resolution. Special meetings of the Commission may be called by any member thereof upon not less than three day's notice stating the place, date and hour of the meeting, which notice may be written, oral, or by email to an email address registered with the Secretary. If notice is mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Commission at the address on file with the Secretary. If notice is given by email, such notice shall be deemed to be delivered when sent to the member as shown on a copy of such email. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a 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. Any member of the Commission may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. With the exception of a special meeting, the notice of a meeting of the Commission need not state the business proposed to be transacted at the meeting.
  - F. **Quorum.** A majority of voting members of the Commission shall constitute a quorum for the transaction of business at any meeting and action of the Commission must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.
  - G. **Informal Action by Commission.** Any action required or permitted to be taken by a Commission at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.
  - H. **Vacancies.** Any vacancy occurring in the Commission shall be filled by a resolution adopted by the Board of Directors after considering the qualifications of any applicants received after notification of such vacancy. A member appointed to fill a vacancy shall serve for the unexpired

term of his or her predecessor in office.

- I. **Resignations and Removal.** Any member of the Commission may be removed at any time with or without cause by resolution adopted by a majority of the Board. Any member of the Commission may resign from the Commission at any time by giving written notice to the President or Secretary of the SSEF, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- J. **Procedure.** The Commission shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

### **ARTICLE XIII EXECUTIVE COMMITTEES**

- A. **Appointment.** The Board of Directors, by resolution adopted by a majority of the full Board, may designate members to such Executive Committees as the Board of Directors may decide. The designation of the members of such Committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.
- B. **Purpose of Committee.** The Board of Directors may specify such purposes for any Executive Committees as it may decide.
- C. **Authority.** The Executive Committee shall have the authority as may be granted to it by the Board of Directors.
- D. **Tenure of Members.** The term of each member of each Executive Committee shall be two years.
- E. **Meetings.** Regular meetings of the Executive Committee shall be held annually at such time and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than three day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of an Executive Committee at his or her address on file with the Secretary. Any member of an Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of an Executive Committee need not state the business proposed to be transacted at the meeting.
- F. **Quorum.** A majority of the members of an Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of an Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.
- G. **Informal Action by Executive Committee.** Any action required or permitted to be taken by an Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the

subject matter thereof.

- H. **Vacancies.** Any vacancy in the Executive Committee shall be filled by a resolution adopted by the Board of Directors after considering the qualifications of any applicants received after notification of such vacancy.
- I. **Resignations and Removal.** Any member of an Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the Board of Directors. Any member of an Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the SSEF, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- J. **Procedure.** Each Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.
- K. **Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the SSEF may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The President of the SSEF shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the SSEF shall be served by such removal.

#### ARTICLE XIV INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director, officer and employee of this Corporation, whether or not then in office, and his or her personal representatives shall be indemnified by the Corporation, in accordance with C.R.S. 7-129-102, against all liability, costs and expenses, including counsel fees, actually and necessarily incurred by or imposed on him or her in connection with the defense of any action, suit or proceeding in which he or she may be involved or may be made a party by reason of his being or having been such director or officer, except in relation to matters as to which he or she was adjudged liable to the Corporation as reflected in C.R.S. 7-129-102 (4). The foregoing right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law or by agreement, Bylaw, vote of Members or otherwise.

#### CERTIFICATE

I hereby certify that the foregoing Fourth Amended and Restated Bylaws, consisting of Ten (10) pages, including this page, constitute the Fourth Amended and Restated Bylaws of Steamboat Springs Education Fund, adopted by the Board of Directors of the SSEF as of this fourth day of December 2013.

\_\_\_\_\_  
Secretary

