

**AMENDED BYLAWS OF
THE CSHS/PALMER ALUMNI ASSOCIATION, INC.
A COLORADO NONPROFIT CORPORATION**

ARTICLE 1. OBJECTIVES

The CSHS/PALMER ALUMNI ASSOCIATION, Inc., a Colorado Nonprofit Corporation, entity identification 19871578977, (the “Association”) is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (“I.R.C.”). The primary purposes are:

1. To promote community interest in CSHS/Palmer High School (the “school”) activities;
2. To promote excellence in education;
3. To promote the participation of alumni in the school’s affairs and activities;
4. To preserve the history, ideals and traditions of the school; and
5. The fostering of fellowship and camaraderie among graduates/attendees of the school.

The Association may also engage in other activities permitted by the Colorado Revised Nonprofit Corporation Act, Colorado Revised Statutes (“C.R.S.”) Title 7, Articles 121 through 137 (the “Act”), to the extent that those activities further the primary goals described above. For that purpose, said Act is incorporated into these Bylaws by reference, and the I. R. C. 501(c) (3). The Association shall be non-commercial and shall not endorse a commercial firm or product.

ARTICLE 2. OFFICES

The principal and registered office of the Association shall be located in El Paso County, Colorado.

ARTICLE 3. MEMBERSHIP

Section 3.1 Active Members

Active members shall be past attendees of the school, who subscribe to and support the objectives of the Association, and have paid dues up to date. Active members are entitled to vote and to hold office in the Association.

Section 3.2 Associate Members

Associate members shall be those persons or business entities who support financially and otherwise the activities of the Association. Associate members are not entitled to vote or hold office in the Association. Persons who are Associate members shall pay dues.

Section 3.3 Honorary Members

Honorary members, persons who have rendered outstanding service to the school, but no more than two per year, may be selected by the Board. Honorary members will not pay dues and will receive privileges of regular members except that they are not entitled to vote or hold office in the Association.

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Section 3.4 Records

The Association shall maintain records identifying active members, associate members and honorary members. Only persons and entities listed on the records of the Association shall be entitled to the rights and privileges of membership.

Section 3.5 Fees

The Board of Directors may from time to time establish fees or dues to apply for and to continue membership. The Board of Directors may also authorize separate charges and fees for goods and services of the Association. Fees may be different for different classes of membership and fees may vary

according
to a schedule for any given class.

ARTICLE 4. MEETINGS OF MEMBERS

Section 4.1 Annual and Regular Meetings

An annual meeting of the members shall be held during the second week in February, at a time and place selected by the Board, for the purpose of electing directors of the Association, and for the transaction of such other business as may come before the meeting. Regular members meetings shall be conducted each month on the second Saturday unless changed by the Board.

Section 4.2 Special Meetings

Special meetings of the members may be called by or at the request of the President or a majority of the Board. The call for the meeting will specify the time, place and purpose of the meeting.

Section 4.3 Place of Meeting

Any suitable place within El Paso County, Colorado may be designated by the person or persons calling the meeting. Said location must be within the city limits of Colorado Springs, Colorado, if any Association business matters are to be discussed or any vote will be conducted at the meeting.

Section 4.4 Notice of Meeting

A printed notice of meeting stating the date, time, place, and purpose of the meeting will be distributed to all members in the Alumni Newsletter. Notices will be posted or mailed in said Newsletter ten days prior to the date of such meeting. Notice may also be given in any other manner permitted by the Act, but mailing in said newsletter shall be adequate for any purpose.

Section 4.5 Quorum

A quorum exists if twenty-five active members are present at the meeting. If the Association should have less than 100 active members, then a quorum exists if twenty-five percent of the active members are present at the meeting. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 4.6 Voting and Proxies

For the election of directors or officers, or the amending of bylaws, voting will be by printed ballot, with completed ballots deposited in a ballot box. For all other motions requiring a vote, the vote will be either by voice or show of hands. The vote of the majority of the votes entitled to be cast by the members present at a meeting at which a quorum exists shall be the act of the members meeting, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws. Members may vote by proxy

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under the provisions of C.R.S. 7-127-203, but only for the election or amendment process described above, and a copy of the proxy must be attached to the ballot.

Section 4.7 Elections

At or before their September meeting, the Board of Directors shall appoint a Nominating Committee of three active members to select candidates for the Board. Any member may submit names to this committee for consideration and any member may submit his or her own name as a candidate, to be included on the ballot, before November 15th. The Notice of Meeting calling for the election shall list the nominees and provide a brief biographical description of each, which shall be sent (along with a ballot listing all candidates) as part of the December Alumni Newsletter. Members are free to write in a candidate of their choice on their ballots. The Nominating Committee shall monitor the election, count the ballots and

certify
the results to the Board of Directors.

ARTICLE 5. BOARD OF DIRECTORS

Section 5.1 General Powers

The affairs of the Association shall be managed by its Board. The Board shall have the power to enter into relationships with other agencies or organizations, when they judge that such relationship is desirable in achieving the Association's objectives. The Board shall have the power to execute Articles of Agreement setting forth the rules governing the cooperative operation, which Articles must include provisions for nullifying the agreement by decision of the Board of Directors. The Association, through action by the Board of Directors, may hold or dispose of such property, real or personal, as it may be given, devised, or bequeathed to it or entrusted to its care and keeping, and may purchase, acquire and dispose of such property as may be necessary to carry out the purposes of the Association. The Board may issue calls for donations from members and non-members; and shall set the annual membership dues.

Section 5.2 Number and Tenure

There shall be a minimum of seven and a maximum of ten Directors, which shall include the four elected officers. The term of office for Directors who are not elected officers shall begin on March 1 and end on February 28/29 of the second year. The terms of Directors shall be staggered, such that the term of half of the directors shall end each year. There is no limitation on the number of times a member can be elected as a Director of the Association.

Section 5.3 Removal of Directors

Any Director may be removed pursuant to the procedure set forth in C.R.S. 7-128-108. Three consecutive

unexcused absences shall be deemed an automatic resignation of a Director.

Section 5.4 Regular Meetings

A meeting of the Board including newly elected members shall be held without other notice than this bylaw, immediately after and at the same place as the annual meeting of the members in February. The Board of Directors may provide by resolution the time and place for holding regular meetings of the Board,

without other notice than such resolution. The Board of Directors shall meet prior to each membership meeting to determine the business to be transacted at said meeting.

Section 5.5 Special Meetings

Special meetings of the Board may be called by the President or by any three directors.

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Section 5.6 Notice of Meeting

Notice of any special meeting of the Board shall be given at least five days prior to such meeting, unless all

Directors waive this requirement. The call for the special meeting will specify the place, date, time and purpose of the meeting and can be delivered to the directors via mail, email, facsimile transmission or in

person. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

Notices may be given in any manner permitted by the Act.

Section 5.7 Quorum and Voting

A majority of the number of directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business for any meeting of the Board. The act of a majority of the directors

present at a meeting at which a quorum is present shall be the act of the Board unless, the act of a greater

number is required by law, by the Articles of Incorporation or by these Bylaws.

The Board of Directors may permit any director to participate in any meeting by, or conduct the meeting through the use of any means of communication by which all directors participating may hear each other during the meeting.

For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.

Section 5.8 Vacancies

Any vacancy occurring on the Board shall be filled by the affirmative vote of a majority of the remaining directors. A Director elected to fill a vacancy shall be elected for the unexpired term of that position.

Section 5.9 Informal Action by Directors

Any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof in accord with C.R.S. 7-128-202. For these purposes, facsimile signatures shall be adequate to show consent.

Section 5.10 Provisions for net earnings of the Association

In the event of the dissolution of this Association, the assets of such organization shall be distributed for one or more of the exempt purposes specified in section 501(c)3 of the Internal Revenue Code, as more thoroughly described in the Articles of Incorporation of the organization.

Section 5.11 Periodic reports to members

Minutes of each board meeting shall be posted so that members can review them at the next membership meeting and by such other methods as the Board of Directors may have available. Further, the directors shall furnish periodic written reports of the administration, conduct, income and disbursements of the Association, no less than annually, to members, in sufficient detail as to enable members to review the acts of the directors. If possible, this report will be given at the Founder's Day meeting and in the Alumni Lever.

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Section 5.12 Committees

From time to time the directors may appoint such committees as may be needed to achieve the objectives of

the Association. The chair of each committee shall be an active member but need not be a director. C.R.S.

7-128-206 applies.

Section 5.13 Registered Agent

The registered agent shall be an elected officer or director of the Association. The directors shall elect and

supervise the activities of the registered agent of the Association. The registered agent shall maintain the

Association's registered office and perform duties as prescribed in C.R.S. 7-125-101 through 104.

Section 5.14 Staggered terms for Directors

The total number of directors shall be divided into two groups, each serving two-year terms, as noted in Section 5.2 above. As a result, the first Board of Directors elected after this amendment will consist of three Directors serving two year terms (the three nominees receiving the most votes) and three Directors

serving a one year term (the three nominees receiving the next highest vote cast).

Section 5.15 Open Meetings

Any member may attend a meeting of the Board. The Principal of the School shall be invited to each Meeting. The Board may invite non-members as deemed necessary.

ARTICLE 6. OFFICERS

Section 6.1 Officers

The officers of the Association shall be a President, a Vice-President, a Treasurer and a Secretary, plus three to six directors who are elected by the members. Officers shall perform the duties and be responsible

for those activities as outlined in the Bylaws and as prescribed from time-to time by the Board of Directors.

Section 6.2 Election and Term of Office

The officers of the Association shall be elected annually by the members. Each officer shall hold office until his or her successor shall have been elected and qualified. The President, Secretary shall be elected in

even numbered years and the Vice President, Treasurer shall be elected in odd numbered years. The office

of President or Vice President shall not be held by the same person for more than two consecutive terms.

Section 6.3 Removal

Any officer may be removed from their position as an officer by the Board, whenever, in their reasonable

judgment, the best interests of the Association would thereby be served. However, since the officers of the

Association are also directors, they may only be removed as a Director pursuant to the procedure set forth

in Section 5.3 above.

Section 6.4 Vacancies

A vacancy, in any office, shall be filled by the Board for the unexpired portion of the term.

Section 6.5 President

The President shall be the principal executive officer of the Association and preside over meetings of the

members and of the Board. As authorized by the Board, the President may take such administrative actions

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and may sign (with the Secretary) deeds, mortgages, bonds, contracts or other instruments; except where

the signing and execution thereof shall be expressly delegated by the Board or by statute to some other officer of the Association. The President shall be empowered only with the advice of the board to employ

individuals, firms or counsel, and make necessary disbursements for the operation of the Association.

Section 6.6 Vice-President

The Vice-President shall perform the duties of the President whenever the President is absent, or unable to

perform those duties. The Vice-President shall, in addition, perform any other duties delegated by the President or by the Board.

Section 6.7 Secretary

The Secretary shall keep the minutes of the meetings of members and of the Board of Directors; see that all

notices are filed in accordance with these Bylaws or as required by law; be custodian of such Association

records as the minutes, proxies, ballots and correspondence; maintain a register of members; establish procedures and controls for member voting; be responsible with the Treasurer, for the submission of the required reports to the State of Colorado, the Internal Revenue Service, and the members.

Section 6.8 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for money due and payable to the Association or donations made to the Association; and deposit such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board. The Treasurer shall prepare annual financial statements and budgets for presentation to the Board and to the members by such means as the Alumni Lever, or such other means as may be available to the Association; and shall produce the reports necessary for obtaining and maintaining the Association's status as a non-profit entity under I.R.C. 501(c)(3). The Treasurer shall cooperate with those persons designated to audit the financial affairs of the Corporation. The Treasurer will insure that financial operations are funded without deficits or loans being required.

ARTICLE 7. DISBURSEMENTS, GIFTS AND AUDITS

Section 7.1 Disbursements

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by the Treasurer and either the president or vice president. New signature cards shall be executed at each institution holding Association funds after each election of officers.

Section 7.2 Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or device for the general purpose or any special purposes of the Association.

Section 7.3 Designated Contributions

The Association may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be

honored. However, the Association shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Association shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the association's tax exempt purposes. **6.**

Section 7.4 Financial Reviews

An annual review of the Association's funds, disbursements and accounting practices will be conducted, completed and reported to the Board of Directors by a financial committee comprised of three persons selected by the Board of Directors. The report to the Board shall be presented no later than two weeks prior to the annual members meeting. The Board of Directors may also authorize audits conducted by certified public accountants.

Section 7.5 Custody of Records and Assets

Any director or officer of the Association whose term of office terminates, whether by expiration of term resignation, removal or otherwise, shall immediately deliver custody of any records and assets of the Association to the Association's current officers.

ARTICLE 8. INDEMNIFICATION

Section 8.1 Indemnification of Directors, Officer, Etc.

The association hereby declares that any person who serves, or has served, at its request as a director, officer or member of any committee shall be deemed the Association's agent for the purposes of this article and shall be indemnified by the association against expenses (including attorney's fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or

proceeding,

whether civil, criminal, administrative or investigative, by reason of such service, provided such person acted in good faith and such person reasonably believed (i) in the case of conduct in an official capacity

with the association, that such conduct was in the Association's best interests: and (ii) in all other cases that

the conduct was at least not opposed to the association's best interests: and with respect to any criminal action or proceeding, such person had no reasonable cause to believe such person's conduct was unlawful.

Except as provided in Section 8.3, termination of any such action, suit or proceeding by judgment, order,

settlement, conviction or upon plea of nolo contendere or its equivalent shall not of itself create a presumption, or be determinative, that such person did not meet the standard of conduct described in this

section.

Section 8.2 Indemnification Against Liability Association

No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by

Section 8.1 shall have been adjudged to be liable (i) for negligence or misconduct in the performance of such person's duty to the association; or (ii) on the basis that the person derived an improper personal benefit, unless and only to the extent that the court in which such action, suit or proceeding was brought

shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 8.3 Indemnification in Criminal Actions

No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by

Section 8.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such

action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but

in view of all the circumstances of the case, such person is entitled to indemnification for such

expenses or
fines which such court shall deem proper.

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Section 8.4 Other Indemnification

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled by law, or under the Articles of Incorporation, and agreement, any other provision of these bylaws, vote of the disinterested directors or otherwise, and any procedure provided by any of the foregoing, both as to action in such person's official capacity and as to action in another capacity while Holding such office.

Section 8.5 Period of Indemnification

Any indemnification pursuant to this article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this article and (b) continue as to any indemnified party who has ceased to be a director, officer, or agent of the Association and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Association to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 8.6 Insurance

By action of the board of directors, notwithstanding any interest of the directors in such action, the Association may, subject to Section 8.8, purchase and maintain insurance, in such amounts as the board

may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against

such person and incurred by such person in such person's capacity of or arising out of such person's status

as an agent of the association, whether or not the association would have the power to indemnify such person against such liability under applicable provisions of the law. The association may also purchase and

maintain insurance, in such amounts as the board may deem appropriate, to insure the association against

any liability, including without limitation, any liability for the indemnification provided in this article.

Section 8.7 Right to Impose Conditions to Indemnification

The Association shall have the right to impose, as conditions to any indemnification provided or permitted

in this article, such as reasonable requirement and conditions as the board of directors may deem appropriate in each case, including but not limited to any one or more of the following: (a) that any counsel

representing the person to be indemnified in connection with the defense or settlement of any action shall

be counsel that is mutually agreeable to the person to be indemnified and to the Association: (b) that the Association shall have the right, at its option, to assume and control the defense or settlement of any claim

or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the Association shall be subrogated, to the extent of any payments made by way of indemnification, to all of

the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings

and do everything necessary to assure such rights of subrogation to the association.

Section 8.8 Limitation on Indemnification

Notwithstanding any other provision of these bylaws, the Association shall neither indemnify any person

nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with

qualification of the Association as an organization described in section 501(c)(3) of the Internal Revenue

Code or would result in liability under section 4941 of the Internal Revenue Code.

ARTICLE 9. MISCELLANEOUS

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Section 9.1 Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end the last day of the following December.

Section 9.2 Corporate Seal

There shall be no requirement for a corporate seal.

Section 9.3 Waiver of Notice

Whenever any notice is required to be given under the provisions of Colorado statutes or under the provisions of the Articles of Incorporation or the Bylaws of this Association, a waiver there of, in writing

signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 9.4 Severability

If any portion of these Bylaws shall be invalid or inoperative, then so far as is reasonable, the remainder of

these Bylaws shall be considered valid and operative and effect shall be given to the intent manifested by

the portion held invalid or inoperative.

Section 9.5 Rules of Order

The Perseus Books' Robert's Rules of Order Newly Revised (latest edition) shall govern meetings of the

Board of Directors and meetings of the members.

Section 9.6 Amendment of bylaws

A Bylaws Review Committee shall be appointed every two years and shall propose any revision deemed

necessary. The Bylaws of the Association may be amended, repealed, or added to, or new bylaws may be

adopted by the majority vote of the votes entitled to be cast by the Board of Directors. Such action must be

ratified by two-thirds of the members at the next regular members meeting. Members may also amend these bylaws in accordance with C.R.S. 7-130-201, 7-130-103 and 7-130-104.

Section 9.7 Inspection of Records

Records of the Association shall be available for inspection and copying, subject to certain procedures and

limitations described in C.R.S. 7-136-102 through 106.

Section 9.8 Conflict of Interest

If any person who is a director or officer of the association is aware that the Association is about to enter

into any business transaction directly with such person, any member of such person's family, or any entity

in which such person has any legal, equitable or fiduciary interest or position, including without limitation

as a director, officer, shareholder, partner, beneficiary or director, such persons shall: (a) immediately inform those charged with approving the transaction on behalf of the Association of such person's interest

or position; (b) aid the persons charged with making the decision by disclosing any material facts within

such person's knowledge that bear on the advisability of such transaction from the standpoint of the Association; and (c) not be entitled to vote on the decision to enter into such transaction.

Section 9.9 Loans to Directors and Officers Prohibited

No loans shall be made by the corporation to any of its directors or officers. Any director or officer who

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assents to or participates in the making of any such loan shall be personally liable to the association for the amount of such loan until it is repaid.

Section 9.10 School Activities and Policies

This Association shall seek neither to direct administrative activities of the school nor to control its policies.

