RESOLUTION OF THE BOARD OF DIRECTORS
STEM SCHOOL

WHEREAS the Articles of Incorporation ("the Articles") provide that business and affairs of the Corporation shall be managed by the Board of Directors, whom shall be elected as provided in the Bylaws of the Corporation ("the Bylaws"); and

WHEREAS the Members of the Corporation, comprised of parents of students, are to elect the Board of Directors, unless the Board is otherwise selected under the terms of the Articles or the Bylaws; and

WHEREAS Article XI of the Articles provides that the Articles may be amended upon a majority vote of the Directors; and

WHEREAS section 8.3 of the Bylaws provides that the Board of Directors has the power to amend the Bylaws; and

WHEREAS under the Colorado Revised Nonprofit Corporation Act ("the Act"), the Bylaws may provide that Directors can elect a portion or all of the Board of Directors; and

WHEREAS the Act provides the number of Directors can be increased in accordance with the Bylaws; and

WHEREAS the number of Directors has now been increased to seven, two of whom are to be parent members; and

WHEREAS the Bylaws provide that each Director shall hold office for a term as designated by the Board of Directors; and

WHEREAS pursuant to the Bylaws, the Chair of the Board of Directors is to be elected from among the Board of Directors for a period of one year or until such time as his respective successor is duly elected and qualified; and

WHEREAS section 8.3 of the Bylaws provides that the Bylaws shall be reviewed by the Board for any useful or necessary amendments at least biennially at the regular meeting of the board,

NOW THEREFORE, in consideration of the interests and welfare of the Corporation, the Bylaws are hereby amended as follows:

Section 3.2 of the Bylaws is amended to provide as follows:

Section 3.2

a. The Corporation shall have seven Directors, Class A and Class B Directors. There shall be two Class A Directors and five Class B Directors.
b. Class A Directors shall consist of parents of students of STEM School. Class A Directors shall hold office for a term of one year and be elected at the annual meeting of the members.

c. Class B Directors shall be elected by the Board of Directors. Class B Directors shall hold office for a term of two years or until such time as their respective successors are duly elected and qualified. At the commencement of the third term of any Director, such Director shall also be approved at the next annual membership meeting by a majority of members of the Corporation. Any Director not so retained shall be replaced by the Board of Directors. The terms of the existing Board of Directors shall be deemed to commence from the date of the amendment of this section such that none shall stand for retention prior to four years from the date of such amendment.

d. A Director having three or more consecutive unexcused absences from the Board of Directors’ meetings shall be deemed to have resigned as a Director.

e. Directors shall be removed pursuant to the Act.

Section 3.3 of the Bylaws is amended to provide as follows:

The Board of Directors shall elect a Chair from among the entire Board by a vote of no less than 75% of the Directors, who shall hold such Chair until removed by unanimous vote of the remaining Directors or if such Chair is not retained by the membership pursuant to section 3.2(c) of the Bylaws. The term of such Chair shall be for a period of two years or until such time as his respective successor is duly elected and qualified. The Chair shall preside over all meetings of the Board of Directors.

Section 8.3 of the Bylaws is amended to provide as follows:

At any regular or special meeting of the Board of Directors, upon approval of no less than 75% of the Board of Directors, the Board of Directors may amend the Bylaws of the Corporation.

Approved this 11th day of August, 2012, by a vote of 5 to 0.

Secretary of the Corporation