

Proposed Amended and Restated Bylaws

01	Legal Clarity	<ul style="list-style-type: none">• Standardize legal references• Ensure alignment with state statutes
02	Promote Longevity	<ul style="list-style-type: none">• Prevent the need for frequent changes• Allow flexibility for future boards to adjust to changing needs
03	Simplify	<ul style="list-style-type: none">• Eliminate redundancy• Standardize terms, capitalization, etc.• Reformat



Proposed Amended and Restated Bylaws

Examples of Changes

- Additional clarity for membership definitions
- Board composition
- Simplify election timelines
- SAC membership determined by SAC charter
- Officers not required to be Board members



Proposed Amendments to Bylaws: Introduction, Articles II and III

New: Introduction	Section 2.1 Principal Office	Section 3.1 Purpose	New Section 3.2
Description of Bylaws and authorization under Nonprofit Act and Charter Act	Define principal office by current address and authorized change in address without a change in Bylaws	Authorize charter contract with district or other charter school authorizer. Add legal references, names. Remove “identified” because incoming students qualify for admission but may not yet be formally identified as gifted	Add mission and vision to Bylaws
Board	Board	Members	Board

Text from 3.1 Purpose

The purpose of the corporation is to *operate a charter school providing a differentiated educational opportunity for intellectually gifted and talented students.*



Proposed Amendments to Bylaws: Article IV

Section 4.1 Members: Parent Member Definition	Section 4.1 Members: Staff Member Definition	NEW Section 4.2 Meetings of Members	NEW Section 4.3 Voting Rights
Clarification to terms of parent - become member when child is enrolled and <i>attending</i> , ends when no longer enrolled	Clarification for classes of staff members classified as members for purposes of voting and any other rights granted to members in the bylaws	New section detailing rights of members to call a meeting	New section detailing voting rights, especially the rights of members to vote at member meetings
Members	Members	Board (new section) Will require member vote for future changes	Board (new section) Will require member vote for future changes

Proposed Amendments to Bylaws: Article V

New: Section 5.1 Governance Board	Section 5.2 (formerly 5.1) Board Responsibilities	Section 5.2.1 :(formerly 5.1.1) Specific Duties of the Board	Section 5.2.3 (formerly 5.1.3) Responsibilities of the Executive Director(s)
<p>Board description added (business and affairs managed by Governance Board except as otherwise provided in Nonprofit Act)</p>	<p>Board determines educational philosophy (rather than character). Board acts through Officers upon Board approval</p>	<p>Updated duties to more accurately reflect the Board's role</p>	<p>Duties are described in job description as established and modified front time to time</p>
<p>Board</p>	<p>Board</p>	<p>Board</p>	<p>Board</p>



Proposed Amendments to Bylaws: Article V

Section 5.3 (formerly 5.2) Number, Qualifications and Tenure	Section 5.3.1 (formerly 5.2.1) Parent Director	Section 5.3.2 (formerly 5.2.2) Independent Director	Section 5.3.3 (formerly 5.2.3 Staff) Executive Director(s)
<p>Board shall have at least 5 and no more than 9 Directors, consisting of Parent Directors and up to 4 Independents. Parent Director majority. Any employee may not be a Director.</p>	<p>Remove language that is now clarified in 5.3 (“A Staff Member, even if a Parent Member, may not be a Parent Director”)</p>	<p>Board provides notice to community of search and eligibility criteria as determined by Board policy or resolution, align terms, address vacancy</p>	<p>Executive Directors report to Board and attend Board meetings (remove Staff Member serving in advisory capacity)</p>
<p>Members</p>	<p>Members</p>	<p>Members</p>	<p>Members</p>

Proposed Amendments to Bylaws: Article V

Section 5.3.6 (formerly 5.2.6) Director Disqualification	Section 5.2.7 Parent Director Nominations	Section 5.3.7 (formerly 5.2.8) Director Elections	Section 5.3.8 (formerly 5.3) Vacancies
<p>Add additional qualifier for disqualification: “or does not agree to or uphold the Board policies and handbook, any Board code of conduct, or the mission and vision.”</p>	<p>Remove section as process to be set forth in election policy</p>	<p>Simplify timelines, address timelines and procedures in election policy, stagger terms, and prohibit cumulative voting. Board members begin term at meeting following election</p>	<p>Specify vacancies for Parent Members, appointment will be made at regular or special meeting, and filled until next elected member begins. Also remove emergency terms addressed in 10.3h</p>
<p>Members</p>	<p>Board</p>	<p>Members</p>	<p>Members</p>

Proposed Amendments to Bylaws: Article V

Section 5.4 Regular Meetings	Section 5.5 Special Meetings	Section 5.5.1 (formerly 5.4.1 Presentation Meetings) Annual Update to Members	Section 5.6 Open Meetings
<p>Regularly scheduled meetings established by Board-adopted calendar require no other notice to Directors</p>	<p>Content addressed in new Section 4.2 removed</p>	<p>Provides flexibility for content and timing of State of the School presentation, allows possibility of combining the two annual member meetings into one</p>	<p>Expand definition of open meetings to include workshops and portions of meetings as being open to the public</p>
<p>Members</p>	<p>Members</p>	<p>Members</p>	<p>Board</p>

Proposed Amendments to Bylaws: Article V

Section 5.7 Notice to Directors	Section 5.7.2 Content of Notice	Section 5.8 Quorum	Section 5.9 Manner of Acting
<p>Decrease notification requirement from 3 days to 2, or 24 hours in case of emergency. Remove instructions for notice by mail. Other specifics covered in Section 10.4</p>	<p>A majority consent of Directors can authorize additional items to meetings rather than unanimous.</p>	<p>Ensure that a quorum consists of a Parent Director majority</p>	<p>Clarifying legal language regarding approval of majority being an act of the Board</p>
<p>Board</p>	<p>Board</p>	<p>Members</p>	<p>Members</p>



Proposed Amendments to Bylaws: Article V

Section 5.10 Compensation	Section 5.12 Committees	Section 5.12.1 School Accountability Committee (SAC)	Section 5.12.2 Elected Committee Vacancies
No reimbursement for attendance at meetings	Change SAC from elected to standing committee. This allows determination of membership to be defined in the SAC charter (elected, appointed, nominated, etc). Add descriptions for committee charters	Change description of SAC to align with statutory definition, remove SAC “shall be elected by the Members” to allow flexibility for determination of membership (to be defined in SAC charter)	Remove pending changes to Section 5.12
Board	Members	Members	Members

Proposed Amendments to Bylaws: Article V

Section 5.14.2 Disclosure of Confidential Information	Section 5.15.7 Annual Statements	Section 5.15.8 Periodic Review of Agreements
Standardize legal references	Standardize legal references	Change “annual review” to “periodic review as reasonably determined by the Board, but no less than every three years.”
Board	Board	Members



Proposed Amendments to Bylaws: Article VI

Section 6.1 General	Section 6.2 Election and Term of Office	Section 6.3 President	Section 6.4 Vice Presidents	Section 6.4.1 (formerly 6.5.1) Record Keeping
<p>VP not required, may include one or more VPs. Officers do not have to be a Board member. One person may not be both President and Secretary</p>	<p>Officer not required to be a current Board member per CRS 7-128-301</p>	<p>Remove “chair the Stakeholders Meeting” from duties</p>	<p>Vice President role defined in Board Handbook</p>	<p>Secretary shall be the recordkeeper of the corporation. Also Board may designate employee to act as contact for CORA</p>
<p>Board</p>	<p>Board</p>	<p>Board</p>	<p>Board</p>	<p>Board</p>



Proposed Amendments to Bylaws: Articles VIII and X

Section 8.1 Limited Liability of Board Members and Officers	Section 10.1 Amendments to Bylaws and Articles	Section 10.1.1 Membership Amendments	Section 10.1.1 (formerly 10.1.2.1) Board Amendments
Add standard language for Bylaws	Add Articles of Incorporation to list of documents set for periodic review. Reduce repetitive language from other sections	Additional language for legal clarity	Require vote for new sections pertaining to Members. Update section references. Eliminate sections unnecessary for member vote as recommended by legal counsel
Board	Members	Members	Members

Proposed Amendments to Bylaws: Article X

Section 10.1.2 (formerly 10.1.2.2) Bylaw Amendments Requiring Membership Vote	Section 10.1.3 Bylaw Amendments by Members: Process	New Section 10.1.4 Amendment of Articles	Section 10.2 Lawful Compliance
Update section references and refer to voting process as defined in 4.3.5 and 4.3.6	Increase to 15% to support petition. Address process for submitting petitioned amendments for vote of Members	Changes to Articles may be made by $\frac{2}{3}$ vote of Board or in accordance with 4.3.5 or 4.3.6 if affecting rights of Members	Legal language
Board	Members	Board	Board



Proposed Amendments to Bylaws: Article X

Section 10.3 Emergency Bylaws	New Section 10.4 Notice: Waiver of Notice	New Section 10.5 Definitions
Best efforts for 24 hours' notice	Standard legal language	Standard legal language
Board	Board	Board



Proposed Amended and Restated Bylaws

Next steps

- Direct questions to governance@stargateschool.org
- Board will conduct 2 readings of proposed amendments needing Board approval at the April and May meetings
- Amendments requiring community vote will appear on the May ballot
- Please review the [documents](#) provided