

# Summary of 2024 Proposed Bylaws Amendments Requiring Membership Vote

## Article V

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### Section 5.2.2 (formerly 5.1.2) Limits of Authority

No change to language. Only section number changed

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### Section 5.3 (formerly 5.2) Number, Qualifications and Tenure

Current:

The number of Directors of the School shall be five Parent Members and up to four Independent Directors. Should the Board increase or decrease in size, there shall continue to be a Parent Director majority

Proposed:

The number of Directors of the School *shall be at least five and no more than nine, as determined from time to time by resolution of the Board, and shall consist of Parent Members and up to four Independent Directors, defined below.* Should the Board increase or decrease in size, there shall continue to be a Parent Director majority. *Any person who is an Employee of the School may not be a Director.*

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### Section 5.3.1 (formerly 5.2.1) Parent Director

Remove "A Staff Member, even if a Parent Member, may not be a Parent Director."

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### Section 5.3.2 (formerly 5.2.2) Independent Director

Current:

An "Independent Director" shall refer to a Director who is neither a Parent Member nor a Staff Member and who has not been either within one year of appointment.

The Board shall appoint, by a majority vote, a person eligible to be an Independent Director. There can be up to four Independent Directors at any time. Independent Directors will serve the duration of a three-year term. The Independent Director(s) will serve their respective terms beginning the month following appointment and ending corresponding with the fiscal year of their third year.

Proposed:

The Board shall appoint, by a majority vote, a person to be an Independent Director. *The Board shall provide notice to the School community and the broader community when it is seeking to appoint an Independent Director, and the eligibility criteria, qualifications, or skills sought, as determined by Board policy or resolution from time to time.* There can be up to four Independent Directors at any time, but in no event shall Independent Directors be a majority of the Board. Independent Directors will serve their respective terms beginning the month following appointment and ending *after their third year, or such shorter term adopted by resolution of the Board to allow for properly staggered terms.* *In the event that the Board has a vacancy in a seat approved for an Independent Director, and cannot fill it with an acceptable Independent Director, the Board may by resolution determine to leave it vacant for a period of time or temporarily or permanently convert it to a Parent Director position. In such case, the additional Parent Director seat term would be set to end at three years or such shorter term adopted by resolution of the Board to allow for properly staggered terms.*

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### **5.3.3 (formerly 5.2.3 Staff) Executive Director(s)**

Current:

The Executive Administrator(s) and at least one additional Staff Member, selected by the Board, shall serve the Board in an advisory capacity (together, "Advisors").

Proposed:

*The Executive Director(s) shall report to the Board and shall attend Board meetings, or with permission of the Board, by their designee.*

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### **Section 5.3.6 (formerly 5.2.6) Director Disqualification**

Add additional qualifier for disqualification: *"or does not agree to uphold or agree to uphold the Board policies and handbook, any Board code of conduct, or the mission and vision of the School."*

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### **Section 5.3.7 (formerly 5.2.8) Director Elections**

Paragraph 1

Current:

Directors will serve rotating terms such that the term of at least one Parent Director will expire each year. Each Parent Member and each Staff Member, as defined in Article IV, shall have one vote per vacancy or issue to be voted upon. No family shall have more than two votes per vacancy. Staff Members who are also Parent Members shall have one vote per vacancy. The candidate(s) or issues receiving the greatest number of votes is deemed elected or passed.

Proposed:

Directors will serve *staggered* terms such that *ideally no more than a third of Director terms shall expire in any given year.*

Paragraph 2

Current:

Parent Directors shall be elected by Parent and Staff Members at the annual election as per the election policy.

Proposed:

Parent Directors shall be elected by Parent Members and Staff Members as per the election policy *established and modified from time to time by the Board. The candidate(s) receiving the greatest number of votes is deemed elected. Cumulative voting is prohibited.*

### Paragraph 3

#### Current:

The voting method(s), nomination method (for elections), and timing will be set forth in an election policy adopted by resolution of the Board and announced to all Members at least twenty days prior to any election. The Board will designate a "Nomination Period" of no less than twenty days prior to each election. The Nomination Period will close no more than fifteen and no less than five days prior to the scheduled election. The Parent Directors elected by the Members in accordance with this paragraph will serve their respective terms beginning with the first meeting of the Board held after June 30th.

#### Proposed:

The voting method(s), *qualifications for Directors*, nomination method (for elections), and timing will be set forth in an election policy adopted by resolution of the Board. *The election policy shall be posted on the School's website and shall be published at least annually and announced to all Members at least sixty days prior to any election. Elections shall be conducted in accordance with the election policy.* The Parent Directors elected by the Members in accordance with this paragraph will serve their respective terms beginning with the first meeting of the Board held after the election.

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### 5.3.8 (formerly 5.3) Vacancies

#### Current:

Within thirty days of a vacancy, the Board shall select, by a majority vote, a Parent Member to fill the vacancy. Any such Director vacancy will only be filled on an interim basis until the next election, at which time a Director will be elected to fill the remaining term in accordance with Section 5.2.

#### Proposed:

Within thirty days of a *vacancy of a Parent Member Board seat*, the Board shall select *at a regular or special meeting*, by a majority vote, a Parent Member to fill the vacancy. Any such Director vacancy will only be filled on an interim basis until the *regular Board meeting following* the next election, at which time a Director will have been elected to fill the remaining term in accordance with Section 5.3.

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### Section 5.4 Regular Meetings

#### Current:

Regular meetings of the Board shall be held at least eight times a year at the School. Meetings are open to the public and shall include a minimum of fifteen minutes dedicated to open microphone to allow for community input. Notice of all meetings shall be posted on the entrance to the School, *the School website*, or any other manner as school policy mandates and in a manner in accordance with Colorado's Open Meetings Law (§24-6-402, C.R.S.). After approval, minutes of Board meetings shall be posted on the website within ten days.

#### Proposed:

Regular meetings of the Board shall be held at least eight times a year at the School, as *determined and scheduled from time to time by the Board. Regularly scheduled meetings as established by a Board-adopted calendar shall require no other notice to Directors.* Meetings are open to the public and shall include a minimum of fifteen minutes dedicated to open microphone to allow for public comment, *in accordance with established policies and procedures adopted by the Board for the same.* Notice of all meetings shall be posted on the School website, or any other manner as School policy mandates and in *compliance with the Open Meetings Law.* After approval, minutes of Board meetings shall be posted on the website within ten days.

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### **Section 5.5 Special Meetings**

#### **Current:**

Special meetings of the Board may be called by the President, any two Directors, or upon written request of ten percent of the Members. The meeting shall be held at the School and the President of the Board, or the Board, will fix a time within fifteen days of the request for holding the meeting. A notice of any special meeting of the Board will be posted at the School at least five days prior to any special meeting.

The President or the Board may, at its discretion, determine that the subject matter of the special meeting is of such urgency that the period of notice may be shortened. Under no circumstances shall the period of notice be less than 24 hours. When notice will be less than five days, notice will also be provided to each Member via e-mail to the Member's e-mail address of record, or such similar method as defined by School protocol.

#### **Proposed:**

*Special meetings of the Board may be called by the President or any two Directors. A notice of any special meeting of the Board will be posted on the School website in the same manner as regular meetings, but such notice shall specify the agenda items for such special meeting.*

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### **Section 5.5.1 Annual Update to Members (formerly 5.4.1 Presentation Meetings)**

- **Current:**

The Governing Board of Directors, in conjunction with the Accountability Committee, shall also hold a 'State of the School' presentation no later than twenty days prior to the annual election and proposal for by-law changes. The 'State of the School' shall include but not be limited to the results of survey results, financial status, fundraising and progress on educational goals. The State of the School presentation shall be posted on the school website within ten days of the public presentation.

#### **Proposed:**

The Board of Directors, in conjunction with the *School* Accountability Committee, *shall upon at least twenty days' prior notice to Members also choose to hold a 'State of the School' presentation, which may cover such matters as survey results, financial status, fundraising, and progress on educational goals. Any such presentation information, if different than the information contained in the annual update, shall be posted on the School website. Any 'State of the School' presentation may be done at the annual Member meeting.*

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### **Section 5.8 Quorum**

#### **Current:**

A majority of the then seated Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice, for a period not to

exceed forty days at any one adjournment.

Proposed:

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, *as long as such majority consists of Parent Directors. But* if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice, for a period not to exceed forty days at any one adjournment.

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**Section 5.9 Manner of Acting**

Current:

The act of the majority present at any meeting at which a quorum is present will be the act of the Board. In the event of a tie vote, the motion fails.

Proposed:

The *approval of the majority of Board members* present at any meeting at which a quorum is present will be the act of the Board, *unless otherwise required in these Bylaws or the Nonprofit Act.* In the event of a tie vote, the motion fails.

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**Section 5.12 Committees**

Paragraph 1

Current:

The Board shall be served the elected School Accountability Committee and the standing Finance Committee.

Proposed:

The Board shall be served *by a standing* School Accountability Committee and a standing Finance Committee.

Paragraph 2

Current:

Each standing committee shall have an approved charter and follow the duties and responsibilities set forth therein. Ad hoc committees do not require an approved charter but will receive direction directly from the Board.

Proposed:

Each standing committee shall have a *Board-approved* charter, *including a purpose, composition, scope and parameters* and follow the duties and responsibilities set forth therein. Ad hoc committees do not require an approved charter but will receive direction directly from the Board, *as approved by resolution.*

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**Section 5.12.1 School Accountability Committee (SAC)**

Current:

The School Accountability Committee shall be elected by the Members.

Per the requirements of CRS 22-11-402 et seq. including all subsequent amendments, the School Accountability Committee (SAC) is responsible for preparing the school's Unified Improvement Plan (UIP) per Colorado Department of Education requirements. The SAC will meet at least quarterly to discuss preparation of the school's UIP and other progress pertinent to the school's accreditation contract with the District.

The School Accountability Committee shall be responsible for the following specific tasks:

- To provide input to the Board of Directors to assist in establishing goals and improvement plans based on the needs of the school and consistent with the mission and vision of the school and the strategic plan;
- To track the progress made toward meeting improvement goals and strategic plan objectives;
- To conduct surveys of the stakeholder community assessment and evaluation;
- To submit the Unified Improvement Plan (UIP) to the Executive Director(s) and to the Board for review and approval.

**Proposed:**

*The School Accountability Committee ("SAC") shall consist, at a minimum of members defined by the requirements of C.R.S. §22-11-402 et seq. as amended from time to time, and other members as defined by the Board in policy.*

*(a) The SAC is responsible to advise the Executive Director of the School concerning the preparation of a School's annual Unified Improvement Plan (UIP) pursuant to C.R.S. §22-11-210. The SAC will meet at least quarterly to discuss preparation of the School's UIP and other progress pertinent to the School's accreditation contract with the Authorizer.*

*(b) The SAC is also responsible for other matters as designated in C.R.S. §22-11-402 as amended from time to time, including but not limited to providing to the Board: (i) priority spending recommendations for the School budget, (ii) input and recommendations on an advisory basis regarding principal development plans and evaluations; and (iii) to increase the level of parent engagement in the School.*

*(c) The Board may, upon resolution or established policy, delegate to the SAC other duties and tasks, including but not limited to parent surveys, and other matters.*

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### **Section 5.12.2 Elected Committee Vacancies**

Remove section

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### **Section 5.15.8 Periodic Review of Agreements**

Replace " The Board shall conduct an annual review of the following" with "The Board shall conduct a periodic review as reasonably determined by the Board, but no less than every three years, of the following"

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