



## Governance Board Special Message: Bylaws April 2024

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Stargate Community -

We hope you have heard about the work that has been done this year to update our founding documents, the Articles of Incorporation and Bylaws. Please refer to the [Summary of Proposed Amendments](#) for reasoning behind this endeavor, along with reasons for the proposed changes (provided by section).

Some sections of our Bylaws can be amended by two-thirds vote of the Board, while others require a **two-thirds vote of the Members**, with at least **30% of the Members voting**. We encourage you to become fully informed on the proposed amendments so that you are prepared to vote when they appear on the ballot in May, and to make your voice heard by voting. While these [documents](#) provide information on the amendments, we'd like to provide additional rationale for two of the changes.

(Please note that all Bylaw references below refer to the [Proposed Amended and Restated Bylaws](#).)

### Board Composition

The current Bylaws specify that there “shall be five Parent Members and up to four Independent Directors,” and ensure that there should be “a Parent Director majority” with any increase or decrease in size.

The proposed amendment states that the number of Directors “shall be at least five and no more than nine,” also requiring a Parent Director majority. See Section 5.3.

This change allows for a vacant Independent Director position to be converted to a Parent Director position through a Board Resolution (see Section 5.3.2).

The current proposal aligns with structures widely used in other charter schools of a similar size. Many school bylaws have composition language similar to the range we have suggested, with some bylaws stating 5 to 7 members, and others stating 5 to 9. Of the 16 Colorado charter schools we examined, none have 9 or more members. The largest Board from our list has 8 members (although its Bylaws require 9). Please see this [table](#) for reference.

Other potential compositions have been discussed, including:

- 7 Parent Directors and up to 9 Directors
- 7 Parent Directors and up to 11 Directors

(The consistency of odd numbers is to increase the likelihood that in the case of all members voting, a decision would not be impeded by a tie.) As we have not yet discovered a charter school of similar size with more than 8 board members, 11 would fall outside of best practice.

Since having 9 Board members is rare among schools examined, but still a recommended possibility in some bylaws, the suggested range provides opportunity to evaluate various factors to determine a Board

composition that best meets the needs of the community. These factors may include - but are not limited to - current Board membership, success of the recruiting process for Independent Directors, gaps in necessary skill sets, and willingness of the community members to serve as Board members.

Independent Directors contribute valuable perspectives to the Board, which are typically unbiased as they are further removed from the school community, bringing an outside perspective. Since they are appointed, the Board is able to address potential gaps in expertise by drawing on community members as needed. The rationale behind the change to “up to 4 Independent Directors” years ago was to help ensure that the needs of the Stargate community were being considered from a broader view, and not just based on parents’ experiences at the school.

Concerns have been expressed with the proposed model regarding a hypothetical resignation of 2 out of 5 Parent Members, leaving potentially 4 Independent Directors on the Board who would hold the majority. However, Section 5.8 specifies that a quorum must be composed of a Parent Director majority, so a quorum would not exist in this circumstance. The Emergency Bylaws, as set forth in 10.3, would then take effect, and the remaining Board members would need to appoint Parent Directors to fill the vacancies (see 5.3.8)

### **School Accountability Committee Composition**

The current Bylaws require that School Accountability Committee (SAC) members be elected (unless a vacancy occurs). The proposed amendment removes the elected requirement for SAC membership from the Bylaws (see Section 5.12), but does not prevent this requirement from being included in the SAC charter.

[School Accountability Committees](#) are mandated by statute for each school in Colorado. Our school is among a very small minority that require committee members to be elected. By removing the elected requirement from the Bylaws, we remove a barrier of entry for those who desire to contribute their skills to this committee, but are not elected. We also allow the possibility for some members of SAC to be elected, and others to join the committee by other means - through appointment or participation requirements - to be defined in the SAC committee charter. All school committees have a charter that defines its purpose, membership, and other parameters. Please note that most SAC staff positions during the past several years have been appointed rather than filled by election due to lack of candidates needed to have an election. Should the community and Board determine that it is in the best interest of the community for all SAC members to be elected, that can be required by the SAC charter. Otherwise the charter can provide flexibility in selecting and obtaining members of that committee.

The SAC committee requirement in the law is very specific in providing for at least 3 parents (one of which must always be the chair or co-chair), and a number of staff and other required members, in order to ensure all stakeholders have input in this committee. The statute also encourages the committee composition to reflect the demographic of the school as closely as possible. Removing the SAC language from the Bylaws provides the school much more flexibility in meeting the requirements and goals for membership of the committee.

We hope this additional information will help you as you express your opinion through your upcoming vote. The election will be open from May 2nd through May 16th.

Lisa Hosfelt  
Board President  
On behalf of the Stargate Governance Board