



Stargate School

Governance Board Meeting

Published on April 8, 2025 at 5:08 PM MDT

Amended on April 8, 2025 at 5:13 PM MDT

Date and Time

Wednesday April 9, 2025 at 7:00 PM MDT

Location

Secondary Library

Agenda

	Purpose	Presenter
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I. Opening Items

A. Call the Meeting to Order		Lindsey Paquette
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B. Roll Call		Lindsey Paquette
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C. Reading of Stargate Mission		
Stargate School will provide a differentiated program designed specifically to meet the needs of identified intellectually gifted learners in order to challenge each student's academic abilities, support their unique emotional needs, promote individual character development and encourage a life-long love of learning.		

D. Recognitions and Appreciations	Discuss	All Board Members
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E. Board News and Events	Discuss	All Board Members
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	Purpose	Presenter
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II. Approve Consent Agenda Items

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|---|--------------------|------------------|
| A. Approve Consent Agenda
1) Agenda for April 9, 2025 Governance Board Meeting
2) Minutes for Governance Board Meeting held March 20, 2025
3) Rescind policies 1.7, 1.13, 1.18, 2.1, 2.2, 3.4 per policy review | Vote | Lindsey Paquette |
| B. Minutes for Governance Board Meeting held March 20, 2025 | Approve
Minutes | |

III. School Operations

- | | | |
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| A. Executive Director of Academics Report

Budget modeling (Budget to be reviewed in May) | FYI | Robin Greene |
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IV. Public Comment

Public Comments Reminder: The board meeting is structured to allow the Governance Board to conduct its business in a timely manner. Comments may not be immediately addressed but may be considered as future agenda items. Anyone wishing to speak must sign-in before the public comment portion of the meeting. Comments are limited to 3 minutes each, and total time allotted for all public comments will not exceed 45 minutes. Those wishing to speak that do not get the opportunity to do so can submit their comments to governance@stargateschool.org or may attend the next board meeting to do so. Please note that time may not be donated to others and comments are expected to maintain professional courtesy, civility, and respect.

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| A. Public Comment | FYI |
| B. Public Comment Response | FYI |

V. Committee Reports

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| A. Written Committee Reports | FYI |
| B. Elections: Board and Bylaws Election Plan | FYI |

	Purpose	Presenter
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VI. Action Items

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|--|------|--------------------------|
| A. Bond Financing if ready | Vote | Samantha Howorko |
| B. 1.22 Governance Workspace Management Policy - First Reading
DRAFT 1.22 Governance Workspace Management Policy | Vote | Lisa Hosfelt |
| C. Board On Track Contract Renewal | Vote | L Hosfelt and L Paquette |
| D. Election funding for SimplyVoting | Vote | L Griffin |

VII. Discussion Items

- | | | |
|--|---------|--------------------------|
| A. Bond Financing Update | FYI | Samantha Howorko |
| B. Strategic Plan Tracking
Strategic Objectives Tracking | FYI | L Paquette and L Griffin |
| C. Finalize Proposed Bylaw Amendments for Ballot | Discuss | Lisa Hosfelt |

VIII. Future Planning

- | | | |
|--|---------|------------------|
| A. Next Board Meeting Agenda and Board Packet | Discuss | Lindsey Paquette |
| B. Next Admin Sync Meeting | Discuss | Lindsey Paquette |
| C. Upcoming Events | Discuss | |

IX. Closing Items

- | | | |
|---------------------------|------|------------------|
| A. Adjourn Meeting | Vote | Lindsey Paquette |
|---------------------------|------|------------------|

Coversheet

Minutes for Governance Board Meeting held March 20, 2025

Section:	II. Approve Consent Agenda Items
Item:	B. Minutes for Governance Board Meeting held March 20, 2025
Purpose:	Approve Minutes
Submitted by:	
Related Material:	Minutes for Governance Board Meeting on March 20, 2025

DRAFT



Stargate School

Minutes

Governance Board Meeting

Date and Time

Thursday March 20, 2025 at 6:00 PM

Location

Virtual meeting only

Directors Present

B. Paul (remote), K. Lindgren (remote), L. Challa (remote), L. Griffin (remote), L. Hosfelt (remote), L. Paquette (remote), M. Faulkner (remote), S. Howorko (remote)

Directors Absent

None

Guests Present

1 committee member (remote), 1 community member (remote), 1 staff member (remote), M. Anderson (remote), R. Greene (remote)

I. Opening Items

A. Call the Meeting to Order

L. Paquette called a meeting of the board of directors of Stargate School to order on Thursday Mar 20, 2025 at 6:01 PM.

B. Roll Call

C.

Reading of Stargate Mission

D. Recognitions and Appreciations

Samantha - All those involved in bond efforts

Bibi - Thornton police officers for their assistance with the lockdown drill and Red Bag.

Karla - Ms. Roach for her work with Title IX.

Lisa G - Yvonne Min and Kadri Bennett and all parents who spend hours photographing events and sharing them.

Lumakar - Ms. Meyers and Mr. Walker for the time and effort working with the Science Olympiad team. Ms. McVeigh for her work with the HOSA club and helping them be successful.

Meryl - Teachers and staff who chose to be downtown to participate in the standing up for school financing.

Lisa H. - Teachers for participating in parent teacher conferences. Mr. Allen for making a personalized instruction video for a student. Mrs. Pegler and orchestra for representing Stargate at a national level.

Lindsey - SAC members for taking on new roles: Luke Banta for the KPI report, Barbara Siles for the demographic and enrollment report and state assessment report; Katie Yaddoff for summarizing parent comments from the annual survey.

Third grade teachers and volunteers for making the DMNS overnight field trip a success.

E. Board News and Events

Bibi - middle school and high school choir concert, Red Bag drill

Lisa G - senior night for cheerleading and high school basketball teams and girls basketball teams, Spanish and French honor society inductions

Meryl - middle school and high school choir concert

Lumakar - Denver science fair at CU Denver campus, League of Charter Schools conference

Lindsey - CommunityU night with Jenny Hecht, middle school basketball games, League of Charter Schools conference, Night of the Notables

Lisa H - middle school girls basketball games, high school boys basketball games

II. Approve Consent Agenda Items

A. Approve Consent Agenda

L. Paquette made a motion to approve the Consent Agenda.

S. Howorko seconded the motion.

The board **VOTED** unanimously to approve the motion.

B. Minutes for Governance Board Meeting held February 12, 2025

L. Paquette made a motion to approve the minutes from Governance Board Meeting held 2-12-2025 Governance Board Meeting on 02-12-25.

S. Howorko seconded the motion.

The board **VOTED** unanimously to approve the motion.

C. Minutes for Special Governance Board Meeting held March 5, 2025

L. Paquette made a motion to approve the minutes from Governance Board Meeting held 3-5-2025 Special Session: Approve underwriter and contractor engagements (Virtual only) on 03-05-25.

S. Howorko seconded the motion.

The board **VOTED** unanimously to approve the motion.

III. School Operations

A. Executive Director of Academics Report

Dr. Cynthia Rundquist presented the Panorama survey results (attached).

Dr. Greene presented her report (attached).

The financial team is evaluating various scenarios to ensure financial stability through different enrollment and funding situations.

The school received the 1st tranche of bond funding. Our bond council is working with district's bond council on agreements on use of their credit rating, payments, etc.

IV. Public Comment

A. Public Comment

No public comment

B. Public Comment Response

No public comment

V. Committee Reports

A. Written Committee Reports

B. SAC: Survey Results

C. Recruiting: Board Election and Independent Directors

Danielle Fox presented the Recruiting Committee report (attached).

The Recruiting Committee asked if the Board plans to open the Independent Director position. The Board decided to wait until after the upcoming Parent Director election to consider whether to open nominations.

VI. Action Items

A. 2025-2026 School Calendar

L. Paquette made a motion to to approve the 2025-2026 School Calendar as discussed.

L. Challa seconded the motion.

The board **VOTED** unanimously to approve the motion.

VII. Discussion Items

A. Bond Update

Refer to the Executive Director report for updated information.

A vote on funding sources is anticipated for April.

B. Proposed Bylaw Amendments

Added language for term limits.

Kept proposed threshold at 15% for requirement for presenting petition.

Did not change 30% requirement for voting participation.

Added back language about one-year gap.

C. Plan for State of the School

Lindsey discussed plans for State of the School.

The Board will hold a Meet and Greet at 5:30 prior to the State of the School.

D. Board Self-Evaluation

The Board will use the same format as previous years. SAC will send the survey to Board members, Executive Director, and committee chairs.

E. Strategic Plan Tracking

Reviewed tracking spreadsheet and progress made on some objectives.

F.

Board Onboarding Review

Lisa G. and Karla have reviewed onboarding practices and will propose changes, including to the orientation policy.

G. League Conference Follow-Up

Lindsey, Meryl, Karla, and Lumakar attended the conference.

H. FYI - Legislative Update

FYI only - see attached

VIII. Future Planning

A. Next Board Meeting Agenda and Board Packet

Reviewed April agenda

B. Next Admin Sync Meeting

Next admin sync will be in April, following our next business meeting.

C. Upcoming Events

State of the School

Volunteer Appreciation

IX. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 9:41 PM.

Respectfully Submitted,
L. Hosfelt

Documents used during the meeting

- EDA Report March 2025.docx
- DRAFT 2025-2026 Master Calendar DRAFT.xlsx
- Panorama March 2025.pptx
- Stargate Lockdown Drill Survey Results - Spring 2025.pdf
- Recruiting March Board Report.docx

- 2025 Proposed Bylaw Amendments with Rationale.pdf
- Module 9 Board Continuous Improvement.pdf
- Legislative Update_ Colorado's Budget Crisis & Key Charter School Policies.pdf

Coversheet

Executive Director of Academics Report

Section:	III. School Operations
Item:	A. Executive Director of Academics Report
Purpose:	FYI
Submitted by:	
Related Material:	EDA Report April 2025.docx



**Executive Director- Academics
Governance Board of Directors Report**

Date: 4/7/2025

Prepared by: Dr. Robin Greene, Executive Director- Academics

Strategic Work:

- **Responsible Leadership**
 - Safety and Security
 - SRO update
 - Student computer/cyber safety: moving towards 1:1
- **Engaged Community**
 - [Survey](#) sent on March 28th and will be sent out again on 4/11
 - Jenny Hecht parent event- invited Adams12 GT families- April 14th 6-7:30
 - Volunteer Appreciation April 15th- Secondary Commons
 - Volunteer Stats
- **Financial Stability**
 - Budget Update: Lynne
- **Exceptional Staff**
 - Work load conversations ongoing
 - H.R. preparing surveys of school admin ongoing
- **Differentiated Learning Environment**
 - [High and Middle School Sprint Cycle](#)
 - Professional Development

Admissions/Enrollment:

- [Current enrollment numbers](#)
- Tours during Spring Break
- New Kindergarten Family Night April 15, 6:30-7:30
- New Elementary Family Night April 17, 6:30-7:30
- Admissions Policy review- as part of continuous improvement

Bond Update

- Underwriter working with Finance team in Adams12 securing moral obligation, credit rating
- Guaranteed Maximum Pricing meeting in 2 weeks
- Walkthrough with potential subcontractors on 4/1

Miscellaneous/FYI:

Coversheet

Elections: Board and Bylaws Election Plan

Section:	V. Committee Reports
Item:	B. Elections: Board and Bylaws Election Plan
Purpose:	FYI
Submitted by:	
Related Material:	Election Committee Report to Board 4.9.2025.pdf

Monthly Report to the Stargate Governing Board

Committee Name:	Election
Members:	Tien Tong, Yaning Liu, Danielle Fox, Lisa Griffin
Report Date:	4/9/25
Meeting Dates:	February 24, 2025 at 5:00 PM Next meeting to finalize ballot: Thursday, May 1, 2025 at 7 PM
Summary:	
<p>Spring 2025 Election Scope: 3 parent seats with 3-yr (2) and 2-yr (1) terms; No independent seats at this time, that we know of. Nominations April 14, 2025-April 28, 2025. Elections May 5, 2025-May 19, 2025</p> <p>Confirmed Election Committee members:</p> <ul style="list-style-type: none"> • Lisa Griffen: Board liaison, member • Danielle Fox: Recruiting liaison, member, and support with communications • Yaning Liu: Technical support, member • Tien Tong: Chair, member • Usha Sabbineni, prospective member <p>Budget needs:</p> <ul style="list-style-type: none"> • Estimates based on 2169 electors: single election: \$925.35; annual plan: \$2082.04. We recommend a single election as it is more economical with only two elections/year under SimplyVoting current rates. <p>Other planning:</p> <ul style="list-style-type: none"> • Elections is recruiting volunteers to help support the committee work. Positions are posted online and we will request a notice on StarNews. • Voter participation. How can we increase voter participation? The committee is prepared to help engage voter participation in whatever ways appropriate. Danielle will talk to Dr. Greene about messaging this. What voter advocacy activities would the board support? • Yaning will pull voter lists around April 26th and set up ballot draft prior to May 1st meeting • Lisa will send the Committee handbook out to members for required review and signatures. <p>Planned Communications:</p> <ul style="list-style-type: none"> • Have you updated your IC email address? Ballots are sent to email addresses on file with Infinite Campus. One ballot per parent, so make sure both parents' emails are updated. Deadline to update email, for ballot-related purposes, for the Spring 2025 	

<p>Elections, is April 15th.</p> <ul style="list-style-type: none"> ● Please Vote! Voting is simple. Easy steps (list). ● Elections will work with Recruiting to coordinate communications via various platforms (StarNews, social media, etc.); Tien will draft comms and send them to Danielle to facilitate.
<p>Questions for the Board:</p>
<ol style="list-style-type: none"> 1) The committee requests approval for under \$1000 (approximately \$925.35) to pay for a single election operated by SimplyVoting for the Spring 2025 Election. 2) How can we increase voter participation? The committee is prepared to help engage voter participation in whatever ways appropriate. What voter advocacy activities would the board support? 3) Will by-law revisions be included on the ballot? There are required timelines around this.
<p>Election Results Document:</p> <p>N/A at this time</p>

Coversheet

Board On Track Contract Renewal

Section:	VI. Action Items
Item:	C. Board On Track Contract Renewal
Purpose:	Vote
Submitted by:	
Related Material:	BoardOnTrack - Stargate School - Renewal 2025-2026.pdf

Renewal Membership Agreement: 2025-2026

Term and Fee

The agreement below outlines the term and fee associated with your BoardOnTrack membership renewal. Your membership fee is due 30 days prior to the Renewal Start Date.

After you electronically sign this contract, we will send an invoice to the invoice email address listed below. Please let us know if any billing information is incorrect. It is okay to sign the contract and then let us know via email of any changes to billing information.

Member Billing Information

Member	Stargate School
Billing Address	14530 Washington St. Thornton, CO 80023
Billing Contact Name	Lisa Hosfelt
Billing Contact Role	Secretary
Billing Contact Email Address	lisa.hosfelt@stargateschool.org
Billing Contact Phone Number	(303) 450-3936

Invoice Will Be Sent To:	lindsey.paquette@stargateschool.org
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Membership Terms

Renewal Start Date	07 / 01 / 2025
Membership Package	Operations
Membership Term	1 year
Membership Fee	\$4,995.00

By signing this agreement, Stargate School agrees to the terms described above.

Authorized Signature

Accepted By (Member) _____

Printed Name: _____ Date of Member Acceptance: _____

I read, understand, and accept the BoardOnTrack Terms and Conditions available [here](#). I certify that I am authorized to sign and enter into an agreement for the organization purchasing the BoardOnTrack Membership. Note: You can find BoardOnTrack's W-9 form [here](#).

Coversheet

Finalize Proposed Bylaw Amendments for Ballot

Section: VII. Discussion Items

Item: C. Finalize Proposed Bylaw Amendments for Ballot

Purpose: Discuss

Submitted by:

Related Material:

2025 Proposed Bylaw Amendments with Rationale.pdf

Proposed Amendments to Amended and Restated Stargate Bylaws_ Membership Vote 2025.pdf

Summary of 2025 Proposed Bylaw Amendments for ballot.pdf

Summary of 2025 Proposed Amendments to Stargate School Bylaws

In 2023, the Governance Board engaged Carleen Clark, a local attorney who works with charter schools on founding documents and policies. She conducted an in-depth evaluation of Stagate's current Bylaws to ensure legal compliance, promote clarity, and encourage longevity of terms and conditions set forth. This document summarizes the proposed amendments made in consultation with Ms. Clark. Amendments are detailed by section.

As stated in Section 10.1.2.1, some sections of the Bylaws can be amended by a two-thirds vote of the Board, while others require a two-thirds vote of the Members with 30% of the Members voting. Sections detailed below are those that require a membership vote. This will take place in May 2025.

The most recent version of the Amended and Restated Bylaws, approved in 2024, can be found on the school [website](#).

Section 3.1 Purpose

Current:

The purpose of the School is to provide a differentiated educational opportunity for identified intellectually gifted and talented students principally in the Adams Twelve School District. The corporation's powers will be limited to the operation of a charter school pursuant to the Colorado Charter School Act, Colo. Rev. Stat. § 22-30.5-101, et seq., and in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The School will be operated in accordance with the Charter entered into between the School and the Adams Twelve School District, as amended.

Proposed:

The purpose of the corporation is to *operate a charter school providing* a differentiated educational opportunity *for intellectually* gifted and talented students principally in the Adams Twelve *Five Star Schools, school district*. The School will be operated in accordance with a Charter School Contract ("Charter Contract") entered into between the School and the Adams Twelve *Five Star Schools school district, or other lawful Colorado charter school authorizer ("Authorizer")*, as amended. The corporation's *purposes* will be limited to the operation of a charter school pursuant to the Colorado Charter Schools Act, C.R.S. §22-30.5-101, et seq. *(the "Charter Act")*, and *purposes ancillary thereto, and to be and remain organized exclusively for educational purposes within the meaning of* section 501(c)(3) of the Internal Revenue Code of 1986, *as amended from time to time (the "Code")*.

Reasons for change:

- Add clarifying language and additional legal references
 - Remove "identified" as qualifier of intellectually gifted and talented students because incoming students qualify for admission but may not yet be formally identified
 - Authorize charter contract with district or other charter school authorizer
-

Section 4.1 Members

Current:

There are two classes of Members of the School. Each parent or legal guardian of a child enrolled at the School will be a "Parent Member" of the School and each full-time employee of the faculty or administration of the School will be a "Staff Member."
Membership as a Parent Member will terminate when the person no longer has a child enrolled at the School. For purposes of these Bylaws, a child is considered enrolled at the School until the first day of attendance at a different school. Membership as a Staff Member will terminate when the person's employment by the School terminates. The date of record for membership shall be twenty days prior to any action requiring a count or vote of the members.

Proposed:

The School shall have members ("Members"). There are two classes of Members of the School. Each parent or legal guardian of a child enrolled at *and currently attending* the School will be a "Parent Member" of the School and each employee of the School will be a "Staff Member." *As used in these Bylaws, a "Staff Member" shall mean any individual who is an employee, as defined in the School's Staff Handbook as approved by the Board from time to time.*
Membership as a Parent Member will terminate when the person no longer has a child enrolled at the School. For purposes of these Bylaws, a child is considered enrolled at the School until the date that the student *is withdrawn, expelled, or otherwise no longer legally considered to be enrolled at the School.* Membership of a Staff Member will terminate when the person's employment by the School terminates, unless such individual remains a Parent Member. The date of record for membership determination shall be *as provided in Section 4.3.4 below. If a staff member is also a parent, they will be considered a Staff Member for purposes of these Bylaws.*

Reasons for change:

- Clarify definition of Parent Member (enrollment begins when currently enrolled and attending and terminates "the date that the student is withdrawn, expelled, or otherwise no longer legally enrolled").
- A staff member who is also a parent is considered a Staff Member for purposes of the Bylaws.

Section 5.3 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 may include 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, even if they are a Parent Member.*

Reason for change:

- Provide flexibility for board composition to adjust to changing needs (to be set by resolution as needed), but independents are still limited to four and Parent Directors must be a majority. No employees may be Directors.
-

Section 5.3.1 Parent Director

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

Reason for change:

- This is now clarified in 5.3 (“Any person who is an Employee of the School may not be a Director.” Employee is defined in 4.1).
-

Section 5.3.2 Independent Director

Current:

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 convert it to a Parent Director position for the remainder of the term. In such a 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.*

Reasons for change:

- Add language about providing notice to community
 - Align end of term language with Parent Director terms
 - Shorter terms permitted by resolution to allow for appropriate staggering
 - Address vacancy - Board can leave vacant or replace with Parent Director
-

5.3.3 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, appoint a designee to attend.

Reason for change:

- Clarify involvement of staff with Board
-

Section 5.3.5 Director Term

Current:

The term for all Directors shall be three years with no term limits..

Proposed:

The term for all Directors shall be three years. *Directors are limited to two consecutive full terms, that is, a Director may complete two consecutive full terms, take a full term off, and return for another two consecutive full terms.*

Reason for change:

- Implement term limits for Directors
-

Section 5.3.6 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.”*

Reason for change:

- Provide emphasis on duties to uphold policies and mission and vision
-

Section 5.3.7 Director Elections

Paragraph 1

Current:

Directors will serve rotating terms such that the term of at least one Parent Director will expire each year. Elections for Parent Directors shall be held annually in the month of May. 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*. Elections for Parent Directors shall be held annually *consistent with the Election Policy*. 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 *or issue to be voted upon*.

Reason for change:

- Clarification for staggered terms
- Remove redundant language (votes are defined in 4.3.3)
- Allow flexibility for election to be held at a time other than May

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) or issue(s) receiving the greatest number of votes is deemed elected. Cumulative voting is prohibited; that is, Members will have one vote per open position.*

Reason for change:

- Remove “at the annual election” to allow additional election should the Board decide to add Parent Director seats
- Election policy may be modified by board
- Prohibit cumulative voting
- Language from previous paragraph added here (“The candidate(s) receiving greatest number of votes is deemed elected.”)

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*.

Reasons for change:

- Add clarifying language
- Remove confusing nomination timelines. Necessary timelines will be addressed in the election policy
- Board members would begin term at meeting immediately following election

5.3.8 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.

Reason for change:

- Clarify that appointments will be made at a special or regular meeting, and the interim appointment is made until the next elected Director takes office, rather than until the election.

Remove: “In the event that there are no Directors on the Board, the District liaison shall be contacted by the Executive Administrator(s) for assistance in facilitating an emergency election.”

Reason for change:

- This is addressed in Section 10.3 (h).

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 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.

Reason for change:

- Additional clarifying language

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.

Reason for change:

- New section 4.2 covers description and requirements related to special meetings of members

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.*

Reasons for change:

- Provides flexibility for content and timing of State of the School presentation
- Allows for possibility of combining the two annual member meetings to one (currently we hold a Stakeholder Presentation in the fall and a State of the School in the spring. All information is shared on the website)

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, but if less than such a 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.

Reason for change:

- Clarifying language
-

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.

Reason for change:

- Add clarifying language
-

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 *have* a School Accountability Committee and a Finance Committee.

Reasons for change:

- No longer require that SAC be an elected committee. This allows the determination of membership to be defined in the SAC charter rather than the Bylaws, with election still being a possibility.

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*.

Reasons for change:

- Add descriptions for committee charters
-

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.

Reasons for change:

- Remove: "The School Accountability shall be elected by the Members." This allows the determination of membership to be defined in the SAC charter rather than the Bylaws.
- Change description to align with statutory definition

Section 5.12.2 Elected Committee Vacancies

Remove section

Reason for change:

- No longer needed due to proposed changes in 5.12 and 5.12.1. If SAC charter specifies elected members, member vacancies can be addressed in that charter.

Section 5.15.8 Periodic Review of Contracts (formerly 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”

Reason for change:

- Provide flexibility for review of documents, ensuring that the board retains responsibility for review

Section 7.3 Recall of Directors

Current:

Such petition, containing original signatures of at least ten percent of the Members, or a notarized copy thereof, must be submitted to a Board Officer and the subject Director of the recall pursuant to Section 5.7. Within five days of the submission of the petition, the Board, or its designee shall verify that the petition complies with the requirements of this section.

Proposed:

Such petition, *containing signatures* of at least *fifteen* percent of the Members *must be submitted in writing to an Officer* and the subject Director of the recall. Within *ten days* of the submission of the petition, the Board, or its designee, shall verify that the petition complies with the requirements of this section.

Reason for change:

- Remove “original” from signature description
- Increase percentage to more closely align with standard practice and represent more Members
- Allow 10 days (rather than 5) for verification of signatures

Section 7.3.2 Recall Election

Replace “date of the submission of the petition” with “date of the verification of the validity of the petition.”

Reason for change:

- Legal clarity

Section 10.1 Amendments to Bylaws and Articles (formerly Amendments)

Current:

These Bylaws will be reviewed by the Board for any useful or necessary amendments at least biennially. The Bylaws may be amended through Membership Amendments (10.1.1), Board Amendments (10.1.2.1), and amendments proposed by the Board and submitted to the Membership for a vote (10.1.2.2).

Proposed:

The Articles and these Bylaws will be reviewed by the Board for any useful or necessary amendments at least at least every three years, and any appropriate amendments shall be made as set forth below.

Reasons for change:

- Add the Articles of Incorporation to list of documents set for periodic review
 - Reduce repetitive language from other sections
-

Section 10.1.1 Membership Amendments

Remove

Reason for change:

- Addressed elsewhere in this section
-

Section 10.1.1 (formerly Board Amendments) Bylaw Amendments by Board

Current:

The Directors may by a two-third vote alter, amend, add or repeal any section of these bylaws except the following sections:

Proposed:

The Directors may by *an affirmative vote of two-thirds of the Directors then in office*, alter, amend, add or repeal any section of these Bylaws except the following sections, *which shall only be altered, amended or repealed by a vote of the Members (sections listed include underlying sections)*:

Add 4.2, 4.3. (Meetings of Members, Voting Rights)

Remove 5.1.2 - This language states a fundamental principle of corporate operations (both for profit and nonprofit). No individual board member has authority to bind the entity, or speak for it unless authorized by act of the board or some other resolution or policy. So this likely will never be changed, and should not require member approval to do so. If the law changes, however unlikely, then the language should reflect the state of the law.

Remove 5.4 - Standard process under the Nonprofit Act.

Remove 5.9 - Standard practice under the Nonprofit Act CRS 7-128-205(3). It would never be less than a majority of the directors present, if a quorum exists as that is the statutory minimum (except in the emergency situations addressed by those provisions), but it could be made higher, as it has in specific provisions. This is the standard practice for boards under the law and under Roberts Rules, so again it should not need member vote to alter.

Remove 5.12.2 - Section removed as committee elected vacancies would not need to be addressed considering proposed change to 5.12

Remove 5.13 - Nonprofit Act, CRS 7-128-401 - this is the standard of the duty and the protections to an officer/director and what they are entitled to rely on as a safe harbor. Language tracks the statute; should the statute change we should be able to change without member vote.

Remove 5.15.8 Periodic Review of Agreements as recommended by legal counsel

Update section numbers

List sections in bulleted list

Reasons for change:

- Require amendment vote for new sections pertaining to members
- Update section references

- Eliminate sections unnecessary for member vote as recommended by legal counsel (some cannot be changed due to state statute)
 - Reformat for clarity
-

Section 10.1.2 (formerly Board Amendments Requiring Membership Vote) Bylaw Amendments Requiring Membership Vote

Current:

If upon review of the Bylaws pursuant to Section 10.1 the Board determines there should be proposed changes to provisions other than those set forth in 10.1.2.1, the Board will submit the proposed changes to the Members for a vote. The Board will publish the proposed changes to the Membership at least twenty days prior to the vote. In order for any amendment to take effect, at least thirty percent of the Members must vote and at least sixty-seven percent of the ballots must be cast in favor of the amendment.

Proposed:

If upon review of the Bylaws pursuant to Section 10.1 the Board determines there should be proposed changes to provisions set forth in 10.1.1 that require Member approval, the Board will submit the proposed changes to the Members for a vote, *as provided in Section 4.3.5 or 4.3.6 above*. The Board will publish the proposed changes to the *Members* at least twenty days prior to the vote. In order for any amendment to take effect, at least thirty percent of Members must vote and at least sixty-seven percent of the votes must be cast in favor of the amendment.

Reasons for change:

- Update section references
 - Refer to voting process as defined in 4.3.5 and 4.3.6
-

Section 10.1.3 (formerly Member Amendment Process) Bylaw Amendment by Members: Process

Current

To alter, amend, add or repeal any section of these bylaws, a Member must present a petition reflecting that ten percent of the Members support the amendment. At the next regularly scheduled election, the ballot shall include the proposed amendment(s). In order for any amendment to take effect, at least thirty percent of the Members must vote and at least sixty-seven percent of the ballots cast must be in favor of the amendment.

Proposed

To alter, amend, add or repeal any section of these Bylaws, a Member must present a petition reflecting that fifteen percent of Members support the amendment. The Board shall present a vote to Members if the petition verifies the required threshold of Member support. The Board will submit the proposed changes to the Members for a vote as provided in Section 4.3.5 or 4.3.6. The Board will publish the proposed changes to the Members at least twenty days prior to the vote. In order for any amendment to take effect, thirty percent of Members must vote and at least sixty-seven percent of the votes cast must be in favor of the amendment.

Reasons for change:

- Increase threshold to 15% to align with requirements for Member petitions and participation set forth in 4.2.2 and 4.3.4
 - Provides guidance for how the Board will submit the amendments petitioned by Members to all Members
-

Bylaws of

STARGATE SCHOOL

Amended May 2024

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These are the Bylaws of Stargate School, a Colorado nonprofit corporation and charter public school established under and operated in accordance with the Nonprofit Act and the Charter Act (both defined below). Many terms used herein are defined throughout the document and in Section 10.5 of these Bylaws. Other capitalized terms used and not defined herein shall have the meanings set forth for such terms in the Nonprofit Act or the Charter Act.

ARTICLE I. NAME

The name of the corporation is Stargate School, hereinafter referred to as the “School” or “corporation.”

ARTICLE II. OFFICES

Section 2.1 Principal Office

The principal office of the School will be located at the main campus of the School, which is currently 14530 Washington Street, Thornton, Colorado 80023. The School may change its principal office from time to time without revising these Bylaws. The School may have such other offices within Colorado as the Governance Board (defined below) may designate or as the business of the School may require.

Section 2.2 Registered Office

The registered office of the corporation required by the laws of the State of Colorado to be maintained in Colorado may be, but need not be, identical with the principal office. The address of the registered office and the registered agent may be changed from time to time as authorized by the President or the Board.

ARTICLE III. PURPOSE

Section 3.1 Purpose

The purpose of the School is to ~~operate a charter school providing~~provide a differentiated educational opportunity for ~~identified~~intellectually gifted and talented students principally in the Adams Twelve ~~Five Star Schools s~~School ~~D~~district. ~~The corporation’s powers will be limited to the operation of a charter school pursuant to the Colorado Charter School Act, Colo. Rev. Stat. § 22-30.5-101, et seq., and in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder.~~ The School will be operated in accordance with ~~the~~Charter School Contract (“Charter Contract”) entered into between the School and the Adams Twelve ~~Five Star Schools school d~~District, or other lawful Colorado charter school authorizer (“Authorizer”), as amended. The corporation’s purposes will be limited to the operation of a charter school pursuant to the Colorado Charter Schools Act, C.R.S. § 22-30.5-101, et seq. (the “Charter Act”), and purposes ancillary thereto, and to be and remain organized exclusively for educational purposes with the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”).

ARTICLE IV. MEMBERS

Section 4.1 Members

The School shall have members (“Members”). There are two classes of Members of the School. Each parent or legal guardian of a child enrolled at and currently attending the School will be a “Parent Member” of the School and each ~~full-time~~ employee of the ~~faculty or administration~~ School will be a “Staff Member.” As used in these Bylaws, a “Staff Member” shall mean any individual who is an employee, as defined in the School’s Staff Handbook as approved by the Board from time to time.¹

Membership as a Parent Member will terminate when the person no longer has a child enrolled at the School. For purposes of these Bylaws, a child is considered enrolled at the School until the date that the student is withdrawn, expelled, or otherwise no longer legally considered to be enrolled at the School ~~first day of attendance at a different school~~. Membership of a Staff Member will terminate when the person’s employment by the School terminates, unless such individual remains a Parent Member. The date of record for membership determination shall be as provided in Section 4.3.4 below ~~twenty days~~¹ prior to any action requiring a count or vote of the Members. If a staff member is also a parent, they will be considered a Staff Member for purposes of these Bylaws.

Section 4.2 Meetings of Members

Section 4.2.1 Annual Meeting. The Board shall provide by resolution for a regular membership meeting at least annually for the purpose of electing Board members if not done by a separate ballot or electronic voting, and for receiving a report from the Board and committees and other information exchange, and transacting other business as may properly come before the Members.

Section 4.2.2 Special Meetings. Special meetings of the Members may be called by (a) the President, (b) resolution of the Board, or (c) the holders of not less than fifteen percent of the Members entitled to be cast on any issue proposed to be considered at the meeting. The place and timing of the special meeting shall be determined by those calling such meeting, in accordance with these Bylaws or the Nonprofit Act if not addressed herein.

Section 4.2.3 Notice of Member Meetings. Written notice of every meeting of Members stating the date, time, and place thereof shall be given, no less than 10 days (or 30 if notice is mailed by other than US first class or registered mail) unless longer notice is required in these Bylaws, nor more than 60 days prior thereto to each Member of record. Notices of elections shall be made in accordance with the Board policy, as amended from time to time. The notice shall be given by the President, Secretary, or persons calling the meeting. Notice of an annual or regular meeting shall include a description of any matter or matters that must be approved by the Members or for which the Members’ approval is sought, and notice of a special meeting includes a description of the purpose or purposes for which the meeting is called. All notices of Members’ meetings shall additionally be posted on the School website. In

¹ As used throughout this document, “days” shall refer to calendar days. ¶

addition, all notices of meetings shall comply with the Open Meetings Law and any other laws applicable to the corporation. Minutes of a Members' meeting shall be made and kept by the Secretary of the corporation.

Section 4.3 Voting Rights

Section 4.3.1 Limitation. Unless otherwise required by the Nonprofit Act, Member voting rights are limited to the election of the Board and other matters specifically provided in these Bylaws.

Section 4.3.2 Method of Voting. Voting may be conducted at a Members' meeting by voice or by written votes completed and counted, or by ballot as allowed by the Nonprofit Act, C.R.S. §7-127-109), or electronic ballot; provided, however, that all elections for Board members shall be subject to voting procedures and time frames pursuant to policies adopted by the Board from time to time. Notice provisions, special meetings, and manner of acting shall be determined by Board policies or specific resolution, except in the event a Board resolution conflicts with the Nonprofit Act, the provisions of the latter shall control. Cumulative voting shall not be permitted in the election of Directors or for any other purpose. Voting by proxy is prohibited.

Section 4.3.3 Number of Votes. For Parent Members, if a student has two parents/guardians, each can vote once, but no more than two parents or guardians can vote per child. If a parent/guardian has more than one child, they can only vote once, and no family shall have more than two votes. Staff Members shall be entitled to one vote per open Director seat or any other matter governed by these bylaws. If a Staff Member is also a Parent Member, they are limited to one vote per Director seat or other matter.

Section 4.3.4 Members Entitled to Vote. For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members, or in order to make a determination of Members for any other proper purpose, those persons that are Members on the records of the corporation twenty days prior to the date that the notice to Members is to be sent shall be entitled to notice and to vote.

Section 4.3.5 Quorum and Manner of Acting. Fifteen percent of the votes that may be cast by Members shall constitute a quorum at any meeting of the Members. At any meeting at which a quorum is present, the affirmative vote of the majority of the votes of Members represented at the meeting and entitled to vote on the subject matter shall be the affirmative act of the Members, unless the vote of the greater proportion or number is required by these Bylaws or the Nonprofit Act. If a quorum is not present at a meeting of the Members, a majority vote of the Members present may adjourn the meeting from time to time without further notice.

Section 4.3.6 Alternative to Meeting. Any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting, if the corporation delivers a ballot to every Member entitled to vote on the matter pursuant to the terms of Section 7-127-109 of the Nonprofit Act, delivered by any means authorized by applicable law.

ARTICLE V. GOVERNANCE BOARD OF DIRECTORS

Section 5.1 Governance Board

The business and affairs of the School shall be managed by its Governance Board of Directors (“Board”), except as otherwise provided in the Nonprofit Act, the Articles (defined below), or these Bylaws. Members of the Board may be referred to herein as a Director or a Board member.

Section 5.2 Board Responsibilities

The primary responsibilities of the Board are to:

- (a) Determine the educational philosophy and culture of the School and uphold the School’s mission;
- (b) Create a strategic vision and plan;
- (c) Establish overall policy and policy by which the School is administered and/or managed;
- (d) Assure financial stability through fiscal and financial oversight and be accountable for the financial health of the School;
- (e) Promote fundraising efforts for the School;
- (f) Ensure that the School has appropriate resources to effectively implement the strategic plan and execute the day-to-day School operations.

The School may only act through its Officers described in these Bylaws, upon Board approval, as provided herein, or delegation by resolution or adopted policy.

Section 5.2.1 Specific Duties of the Board. The Board shall have the following specific duties:

- (a) Understand and adhere to the portions of the Colorado Sunshine Act, C.R.S. §24-6-401 *et seq.* (“Open Meetings Law”) and the Colorado Open Records Act, C.R.S. §24-72-201 *et seq.* (“CORA”) applicable to charter schools and other State and Federal law that apply to non-profit corporations or charter schools;
- (b) Ensure that Directors attend annual Authorizer or School-sponsored training for Board members, which shall include, but not be limited to the topics of financial responsibilities, behavior protocols, relationship with the Executive Director(s), boundaries, communication, and confidentiality, and other training required by applicable law or otherwise directed by Board policy or vote, or required by the Charter Contract.
- (c) Appoint and/or remove the Executive Director(s) of the School and conduct an annual performance review of such Executive Director(s);
- (d) Direct the Executive Director(s) to establish and review the educational programs of the School;
- (e) Approve the annual budget of the School and modifications thereto, which shall be submitted to it upon recommendation of the Finance Committee, or upon motion of a Board member;

- (f) Approve and authorize any changes in fees within the School as indicated in the budget;
- (g) Approve contracts, unless by policy or resolution delegates it;
- (h) Establish and manage governance committees and their specific purpose and parameters, and serve as liaisons to committees;
- (i) Review and approve the following School policies: Admissions Policy; Employee Policies as expressed in the Staff Handbook; Student and Parent/Guardian Policies as expressed in the Community Handbook; Governance Board Handbook; all Board committee charters and all other policies deemed relevant by the Board;
- (j) Regularly communicate to the Members about key governance topics, including but not limited to: the Strategic Plan, the Budget, Policies, and Meeting Minutes;
- (k) Survey the Members (Parents and Staff) at least annually to assess satisfaction and identify areas for improvement;
- (l) Ensure compliance with the Charter Contract, and all applicable Authorizer, State, and Federal policies and requirements, not otherwise waived;
- (m) Create, periodically update, implement, and monitor a strategic plan;
- (n) Adopt long-range facilities plans;
- (o) Conduct annual Board self-evaluation; and
- (p) Approve certificates/diplomas upon recommendation of the faculty.

The Board may delegate specific duties as deemed appropriate.

Section 5.2.2 Limits of Authority. The Board is a unit of authority. Apart from normal functions as part of the unit, the individual members of the Board have no individual authority unless such authority is delegated by the Board in policy or by specific resolution. No Director has any individual authority to act alone. Individually, no Director may commit the School to any policy, act, or expenditure, or assume any administrative responsibility.

Section 5.2.3 Responsibilities of the Executive Director(s). The Executive Director(s) act(s) at the direction of the Board and shall be responsible for the operation of the School in accordance with the School's mission, goals, policies and strategic plan. The Executive Director(s) shall also perform such other duties as the Board may specify and are described in their job description as established and modified from time to time. The Executive Director(s) shall keep the Board informed of progress and issues affecting the School.

Section 5.3 Number, Qualifications, and Tenure

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 may include up to four Independent Directors, defined below. ~~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. Any person who is an Employee of the School may not be a Director, even if they are a Parent Member. =

Section 5.3.1 Parent Director. A “Parent Director” shall refer to a Director who is a Parent Member of the School as described in Section 4.1. ~~A Staff Member, even if a Parent Member, may not be a Parent Director.~~ ¶¶

Section 5.3.2 Independent Director. 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. 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 the duration of a three-year term. The~~ Independent Director(s) 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 convert it to a Parent Director position for the remainder of the term. In such a 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. ~~corresponding with the fiscal year of their third year.~~

Section 5.3.3 Executive Director(s).Staff. The Executive Director(s) shall report to the Board and shall attend Board meetings, or with permission of the Board, appoint a designee to attend. ~~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”).~~

Section 5.3.4 Change of Status. Any Parent Director who ceases to be a Parent Member or who becomes a Staff Member will be deemed to have resigned as a Director. Any Independent Director who becomes a Parent or Staff Member will be deemed to have resigned as a Director. Any such resignation shall be effective on the date of the change in status.

Section 5.3.5 Director Term. The term for all Directors shall be three years. ~~Directors are limited to two consecutive full terms, that is, a Director may complete two consecutive full terms, take a full term off, and return for another two consecutive full terms., that is, a Director may complete two consecutive full terms, take a full term off, and return for another two consecutive full terms.~~ ~~with no term limits.~~

Section 5.3.6 Director Disqualification. A Director shall be deemed to have resigned and a candidate for a Directorship shall be ineligible to run by virtue of having pleaded guilty or *nolo contendere*, received a deferred sentence or deferred judgment, or having been convicted of any felony or any offense involving sexual conduct, child abuse or financial crimes/malfeasance in violation of the laws of the federal government, the State of Colorado or any States or Territories of the United States, 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.=-

Section 5.3.7 Director Elections. Directors will serve ~~staggered~~~~rotating~~ terms such that ideally no more than a third of the term of at least one Parent Director terms will expire in any given~~each~~ year. Elections for Parent Directors shall be held annually consistent with the Election Policy~~in the month of May~~. 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 or issue to be voted upon. ~~The candidate(s) or issue(s) receiving the greatest number of votes is deemed elected or passed.~~

Parent Directors shall be elected by Parent Members and Staff Members ~~at the annual election~~ as per the election policy established and modified from time to time by the Board. The candidate(s) or issue(s) receiving the greatest number of votes is deemed elected. Cumulative voting is prohibited; that is, Members will have one vote per open position.

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. ~~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 ~~the election.~~~~June 30th.~~

Section 5.3.8 Vacancies. ~~Parent Director Vacancy.~~ 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~~be elected to fill the remaining term in accordance with Section 5.3.

~~In the event that there are no Directors on the Board, the District liaison shall be contacted by the Executive Administrator(s) for assistance in facilitating an emergency election.~~

Section 5.4 Regular Meetings

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~~community input, in accordance with established policies and procedures adopted by the Board for the same. 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 compliance~~accordance~~ with ~~the 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.

~~**Section 5.4.1 Presentation Meetings.** In addition to the Regular Meetings, the Board shall also provide an annual update of the strategic goals for Stargate. The annual update shall~~

~~be posted to the school website within ten days of dissemination. 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.~~

Section 5.5 Special Meetings

~~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. 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.~~

Section 5.5.1 Annual Update to Members. In addition to the Regular Meetings, the Board shall also provide an annual update of the strategic goals for Stargate. The annual update shall be posted to the school website within ten days of dissemination. 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.

Section 5.6 Open Meetings

All portions of meetings of the Board, including workshops but excepting exempting executive sessions conducted on confidential matters as provided in the Open Meetings Law, will be open to the public.

Section 5.7 Notice to Directors

Notice of a special meeting shall be given to every Director no less than at least two business days before the time of the meeting, unless an emergency exists whereupon at least the minimum of 24 hours’ notice required by Open Meetings Law shall be given, stating the date, time, place, and, with as much specificity as possible, the purpose of the meeting.

Section 5.7.1 Waiver of Notice. A Director may voluntarily waive notice of any meeting in writing (either before or after the meeting) and automatically waives notice of a

regular or special meeting by attending or participating in the meeting unless, at the beginning of the meeting, the Director objects to the holding of the meeting or the transaction of business at the meeting and abstains from all actions taken at such meeting.

Section 5.7.2 Content of Notice. The business to be transacted at any regular or special meeting of the Board must be specified in the notice or waiver of notice of such meeting. Additional business items may be acted upon at regular meetings, even if not included in the meeting notice, with the majority consent of the Directors present. Additional items may be added to a special meeting, by approval of the Board, based on best practice and reasonable determination of the Board, as to whether advance notice of discussion of such topic should be given to Members. Other issues, if any, as defined in applicable law that must be noticed a certain amount of time in advance may not be additions to a regular or special meeting.

Section 5.8 Quorum

A majority of the ~~then seated~~ Directors ~~then in office~~ shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such a 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.

Section 5.9 Manner of Acting

The ~~approval~~act 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.

Section 5.10 Compensation

By resolution of the Board, any Director may be reimbursed for reasonable expenses, if any, incurred by a Director related to the conduct of the business of the Board. No compensation will be granted to Directors.

Section 5.11 Remote Meeting Participation

One or more Directors or any committee designated by the Board may participate in a meeting of the Board or a committee thereof by means of conference telephone, video conference, computer on-line interactive site that includes audio or similar communications equipment by which all persons participating in the meeting can hear one another at the same time. Such participation will constitute presence in person at the meeting for all purposes, including the finding of a quorum.

Section 5.12 Committees

The Board shall ~~have~~ ~~the elected~~ School Accountability Committee and ~~the~~ standing Finance Committee.

The Board can also form additional standing committees or ad hoc committees as it deems necessary. Each standing committee shall have an ~~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~~.

Section 5.12.1 School Accountability Committee (SAC). ~~The School Accountability Committee shall be elected by the Members. ¶~~

The School Accountability Committee (“SAC”) shall consist, at a minimum of members defined by ~~Per the requirements of CRS 22-11-402 et seq., as amended from time to time, and other members as defined by the Board policy. including all subsequent amendments,~~

- (a) ~~¶The School Accountability Committee (SAC) is responsible to advise the Executive Director of the School concerning the preparationfor preparing the school’s Unified Improvement Plan (“UIP”) pursuant to C.R.S 22-11-210. 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 Authorizer.District.¶~~
- (b) ~~The SAC is also responsible for other matters as designated in C.R.S. 22-11-401 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 at 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.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.~~

~~**Section 5.12.1 Elected Committee Vacancies.** Should a vacancy occur on the elected committee or an insufficient number of candidates exist, the vacancy shall be filled within sixty days by a majority vote of the combined elected members of the Committee and the Board, unless the vacancy occurs within 120 days of the next election. The newly selected member shall hold the position until such time as the next election is held, at which point the seat shall be filled via the election process. Any person filling a vacancy due to the operation of this subsection cannot vote to fill any subsequent vacancies.~~

Section 5.13 Standard of Care

A Director will perform duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith in a manner the Director reasonably believes to be in the best interests of the School, and with such care as an ordinarily prudent person in a like position would use under similar circumstances (the “Standard of Care”). In performing duties, a Director will be entitled to rely on personal knowledge, opinion, and experience and on information, opinions, reports or statements,

including financial statements and other financial data, in each case prepared or presented by the persons herein designated. The Director will not be acting in good faith if the Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person, who so performs these duties in good faith, will not have any liability by reason of being, or having been, a Director.

Section 5.13.1 Reliance. The designated persons on whom a Director is entitled to rely are the following:

1. Current or former Directors, current or former Members, and employees whom the Director reasonably believes to be reliable and competent in the matters presented;
2. Counsel, public accountants, consultants, or other persons as to matters which the Director reasonably believes to be within such persons' experiential, professional or expert competence; and
3. A committee of the Board, duly designated in accordance with Sections 5.12 of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Section 5.14 Confidentiality

Each Director and each Member serving on a Committee (each, a "Covered Person") is subject to the standards of confidentiality set forth in this Section.

Section 5.14.1 Confidential Information. Covered Persons, by reason of their service to the School, may have access to confidential information of the School, and may not disclose:

1. Discussions and actions taken during an executive session of the Board or a committee, as directed by Colorado and Federal law;
2. Non-public information regarding staff, students, parents, candidates, Directors, and donors;
3. Other confidential business and proprietary information relating to the School and those doing business with the School; and,
4. Information designated as "Confidential" by the Board or any of its committees.

Such Confidential Information is a valuable and unique asset of the School and may be subject to legal and contractual restrictions on disclosure. Covered Persons' obligation to protect such Confidential Information is in furtherance of their duties of loyalty to the School.

Section 5.14.2 Disclosure of Confidential Information. Covered Persons will not use or disclose to any person any Confidential Information except:

1. A Covered Person may use (but not disclose) Confidential Information in a manner that is consistent with the Covered Person's duties and as required to further a proper corporate objective;
2. Where the majority of the Board authorizes the disclosure of Confidential Information in writing.
3. As otherwise provided in CORA, FERPA, or other applicable laws.

All Covered Persons are duty bound to adhere strictly to this non-disclosure policy with respect to Confidential Information. This duty shall survive each Covered Person's term of office in perpetuity.

Section 5.14.3 Permitted Disclosures. Nothing in this Section 5.14 will prohibit the Covered Person from,

1. Disclosing attendance at any meeting of the Board or any of its committees and assent to or dissent from any action taken publicly at any such meeting (without disclosing any executive session discussions or other confidential matters before the Board or committee at such meeting); or,
2. Disclosing Confidential Information to an attorney or a Board-retained advisor who agrees to be bound by the terms of this section and not to use such information for any improper purpose.

Section 5.14.4 Non-Disclosure of Privileged Information. Notwithstanding the foregoing, no Covered Person may under any circumstances disclose privileged information (including attorney-client privileged communications) to any person in any manner that would result in a waiver of privilege, without prior written authorization of the Board.

Section 5.14.5 Written Authorization. A majority of the Board shall be necessary to approve the written authorization required in this Section (excluding the Director seeking written authorization). The Board may seek tax and legal advice in connection with the granting or denial of any such written authorization, and will memorialize such grant or denial, and the reasons therefore, in writing.

Section 5.15 Purpose of Conflict of Interest Policy

The purpose of the Conflict of Interest policy is to assure that the organization is operated for the general and public good, to carry out its stated mission, and not for the private benefit of any Covered Person or Related Person, as well as to comply with the common law, Colorado statutes and the Internal Revenue Code (specifically with respect to excess benefit or private inurement issues). For purposes of this section, a Related Person refers to spouses, parents, children, full and half-siblings, grandparents, grandchildren, aunts, uncles, nephews, nieces or cousins to a Covered Person or Advisor as defined in Section 5.3.3 (collectively, "Covered and/or Related Persons"). This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. Covered Persons shall exercise their powers in good faith, and with a view to the best interests of the School.

Section 5.15.1 Conflicts Of Interest. A Conflict of Interest exists whenever a contract, transaction, compensation or other relationship is being considered or exists between the School and a Covered Person, Related Person, Advisor, or any business entity in which such persons have a financial interest. A Conflict of Interest may be non-financial.

Section 5.15.2 Disclosure. In connection with any actual or possible Conflict of Interest, a Covered Person or Advisor must disclose the existence of the Conflict of Interest in writing to the Board or Committee as soon as the actual or potential Conflict of Interest is known.

Section 5.15.3 Recusal. A Covered Person or Advisor who has a Conflict of Interest related to a matter proposed or pending before the Board shall not vote on the matter and shall not attempt to influence the decisions of other Board members in voting on the matter.

Section 5.15.4 Conflict Inquiry. A Covered and/or Related Person will be deemed to have a Conflict of Interest if such Covered and/or Related Person concedes that such Conflict of Interest exists. If a request is made that the Board make a determination whether or not a Conflict of Interest exists, the Covered and/or Related Person will present the facts relevant to the Conflict of Interest and then will, if requested by the Board, leave the meeting while the determination of a Conflict of Interest is discussed and voted upon by the Board members. A majority of disinterested Directors will make the determination whether a Conflict of Interest exists (even though the disinterested Directors number less than a quorum), and such decision will be noted in the minutes of the Board.

The person chairing the meeting involving the Conflict of Interest may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board or committee shall determine whether the School can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the Board or committee shall determine, by a majority vote of the disinterested Directors, whether the transaction or arrangement is in the School's best interest, for its own benefit and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

The Board shall not enter into any contract with any Covered Person or Related Person or with a firm or corporation in which one of them has a financial interest unless one or more of the following conditions are met:

1. The contract is awarded to the lowest responsible bidder based on competitive bidding procedures.
2. The merchandise is sold to the highest bidder at a public auction.

Section 5.15.5 Failure to Declare an Interest. If the Board has reasonable cause to believe a Covered Person has failed to disclose an actual or possible Conflict of Interest as required by these Bylaws, it will inform the Covered Person of the basis for such belief and afford the Covered Person the opportunity to explain the alleged failure to disclose.

Section 5.15.6 Records of Proceedings. The minutes of any meeting of the Board at which an actual or potential Conflict of Interest is addressed will contain, at a minimum, the names of the persons who disclosed or otherwise were found to have an actual or possible Conflict of Interest, the general nature of the actual or possible Conflict of Interest, any action taken to determine whether a Conflict of Interest was present, and the Board's determination whether a Conflict of Interest in fact existed.

Section 5.15.7 Annual Statements. Each Director and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of this Conflicts of Interest policy;
2. Has read and understands the policy;

3. Has agreed to comply with the policy; and
4. Understands the School is a charitable organization and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

In such form or format as may be required under the Charter Contract, or other applicable law.

Board Members and Officers are additionally subject to other Conflict of Interest policies under the Charter Contract, the Nonprofit Act, and C.R.S. 24-18-109 *et seq.*, applicable to local government officials.

Section 5.15.8 Periodic Annual Review of Contracts/Agreements. The Board shall conduct an periodic \annual review as reasonably determined by the Board, but no less than every three years, of the following:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and,
2. Whether partnerships, joint ventures, and other arrangements conform to the School's written policies, are properly recorded, continue to reflect reasonable investment or payments for goods and services, further educational purposes and do not result in any impermissible private benefit or in an excess benefit transaction.

ARTICLE VI. OFFICERS AND AGENTS

Section 6.1 General

The Officers of the corporation at a minimum will include: President, a Treasurer, and a Secretary. The Officers may also, but need not, include one or more Vice Presidents. Officers do not have to be a Board member. In addition, the Board may elect such Officers as they may consider necessary or desirable, who will be chosen in such manner and hold their offices for such terms and have such authority and duties as may be determined by the Board. All Board and Officer positions are voluntary. One person may not simultaneously hold the office of President and Treasurer. In all cases where the duties of any Officer are not prescribed by these Bylaws, the Nonprofit Act, or by the Board, such Officer will follow the orders and instructions of the President or President's designee.

Section 6.2 Election and Term of Office

The Officers of the corporation will be elected annually by the Board. Once elected, an Officer will hold office until one year from election, or until a successor is duly elected or earlier removed in the manner hereinafter provided.

Section 6.3 President

The President will preside over all meetings of the Board, prepare and distribute an agenda for all meetings, coordinate the work of the Officers, and act as the official representative of the Board and the corporation in communications to the school Members.

Section 6.3.1 President, Executive Director(s). At the direction and/or approval of the Board, the President shall administer the employer/employee relationship between the Board and the Executive Director(s).

Section 6.3.2 President, Represent the Corporation. The President will not delegate the authority for executing legal documents, contracts, major acquisitions and disbursements, and the power to bind the School in legal agreements, except as specifically approved by the Board in policy or by specific resolution. The President will have custody of the Treasurer's bond, if applicable.

Section 6.4 Vice President(s)

The Vice President(s), if any, will assist the President and shall have the duties described from time to time in the Board Handbook or otherwise assigned by the President or by the Board.

Section 6.5 Secretary

The Secretary will follow the specific duties and responsibilities as outlined in the Board Handbook and any such other duties as may be assigned by the President or by the Board.

Section 6.5.1 Record Keeping. Any books, records, or minutes of the corporation will be in written form or in any common and accessible format capable of being converted into written form within a reasonable time. The Secretary shall be the recordkeeper of the corporation and will produce a written form of any records, except the record of an executive session, upon any reasonable request within a reasonable amount of time. However, the Board may designate an employee of the corporation to act as the contact for receiving and filling CORA requests.

Section 6.6 Treasurer

The Treasurer will oversee financial activities and the financial position of the School working with the Executive Director(s) and the standing Finance Committee. They will follow specific duties and responsibilities as outlined in the Board Handbook and any such other duties as may be assigned by the President or by the Board.

ARTICLE VII. REMOVAL OF OFFICERS AND DEEMED RESIGNATION OF DIRECTORS, RECALLS AND VACANCIES

Section 7.1 Removal of Officers

Any Officer may be removed from Office by the Board whenever in its judgment the best interest of the School would be served thereby. The affirmative vote of two-thirds of the Directors then in office (excluding the Director who is the subject of the vote at any meeting) is required to remove an Officer. The Board may fill a vacancy in any office, however occurring. Removal of an Officer shall not constitute removal of said person as a Director.

Section 7.2 Deemed Resignation of Directors

Any Director who is found by the affirmative vote of two-third vote of all Directors then in office (excluding the Director who is the subject of the vote) to have:

(a) failed to attend three or more consecutive regular or special meetings of the Board without prior notice to the President or Secretary;

(b) failed to meet the responsibilities of Directors, including those set forth in Sections 5.13, 5.14 and 5.15, in C.R.S. §7-128-401 or in a Board Member Agreement or code of ethics adopted by the Board, or

(c) has become ineligible for a Directorship position as defined in 5.2.4 or 5.2.6

will be deemed to have resigned in accordance with C.R.S. §7-128-107(4). A Director who is deemed to have resigned shall be notified of the deemed resignation and of the opportunity to request a reconsideration of the Board's determination by making such request, orally or in writing, within five days of notice by the Board. The Director may, along with the request for reconsideration, submit such additional information concerning the actions leading to the deemed resignation that the Director considers pertinent. The Board shall respond to the Director's request for reconsideration by reviewing the oral or written material submitted by the Director and either affirming or reversing its decision within ten days of its receipt of the request for reconsideration.

Any Director may resign at any time by giving written notice to the President or to the Secretary of the Board. Such resignation will take effect immediately, unless otherwise determined by the Board. The acceptance of any such resignation will not be necessary to make it effective.

Section 7.3 Recall of Directors

A Director may be recalled from the Board by the Members in a Special Election resulting from a petition for Special Election. The petition will specifically state a reason for the recall, what action(s) or inaction(s) of the Director warrant the recall, and the reason the petitioner believes said recall would be in the best interests of the School. Such petition, containing ~~original~~ signatures of at least ~~fifteen~~ percent of the Members, ~~or a notarized copy thereof,~~ must be submitted ~~in writing~~ to an ~~Board~~ Officer and the subject Director of the recall ~~pursuant to Section 5.7.~~ Within ~~ten~~ five days of the submission of the petition, the Board, or its designee shall verify that the petition complies with the requirements of this section.

Section 7.3.1 Invalid Petitions. In the event the petition does not meet the requirements of this section, the Board, or its designee shall, within ten (days of the submission, return it to the petitioner(s) with a statement identifying the reasons it did not meet the requirements.

Section 7.3.2 Recall Election. In the event the petition meets the requirements of this section, the Board must hold a Special Election within thirty days of the date of the ~~submission of~~ verification of the validity of the petition. The ballot of the election will be solely to determine if the Director who is the subject of the recall will be removed from the Board. Both the Director who is the subject of the ballot and the petitioners will have the opportunity to submit written statements setting forth their positions. Not less than ten days prior to the election, the School will, at no cost to either party, distribute these statements to all persons qualified to vote in the recall election.

Section 7.3.3 Ballots for Recall. Ballots for recall of a Director will be distributed to Members. A Director is automatically removed from the Board if:

1. Thirty percent of all Members eligible to vote do vote; and
2. At least sixty-seven percent of those voting vote for the removal of the Director.

ARTICLE VIII. LIMITATION OF LIABILITY; INDEMNIFICATION OF CERTAIN PERSONS

Section 8.1 Limited Liability of Board Members and Officers

Section 8.1.1. No Personal Liability. A Board member or Officer is not liable to the corporation for any action taken or omitted to be taken as a Board member or Officer, as the case may be, if, in connection with such action or omission, the Board member or Officer performed the duties of the position in compliance with this Section 2. To the fullest extent permitted by the Nonprofit Act and any other applicable Colorado law, as it now exists and as it may hereafter be amended, no Board Member shall be personally liable to the corporation for monetary damages for breach of any fiduciary or other duty as a Board member. Board members shall enjoy immunity from suit to the extent provided in C.R.S. §7-128-401 and 403, C.R.S. §7-128-501 and in C.R.S. §13-2-115.5, 115.7 & 116, and 42 U.S.C. §14501, *et seq.*, for volunteers and Board members serving charitable corporations, or as otherwise provided by applicable law. However, the foregoing limitations shall not eliminate or limit the liability of a Board member to the School:

- (a) any breach of the Board member's duty of loyalty to the School; or
- (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law specified in sections §7-128-403 or 7-128-501 of the Nonprofit Act; or
- (c) any transaction from which the Board member directly or indirectly derived an improper personal benefit; or
- (d) acts regarding a Director's assent to or participation in the making of any loan by the corporation to any Director or Officer of the corporation; or
- (e) any federal excise taxes imposed on such individual under Chapter 42 of the Code.

Section 8.1.2 Rights Not Exclusive. The rights and authority conferred in this Section shall not be exclusive of any other right that any person may otherwise have or hereafter acquire. Additionally, neither the amendment, alteration or repeal of this Section, nor the adoption of any provision inconsistent with this Section, shall adversely affect any right or protection of a Board member of the corporation existing at the time of such amendment, alteration or repeal with respect to acts or omissions occurring prior to such amendment, alteration, repeal or adoption.

Section 8.2 Indemnification

To the fullest extent permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that the person is or was a Director, employee, fiduciary or agent of the corporation shall be defended by and indemnified by the School against reasonable expenses (including attorneys' fees), judgments, penalties, fines, (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement reasonably incurred by them in connection with such Proceeding:

1. If the person acted in good faith and reasonably believed, in the case of conduct in his/her official capacity with the School, that the conduct was in the School's best interest;
2. In all other cases (except criminal cases) believed that the conduct was at least not opposed to the School's best interests; or,
3. With respect to criminal proceedings had no reasonable cause to believe the conduct was unlawful.

Section 8.2.1 Official Capacity. A person will be deemed to be acting in his/her official capacity while acting as a Director, employee, or agent of this School or any other entity if acting at the request of the School. The indemnity offered by this Section will be in addition to the indemnity granted in the Articles of Incorporation, and each will be applied to the fullest extent allowable by law.

Section 8.2.2 Limit of Indemnification. No indemnification will be made under this Section 8.2 to any indemnitee with respect to any claim, issue or matter in connection with a Proceeding by or in the right of the School in which the indemnitee was adjudged liable to the School or in connection with any Proceeding charging improper personal benefit to the indemnitee, whether or not involving action in his/her official capacity, in which he/she was adjudged liable on the basis that personal benefit was improperly received by him/her. Further, indemnification under this Section 8.2 in connection with a Proceeding brought by or in the right of the School will be limited to reasonable expenses, including attorneys' fees, incurred in connection with the Proceeding. With respect to a criminal proceeding that results in a finding that the indemnitee had reasonable cause to believe his/her conduct was unlawful and a conviction (as opposed to a termination of action as described in Section 8.3 hereafter), the above indemnification will not apply to judgments, penalties, or fines ordered by the court as a result of such conviction, and there will be no further indemnity for expenses (including attorney's fees) relating to the same cause of action after such conviction.

Section 8.2.3 Indemnified Expenses. With respect to the reasonable expenses incurred by any Director when such person is a party to a Proceeding, the corporation will provide funds to such person in advance of the final disposition of the Proceeding if,

1. Such person furnishes the School with such person's written affirmation of a good faith belief that such person has met the applicable standard of care; and,
2. Such person agrees in writing to repay the advance if it is determined by final order of a court of competent jurisdiction that such person has not met the applicable standard of care.

Section 8.3 Effect of Termination of Action - Presumption of Good Faith

The termination of any action, suit or proceeding by judgment, order, settlement, a conviction, or upon a plea of *nolo contendere* or its equivalent will not of itself create a presumption that the person seeking indemnification did not meet the Standard of Care described in Section 5.13 of these Bylaws. Entry of a judgment by consent as part of a settlement will not be deemed an adjudication of liability. There is a presumption of good faith and a right to this indemnification up to the time of entry of a judgment of criminal conviction in conjunction

with a finding that the indemnitee had reasonable cause to believe his/her conduct was unlawful.

ARTICLE IX. PROVISION OF INSURANCE

Section 9.1 Insurance

By action of the Board, notwithstanding any interest of the Directors in the action, the corporation may purchase and maintain insurance, in such scope and amounts as the Board deems appropriate, on behalf of any person who is or was a Director, employee, fiduciary, or agent of the School, against any liability asserted against, or incurred by, him/her in any such capacity or arising out of his/her status as such, whether or not the School would have the power to indemnify him/her against such liability under the provisions of Article VIII of these Bylaws or applicable law. Any indemnity owed to any person by the corporation is not in any way limited or predicated on the presence or absence of such insurance or such insurance policies limits of coverage.

ARTICLE X. MISCELLANEOUS

Section 10.1 Amendments to Bylaws and Articles

~~These Articles and these~~ Bylaws will be reviewed by the Board for any useful or necessary amendments at least every three years, and any appropriate amendments shall be made as set forth below biennially. ~~The Bylaws may be amended through Membership Amendments (10.1.1), Board Amendments (10.1.2.1), and amendments proposed by the Board and submitted to the Membership for a vote (10.1.2.2). ¶~~

~~Section 10.1.1 Membership Amendments. The Members may by a vote as set forth herein alter, amend, add or repeal any section of these Bylaws. The proposed amendment must be published at least twenty days prior to any vote of the membership.~~

Section 10.1.2.1 Bylaw Board Amendments by Board. The Directors may by an affirmative vote of two-thirds of the Directors then in office, ~~vote~~ alter, amend, add or repeal any section of these bylaws except the following sections which shall only be altered, amended or repealed by a vote of the Members (sections listed include underlying sections):

- 3.1 Purpose;
- ~~4.1 Members;~~
- 4.2 Meetings of Members
- 4.3 Voting Rights ~~5.1.2, 5.2, 5.2.1, 5.2.2, 5.2.3, 5.2.4, 5.2.5, 5.2.6, 5.2.8,~~
- 5.3 Number, Qualifications and Tenure; ~~5.4, 5.4.1, .~~
- 5.5 Special Meetings;
- 5.8 Quorum; ~~5.9;~~
- 5.12 Committees; ~~5.12.1, 5.12.2, 5.13, 5.15.8;~~
- 7.3 Recall of Directors; ~~7.3.1, 7.3.2, 7.3.3,~~
- 10.1 Amendments to Bylaws and Articles. ~~1, 10.1.2.1, 10.1.2.2, 10.1.3 which shall only be altered, amended, or repealed by a vote of the Members.~~

Section 10.1.2 Bylaw Board Amendments Requiring Membership Vote. If upon review of the Bylaws pursuant to Section 10.1 the Board determines there should be proposed changes to provisions ~~other than those set forth in 10.1.2.1~~ that require Member approval, the Board will submit the proposed changes to the Members for a vote, as provided in Section 4.3.5 or 4.3.6 above. The Board will publish the proposed changes to the Membership at least twenty days prior to the vote. In order for any amendment to take effect, at least thirty percent of the Members must vote and at least sixty-seven percent of the ballots must be cast in favor of the amendment.

Section 10.1.3 Bylaw Member Amendment by Members: Process. ~~The Members may by a vote as set forth herein To alter, amend, add or repeal any section of these Dbylaws except as provided herein. The proposed amendment must be published at least twenty days prior to any vote of the Members. To alter, amend, add or repeal any section of these Bylaws, a Member must present a petition reflecting that fifteen percent of the Members support the amendment. The Board shall present a vote to Members if the petition verifies the required threshold of Member support. The Board will submit the proposed changes to the Members for a vote as provided in Section 4.3.5 or 4.3.6. The Board will publish the proposed changes to the Members at least twenty days prior to the vote. At the next regularly scheduled election, the ballot shall include the proposed amendment(s). In order for any amendment to take effect, at least thirty percent of the Members must vote and at least sixty-seven percent of the votesballots cast must be in favor of the amendment.~~

Section 10.1.4. Amendment of Articles. The Articles may be amended at any regular or special meeting of the Board, upon not less than twenty days' notice, by an approving vote of two-thirds of the entire Board then in office, without approval of the Members, unless such change would result in a change to the definition of Members, or rights, restrictions, terms and conditions of membership in the corporation, including the voting rights of any class of Members, in which case such amendment must be approved in accordance with Section 4.3.5 or 4.3.6 above.

Section 10.2 Lawful Compliance

If any section of these Bylaws is found to be in violation of applicable Authorizer policies, State of Colorado or federal regulations or laws, that section shall be rendered invalid, but the remaining Bylaws shall remain in force as though such invalid section were not part of these Bylaws.

Section 10.3 Emergency Bylaws

The Emergency Bylaws provided in this Section 10.3 shall be operative during any emergency in the operation of the School during which a quorum of the Board cannot readily be obtained because of some catastrophic event, notwithstanding any different provision in the preceding provisions of these Bylaws, in the Articles or in the Nonprofit Act. To the extent not inconsistent with the provisions of this Section, the existing Bylaws provided above shall remain in effect during such emergency, and upon constitution of a Board member quorum, the Emergency Bylaws shall cease to be operative. During any such emergency:

(a) A meeting of the Board may be called by any Director. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the Directors as it may be feasible to reach by any available means of communication. Such notice shall be

given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting, but best efforts shall be made to give at least 24 hours' prior notice if possible, in order to comply with applicable law.

(b) As is reasonable and possible, the Board shall offer full and timely notice of meetings to the public in compliance with the Opening Meetings Law.

(c) At any such meeting of the Board, a quorum shall consist of the number of Directors in attendance at such meeting.

(d) The Board, either before or during any such emergency, may, effective in the emergency, change the principal office or designate one or several alternative principal offices or regional offices, or authorize the Officers to do so.

(e) The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all Officers or agents in the School shall for any reason be rendered incapable of discharging their duties.

(f) No Director or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.

(g) These Emergency Bylaws shall be subject to repeal or change by further action of the Board or by action of the Members, but no such repeal or change shall modify the provisions of the preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

(h) In the event that there are no Directors on the Board, the Authorizer liaison shall be contacted by the Executive Director(s) for assistance in facilitating an emergency election.

Section 10.4 Notice; Waiver of Notice

Section 10.4.1 Method of Notice. All notices which are required or may be given under these Bylaws shall be deemed given and to be effective: (i) when sent personally, (ii) when sent by private carrier, upon verification of delivery or refusal by signature or otherwise, (iii) when sent by mail, upon deposit in the United States mail, properly addressed, with postage prepaid; (iv) when sent by telegraph, teletype, facsimile, electronic communication, email, or other form of wire or wireless communication, upon confirmation of receipt or refusal; and (v) for notice to Parent Members, notice sent home in a weekly folder. Members hereby agree that delivery to the child or children attending the school by weekly folders or other means of being sent home with such student, shall be deemed personal delivery, without further evidence required as to actual receipt by the member.

Section 10.4.2 Waiver of Notice. Whenever notice is required by applicable law, by the Articles or by these Bylaws, a waiver thereof in writing signed by a Director, Member, or other person entitled to such notice, whether before, at or after the time stated therein, shall be equivalent to such notice.

Section 10.5 Definitions

In these Bylaws, the following terms shall have the meaning set forth below:

“Articles” means the Articles of Incorporation for the corporation filed with the Colorado Secretary of State on August 8, 2000, as amended from time to time.

“Board” means the Governance Board of Directors of the School.

“Business Day” means any day other than a Saturday or Sunday or a day on which government institutions in the state of Colorado are closed.

“Charter Act” means the Colorado Charter Schools Act, C.R.S. §22-30.5-101 *et seq.*, as amended from time to time, or the corresponding provisions in any successor statute.

“Days” mean calendar days, unless specified otherwise herein.

“Director” means an individual serving on the Board or “Board member”, including a Parent Director and Independent Director.

“Executive Director” means the lead administrator responsible for the entire School, whether called Executive Director, Principal, or such other title given that role from time to time by the School.

“Nonprofit Act” means the Colorado Revised Nonprofit Corporations Act, C.R.S. §7-121-101 *et seq.*, as amended from time to time, or the corresponding provisions in any successor statute.

“School” or “corporation” means Stargate Charter School.

Last Updated May 8, 2024

Summary of 2025 Proposed Bylaws Amendments Requiring Membership Vote

Section 3.1 Purpose

Current:

The purpose of the School is to provide a differentiated educational opportunity for identified intellectually gifted and talented students principally in the Adams Twelve School District. The corporation's powers will be limited to the operation of a charter school pursuant to the Colorado Charter School Act, Colo. Rev. Stat. § 22-30.5-101, et seq., and in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The School will be operated in accordance with the Charter entered into between the School and the Adams Twelve School District, as amended.

Proposed:

The purpose of the corporation is to *operate a charter school providing* a differentiated educational opportunity *for intellectually* gifted and talented students principally in the Adams Twelve *Five Star Schools, school district*. The School will be operated in accordance with a Charter School Contract ("Charter Contract") entered into between the School and the Adams Twelve *Five Star Schools school district, or other lawful Colorado charter school authorizer ("Authorizer")*, as amended. The corporation's *purposes* will be limited to the operation of a charter school pursuant to the Colorado Charter Schools Act, C.R.S. §22-30.5-101, et seq. *(the "Charter Act"), and purposes ancillary thereto, and to be and remain organized exclusively for educational purposes within the meaning of* section 501(c)(3) of the Internal Revenue Code of 1986, *as amended from time to time (the "Code")*.

Section 4.1 Members

Current:

There are two classes of Members of the School. Each parent or legal guardian of a child enrolled at the School will be a "Parent Member" of the School and each full-time employee of the faculty or administration of the School will be a "Staff Member."
Membership as a Parent Member will terminate when the person no longer has a child enrolled at the School. For purposes of these Bylaws, a child is considered enrolled at the School until the first day of attendance at a different school. Membership as a Staff Member will terminate when the person's employment by the School terminates. The date of record for membership shall be twenty days prior to any action requiring a count or vote of the members.

Proposed:

The School shall have members ("Members"). There are two classes of Members of the School. Each parent or legal guardian of a child enrolled at *and currently attending* the School will be a "Parent Member" of the School and each employee of the School will be a "Staff Member." *As used in these Bylaws, a "Staff Member" shall mean any individual who is an employee, as defined in the School's Staff Handbook as approved by the Board from time to time.*
Membership as a Parent Member will terminate when the person no longer has a child enrolled at the School. For purposes of these Bylaws, a child is considered enrolled at the School until the date that the student *is withdrawn, expelled, or otherwise no longer legally considered to be enrolled at the School*. Membership of a Staff Member will terminate when the person's

employment by the School terminates, unless such individual remains a Parent Member. The date of record for membership determination shall be *as provided in Section 4.3.4 below. If a staff member is also a parent, they will be considered a Staff Member for purposes of these Bylaws.*

Section 5.3 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 may include 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, even if they are a Parent Member.*

Section 5.3.1 Parent Director

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

Section 5.3.2 Independent Director

Current:

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 convert it to a Parent Director position for the remainder of the term. In such a 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.*

5.3.3 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, appoint a designee to attend.

Section 5.3.5 Director Term

Current:

The term for all Directors shall be three years with no term limits..

Proposed:

The term for all Directors shall be three years. *Directors are limited to two consecutive full terms, that is, a Director may complete two consecutive full terms, take a full term off, and return for another two consecutive full terms.*

Section 5.3.6 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."*

Section 5.3.7 Director Elections

Paragraph 1

Current:

Directors will serve rotating terms such that the term of at least one Parent Director will expire each year. Elections for Parent Directors shall be held annually in the month of May. 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*. Elections for Parent Directors shall be held annually *consistent with the Election Policy*. 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 *or issue to be voted upon*.

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) or issue(s) receiving the greatest number of votes is deemed elected. Cumulative voting is prohibited; that is, Members will have one vote per open position.*

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.

5.3.8 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.

Remove: "In the event that there are no Directors on the Board, the District liaison shall be contacted by the Executive Administrator(s) for assistance in facilitating an emergency election."

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 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.

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.

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.*

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, but if less than such a 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.

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.

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 *have* a School Accountability Committee and a 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*.

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.

Section 5.12.2 Elected Committee Vacancies

Remove section

Section 5.15.8 Periodic Review of Contracts (formerly 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"

Section 7.3 Recall of Directors

Current:

Such petition, containing original signatures of at least ten percent of the Members, or a notarized copy thereof, must be submitted to a Board Officer and the subject Director of the recall pursuant to Section 5.7. Within five days of the submission of the petition, the Board, or its designee shall verify that the petition complies with the requirements of this section.

Proposed:

Such petition, *containing signatures* of at least *fifteen* percent of the Members *must be submitted in writing to an Officer* and the subject Director of the recall. Within *ten days* of the submission of the petition, the Board, or its designee, shall verify that the petition complies with the requirements of this section.

Section 7.3.2 Recall Election

Replace “date of the submission of the petition” with “date of the verification of the validity of the petition.”

Section 10.1 Amendments to Bylaws and Articles (formerly Amendments)

Current:

These Bylaws will be reviewed by the Board for any useful or necessary amendments at least biennially. The Bylaws may be amended through Membership Amendments (10.1.1), Board Amendments (10.1.2.1), and amendments proposed by the Board and submitted to the Membership for a vote (10.1.2.2).

Proposed:

The Articles and these Bylaws will be reviewed by the Board for any useful or necessary amendments *at least at least every three years, and any appropriate amendments shall be made as set forth below.*

Section 10.1.1 Membership Amendments

Remove

Section 10.1.1 (formerly Board Amendments) Bylaw Amendments by Board

Current:

The Directors may by a two-third vote alter, amend, add or repeal any section of these bylaws except the following sections:

Proposed:

The Directors may by *an affirmative vote of two-thirds of the Directors then in office*, alter, amend, add or repeal any section of these Bylaws except the following sections, *which shall only be altered, amended or repealed by a vote of the Members (sections listed include underlying sections):*

Add 4.2, 4.3. (Meetings of Members, Voting Rights)

Remove 5.1.2

Remove 5.4

Remove 5.9
Remove 5.12.2
Remove 5.13
Remove 5.15.8
Update section numbers
List sections in bulleted list

Section 10.1.2 (formerly Board Amendments Requiring Membership Vote) Bylaw Amendments Requiring Membership Vote

Current:

If upon review of the Bylaws pursuant to Section 10.1 the Board determines there should be proposed changes to provisions other than those set forth in 10.1.2.1, the Board will submit the proposed changes to the Members for a vote. The Board will publish the proposed changes to the Membership at least twenty days prior to the vote. In order for any amendment to take effect, at least thirty percent of the Members must vote and at least sixty-seven percent of the ballots must be cast in favor of the amendment.

Proposed:

If upon review of the Bylaws pursuant to Section 10.1 the Board determines there should be proposed changes to provisions set forth in 10.1.1 that require Member approval, the Board will submit the proposed changes to the Members for a vote, *as provided in Section 4.3.5 or 4.3.6 above*. The Board will publish the proposed changes to the *Members* at least twenty days prior to the vote. In order for any amendment to take effect, at least thirty percent of Members must vote and at least sixty-seven percent of the votes must be cast in favor of the amendment.

Section 10.1.3 (formerly Member Amendment Process) Bylaw Amendment by Members: Process

Current

To alter, amend, add or repeal any section of these bylaws, a Member must present a petition reflecting that ten percent of the Members support the amendment. At the next regularly scheduled election, the ballot shall include the proposed amendment(s). In order for any amendment to take effect, at least thirty percent of the Members must vote and at least sixty-seven percent of the ballots cast must be in favor of the amendment.

Proposed

To alter, amend, add or repeal any section of these Bylaws, a Member must present a petition reflecting that fifteen percent of Members support the amendment. The Board shall present a vote to Members if the petition verifies the required threshold of Member support. The Board will submit the proposed changes to the Members for a vote as provided in Section 4.3.5 or 4.3.6. The Board will publish the proposed changes to the Members at least twenty days prior to the vote. In order for any amendment to take effect, thirty percent of Members must vote and at least sixty-seven percent of the *votes* cast must be in favor of the amendment.