

# BYLAWS OF THE ACADEMY OF CHARTER SCHOOLS

## ARTICLE 1. NAME AND FISCAL YEAR

SECTION 1. NAME. The name of the organization shall be The Academy of Charter Schools (Academy).

SECTION 2. FISCAL YEAR. The fiscal year of the Academy shall coincide with the fiscal year of Adams County School District 12.

## ARTICLE II GOVERNING BOARD

SECTION 2. NUMBER. The Academy shall have a Governing Board (Board) consisting of no more than nine (9) voting members.

Seven (7) will be appointed by the Membership Committee. (Class A)

Two (2) will be nominated by the Membership Committee and elected by the OPT. (Class B)

### SECTION 2. CLASS A

SECTION 2A. TERM. Current Board Members (6) will have staggered terms as follows: two (2) members will have a two (2) year term, two (2) members will have a three (3) year term, two (2) members will have a four (4) year term to be determined by the Membership Committee. These terms will be considered to have begun July 1994. Each subsequent term shall be for a four-year period.

Two additional members will be appointed as follows: one (1) in July 1995 with a term of four years and one (1) in July 1996 with a term of three years. Beginning July 1, 1999, one of the positions with a term expiring on June 30, 1999 is eliminated.

SECTION 2B. VACANCIES AND APPOINTMENTS. New members will be appointed to vacancies of Class A positions by nomination and a two-thirds majority vote of the Membership Committee.

Should the Membership Committee be unable to appoint a new member to a Class A position within a six (6) month period following a vacancy, the Organization of Parents and Teachers (OPT) shall appoint a committee, which includes OPT Officers, committee chairmen, and at least one (1) current Membership Committee member, to nominate an applicant or applicants to be elected by OPT.

Members elected to Class A positions by OPT shall be limited to three (3) members at one time.

The OPT may choose to leave the position vacant for a year if it finds no acceptable candidates.

### SECTION 3. CLASS B

SECTION 3A. TERM. Two members will be nominated by a majority vote of the Membership Committee and elected by the OPT to a two (2) year term as follows: one (1) in May 1997 and one (1) in May 1998 with terms expiring on June 30.

SECTION 3B. NOMINATION AND ELECTION By a majority, the Membership Committee may deem an applicant qualified and nominate them for OPT election. If there are sufficient applicants deemed qualified by the Membership Committee, the Membership Committee MAY nominate two or three candidates for each position. If there is only one qualified applicant, the membership committee MAY nominate this person as the single candidate. Nominations must be announced no later than thirty (30) days prior to the election.

Should the Membership Committee be unable to nominate any qualified applicants to the OPT election within thirty (30) days prior to the OPT election, the OPT Officers shall appoint a committee, which includes the OPT Officers, committee chairmen, and at least one (1) current Membership Committee member, to nominate an applicant or applicants to be elected by OPT. These nominations must be announced and published no less than fifteen (15) days prior to the election.

The OPT may choose to leave the position vacant for a year if it finds no acceptable candidates.

SECTION 4. ELECTIONS. Annual OPT elections shall be held in May. Special elections may be held at other times to fill vacancies caused by death, resignation, removal, or the Membership Committee's failure to appoint, in accordance with these and OPT bylaws.

SECTION 5. ADVISORY MEMBERS. The Organization of Parents and Teachers shall elect a representative, not an Officer of that organization, to be an advisory, non-voting member to the Board to serve for a term of one year.

SECTION 6. MEMBERSHIP COMMITTEE. The Membership Committee shall consist of the Board and those who were members of the Membership Committee as of July 1, 1997 and those previous Board Members designated "Board Members Emeritus." A Board Member Emeritus serves on the Membership Committee, but not on the Board. A prior Board Member may be designated a Board Member Emeritus by majority vote of those Board Members eligible to vote. Members may be removed from the Membership Committee by a two-thirds majority of the Membership Committee whenever in their judgement, the best interests of the Academy are served by the removal. Members may resign at any time by filing written notice to the Chairman of the Membership Committee. Such resignation shall take effect at the time specified therein; and unless otherwise stated therein, the acceptance of such resignation shall not be necessary to

make it effective. A resignation from the Board does not necessarily indicate resignation from the Membership Committee.

SECTION 7. COMMITTEES. By resolution adopted by a majority of the Board of Directors, the Directors may designate two or more Directors to constitute a committee, any of which shall have such authority in the management of the corporation as the Board of Directors shall designate and as shall be prescribed by the Colorado Nonprofit Corporation Act.

SECTION 8. GENERAL POWERS AND DUTIES. The property, business and affairs of The Academy of Charter Schools shall be managed by the Governing Board. Without limiting the generality of the foregoing, the Governing Board may exercise all such powers of the Academy as are provided by State and Federal and these Bylaws. The Governing Board may assign duties and responsibilities to its members, as it deems necessary from time to time. If necessary, these duties and responsibilities may be reassigned at any time at the discretion of the Board.

SECTION 9. COMPENSATION. Members of the Board shall receive no compensation for their services as members of The Academy of Charter Schools Governing Board.

SECTION 10. RESIGNATIONS AND REMOVAL. Any Board Member may resign at any time by giving written notice to the Chairman or Secretary of the Governing Board. Such resignation shall take effect at the time specified therein; and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Any Member of the Board may be removed at any time with or without cause, by an affirmative vote of a two-thirds majority of the Membership Committee, regardless of whether the number of Board Members remaining constitutes a quorum, whenever, in their judgement, the best interests of the Academy are served by the removal. OPT may remove an OPT elected member of the Board by a vote in accordance with conditions and procedures in OPT bylaws.

SECTION 11. BOARD MEMBER CONFLICTS OF INTEREST. Any Board Member employed by the Academy shall not take part in any discussions concerning his own salary or salary schedule and employment and shall not be present for such discussions. Board Members shall report any actual or potential conflicts of interest in writing to the Board prior to the time set for voting on any such transaction and shall not vote on the matter or attempt to influence the decisions of other Board Members in voting on the matter. The written disclosures will be attached to the minutes of the meeting in which Board action occurred relating to the matter disclosed.

SECTION 12. STANDARD OF CARE. Each Board Member shall perform their duties, including those as a member of any committee of the Board upon which they may serve in good faith, in a manner reasonably believed to be in the best interests of the Academy, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. No member of the Board shall permit their position on the

Board to create a conflict between the Board Member's personal activities and best interests of the Academy.

### ARTICLE III. MEETINGS OF THE GOVERNING BOARD

SECTION 1. MEETINGS. The Governing Board will meet at least once a month to discuss Academy operations and to hear reports and updates from Board Members, committees, and Organization of Parents and Teachers to consider and to adopt or change policy, and to consider requests and concerns from parents, students, teachers and administrators and other business. Regular business meetings will be held on Monday evenings at 6:30 p.m. at The Academy of Charter Schools building. All actions taken by the Governing Board will require a majority vote of those Board Members present. Each meeting of the Board shall be considered a different session from other such meetings; thus motions or questions from one session or meeting can be renewed in another meeting, in accordance with the applicable section of Roberts Rules of Orders (presently 37, Renewal of Motions).

SECTION 2. NOTICES. Notice, including agenda information where possible, of any meetings of the Board at which the adoption of the any proposed policy, position, resolution, rule, regulation, or formal action occurs or at which a majority or quorum of the Board is or expected to be in attendance, may be posted twenty –four hours in advance. The posting of such a notice shall be one means of providing full and timely notice to the public of such meetings and that the location for the posting of notice shall continue in effect until changed by subsequent official action by the Governing Board.

SECTION 3. AGENDA. A proposed agenda for all Governing Board meetings may be posted with the required 24-hour notice if possible.

SECTION 4. MINUTES. Approved minutes of all public board meetings will be placed in a notebook in the office of the Academy in prompt manner and will be available for review at any reasonable time.

SECTION 5. QUORUM. For voting purposes, a quorum shall consist of a majority of those Board Members eligible to vote.

SECTION 6. EXECUTIVE SESSIONS. All regular and special meetings of the Governing Board shall be open to the public, except that, upon a vote of a majority of the members present, an executive session may be held to discuss any one or more of the following: 1. legal matters; 2. acquisitions or sales of property; 3. contract proposals or negotiations; 4. confidential personnel matters; 5. student disciplinary matters; and any other matters permitted by law. The motion requesting the executive session shall state the nature of the matter to be discussed. Only those persons invited by the Board may be present during the executive session. The Board shall not make final policy decision, nor shall any resolution, rule, regulation, or formal action or any action approving a contract

or calling for the payment of money be adopted or approval at any session which is closed to the general public. Matters discussed during executive sessions shall remain confidential among those attending. The Secretary of the Governing Board shall maintain topical minutes of all executive session items that result in public Board action.

SECTION 7. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the Chairman or by a majority vote of the Board Members. Special meetings must meet posting requirements stated in CRS 22-32-108. The Board may fix any place or time as the place for holding any special meetings. Special meetings of the Board shall follow the rules and regulations of a regular public Board meeting.

#### ARTICLE IV. OFFICERS OF THE GOVERNING BOARD

SECTION 1. OFFICERS. The Officers of the Governing Board shall consist of Chairman, Vice-Chairman, Secretary, and Treasurer. Any voting member of the Board shall be eligible to hold Board office.

SECTION 2. ELECTION AND TERM. The Board shall elect, by a simple majority of eligible voting members, its Officers at the first regular public meeting of the fiscal year of the Governing Board. They shall serve for a term of one year and until their successors are elected and qualified or until their resignation, removal, death.

SECTION 3. VACANCIES. An Officer elected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

SECTION 4. CHAIRMAN. The Chairman shall preside at all meetings of the Governing Board. The Chairman shall execute contracts when authorized by the Board, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Governing Board to some other Officer or agent of The Academy of Charter School. In general, the Chairman shall perform all duties and may exercise all rights as are incident to the Office of Chairman of the Governing Board and such other duties as may be prescribed by the Governing Board or these Bylaws.

SECTION 5. VICE-CHAIRMAN. The Vice-Chairman shall have all the powers and perform all the duties of the Chairman in the absence of the Chairman. The Vice-Chairman shall perform such other duties as from time-to-time may be assigned to him by the Chairman or by the Governing Board.

SECTION 6. SECRETARY. The Secretary shall keep full minutes of all the meetings of the Governing Board. The Secretary shall attend the meetings of the Governing Board and shall act as clerk thereof and record all the acts and votes and the minutes of all proceedings in one or more books to be kept for that purpose.

SECTION 7. TREASURER. The Treasurer shall oversee the financial transactions and financial reports prepared for the Board and shall see that proper financial procedures are being followed as established by the Board.

SECTION 8. RESIGNATIONS AND REMOVAL. Any Officer may resign at any time by giving written notice to the Chairman or Secretary of the Governing Board. Such resignation shall take effect at the time specified therein; and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed at any time, with or without cause, by an affirmative vote of a two-thirds majority of the Board Members whenever, in their judgement, the best interests of the Academy are served by the removal.

## ARTICLE V OPT AND ADVISORY COMMITTEES TO THE BOARD

SECTION 1. ORGANIZATION OF PARENTS AND TEACHERS (OPT). The OPT will consist of teachers of the school, parents of students in the school, and any community representatives approved by the Board. This body shall elect its own Officers and DSIT members to be approved by the Board and shall develop its own by-laws, policies, procedures, and committee structures and shall submit said for approval by the Board. OPT will make reports and recommendations to the Board.

SECTION 2. OPT COMMITTEES. Committees of OPT will develop their own mission statements from the directives given by the Board, policies and procedures of recommendations, and by-laws. Committees will report recommendations to the OPT, and to the Board for final approval. Board Members may serve on OPT committees in an advisory capacity.

SECTION 3. ACCOUNTABILITY COMMITTEE. The OPT will be responsible for the organization and coordination of the school's Accountability Committee. The purpose of the Accountability Committee is to meet state reporting requirements for building level accountability. The Committee shall be appointed by the OPT Officers and may consist of parents, teachers, administrators, community members, and student representatives. The Accountability Committee will set up sub-committees to address the elements required by for accountability including but not limited to budget, student achievement, graduation rates and attendance rates. Board Members may serve on the Accountability sub-committees to insure the necessary requirements are met in a satisfactory manner. In the event that the OPT doesn't meet its obligation to the satisfaction of the Board, the Board may, at its option, designate the preparation of the legally required documents to persons of its choosing.

## ARTICLE VI. MANAGER

The Manager shall serve as chief administrator for the day-to-day operations of the Academy as well as such other services and duties as shall be assigned by the Governing Board. At all times, the Manager shall account to and serve at the direction of the Board. The Manager shall be appointed by the Governing Board and may be removed by a vote of the majority of the Board, with or without cause, whenever in their judgement, the best interests of the Academy are served by such actions.

The administrator referred to in the Charter and the Bylaws as the Manager, may be called by another title as the Board may direct, except that he or she shall not be called "Principal." The Board may also designate titles for other administrative positions. The Board may allocate duties among administrative positions, and may place such restrictions upon the authority of the Manager and other administrators, as the Board shall think proper. Such titles, duties, and restrictions may be changed from time to time.

## ARTICLE VII. CONTRACTS AND GRANTS

SECTION 1. CONTRACTS. The Governing Board may authorize any member or members of the Board or the Manager to enter into any contract and to execute and to deliver any instrument in the name of and on behalf of the Academy. Such authority may be general or confined to specific instances or transactions.

SECTION 2. GRANTS. The Board or any member of the Board may accept on behalf of the Academy any contribution gift, grant, bequest or devise of the general purposes or for any special purpose of the Academy.

## ARTICLE VIII. BOOKS AND RECORDS

The Academy shall keep current records and shall also keep minutes of the proceedings of its Governing Board and shall keep at its registered or principal office a record giving the names of the Governing Board, operating committees, and minutes. All approved records of the Academy are considered public documents and may be inspected at any reasonable time. However, student records, personnel records and any other record protected under privacy laws are excluded.

## ARTICLE IX. INDEMNIFICATION

No Officer or Director shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said Officer or Director performed for or on behalf of the Academy. The Academy shall and does hereby indemnify and hold harmless each person and their heirs and personal representatives who shall serve at any time hereafter as Director or Officer of the Academy, from and against any and all claims, judgements and liabilities to which such persons shall become subject by reason of either heretofore or hereafter serving as a

Director or Officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or refrained from by any such Director or Officer, and shall reimburse each such Director or Officer for legal and other expenses reasonably incurred in connection with the defense of any such claim or liability; including the power to defend such person from all suits or claims as provided for under the provisions of the Colorado Nonprofit Corporation Act or the corporation code of any state in which the Academy transacts business; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of such person's own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of the Academy to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The Academy, its' Directors, Officer, employees and agents shall be fully protected in taking any action or making any payment or in refusing to do so in reliance upon the advice of counsel. The indemnification herein provided shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Directors or otherwise, both as to action in an official capacity and as to such person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

#### ARTICLE X. INSURANCE

By action of the Board of Directors, notwithstanding any interest of the Directors in this action, the corporation may purchase and maintain insurance, as the Board of Directors deems appropriate, on behalf of any person who is or was a Board Member, Officer, employee, fiduciary, or agent of the corporation, or who, while a Board Member, Officer, employee, fiduciary or agent of the Academy, is or was serving at the request of the Academy as a Board Member, Officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against, or incurred by, that person in any such capacity or arising out of their status, whether or not the Academy would have the power to indemnify that person against such liability under the provisions of Article IX. of these bylaws or applicable law.

#### ARTICLE XI. CONSTRUCTION

The masculine gender, where appearing these bylaws, shall be deemed to include feminine gender and the singular shall be deemed to include the plural unless the context clearly indicates to the contrary.



ARTICLE XII.  
PROCEDURE TO AMEND THE BYLAWS

The bylaws may be amended, altered, or repealed and new bylaws adopted upon proper notice and a two-thirds majority vote of the Governing Board of those eligible to vote.

Revision adopted September 27, 1999

Initialed \_\_\_\_\_