

# **BYLAWS OF BROMLEY EAST CHARTER SCHOOL**

Revised: July 9, 2008

## **ARTICLE I OFFICES**

SECTION 1.1 – PRINCIPAL OFFICE: The principal office of the Corporation shall be at a location within Brighton, Colorado. The Corporation may have such other offices within Colorado as the Board of Directors may designate or as the Corporation may require.

SECTION 1.2 – 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 to the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board of Directors.

## **ARTICLE II MEMBERSHIP**

Section 2.1 – MEMBERS: All parents or legal guardians listed, with current mailing addresses, on an enrolled student's school records will be members of the corporation. Members are responsible for keeping accurate and current information on file with the school.

SECTION 2.2 – NO ANNUAL MEETING - ANNUAL ELECTION - POWERS OF THE BOARD: There will be no annual meeting. The members of the corporation will elect Directors. Members will not vote on any corporate matter other than election or removal of Board members. The Board will have the power to carry out the annual and any special election, fix the form of ballots, rule on any election dispute, designate Directors or employees to carry out tasks necessary to conducting the election, take remedial measures (such as, for good cause, adjusting dates otherwise established in these bylaws), and adopt any other resolution that may be necessary or appropriate to assure that the members have an appropriate opportunity to elect Directors. The Board may establish rules to assure that campaigning does not interfere with the education of students or ordinary operation of the school.

SECTION 2.3 – DATE FOR FIXING MEMBERSHIP: Membership for purposes of the annual election is fixed by enrollment of a student in the school as of February 1 of a school year. Date of membership for purposes of any special election will be fixed by resolution of the Board calling such election.

SECTION 2.4 – SPECIAL ELECTIONS: A special election to remove a Director may be called by the Board of Directors and will be called by the Board within thirty (30) days of a written application of thirty-five percent (35%) of the members of the corporation, signed by each member within the thirty (30) day period preceding the submission of the application.

SECTION 2.5: – PARENT CONFIDENTIALITY - MEMBERSHIP LIST. Consistently with federal and state law regarding confidentiality of parent information, the Board will instruct the administration of the school to prepare and periodically update a school directory listing those parents who consent to disclosure of their names, addresses and other identifying information. The school directory will be the public document available to candidates and others as a membership list. No candidate or other person is entitled to the name or other identifying information regarding a parent-member that is not included, for any reason, in a proper school directory.

SECTION 2.6 – NOMINATION: The Board will require that notice of the opportunity to qualify as a candidate for election, including notice of the requirements of this section, be made known to each member of the corporation on or before February 15 of each year. Any person who is a member or who works or resides in Adams or Weld Counties, Colorado, and is not an employee of the corporation or has immediate family members / domestic partners that are employees of the school. is eligible to run for and serve as a Director. To be nominated, a prospective candidate must submit, on or before March 15, a nominating petition signed by 25 members. All petitions must contain members' signatures, printed names, addresses, and phone numbers. The Board Secretary or, if the Secretary is running for office, a Board member not running for office designated by the Board, must verify the authenticity of all signatures on petitions. On or before April 1, the Board will certify the slate of candidates who submitted proper nominating petitions and a resume.

SECTION 2.7 – ELECTION: If, for any reason, the number of candidates running for office is less than or equal to the number of openings on the Board, the candidate may, at the board's discretion, be appointed by the board following an interview. If the number of candidates is greater than the number of openings on the Board, the Board will conduct an election under Sections 2.8, 2.9 and 2.10 below.

SECTION 2.8 – BALLOTS: Ballots will be designed to allow each member to cast a number of votes equal to the number of openings, with each voter being able to cast no more than one vote for any one candidate; to allow authentication of ballots; and to preserve secret balloting. Each candidate will be given the opportunity to submit a 300 word statement and two-page resume for distribution with ballots. The ballot will include notice of the election forum. The corporation will distribute an English and Spanish version of ballot materials. Each ballot will be distributed with a stamped, self-addressed return envelope. Ballots may be cast by mail or by being placed in the official ballot box maintained in the front office of the school, and must be received on or before the time and date established by the Board.

SECTION 2.9 – ELECTION FORUM: The Board will fix a time and date for an election forum, to be held at the school site after school hours. Candidates will be allowed to give a five-minute presentation at the forum. Votes received by mail or delivered by the time and date, established by the board will be valid. Proxy voting is not allowed.

SECTION 2.10 – COUNTING BALLOTS – DETERMINATION OF ELECTION: On a date fixed by the Board, the Board will provide for persons not running for office to count and verify the ballots. Candidates may observe, or designate a representative to observe, the counting. A quorum for purposes of a valid election will consist of seventeen percent (17%) of the membership. Candi-

dates receiving the highest number of votes of a quorum will be elected. In the event of a tie for the last opening, the winning candidate will be determined by lot.

SECTION 2.11 – TERMS: Directors will serve three year terms and may be re-elected. The Board will provide for terms to be staggered and may specify the length of terms to establish the initial stagger.

### **ARTICLE III BOARD OF DIRECTORS**

SECTION 3.1 – GENERAL POWERS: The Corporation shall be governed by a Board of Directors.

SECTION 3.2 – NUMBER OF DIRECTORS: The number of Directors of the Corporation shall be five (5) to nine (9) excluding non-voting Ex Officio Directors. A Director need not be a Member of the Corporation. A Director may serve an unlimited number of terms.

SECTION 3.3 – REMOVAL OF DIRECTORS: Directors may be removed without cause through a special election, by vote of two-thirds of no less than twenty-five percent of the members, or with cause by vote of two-thirds of all other Directors. The Board has adopted a Code of Conduct addressing expectations for Directors. The Board may deem a Director to have resigned if a Director is absent and unexcused from three consecutive Board meetings, or absent from more than 50% of Board meetings in any six month period. A Director subject to removal for cause must be given advance notice of the proposed cause for removal and an opportunity to address such cause before a vote is taken.

SECTION 3.4 – RESIGNATION OF DIRECTORS: Any Director may resign at any time by giving notice reflected in writing in the minutes, at a Board meeting, or by submitting written notice to the President or Secretary of the Board. Acceptance is not necessary to make a resignation effective. Resignations will take effect at the time specified in the resignation or, if no time is specified, upon appointment of a successor.

SECTION 3.5: VACANCIES: Upon vacancy for a Directorship or an unexpired term in any office, the vacancy may be filled by appointment by those members on the Board at the time of the vote, even if less than a quorum. Unless a Director or Officer is unable or unwilling to serve, or removed for cause, the Director or Officer will continue as a Director or in office until a replacement is qualified.

SECTION 3.6 – REGULAR & SPECIAL BOARD MEETINGS – QUORUM: Regular meetings of the Board will be held at times fixed by the Board in advance, but generally once each month. Notice of regular Board meetings will be given in writing, in advance of the date of said meeting, to each Board member, provided that notice of a schedule of fixed meeting dates will suffice as such notice. Special meetings may be called by the President, regular meetings may be canceled by the President and, in such cases, an effort will be made to give actual advance notice of such meetings or cancellations to each Director. A simple majority of the Board members eligible to vote on a matter is a quorum for conducting business and a majority of a quorum is sufficient to take action on any subject, unless a greater number is required by these bylaws. The Board will

conduct all meetings in accordance with the Colorado Open Meetings Act. The Board shall designate the place of posting, as required by that Act.

SECTION 3.7 – STANDARD OF CARE: All Directors shall perform their duties as a Director, including their duties as a member of any committee of the Board of Directors upon, which they may serve, in good faith, in a manner reasonably believed to be in the best interest of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below; but a Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause such reliance to be unreasonable. A person who performs their duties shall not have liability by reason of being or having been a Director of the Corporation. The designated persons on whom a Director is entitled to rely are: (i) one or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters present; (ii) counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons professional or expert competence; or (iii) a committee of the Board of Directors upon which the Director does not serve as to matters within the committee's designated authority.

#### **ARTICLE IV OFFICERS AND AGENTS**

SECTION 4.1 – TITLE AND NUMBER: The Officers of the Corporation shall be the President, the Vice President, the Secretary and the Treasurer, as well as such other Officers as deemed necessary.

SECTION 4.2 – NOMINATION, ELECTION AND TERM OF OFFICE FOR OFFICERS: All Officers shall be members of the Board of Directors. Each Officer shall be elected by the Board of Directors for a term of one year and until a successor has been duly chosen.

SECTION 4.3 – REMOVAL: Any Officer or agent may be removed by the Board of Directors at any time with or without cause. Removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an Officer or agent shall not in itself create contract rights.

Section 4.4: Duties of Officers. The duties of the Officers shall be as follows:

A. PRESIDENT: The President shall preside at all meetings of the Members and the Directors. The President shall have general directive supervision over the other Officers of the Corporation, subject to the control of the Board of Directors, and will represent the Corporation at public meetings. The President may sign and execute with the Secretary or the Treasurer, in the name of the Corporation deeds, contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof has been expressly delegated by the Board or by these

bylaws to some other Officer or agent of the Corporation. The President shall be an Ex Officio member of all committees.

B. VICE-PRESIDENT: In the event of a vacancy in the office of the President or during the President's absence or inability to act for any reason, the powers and duties of the President shall be exercised by the Vice-President. The Vice-President shall also serve as an assistant to the President and shall perform such duties as the President shall assign.

C. SECRETARY: In the event of a vacancy in the office of the President and the Vice President or during the President's and the Vice-President's absence or inability to act for any reason, the powers and duties of the President shall be exercised by the Secretary. The Secretary shall also keep the minutes of the meetings of the Members and the Board of Directors. The Secretary shall also see that all notices are duly given in accordance with these bylaws. The Secretary shall oversee all legal obligations of the Corporation.

D. TREASURER: In the event of a vacancy in the office of the President, the Vice-President and the Secretary or during the President's, the Vice-President's and the Secretary's absence or inability to act for any reason, the powers and duties of the President shall be exercised by the Treasurer. The Treasurer, or designee, shall also manage the funds of the Corporation and shall deposit these funds in such banks or other depositories as shall be designated by the Board of Directors. The Treasurer, or designee, shall render a financial report at all regular meetings of the Board of Directors and at the Annual Meeting of the Members and at such other times as shall be requested by the Board of Directors. The Treasurer, or designee, shall also be the principal accounting Officer of the Corporation. The Treasurer, or designee, shall prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state, and federal tax returns, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Corporation and the results of its operations from time to time. The Board of Directors may contract with a Chief Financial Officer (CFO) to perform the designated duties of the Treasurer.

## **ARTICLE V COMMITTEES**

Section 5.1: Committees. The Board of Directors may establish the numbers, composition, members, terms, and duties of such committees as it deems necessary or appropriate or as are required by law. The Board of Directors may establish committees and appoint members to committees, with such action to be promptly reported to and subject to approval of the Board. School principals may establish committees and appoint members to committees, with such actions to be promptly reported to and subject to approval by the Board.

Section 5.2: Limitations. No such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing bylaws; electing, appointing, or removing any member of any such committee or any Officer or Director of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or

adapting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee; or other limitations stated expressly in the Colorado Revised Nonprofit Corporation Act as amended from time to time.

Section 5.3: School Advisory Committee. The Board of Directors will ensure that a school advisory committee as describes in CRS 22-7-106 is in place. The Board of Directors will make reasonable effort to ensure that the Advisory Committee includes the (1) school principal or designee, (2) a teacher who provides instruction at the school, (3) three parents or legal guardians of students enrolled in the school who are elected by a vote of the parents and legal guardians of students enrolled in the school, (4) one adult member designated by an organization of parents, teachers, and students recognized by the school; and (5) a person from the community who is involved in business and who is appointed by the principal. Members of the council shall serve terms of two years.

## **ARTICLE VI AMENDMENTS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of Directors in office at any regular or special meeting, provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor provision), and provided that notice of the meeting plus the substance of the proposed addition, alteration, amendment, or repeal has been communicated in writing, not less than ten (10) days prior to said meeting to each Director entitled to vote.

## **ARTICLE VII LIMITATIONS**

SECTION 7.1 – NO PERSONAL BENEFIT: No Member Director, Officer or Employee of the Corporation shall be entitled to any interest in any property, funds, or net earnings of the corporation which shall vest solely in the Corporation, and shall not inure to the benefit of any such person.

SECTION 7.2: NO POLITICAL ACTIVITIES; ELECTION: No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the Corporation has effectively elected to have such section apply, the Corporation shall have power to carry on the activities permitted by such section, but only to the extent that such activities shall not result in the denial of exemption under such section 501 (h) or the imposition of tax under section 4911 or section 4945 of the Internal Revenue Code. The Cor-

poration shall not participate or intervene (including the publishing of or distribution of statements) in any political campaign on behalf of any candidates for public office.

**SECTION 7.3 – PUBLIC ANALYSIS, STUDIES OR RESEARCH:** All analysis, studies, or research shall be of a nonpartisan nature and available to the public upon completion and final approval of the Board of Directors. The Corporation shall conduct all meetings and operations in compliance with the Colorado Open Meetings Law, Colorado Revised Statutes section 24-6-401, *et seq.* Section 7.4 Conflicting Interest Transactions. Members of the Board hold a position of trust, created in the interest of the common good and for the benefit of the school. Board members will disclose any known present or potential conflicts of interest to the Board prior to or at the time set for voting on any conflicting interest transaction. Disclosures will be made in writing or during an open meeting (which shall then be reduced to writing). Conflicting interest transactions include those involving any “party related to a Director” as that term is defined in Colo. Rev. Stat. § 7-128-501(5). Written disclosures will be attached to the minutes of the meeting at which, or the first meeting after, such disclosure has been made. Board members with conflicting interests may be counted as present for purposes of determining a quorum to act and may discuss such transactions in public session. Board members with conflicting interests shall not vote on such transactions. Failure to abide by this provision may constitute cause for removal of a board member. No loans may be made by the corporation to Directors or Officers. Any Director or Officer who assents to or participates in making any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

## **ARTICLE VIII DISSOLUTION**

In the event of the dissolution of the Corporation, the residual assets will be turned over to an organization which is itself exempt under Section 501 of the Internal Revenue Code, and none of its assets shall be distributed to or inure to the benefit of any private individual.

## **ARTICLE IX INDEMNIFICATION AND INSURANCE**

**SECTION 9.1 – AUTHORITY FOR INDEMNIFICATION:** 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, by reason of the fact that they are or were a Director, Officer, fiduciary or agent of the Corporation or is or were serving at the request of the Corporation as a Director, Officer, fiduciary or agent of the Corporation (hereinafter a "Proper Person"), shall be indemnified by the Corporation against expenses (including attorney's fees and costs), judgments, penalties, fines and amounts paid in settlement reasonably incurred in connection with such action, suit or proceeding if it is determined as set forth below that they conducted themselves in good faith and that they (i) reasonably believed, in the case of conduct in their official capacity with the Corporation, that their conduct was in the Corporation's best interest, or (ii) in all other cases (except criminal cases) believed that their conduct was at least not opposed to the Corporation's best interest, or (iii) with

respect to criminal proceedings had no reasonable cause to believe that their conduct was unlawful. A person will be deemed to be acting in their official capacity while acting as a Director or Officer of the Corporation. No indemnification shall be made under this Article to a Director with respect to any claim, issue or matter in connection with a proceeding by or in the right of a Corporation in which the Director was adjudged liable to the Corporation or in connection with any proceeding charging improper personal benefit to the Director, whether or not involving action in their official capacity, in which they are adjudged liable on the basis that personal benefit was improperly received.

SECTION 9.2 – RIGHT TO INDEMNIFICATION: The Corporation shall indemnify any Proper Person who has been wholly successful on the merits or otherwise, in defense of any action, suit, or proceeding referred to in Section 9.1 above against expenses (including attorney's fees and costs) reasonably incurred by them in connection with the proceeding without the necessity of any action by the Corporation other than the determination that the defense has been wholly successful.

SECTION 9.3 – EFFECT OF TERMINATION OF ACTION: The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described above.

Section 9.4 – Insurance: The Corporation may purchase and maintain insurance on behalf of any person who is, or was, a Director or Officer of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify the Director or Officer against liability under the provisions of this Article or the Colorado Revised Nonprofit Corporation Act.

## **ARTICLE X MISCELLANEOUS**

SECTION 10.1 – WAIVER OF NOTICE: Whenever notice is required by law, by the Articles of Incorporation or by these bylaws, a waiver in writing signed by the Director or other person entitled to said notice, whether before, at or after the time stated therein, shall be equivalent to such notice.

SECTION 10.2 – FISCAL YEAR: The fiscal year of the Corporation shall be established by the Board of Directors.

SECTION 10.3 – CONFLICTS: In the event of any conflict between these bylaws and either the Articles of Incorporation or applicable law, the Articles of Incorporation or applicable law shall control.

SECTION 10.4 – DEFINITIONS: Accept as otherwise specifically provided in these bylaws, all terms used shall have the same definition as in the Colorado Revised Nonprofit Corporation Act.