



Board Policies

GP 3.12 - Bylaws of the Board of Directors

Policy Type: Governance Process
Policy No.: GP 3.12
Policy Title: Bylaws of the Board of Directors
Monitoring: Frequency—Annual as reflected in the Board Calendar

BYLAWS OF MOUNTAIN SAGE COMMUNITY SCHOOL

ARTICLE I — *General*

1.1 **Name.** The name of this Corporation is Mountain Sage Community School.

1.2 **Definitions.** In these bylaws, the following terms shall have the meaning set forth below:

“Act” means the Colorado Charter Schools Act, COLO. REV. STAT. §§ 22-30.5-101 – 115.

“Administration” means the School Director, Director of Curriculum and Instruction and Faculty Representative.

“Articles of Incorporation” or “Articles” means the official instrument establishing the Corporation as a non-profit corporation under the laws of the State of Colorado.

“Authorizer” means the political subdivision of Colorado empowered by law to authorize a charter school, in this instance the Poudre R-1 School District.

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

“Candidate” means a Community Member who has satisfied the qualification criteria to be considered for election to the Board.

“Committee” means any advisory board, auxiliary, or other body composed of members, having rules of procedure, and exercising powers under color of Board authority or resolution.

“Corporation” or “School” means Mountain Sage Community School.

“Director” means an individual serving on the Board.

“Community Member” means parents and guardians of currently-enrolled students attending the School, and community supporters currently serving in a volunteer, service, or donor capacity at the School.

“Nonprofit Act” means the Colorado Revised Nonprofit Corporations Act, COLO. REV. STAT. §§ 7-121-101 – 7-137-301.

“School Director” means the person charged with day-to-day school leadership and is designated as the chief administrative officer of the Corporation.

“Sunshine Act” means the Colorado Sunshine Act of 1972, COLO. REV. STAT. §§ 24-4-101– 402.

1.3 **Purpose.** The purpose of these bylaws is to make provision for the functioning of the School in accordance with its articles of incorporation, these bylaws, its charter application and contract, and mission.

1.4 **Office.** The School Director office of the Corporation shall be located in Larimer County, Colorado, or such other site as may be designated by the Board from time to time.

1.5 **No Members & No Stock.** The Corporation shall have no members, as defined in the Nonprofit Act and as set forth in the Articles, and no stock. The term “member,” if used herein or in other documents of the School, is common usage; refers to participants in a designated group, such as parents and guardians, a committee, or another group as defined in these bylaws; and does not refer to ownership or membership within the meaning of the Nonprofit Act.

1.6 **School Powers.** The School shall have all powers granted to public charter schools under the Act, and to non-profit corporations under the Nonprofit Act; and all powers appropriate to a public charter school or nonprofit corporation provided for in other laws of the State of Colorado now in effect or hereinafter enacted.

1.7 **Statutory References.** All references to sections of the Colorado Revised Statutes or United States Code shall be deemed to include the corresponding provisions of any successor statute.

1.8 **No Seal — Signatures Sufficient.** The School will not use a seal. The signatures of duly authorized persons shall be legal and binding.

1.9 **Fiscal Year.** The fiscal year of the School shall be July 1 to June 30.

ARTICLE II — *Board of Directors— Officers*

2.1 **Policy Responsibilities — Day-to-Day Operations.** The business, property and affairs of the School shall be conducted and managed by the Board. The Board shall have full control and responsibility for the affairs and operation of the Corporation and may exercise any and all corporate and School powers, subject only to the requirements of the articles of incorporation and these bylaws. Responsibility for day-to-day operations of the School and for implementation of the policies established by the Board shall generally be the responsibility of contractors, employees or others operating under supervision of the School Director. The Board shall exercise its powers through —

a. Monitoring and evaluating the School’s performance on educational and non-educational goals and objectives;

b. Timely approving of the School annual budget; approving any modifications, borrowing between funds, or transfers between funds; and reviewing, from time to time, actual revenues and expenditures against budget;

c. Negotiating, reviewing and approving the charter agreement;

d. Causing the preparation and delivery of such reports, applications or other documents required to continue charter status or comply with law;

e. Selecting and retaining the School Director and such other advisers, employees or agents, as needed;

f. Making provision for appropriate procedures for resolution of disputes within the organization;

g. Appointing and removing Directors and officers; and

h. Taking any other action, by policy or otherwise, necessary or proper to safeguard and advance the interests of the School.

2.2 **Books & Records.** Any Director may, pursuant to the direction of the Board or as otherwise permitted by policy and law, inspect, as needed, any and all books and records of the Corporation. Such inspection may be requested by any Director and may be carried out by

all Directors at any regular meeting of the Board, or by any individual Director upon direction of the Board.

2.3 Directors — Number. The Board shall consist of not fewer than five (5) nor more than nine (9) voting Directors, a majority of whom shall be elected by the Community Members and full-time staff. Any action to increase or decrease the number of Directors within the range stated in this section, whether expressly or by implication through appointment of Directors or decisions not to fill vacancies, may be taken by a majority vote of all Directors then serving.

2.4 Election; Appointment & Tenure of Directors.

a. Beginning with Director terms commencing on or after January 1, 2020, a majority of Directors shall be elected by Community Members and full-time staff through an election held between February and May, or as needed to fill vacancies. Elections are to a term of three years.

i) The MSCS Board shall maintain a policy for the election of Directors. To be eligible to run as a Candidate, an individual must be a Community Member either with a student at the School, with a direct familial relationship to a current student, or who has served in a committee, volunteer, service, or donor capacity at the School during the school year immediately prior to seeking election to the Board. All Candidates will be required to undergo a background check and may be disqualified for the reasons that would disqualify a teacher from employment at the School, a volunteer for service at the School, or for any conviction involving financial misconduct. Candidates may be disqualified due to a record of multiple criminal convictions, even though no one conviction would be disqualifying.

ii) A Candidate shall be elected by a majority of eligible Community Members and full-time staff, and the quorum needed for a valid election shall be equal to no less than 30% of eligible Community Members and full-time staff. The Board will have the power to prescribe election procedures and make further provision for the fair and open conduct of elections as provided in Section 3.8.

b. If no quorum is achieved for a director election, or a Director's term is vacated prior to an election, the Board may fill any Director vacancy by appointment and may take into

account any election results in making such appointment. New appointments may be made as needed to fill vacancies.

i) If a valid director election does not occur, appointments to new terms pursuant to this subsection b are to a term of three years and a Director may be re-appointed for additional terms thereafter.

ii) Appointments to a vacancy created by a Director's departure are for the remainder of the vacating Director's unexpired term.

c. A Director shall serve until expiration of the Director's term, or until the Director's earlier death, resignation, or removal. Expiration of a term shall impose on the Board a duty to hold a director election, appoint or re-appoint, or replace the Director. No decrease in the number of Directors will have the effect of shortening the term of any incumbent Director.

2.5 Officers & Assistants. The Board shall select from among the Directors a President, Vice-President, Secretary and Treasurer. Generally, appointment of officers shall take place every other year at a meeting held in June, July or August. Officers shall serve for a term of two years, but in any event until such Officer's successor has been appointed and qualified, or until the Officer's earlier death, resignation or removal.

a. **President.** The President shall call and preside over Board meetings (or their designee), approve the proposed agenda for public posting for each meeting, act as Board liaison to the School Director between meetings, and carry out any other function assigned the President by these bylaws or any Board policy.

b. **Vice President.** The Vice President shall serve as President in the absence or inability of the President and may be delegated by the President any duties or powers of the President. The Vice President may also serve as either Secretary or Treasurer. Upon full assumption of the office of President, the office of Vice President and any other office held by that person shall be vacant.

c. **Secretary.** The Secretary shall assure minutes are kept of all meetings of the Board of Directors; all Directors have current copies of the Corporation's organic documents; the Corporation communicates to its constituents or stakeholders on a regular basis; all notices required by these bylaws, the Sunshine Act or by vote of the Board are given; and such reports, articles or communications as the Board may direct from time to time are published.

d. **Treasurer.** The Treasurer shall assure policies and processes are in place for the secure deposit of the funds of the Corporation; a full and accurate account of receipts and expenditures; maintenance of such books of account and records as are necessary to demonstrate compliance with all provisions of the charter contract and bylaws of this Corporation; that a financial statement is submitted at every meeting of the Board or as otherwise requested by the

Board; and that accounts are subject to an annual audit by a Certified Professional Accountant or other appropriately qualified individual.

e. **Assistants.** The Board may appoint assistant secretaries, assistant treasurers, or other assistants who may carry out any action an officer is required to undertake, subject to the oversight of such officer.

2.6 **Removal; Absence or Inability; Resignation; Vacancies.** A Director or officer may be removed, with or without cause, by vote of two-thirds of the remaining Directors, or by petition signed by 30% of eligible Community Members and full-time staff, presented to the Board within 30 days of the date of the first signature thereon. Removal shall be made effective on a date certain. In the absence or inability of any officer, the Board may delegate the powers and duties of such officer, except as otherwise provided herein, to any Director. A Director temporarily unable to serve may be granted a leave of absence for a stated period or may be removed or resign without prejudice to future Board service. A Director or officer may resign at any time by submitting a written resignation to the School Director or Board President. Resignations shall be irrevocable upon submission. If permitted by the Board, a resignation may be effective upon qualification of a successor. Upon vacancy for a Directorship or an unexpired term in any office, the vacancy may be filled by appointment by a majority of all Directors then serving. Appointment to fill the vacancy shall be for the remaining unexpired term.

2.7. **Notice of Actions Affecting Board Composition & Officers.** Meetings at which Directors are appointed, vacancies filled, Board size adjusted, officers appointed, or officers or Directors removed shall only take place where advance notice has been given, both to the public as required by law, and individually delivered to all Directors no less than seventy-two (72) hours before the meeting.

2.8 **Code of Conduct.** Each Director and officer shall, prior to entering upon their duties, agree that as a condition of their service they will abide by the terms of the annually signed Board Member Agreement.

ARTICLE III — *Meetings, Committees & Related Organizations*

3.1 **Regular & Special Meetings; Cancellation.** Regular meetings of the Board shall be held during the year, the times to be fixed by the Board in advance. Special meetings may be called by the Board President or by a majority of the Board, with notice as required by Section 3.2. Regular meetings may be canceled by the President. An effort will be made to give actual advance notice of cancellations to each Director.

3.2 **Notice — Sunshine Act.** Beginning on the date it signs a charter contract, or at any earlier time it elects by formal resolution, the Board shall conduct all meetings in accordance with the Sunshine Act. Notice of regular Board meetings, including a proposed agenda, shall be

given in writing, in advance of the date of said meeting, to each Director, provided that notice of a schedule of fixed meeting dates shall suffice as notice to Directors. No Director may vote by proxy and no action taken without vote in public session. Directors may attend Board meetings and vote by telephone or video conference. The Board shall designate the place of posting, as required by that Act.

3.3 **Quorum —Manner of Acting.** A simple majority of the Directors eligible to vote on a matter shall constitute a quorum for conducting business and a majority of a quorum shall be sufficient to take action on any subject not requiring some greater number or permitted by some lesser number, as specifically stated in these bylaws or in law.

3.4 **Parliamentary Procedure.** The Board shall follow ordinary rules of practice for a small board operating by consensus, and may use *Seeds of Change Consensus Decision Making* as a non-binding reference on this process.

3.5 **Committees.** The Board may designate, discharge or dissolve such committees as it deems necessary or appropriate. The resolution designating a committee shall define the charge given to such committee. The President shall appoint the members of committees so designated, except that a School Accountability Committee shall be appointed or elected as directed by the Board and as required by law, and a Finance Committee shall be chaired by the Treasurer. All committee meetings shall be recorded in minutes, which shall be forwarded to the Board. Minutes of committee meetings on topics for which an executive session would be permitted or required by the Sunshine Act, if conducted by the Board, shall not be publicly disclosed. No committee shall have power to (a) purchase or sell any property of the Corporation; (b) amend the Articles of Incorporation or bylaws; (c) elect, appoint or remove any Director or officer; (d) enter into any contract in the name of the Corporation; (e) exercise any power reserved to the Board or School Director; nor (f) take any action whatsoever not specifically delegated to it in a written charge adopted by the Board or, in the case of the accountability committee, as provided by law.

3.6 **Related Organizations.** The Board may exercise any power to appoint a Director to the board of, or to otherwise act through a corporation created for ancillary purposes, including but not limited to supporting School facilities or managing multiple campuses, as such powers are defined in the organizing documents of that corporation and accepted by the Board. The Board may also exercise the power to authorize or approve a parent organization, or other affiliated body, of the School, or to participate in appropriate organizations of similar schools.

3.7 **Dissolution, Reorganization or Disaffiliation.** The Board may dissolve or require the reorganization of any committee, upon such terms as the Board dictates and otherwise consistently with these bylaws. The Board may withdraw its authorization or approval

of or withdraw from participation in a related organization, or may condition continued authorization or participation on appropriate reorganization.

3.8 **Election Policy & Practice.** With respect to elections, if any, held to determine the composition of any committee or body that takes place under Board authority, the Board will have the power to prescribe election procedures; rule on any dispute over qualified voters; carry out regular and any special elections; fix the form of ballots; rule on any election dispute; designate Directors, employees, committees or others to carry out tasks necessary for conducting an election; take remedial measures (such as, for good cause, adjusting dates); establish rules to assure that campaigning does not interfere with the education of students or ordinary operation of a School; and take any other action necessary or proper to assure a fair and open election. The Board may delegate election matters to an Election Committee, but shall retain power to review any decision of such Committee alleged to violate the rules governing such election.

ARTICLE IV — *School Personnel*

4.1 **School Director.** The School Director shall function as the chief executive and administrative official of the School. The School Director shall have general and active control of the affairs, business and supervision of all agents and employees of the School. The School Director shall see that all Board policies are carried into effect. The School Director shall have all powers of a chief administrative officer conferred by law and perform all other duties incident to being the chief executive officer of the School. Any hiring of a new School Director shall be carried out as required in the Sunshine Act.

4.2 **Director of Curriculum and Instruction.** The Director of Curriculum and Instruction shall be the chief educational officer of the school and shall direct and manage all aspects of curriculum and instruction, in partnership with the School Director.

4.3 **Faculty Representative.** The Faculty Representative(s) shall be a member of the faculty appointed from time to time by the faculty to serve as their representative and liaison to the Board.

4.4 **Participation in Board Meetings.** The School Director and Faculty Representative shall be expected to attend all Board meetings and are entitled to fully participate in all Board meetings, including intra-Board communications and executive sessions, except those concerning the contract, compensation, evaluation, or resolution of an investigation or grievance against the one or more of these individuals. The intent of this provision is to assure that the administrative and faculty representatives to the Board are able to effectively lead the School both in pedagogy and business management, with the Board assuring that the Administration and faculty perform their role appropriately and effectively.

ARTICLE V — *Financial Activities*

5.1 **Contracts & Checks — Faith and Credit.** Any and all contracts entered by the Corporation shall be signed by the President and attested by the Secretary, provided that checks and contracts of the Corporation below a specified value may be signed as outlined in the Mountain Sage Financial Controls document or as otherwise provided by Board resolution and, in the absence or inability of the President or Secretary, as may be otherwise authorized by the Board. All checks and drafts shall be signed and countersigned as provided in Board resolution. No officer or agent of the Corporation has authority to pledge the credit of the Corporation in any matter which is not (a) provided for in a formal budget of the Corporation or (b) approved by proper advance vote of the Board.

5.2 **Conflicting Interest Transactions.** Directors shall disclose any known present or potential conflicts of interest, which disclosure shall be reduced to writing, to the Board prior to or at the time set for voting on any conflicting interest transaction. Conflicting interest transactions shall include those involving any “party related to a [Director]” as that term is defined in COLO. REV. STAT. § 7-128-501(5). Written disclosures shall be attached to the minutes of the meeting at which, or the first meeting after, such disclosure has been made. Directors with conflicting interests may be counted as present for purposes of determining a quorum to act and may discuss such transactions in public session. Directors with conflicting interests shall not vote on nor otherwise exercise any substantial discretionary function to secure the approval of such transactions. Failure to abide by this provision constitutes cause for removal of a Director. Where an interested Director has been counted as part of a quorum but abstains from voting, the affirmative vote of a majority of the disinterested Directors, even if the disinterested Directors are less than a quorum, shall suffice to take action. The Board shall abide by the adopted Conflict of Interest Policy.

5.3 **Director & Officer Compensation.** Directors and officers are volunteers and shall receive no compensation for service on the Board, provided that the Board may make provision for the Corporation to reimburse Directors or officers for reasonable and appropriate out-of-pocket expenses incurred for the benefit of the School and properly documented for the records of the Corporation. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity, subject to Section 5.2, above.

5.4 **No Loans.** No loans may be made by the School.

5.5 **Deposits & Investments.** All funds of the School shall be deposited with an eligible public depository. Funds may be invested through non-demand accounts appropriate for investment of public funds.

5.6 **Financial Policies, Reports & Audit.** The Board shall abide by the adopted financial policies or controls and shall require the School Director or Business Manager to render to the Board at regular intervals an account of the financial condition of the School. The School Director or Business Manager shall secure a full, independent, annual audit of the School's books, and report to the Board the results of such audit and recommendations, if any, of the auditors.

5.7 **Finance & Audit Committee.** The Board may create a Finance Committee under oversight of the Treasurer, and to include the School Director and Business Manager as members. In addition to any other duties assigned by Board resolution, the charge to a Finance Committee shall include facilitating appropriate financial reporting; recommending any needed changes in school financial practices; exercising oversight of the financial performance of the School; and evaluating the performance of the independent auditor; all to safeguard the School's financial position and assets.

ARTICLE VI — *Legal Compliance*

6.1 **Primary Board Duty.** It is the primary duty of the Board of Directors to further the purposes of the Corporation, as set forth in the Articles of Incorporation.

6.2 **Consistency with Internal Revenue Code.** Notwithstanding any other provision of these bylaws, the Corporation shall neither compensate any person, nor reimburse expenses, nor indemnify losses, nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under any section of the Code, including but not limited to Sections 4941 and 4958.

6.3 **Nondiscrimination.** At no time shall the Corporation engage in any action, with regard to faculty, employees, parents, students or others, which, in violation of federal, state, or local laws, improperly discriminates on any basis forbidden by law, including but not limited to: race, national origin, religion, sex, age, disability, and sexual orientation.

6.4 **Severability.** If any section, article or other provision of these bylaws or the Articles of Incorporation is invalidated by any court on any ground, the balance of these articles and bylaws shall be unaffected thereby and shall be construed as if such provision had been repealed by amendment.

6.5 **Disposition of Assets.** Upon any dissolution of the Corporation, assets remaining after satisfaction of those obligations of the Corporation incurred in connection with running a charter school as authorized by its Authorizer, will become the property of and will be conveyed to the Authorizer, as further provided in the charter contract.

6.6 **Alternative Disputes Resolution.** The Board may approve use of mediation, fact-finding, binding arbitration, or any other method of dispute resolution to secure the efficient resolution of disputes within the School.

ARTICLE VII — *Immunities, Indemnification & Insurance*

7.1 **Immunities.** The Corporation shall take no action to impair the immunities of individual Directors or officers under the Federal Volunteer Protection Act, 42 U.S.C. § 14501, et seq.; provisions of Colorado law respecting volunteers and Directors of nonprofit organizations, COLO. REV. STAT. § 13-21-116(b)(I); or the Colorado Governmental Immunity Act, COLO. REV. STAT. §§ 24-10-110, 111 & 118; or any other provision of law.

7.2 **Indemnification.** The Corporation shall indemnify any person who was, is or is threatened to be made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that this person is or was an officer or Director of the Corporation and acting in that capacity, to the full extent required by either COLO. REV. STAT. §§ 7-129-103, 7-129-107, or 24-10-110, and to the full extent permitted by COLO. REV. STAT. § 7-129-102. In determining whether and when to indemnify a Director or officer, the Corporation shall follow the processes stated in COLO. REV. STAT. §§ 7-129-104 and 7-129-106 and otherwise provided in Article 129 of Title 7, COLO. REV. STAT. In the event that the statutory authority to indemnify is, for any reason, in doubt, the Corporation shall nevertheless indemnify officers and Directors, subject to Section 6.2, above, to the fullest extent permitted by law.

7.3 **Insurance.** The Corporation shall purchase and maintain such insurance as is appropriate to reasonably assure that costs arising from claims brought against Directors or officers in such capacity or for acts taken for the Corporation are defrayed.

ARTICLE VIII — *Amendments*

8.1 **General Rule: Amendments by Majority Vote & At Regular Meeting.** Amendments to the bylaws, except Sections 8.1, 8.2 and 8.3, may be made by a majority vote of all Directors then serving, at a regular meeting, and not otherwise.

8.2 **Notice of Proposal — Advance Reading — Waiver.** Advance notice of proposed amendments shall be given to Directors and Administration not less than seventy-two hours before a meeting at which the amendment will be proposed. Proposed amendments shall be read at a public meeting not less than thirty days before taking a vote to amend, unless such reading is waived by unanimous consent of those present.

8.3 **Special Rule.** Any action to amend Sections 8.1, 8.2 or 8.3 must be approved by 2/3rds of all Directors then serving, at a regular meeting, and not otherwise.

8.4 **Amendments Consistent with Charter Contract.** No amendment to these bylaws may in any way alter, amend, or controvert any provision of a charter school contract with its Authorizer, unless and until such amendment is submitted to and approved by said Authorizer.

8.5 **Emergency Powers.** Should the Board at any time, for any other reason unable to act under these bylaws, or have too few Directors then serving to comply with these bylaws, the Directors remaining may: act to restore the Board to a proper complement of Directors, which action shall be undertaken promptly; and take such interim actions as are routine or necessary to continue the proper functioning of the organization; but may not amend the articles of incorporation or bylaws.

Adopted this 12th day of November, 2019.

Adopted by Board: June 11, 2016

Revised/Reviewed by Board: November 12, 2019

Revised/Reviewed by Board: April 28, 2020

(continue adding Revised/Reviewed dates)