

# BYLAWS OF UNION COLONY SCHOOL

## ARTICLE I *General*

- 1.1 Name. The name of this corporation is the Union Colony School.
- 1.2 Purpose. The purpose of these bylaws is to make provision for the functioning of the corporation in accordance with, and subject to, all provisions of its Articles of Incorporation.
- 1.3 Office. The principal office of the corporation shall be located in the Weld County, State of Colorado, or such other site as may be designated by the governing Board from time to time.
- 1.4 Members & Stock. The corporation shall have no members and no stock.
- 1.5 General Powers. The corporation shall have all the powers granted non-profit corporations under the Colorado Revised Nonprofit Corporations Act, and all powers granted to charter schools under the Colorado Charter Schools Act, and all powers appropriate to a nonprofit corporation or charter school provided for in other laws of the State of Colorado now in effect or hereinafter enacted.

## ARTICLE II *Board of Directors*

2.1 Board Powers & Duties — Policy Governance — Books Open to Board Directors. The business, property and affairs of this Corporation shall be conducted and managed by the Board of Directors (“Board” or “Directors”). 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. In general, the Board shall exercise its powers through

- Establishing general policies for the school;
- Approving the school budget;
- Negotiating, reviewing and approving the charter agreement and other major contracts;
- Causing the preparation and delivery of such reports, applications for renewal or other documents as may be required to continue charter status or otherwise comply with law;
- Contracting with or retaining advisers, employees or agents, as needed from time to time; and,
- Overseeing and reviewing implementation of the budget, agreements and policies governing operation of the school.

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 the Faculty Council and such contractors, employees or others identified by the Board and/or the Faculty Council. All books and records of the corporation shall be open by request of a Director, to inspection by all Directors at any regular meeting of the Board, or by any individual Director at any reasonable time.

2.1.2 Faculty Council. The Faculty Council, consisting of all faculty members, will be the day-to-day decision-making body of the school. The Faculty Council will establish policy and procedure in the following areas:

- Selection and recommendation to the Corporate Board for the employment of certified and classified staff and administration, and other personnel actions;
- General direction, school climate, and future growth;
- Design of the instructional program for students;
- Organization of the courses, programs and curriculum to give appropriate direction to the instructional process;
- Organization of the school to make the most effective use of time and human resources;
- Expenditure of funds;
- Annual proposal of the school budget for formal adoption by the Corporate Board; and
- Resolution of other day-to-day school governance issues.

Faculty Council will establish written procedure for the conduct of the Council and its business, make provisions for conducting Council meetings, select the Council Chairperson, determine a schedule for meeting, and publish agenda and minutes.

2.1.3 Board's Ultimate Authority. If the Faculty Council and Board are not in agreement on an annual budget, the Board may impose the previous year's budget. The Board will also have the authority to expand areas of the budget deemed necessary to meet the legal obligations and day-to-day operations of the school. Following adoption of any working budget under this section, the Faculty Council and Board will each appoint representatives to meet together to promptly resolve any differences between the two bodies. The Faculty Council and Board will each be responsible for working cooperatively to assure that they remain in agreement on budgetary issues, basic school philosophy, and future direction of the educational program.

2.2 Board — Number — Election and Appointment. The full Board will consist of seven directors and will be elected and/or appointed as follows:

Four board directors (“parent-directors”) will be elected by parents. The four elected directors will be parents or legal guardians (“parents”) of students currently attending Union Colony Schools. At the time of election, two parent-directors will be parents of students currently attending Union Colony Preparatory School and two parent-directors will be parents of students currently attending

Union Colony Elementary School. Parent-directors whose student transitions from Union Colony Elementary School to Union Colony Preparatory School may serve out the duration of their term.

Three board directors will be appointed. These directors may be, but are not required to be, parents of students currently attending Union Colony Schools. One director will be appointed by the Building Corporation; one director will be appointed by the Union Colony Elementary School Faculty Council; and one director will be appointed by the Union Colony Preparatory School Faculty Council.

Board directors shall serve a term of three years and may serve unlimited consecutive terms. Directors may not be employees of UCS or spouses of UCS employees. Elections and appointments will occur no later than the first Monday in May of each year, with newly elected and appointed directors taking office no later than the first Monday in June.

2.3 Officers. The Board shall select its officers from its own number, by majority vote of a quorum. Election of officers shall take place annually at a meeting held in June.

2.4 Vacancies. Upon vacancy for a directorship or an unexpired term in any office, the vacancy may be filled by remaining Directors of the Board, provided that vacancy in a parent/director's position shall be filled with a person who is currently a parent of a student enrolled in the School. Unless a Director is unable or unwilling to serve, or removed under Section 2.11, below, the Director shall continue in office until a replacement is selected. Appointment to a vacancy thereafter will be for the remainder of an unexpired term.

2.5 Officer Powers Not Exclusive — Delegation of Officer Duties. Powers of officers listed herein are not exclusive and the Board may assign officers additional responsibilities by resolution. All responsibilities calling for an officer to "make provision" for certain actions may be fulfilled by delegating said responsibility to any agent of the corporation and assuring that the agent has carried out the responsibility assigned.

2.6 President. The President shall call and preside over Board meetings; may be or designate another officer or individual *ex officio* to any committees as are provided for from time to time; shall appoint chairs of all committees and fill all committee positions provided for from time to time, subject to approval of the Board; and shall make provision for a printed agenda to be distributed to all interested persons at the beginning of each meeting.

2.7 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.

2.8 Secretary. The Secretary shall make provision for a record to be kept of all

meetings of the Board of directors; make provision for all Directors to have a current copy of the charter, articles of incorporation, bylaws, management agreement and tax exempt status of the corporation; make provision for the maintenance and secure preservation of the history of this corporation and its predecessor or successor organizations; make provision for communication to the constituencies of the Corporation on a regular basis; make provision for all notices required by these bylaws or by vote of the Board; report any communications received to the Board as a whole; and make provision for publication of such reports or communications as the Board may direct from time to time.

2.9 Treasurer. The Treasurer shall make provision for the secure deposit of the funds of the corporation and for a full and accurate account of receipts and expenditures and the maintenance of such books of account and records as are necessary to demonstrate compliance with all provisions of the charter-and bylaws of this corporation; make provision for a financial statement to be submitted at every meeting of the corporation and at other times when requested by the Board; and make provision for the accounts to be subject to an annual audit by an Certified Professional Accountant or other appropriately qualified individual.

2.10 Absence or Inability. 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.

2.11 Removal. A two-thirds vote of disinterested directors may remove a Director for cause, provided that the 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. Cause may include, but is not limited to (1) that the director has missed three consecutive Board meetings; or (2) that a director has violated a requirement in any Code of Conduct adopted by the Board.

## 2.12 Appointments & Elections.

2.12.1 Appointments, Removal & Officer Elections. Meetings to appoint directors to the board, fill vacancies, elect officers or remove directors shall only take place at meetings where advance notice has been given, both to the public as required by law, and individually delivered to all Directors no less than forty-eight (48) hours before said meeting.

2.12.2 Parent-Director Elections. The Board will have the power to carry out the annual election of parent-directors, 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 parents 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. Subject to the Board's power to do everything necessary and proper to conduct a fair and open

election, the following guidelines will apply:

- Parents will be eligible to vote so long as a student of theirs is enrolled in the School as of April 1 of a school year.
- There will be no special elections.
- 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 provided to each parent on or before February 15 of each year. To be nominated, a candidate must submit a written statement of their intent to run to the school office on or before March 15. On or before April 1, the Board will certify the slate of candidates.
- If, for any reason, the number of candidates running for office is less than or equal to the number of openings on the Board, all nominees are deemed elected.
- If the number of candidates is greater than the number of openings on the Board, ballots will be designed to allow each parent to cast a number of votes equal to the number of openings, with each parent 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. Ballots must be received on or before the time and date established by the Board.
- 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 twenty-five percent (25%) of those eligible to vote. Candidates 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.

ARTICLE III  
*Meetings & Committees*

3.1 Regular & Special Meetings — Quorum. Regular meetings of the Board shall be held during the year, the times to be fixed by the Board in advance. Notice of regular Board meetings 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 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 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. The Board shall conduct all meetings in accordance with the Colorado Open Meetings Act. The Board shall designate the place of posting, as required by that Act.

3.2 Committees. The Board may, by majority vote of a quorum, designate such committees as it deems necessary or appropriate. The President shall appoint persons to the committees so designated, provided that an accountability committee may be organized as required by law and directed by the Board.

ARTICLE IV  
*Financial Activities*

4.1 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 of the corporation may be signed as otherwise provided by 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.

4.2 Conflicting Interest Transactions. Directors hold a position of trust, created in the interest of the common good and for the benefit of the school. 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, in the exercise of their individual discretion, discuss such transactions in public session. Directors with conflicting interests shall not vote on such transactions. Failure to abide by this provision may constitute grounds for removal of a Director. 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.

4.3 Director Compensation. Directors 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 for reasonable and appropriate out-of-pocket expenses incurred for the benefit of the corporation and 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 Sections 2.2 and 4.2 of these bylaws.

## ARTICLE V *Legal Compliance*

5.1 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.

5.2 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, or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with 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 the Code.

5.3 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.

5.4 Disposition of Assets. Upon any dissolution of the corporation, assets remaining after satisfaction of those obligations of the corporation incurred in connection with running the charter school authorized by Weld County School District No. 6, will become property of and will be conveyed to the District, as further provided in the charter contract.

## ARTICLE VI *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, unless such indemnification is prohibited by law. Any indemnification under this Article shall be made only as authorized on a specific case by a determination of the Board on whether such indemnification is legally permissible, by

majority vote of a quorum of Directors, with only Directors not parties to the proceeding counted in satisfying the quorum, or, if a quorum cannot be so obtained, by independent legal counsel selected by majority vote of the full board of directors. The determination made before indemnification is provided shall conform to the requirements of COLO. REV. STAT. § 7-129-102 (1998). An advance of expenses in aide of indemnification shall only be made as allowed by COLO. REV. STAT. § 7-129-104, and as otherwise required by this Article for indemnification generally. The corporation may seek to purchase, maintain or otherwise participate in an insurance plan to enable it to carry out any indemnification called for in this article.

## ARTICLE VII *Seal — Fiscal Year*

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

7.2 Fiscal Year. The fiscal year of the corporation shall be July 1<sup>st</sup> through June 30<sup>th</sup>.

## ARTICLE VIII *Amendments*

8.1 Amendments by Majority Vote & At Regular Meeting. Amendments to the articles and these bylaws, excepting Sections 8.2 and 8.3, may be made by a majority vote of all Directors, 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 not less than forty-eight 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 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 Weld County School District No. 6, unless such proposed amendment first is submitted to and approved by the Board of Education of said District.