



**BYLAWS
OF
ACADEMY CHARTER SCHOOL**

ARTICLE I – NAME, LOCATION, AND FISCAL YEAR

SECTION 1 – NAME: The name of the corporation shall be Academy Charter School (hereinafter sometimes referred to as the “school”).

SECTION 2 – LOCATION: The location of the school’s facility shall be in the Douglas County School District.

SECTION 3 – FISCAL YEAR: The fiscal year of the school shall coincide with the fiscal year of Douglas County School District.

ARTICLE II – GOVERNING BOARD

SECTION 1 – GENERAL POWERS AND DUTIES: The property, business and affairs of the school shall be managed by a Governing Board (hereinafter sometimes referred to as the “Board”). Without limiting the generality of the foregoing, the Board may exercise all such powers of the school as are provided by state and federal law, Douglas County Board of Education policy, and these Bylaws. To the extent permitted by law, the Board may submit any matter, including any matter otherwise required by these Bylaws to be voted on by the Board, to a vote of persons eligible to vote in Board elections.

SECTION 2 – NUMBER AND COMPOSITION: The Board shall have seven members who shall be parents of students currently enrolled in the school. Board members may not be teachers or other paid employees of the school or, except as provided in Section 9 of this Article, persons deriving any financial benefit, directly or indirectly, from the school. Only one person from an immediate family may serve on the Board at one time.

SECTION 3 – TERM: Board members shall hold office for three-year terms. Newly elected Board members shall assume an ex officio Board position at the first Board meeting following their election, with voting privileges to begin the following school year, commencing July 1. Board members leaving the Board will retain their positions until June 30 of the current school year. It is the intent of this procedure to assure a smooth transition period for newly elected members of the Board. Board members may be elected to a maximum of two consecutive full terms of office. After a period of one year off the Board, a former

member may be re-elected to or appointed to fill a vacancy on the Board.

SECTION 4 – VACANCIES: In the event of resignation or removal of a Board member, all persons eligible to fill the vacancy will be invited to apply and an applicant will be selected by a vote of the Board. The Board may instead fill the vacancy by directing that a special election be held for that purpose on terms prescribed by the Board. In any such special election, all eligible voters as defined in Section 3 of Article III shall be entitled to vote.

SECTION 5 – COMPENSATION: Board members shall receive no compensation for their services.

SECTION 6 – RESIGNATIONS: Any Board member may resign at any time by giving written notice to the President or Secretary of the 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.

SECTION 7 – REMOVAL: Board Members may be removed as provided in the Colorado Non-Profit Corporation Act.

SECTION 8 – RULES OF ORDER: Robert’s Rules of Order will be used as deemed appropriate by the Board.

SECTION 9 – CONFLICT OF INTEREST: Public office is a trust in the interest of the common good and for the benefit of the people. It is the intent of this section to maintain public confidence and prevent the use of public office for private gain. In order to avoid conflicts of interest, it is the general policy of the school not to employ or contract with Board members or employees, members of their families, or persons or entities having an ongoing business or financial relationship with them. Board members and employees shall disclose any known or potential conflicts of interest in writing to the Board prior to the time set for voting on any such transaction and a Board member making such disclosure shall not vote on the matter or attempt to influence the decisions of other Board members in voting on the matter. The written disclosures shall be attached to the minutes of the meeting in which Board action occurs relating to the matter disclosed. Any contract entered into in violation of this section shall be void and failure to make the disclosure required by this section shall be grounds for removal or termination.

ARTICLE III – ELECTIONS

SECTION 1 – TIME AND MANNER: Elections of Board members will be held annually on the third Tuesday of April. At this time, other matters that are determined by the Board to be submitted for voter approval may also be voted on by eligible voters. Votes may be cast in person or by absentee ballot at the school. Elections shall be conducted using authorized secret ballots. Votes will be accepted during school office hours from the third Tuesday in April until the third Friday in April. Votes shall be tallied upon the close of voting and the results published by an election committee made up of eligible voters appointed by the Board, including a Board member and an employee designated by the School Leader. Every vote cast shall be counted unless, prior to the close of voting, it is challenged by an eligible voter on the ground that his vote was cast without authorization by his child’s other parent or legal guardian. The election results shall become a permanent record of the school.

SECTION 2 – NOMINATIONS TO THE BOARD: Not later than the last Tuesday of March, eligible voters shall be notified of the date of the next Board election, of the qualification for the Board positions then open, that candidates must complete written applications for submission to voters, of the procedure for obtaining such application, and that completed applications will be accepted until 4:00 p.m. on the Wednesday preceding the third Tuesday of April. The Board shall prescribe the form of the application.

The names of qualified candidates will be placed on the ballot upon timely receipt of a completed application and the school shall distribute such completed applications to eligible voters. The school shall not otherwise communicate with voters regarding, or on behalf of, any candidate.

SECTION 3 – ELIGIBLE VOTERS: The “director voting group” is hereby formed. The term “eligible voters” as used in these bylaws means members of the director voting group. The director voting group shall consist of each parent or legal guardian of every child currently enrolled in the school and all paid employees of the school. Each member of the director voting group shall have one vote regardless of the number of children enrolled in the school and of the basis of eligibility, except that the parent or legal guardian of a child having only one parent or legal guardian shall have two votes. Membership in the director voting group shall terminate automatically for a parent or legal guardian when the parent or legal guardian no longer has a child enrolled in the school and for an employee of the school when such employment terminates.

SECTION 4 – NOTICE: Whenever notice to eligible voters is given or required to be given under these Bylaws, such notice shall be sufficient if given by the school’s normal means of communicating with all parents and staff, and the school shall have no obligation to separately notify parents or staff who, through no action of the school lack access to such means of communication.

SECTION 5 – INSUFFICIENT QUALIFIED APPLICANTS: In the event that an insufficient number of applications for election are received to fill the vacant Board positions, the Governing Board may appoint select qualified individuals to these positions any time following the regular elections. The vote for these positions will be as soon as practical upon a position not being filled in the regular election. The term for such appointed individuals shall be a full three-year term, unless previously agreed by the Board and individual. The Board may instead fill the vacancy by directing that a special election be held for that purpose on terms prescribed by the Board. In any such special election, all eligible voters shall be entitled to vote. Vacancies that occur other than due to lack of applicants for a regularly scheduled election shall be filled in accordance with Section 4, Article II above.

ARTICLE IV – MEETING OF THE GOVERNING BOARD

SECTION 1 – REGULAR MEETINGS: Regular meetings of the Governing Board will be held 10 times per year at a time and place to be set by the Board.

SECTION 2 – SPECIAL MEETINGS: Special meetings of the Board may be called by the President and any other member of the Board, or by any three members. Notice of any special meeting shall be given to each Board member not less than two days prior to such meeting in person, by telephone, by voicemail, or by any other method reasonably calculated to provide actual notice.

SECTION 3 – QUORUM: A majority of the Board shall constitute a quorum for the transaction of business at any meeting.

SECTION 4 – MANNER OF ACTING: Except as otherwise required by law or by these Bylaws, the act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 5 – AGENDA: A written agenda for every regular or special meeting of the Board shall be prepared and posted with or included in every public notice of the meeting. The agenda shall include the time to be allotted and shall be tabled unless the Board votes to extend the time for discussion. Any matter requested by any Board member for inclusion shall be included in the agenda.

SECTION 6 – PUBLIC COMMENT: Members of the public present at any Board meeting shall be invited to comment on every proposed action on which, after a motion is pending, any Board member has commented. At the Board’s discretion, public comment may also be invited with respect to any matter affecting the school.

ARTICLE V – OFFICERS OF THE GOVERNING BOARD

SECTION 1 – OFFICERS: The officers of the Governing Board shall be President, Vice President, Secretary and Treasurer.

SECTION 2 – ELECTION AND TERM: Officers shall be elected annually at the regular July meeting of the Governing Board. Officers shall serve until their successors are elected and qualified or until their earlier deaths, resignations, or removal from the Board.

SECTION 3 – VACANCIES: Any vacancy among the Officers shall be filled by the Governing Board. An officer appointed to fill a vacancy shall serve for the remainder of his predecessor’s term in office.

SECTION 4 – PRESIDENT: The President shall preside at all meetings of the Governing Board. The President 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. In general, the President shall perform all duties and may exercise all rights as are incident to the Office of President of the Governing Board and such other duties as may be prescribed by the Governing Board or these Bylaws.

SECTION 5 – VICE PRESIDENT: The Vice President shall have all the powers and perform all the duties of the President in the absence or disability of the President. The Vice President shall perform such other duties as may from time to time be assigned by the President or by the Board.

SECTION 6 – SECRETARY: The Secretary shall keep minutes of all 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. The Secretary shall see that all notices are duly given in accordance with these Bylaws or as required by law and shall perform such other duties as may from time to time be assigned by the President or the Governing Board. In the absence of the Secretary, the President or the Board may direct that the Secretary’s duties be performed by any other person.

SECTION 7 – TREASURER: The treasurer oversees all matters related to the school’s finances, property, budget, and financial transparency and in general perform all the duties as incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

SECTION 8 – RESIGNATION OR REMOVAL: Any officer may resign at any time by giving written notice to the President 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. Board Members may be removed as provided in the Colorado Non-Profit Corporation Act.

ARTICLE VI – GOVERNING BOARD COMMITTEES

SECTION 1 – DESIGNATION AND AUTHORITY: The Governing Board may from time to time adopt a resolution convening an advisory committee to assist the Board in the discharge of its duties, or,

upon a two-thirds vote of the Board, an executive committee which, to the extent provided in the resolution and permitted by law, shall have all the authority of the Board.

SECTION 2 – MEMBERSHIP: The composition of advisory committees shall be broadly representative and shall take into consideration the specific tasks assigned to the committee. Members will be selected by the Board from among volunteers who are parents of children enrolled in the school, teachers currently employed by the school, other employees of the school, and community members who are approved by the Board. Any number of Board members may sit on an advisory committee and the chairperson of each such committee, except standing committees designated as such in the Bylaws, shall be a Board member. All members of executive committees shall be Board members.

SECTION 3 – INSTRUCTION AND RESPONSIBILITY: Each committee shall be clearly instructed as to the length of time each member is to serve, the service the Board wishes the committee to render, the extent and limitations of responsibility, the resources the Board will provide, and the approximate dates on which the Board wishes to receive major reports. Recommendations of advisory committees shall be based on research and fact.

SECTION 4 – POWERS AND PREROGATIVES: The Governing Board possesses certain legal powers and prerogatives which cannot be delegated or surrendered to others. Therefore, all recommendations of an advisory committee must be submitted to the Board for action. The Board shall have the power to dissolve any advisory or executive committee at any time during the life of the committee.

SECTION 5 – MEETINGS: Committees shall comply with the requirements of the Colorado Open Meetings Law.

ARTICLE VII – STANDING COMMITTEES

SECTION 1 – STANDING COMMITTEES: The Board shall be supported by two standing committees which will exist to advise the Board in matters detailed in the committee charge, as drafted by the Board. Membership in standing committees will be defined in the committee charge. All committees shall post notices of meetings, hold meetings open to the public, and keep and disclose minutes as required for the Board by the Colorado Open Meetings Law. Minutes of such meetings, including executive sessions, shall be promptly forwarded to the Board.

At its regular July meeting, the Board will assign each of its members to chair one or more standing committees to advise the Board on matters of continuing concern. Each such committee shall be charged in writing, and its members appointed, not later than at the following regular September meeting, and shall be dissolved without further action at the next regular July meeting.

A standing committee shall report, through its chairperson or another member designated by the chairperson, at the direction of the Board or whenever the chairperson requests inclusion on the Board's agenda.

Committees are listed as follows: Academic and Finance.

SECTION 2 – (SAC) SCHOOL ADVISORY COUNCIL: The School Advisory Committee (SAC) exists to inform, to encourage, and provide opportunities for parent and community members to be involved in the planning and evaluation of the school's instructional program and quality improvement processes. By definition, the SAC is an advisory body. Final authority of any decision rests with the Board of Directors.

SECTION 3 – FINANCE COMMITTEE: The Finance Committee is charged with monitoring ACS's financial activities and to advise the Board on appropriate actions to ensure continued financial strength. The Board treasurer shall serve as the chairperson of the Finance Committee.

The structure of these committees addresses the requirements of CRS 22-7-107 regarding the composition and duties of the School Advisory Council.

ARTICLE VIII – THE SCHOOL LEADER

The School Leader shall serve as chief administrator for the day-to-day operations of the school as well as the school's personnel administrator, and shall perform such other services and duties as shall be assigned by the Governing Board. The School Leader shall have the authority both to offer and to terminate employment, subject to prior Board approval of all termination decisions and of annual teacher retention decisions. Except as otherwise provided in these Bylaws or by resolution of the Board, the School Leader shall have the authority to act for the school in any matter and the action of the School Leader shall be the action of the school. The School Leader may request direction with respect to any matter from the Board or from the President as provided in Article V Section 4. The School Leader shall be an ex officio member of the Governing Board and shall attend all meetings of the Board except as otherwise directed by the Board, but shall not be entitled to vote. The School Leader shall be hired by the Governing Board, shall account to and serve at the direction of the Board, and may be removed at any time, with or without cause, by an affirmative vote of the Board. The Board shall vote annually, no later than at its regular meeting in February, on whether to retain or remove the School Leader for the succeeding school year.

ARTICLE IX – BOOKS AND RECORDS

The school shall keep records as required by law, shall keep minutes of the proceedings of the Governing Board and all committees as required by law, and shall keep at its principal office a record of the names and addresses of the members of the Governing Board. To the extent required or permitted by law, all records of the school shall be public documents and shall be open to public inspection upon reasonable request. However, student records, personnel records, and any other record protected under privacy laws are excluded.

ARTICLE IX – CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1 – CONTRACTS: The Governing Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the school, and such authority may be general or confined to specific instances.

SECTION 2 – LOANS: Loans may be contracted on behalf of the school and evidences of indebtedness issued in its name when authorized by a resolution of the Governing Board. Such authority may be general or confined to specific instances.

SECTION 3 – CHECKS, DRAFTS, ETC.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the school shall be signed by such Officer or Officers, agent or agents of the school and in such manner as shall from time to time be determined by resolution of the Governing Board.

SECTION 4 – DEPOSITS: All funds of the school not otherwise employed shall be deposited from time

to time to the credit of the school in such banks, trust companies, or other depositories as the Governing Board may select.

ARTICLE X – INDEMNIFICATION OF CERTAIN PERSONS

SECTION 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 he is or was a Director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a Director, officer, partner, trustee, employee, or agent of any foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan ("Any Proper Person" or "Proper Person"), shall be indemnified by the corporation against expenses (including attorneys' fees), judgments, penalties, fines, (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement reasonably incurred by him in connection with such action, suit or proceeding if it is determined that he conducted himself in good faith and that he (i) reasonably believed, in the case of conduct in his official capacity with the corporation, that his conduct was in the corporation's best interest, or (ii) in all other cases (except criminal cases) believed that his conduct was at least not opposed to the corporation's best interests, or (iii) with respect to criminal proceedings had no reasonable cause to believe his conduct was unlawful. A person will be deemed to be acting in his official capacity while acting as a Director, officer, employee or agent of this corporation and not when he is acting on this corporation's behalf for some other entity.

No indemnification shall be made under this Section 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 his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. Further, indemnification under this Section in connection with a proceeding brought by or in the right of the corporation shall be limited to reasonable expenses, including attorneys' fees, incurred in connection with the proceeding. These limitations shall apply to Directors only and not to officers, employees, fiduciaries or agents of the corporation.

SECTION 2 - 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 these bylaws, against expenses (including attorneys' fees) reasonably incurred by him in connection with the proceeding without the necessity of any action by the corporation other than the determination in good faith that the defense has been wholly successful.

SECTION 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 in these bylaws. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.

SECTION 4 - GROUPS AUTHORIZED TO MAKE INDEMNIFICATION DETERMINATION

In all cases, except where there is a right to indemnification as set forth in these bylaws or where indemnification is ordered by a court, any indemnification shall be made by the corporation only as authorized in the specific case upon a determination by a proper group that indemnification of the Proper Person is permissible under the circumstances because he has met the applicable standards of conduct set forth in these bylaws. This determination shall be made by the Board of Directors by a majority vote of a quorum, which quorum shall consist of Directors not parties to the proceeding ("Quorum"). If a Quorum cannot be obtained, the determination shall be made by a majority vote of a committee of the Board of

Directors designated by the Board, which committee shall consist of two or more Directors not parties to the proceeding, except that Directors who are parties to the proceeding may participate in the designation of Directors for the committee. If a Quorum of the Board of Directors cannot be obtained or the committee cannot be established, or even if a Quorum can be obtained or the committee can be established but such Quorum or committee so directs, the determination shall be made by independent legal counsel selected by a vote of a Quorum of the Board of Directors or a committee in the manner specified in this Section or, if a Quorum of the full Board of Directors cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board (including Directors who are parties to the action).

SECTION 5 – COURT-ORDERED INDEMNIFICATION

Any Proper Person may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction for mandatory indemnification under these bylaws, including indemnification for reasonable expenses incurred to obtain court-ordered indemnification. If the court determines that the

Director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he met the standards of conduct set forth in these bylaws or was adjudged liable in the proceeding, the court may order such indemnification as the court deems proper, except that if the individual has been adjudged liable, indemnification shall be limited to reasonable expenses incurred.

SECTION 6 - ADVANCE OF EXPENSES

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation to Any Proper Person in advance of the final disposition of such action, suit or proceeding upon receipt of (i) a written affirmation of such Proper Person's good faith belief that he has met the standards of conduct prescribed in these bylaws; (ii) a written undertaking, executed personally or on his behalf, to repay such advances if it is ultimately determined that he did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment); and (iii) a determination is made by the proper group that the facts as then known to the group would not preclude indemnification.

SECTION 7 - LIMITATION

Any provision of this bylaw to the contrary notwithstanding the corporation shall not have authority to indemnify any person or entity if to do so would be contrary to Colorado law.

ARTICLE XI – INSURANCE

SECTION 1 - INSURANCE

By action of the Board of Directors, notwithstanding any interest of the Directors in the action, the corporation shall purchase and maintain insurance, in such scope and amounts as the Board of Director deems appropriate, on behalf of any person who is or was a Director, officer, employee, fiduciary, or agent of the corporation, or who, while a Director, officer, employee, fiduciary or agent of the corporation, is or was serving at the request of the corporation as a Director, 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, him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of these bylaws or applicable law.

ARTICLE XII – CONSTRUCTION

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

ARTICLE XIII – PROCEDURE TO AMEND THE BYLAWS

The Bylaws may be amended, altered or repealed and new Bylaws adopted, following the distribution of the proposed changes to all eligible voters not later than three days before the Board meeting at which the vote occurs. After such notice to eligible voters is given, the Bylaws may be amended upon the affirmative vote of a majority of the members of the Governing Board at a meeting called for that purpose. In matters requiring approval of the Douglas County School District, such amendment shall not be effective until such approval is obtained.

ARTICLE XIV – VIOLATION OF BYLAWS

Except as otherwise provided by law, any action taken in violation of these Bylaws shall be invalid and void ab initio, except that if the action is ratified in accordance with these Bylaws within ten days after notice of the violation is communicated to the President of the Board, the action shall be deemed to have been valid as of the date on which it was taken.

ARTICLE XV – REPEAL OF PRIOR BYLAWS

All Bylaws of the school and amendments thereto, other than the foregoing, are hereby repealed.

CERTIFICATE

I hereby certify that the foregoing Bylaws constitute the Bylaws of Academy Charter School, adopted by the Governing Board thereof as of July 15, 2017.

Scott Buchler
Governing Board President