JAMES MADISON CHARTER SCHOOL
Board of Directors

BYLAWS

ARTICLE I
NAME AND FISCAL YEAR

Section 1.1 – Name: The name of the Charter School is James Madison Charter Academy (JMCA). The board of directors of JMCA shall be referred to as the "Board of Directors."

Section 1.2 – Fiscal Year: The fiscal year of JMCA shall coincide with the fiscal year of Widefield School District #3.

ARTICLE II
BOARD OF DIRECTORS

Section 2.1 – General Powers: The business and affairs of JMCA shall be managed by its Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, the articles of incorporation or these bylaws.

Section 2.2 – Number and Qualifications: JMCA shall have a Board of Directors consisting of seven members. Composition will be as follows:

- 4 members – Parents of students enrolled in the school at the time of the elections.
- 1 member – An at-large member who may reside within or outside of the district. May also be a parent of an enrolled student.
- 1 member – A teacher representative (no voting rights).
- 1 member – The current principal of the school (no voting rights except as specified in these bylaws).

No employees and only one parent/legal guardian per family may sit on the board. The principal and teacher representative serve as advisors to the board. The principal may vote only in the event of a tie.

Section 2.3 – Terms: All Board member terms will be for two years. Every even year, there will be an election for two board positions, every odd year there will be an election for three positions on the Board. The teacher representative will change annually.

Section 2.4 – General Powers and Duties: The Board of Directors shall manage the property, business and affairs of JMCA. Without limiting the generality of the foregoing, the Board of Directors may exercise all such powers of JMCA as are permitted by state and federal law, those not specifically retained by Widefield School District #3 School Board, by Charter Contract, and these bylaws.

Section 2.5 – Attendance: Attendance at work sessions and Board of Directors meetings is mandatory. Missing two regularly scheduled meetings in any calendar year without prior approval of the president of the Board is grounds for immediate dismissal from the Board of Directors. Any member who misses three regularly scheduled meetings will be dismissed from the Board regardless of prior approval.

Section 2.6 – Compensation: Members of the Board of Directors shall receive no compensation for their services as members of the James Madison Charter Academy Board of Directors.

Section 2.7 – Resignation and Removal: A member of the Board of Directors may resign at any time by giving written notice to the president or secretary of the Board of Directors. Such resignation shall take effect at the time specified in the written notice, and unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Parents may remove Board members as follows:

- A petition asking for the removal of the Board member must be submitted to the Board in writing and must contain signatures of at least 50% of the voting population, as specified in Section 3.3 herein.
- A hearing will be scheduled within 30 days in which both sides will be allowed to present their case.
- Those present at the hearing who are voting members will vote and the majority will determine whether or not the Board member will remain.

Board members who are convicted of a felony or whose child leaves JMCA will be removed immediately.

Section 2.8 – Notice: Notice of each meeting of the Board of Directors stating the place, day and time of the meeting shall be given to each director at least one day prior thereto by personal delivery of written notice, by telephone, E-mail, telegraphic or facsimile notice (and the method of notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If telegraphed, such notice shall be deemed to be given when the telegram is delivered to the telegraph company. If transmitted by telex, E-mail or facsimile, such notice shall be deemed to be given when the transmission is completed. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting unless otherwise required by statute.

Section 2.9 – Waiver of Notice: Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, which objection must be noted in the minutes of the meeting.

Section 2.10 – Presumption of Assent: A director of James Madison Charter Academy who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 2.11 - Quorum and Voting: A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

Section 2.12 – Rules of Order: The meetings of the Board of Directors shall be governed by *Robert's Rules of Order, Newly Revised* (most current version).

Section 2.13 – Board Members Conflicts of Interest:
Section 2.13.1 - Board members 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. Further, any Board member in a conflict situation will not vote on the matter or attempt to influence the decisions of any Board members in voting on the matter. The written disclosures will be attached to the minutes of the meeting in which Board action occurred relating to the matter disclosed.

Section 2.13.2 – A board member nor his/her spouse or other immediate family members may not serve on any decision-making or advisory entity of JMCA.

ARTICLE III
NOMINATIONS AND ELECTIONS

Section 3.1 – Nominations: Any person eligible to serve as a Board member under section 2.2, if not disqualified by virtue of having pled guilty to, or been convicted of, an offense against the laws of the federal government or State of Colorado involving sexual conduct or domestic violence, may nominate himself/herself for election to an open position. Self-nomination shall be in writing and deposited with the JMCA principal during normal school hours anytime during a period between 30 calendar days and 5 business days prior to the scheduled election.

Section 3.2 – Elections: Elections of Board members will be held annually during the third week of May and prior to the May Board meeting, or the first week of October and prior to the October Board meeting. At this time, eligible voters may also vote on other issues that have been determined to require parental approval by the Board. Vote shall be by secret ballot and a representative of District #3 shall assist in tallying the votes. In case of a tie, the Board of Directors will vote on the individuals affected in the tie. Any person wishing to contest the election process or procedures must address a written complaint using the grievance form. The grievance will be handled as outlined in the grievance policy.

Section 3.3 – Eligible Voters: Voters will be allowed one vote per family (parent or legal guardian). All families who have a child attending the school at the time of the election will be eligible to vote in the election. Voters will sign a roster of eligible voters at the time of the election. Home ballots will be provided the day prior to the election and treated like absentee ballots. Such ballots will be counted if returned on election day, with a completed signature sheet. In cases where more than one person can vote(i.e., parents, step-parents), the first to arrive to the voting location will be the vote that is tallied for the student. There will be no proxies.

Section 3.4 – Vacancies: In the event of a vacancy of a Board position, the following procedures will be followed:

- If the vacancy occurs before the mid-point of the term, a new election will be held for that position and the elected member will serve for the remainder of the original term.
- If the vacancy occurs after the mid-point of the term, volunteers will be asked to apply for the position and the Board will select a replacement. The principal will resolve any tie. Any other votes resulting in a tie prior to the position being filled will be tabled until such time as the Board once again has five members. All vacancies shall be filled within 60 calendar days.

ARTICLE IV
MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1 – Meetings: The Board of Directors will meet at least once per month to discuss JMCA operations, consider policy changes, and hear reports and updates from Board members, school administration and committees. They will also consider requests and concerns from parents, students and teachers. All actions taken by the Board of Directors will require a majority vote in open session. If a meeting is cancelled due to circumstances beyond the control of the Board, the meeting will be rescheduled for the following Monday evening or as soon as feasible.

Section 4.2 – Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the president of the Board, or two or more directors for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional special meetings. Notice to the general public and school community of such special meetings shall take place in accordance with Colorado law, by posting date and time on the JMCA website and in the front window of the building, nearest to the front doors.

Section 4.3 – Telephone Meetings: Board members may participate in executive sessions by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

Section 4.4 – Notices: Notice, including agenda information, of any meeting of the Board at which the adoptions of any proposed policy, position, resolution, rule, regulation, or formal action occurs or at which a majority or quorum of the Board is or expected to be in attendance, will be posted at a location designated by the Board at least 72 hours (three business days) in advance in a designated location visible to the public.

Section 4.5 – Minutes: Approved minutes of all public Board meetings will be prepared and filed in the office of JMCA and on the JMCA website within five business days of the conclusion of the meeting. All meetings will be recorded and a copy of this recording will be available to parents within a reasonable amount of time. Both the business manager and the Board secretary will hold a copy of approved minutes.

Section 4.6 – Executive Sessions: All regular and special meetings of the Board shall be open to the public, except that, upon a vote of the majority of the members present, an executive session must be held to discuss any one or more of the following:

- Attorney-client matters
- Acquisition or sales of property
- Contract proposals or negotiations of same
- Sensitive personnel matters
- Student discipline matters

The motion requesting executive session shall state the nature of the matter to be discussed. Only persons invited by the Board may be present during executive sessions. The Board shall not make final policy decisions, nor shall any resolution, rule, regulation or formal action or any action approving a contract or calling for the payment of money be adopted or approved at any session which is closed to the general public. Matters discussed during executive sessions shall remain confidential among those attending. The secretary of the Board shall maintain topical minutes of all executive sessions.

ARTICLE V
OFFICERS OF THE BOARD OF DIRECTORS

Section 5.1 – Officers: The officers of the Board of Directors of JMCA shall include President, Vice-President and Secretary~~.~~

Section 5.2 – Election and Term: Officers will be elected at the first meeting of the Board after the election and shall serve until the meeting following the next annual election.

Section 5.3 – Vacancies: Any vacancy among the Officers shall be filled by the Board from among its members. Any officer assuming a vacant officer position shall serve for the remainder of the term of his predecessor in office.

Section 5.4 – President: The president shall preside at all meetings of the Board, have general charge of all business of the Board, and shall see that all orders, resolutions, and policies of the Board of Directors are carried into effect. The president shall execute contracts, 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 Board of Directors to some other officer or agent of JMCA. In general, the president shall perform all duties and may exercise all rights as are incident to the office of the president of the Board of Directors and such other duties as may be prescribed by the Board or these bylaws.

Section 5.5 – 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 from time-to-time may be assigned by the president or by the Board.

Section 5.6 – Secretary: The secretary shall keep full minutes of all meetings of the Board of Directors 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. The secretary also shall oversee the budget and budgetary matters.

ARTICLE VI
COMMITTEES OF THE BOARD

Section 6.1 – Standing Committees: There will be one standing committee of the Board of Directors: The School Accountability and Advisory Committee (SAAC).

Section 6.2 – School Accountability and Advisory Committee: This committee is a permanent standing body dedicated to fulfilling the requirements of state law and district policy regarding accountability and advice. The committee will review CMAS results and make suggestions regarding school improvement plans. The purpose of the SAAC is to provide accountability and advice on issues affecting students at JMCA. The SAAC will make recommendations regarding changes in policy, as well as school goals and objectives to the Board of Directors. The SAAC will be tasked to develop and administer a climate survey of the parents of enrolled students on a biennial basis. The SAAC shall report its findings from any such surveys to the Board of Directors. The SAAC shall function in accordance with its own set of bylaws. The committee shall be comprised of parents, teachers, principal, community members, and a member of the Board of Directors. SAAC will be comprised of members who represent the demographics of the school.

Section 6.3 – District Accountability and Advisory Committee (DAAC): One member of the Board members, residing in WSD3 boundaries, will serve as the school representative to the DAAC.

Section 6.4 – Other Committees: The Board of Directors may appoint any ad hoc committees deemed necessary to conduct its operations and the chairpersons of those committees shall report directly to the Board.

Section 6.5 - Other Board-Created Entities: The Board of Directors shall create any other entities that it deems necessary to conduct the operations of the school such as foundations, etc. These entities shall be subject to audit by Widefield School District #3 in the same manner as the school itself.

ARTICLE VII
THE PRINCIPAL

The principal shall serve as the chief administrator of JMCA and shall be responsible for the day-to-day operations, as well as for such other services and duties as shall be assigned by the Board of Directors. The principal shall be appointed by the Board and may be removed by a vote of the majority of the Board, with or without cause, whenever, in the judgment of the Board, the best interests of JMCA are served by such action.

ARTICLE VIII
CONTRACTS AND GRANTS

Section 8.1 – <u>Contracts</u>: The Board may only enter into contracts or execute and deliver an instrument in the name of JMCA by way of a majority vote in open session.

Section 8.2 – <u>Grants</u>: The Board may only accept on behalf of JMCA any contribution, gift, grant, bequest, or device for the general purpose or special purpose of JMCA by way of a majority vote in open session.

Section 8.3 - <u>Professional Assistance</u>:

a. The Board may retain an attorney for legal counsel and services in the affairs of the school. Legal counsel serves at the pleasure of the Board and is compensated for services as determined by the Board.
b. The Board may employ such other professional assistance as it deems necessary for the welfare of the students and employees, and for the operation of the school.

ARTICLE IX
INDEMNIFICATION

No officer or member of the Board of Directors shall be personally liable for any obligations of the organization or for any duties or obligations arising out of any acts or conduct of said officer or member performed for or on behalf of JMCA. JMCA shall and does hereby indemnify and hold harmless each person and their heirs and personal representative who shall serve at any time hereafter as member or officer of JMCA, from and against any and all claims, judgments and liabilities to which such persons shall become subject by reason of either heretofore or hereafter serving as a director or officer of the Academy, or by reason of any action alleged to have been heretofore or hereafter taken or refrained from by any such director or officer, and shall reimburse each such for legal and other expenses reasonably incurred in connection with the defense of any such claim or liability; including the power to defend such person from all suits or claims as provided for under the provisions of the Colorado Nonprofit Corporation Act or the corporation code of any state in which the Academy transacts business; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of such person's own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of JMCA to indemnify or reimburse such person in any proper case, even though not specifically herein provided. JMCA, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment or in refusing to do so in reliance upon the advice of counsel. The indemnification herein provided shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any bylaw, agreement, vote of directors or otherwise, both as to action in an official capacity and as to such person who has ceased to be a member of the Board of Directors, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of such persons.

ARTICLE X
INSURANCE

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

ARTICLE XI
AMENDMENT OF THE BYLAWS

The bylaws may be amended, altered or repealed and new bylaws adopted by a majority vote of present voting members at an open meeting.