

**PEAK TO PEAK CHARTER SCHOOLS, INC.  
SECOND AMENDED BYLAWS**

December 2, 2004

## **SECTION 1**

### **Name**

- 1.1 The corporation shall be named Peak to Peak Charter Schools, Inc., and be referred to as the “Corporation” or “School” or “Peak to Peak.”
- 1.2 The governing body of the School shall be the Board of Directors.

## **SECTION 2**

### **Purpose**

- 2.1 The School shall have the mission of providing broad access to an exemplary kindergarten through twelfth grade liberal arts, college preparatory education.
- 2.2 Peak to Peak intends to operate as a public Charter School as defined in C.R.S. 22-30.5-102. Once its Charter is granted, it will function as a nonprofit corporation claiming sovereign immunity under C.R.S. 22-30.5-104(4).
- 2.3 The Board of Directors shall have the purpose of administering and governing the charter school in a manner agreed to by the School and the Boulder Valley Board of Education [C.R.S. 22-30.5-104(4)]. The Board of Directors is responsible for the operation of the school, including but not limited to, preparation of the budget, contracting for services, and personnel matters [C.R.S. 22-30.5-104(7)(a)].
- 2.4 All money raised, after payment of related expenses, shall be utilized in support of the school. The Board of Directors shall allocate resources to the School at its sole discretion.

## **SECTION 3**

### **Membership**

- 3.1 The parents or legal guardians of a child enrolled at Peak to Peak, Peak to Peak faculty, staff and administration, and the Peak to Peak Board of Directors shall constitute the membership of Peak to Peak Charter Schools, Inc. Each family unit will have one vote per child attending Peak to Peak at the time of the vote. Each current member of the Peak to Peak faculty, staff or administration will have one vote due to being an employee of the school, in addition to any votes they may have due to being part of a Peak to Peak family unit. Lastly, any current member of the Peak to Peak Board of Directors who does not have a child enrolled at Peak to Peak will have one vote.

3.2 The role of a member shall include:

- a. attending general meetings;
- b. staying informed on school issues by reading the school's newsletters and communications;
- c. electing the members of the Board of Directors;
- d. communicating opinions to the Board of Directors; and
- e. serving/participating in volunteer roles whenever possible.

3.3 As a public school, Peak to Peak will conform to State and Federal statutes for non-discrimination in its admission policies.

## **SECTION 4**

### **Membership Meetings**

- 4.1 There shall be at least one general membership meeting of Peak to Peak each year.
- 4.2 A general meeting shall be held in the spring of each year and shall be known as the Annual Meeting for the purpose of receiving a report from the Board of Directors and committees and other information exchange. Public notification shall be given at least seven days prior to the meeting.
- 4.3 Special meetings, such as a Board of Directors' candidate forum, may be called by the Board of Directors. The purpose of the meeting shall be stated and at least seven days public notice shall be given.
- 4.4 Except as provided in Amendments (section 8) of these Bylaws, general membership meetings are primarily informational; business matters requiring a vote are the domain of the Board of Directors.
- 4.5 Meetings shall be held at the school or a location specified by the Board of Directors.
- 4.6 Minutes of such meetings shall be kept by the Secretary.

## **SECTION 5**

### **Board of Directors**

- 5.1 The Board of Directors shall govern the affairs of Peak to Peak Charter Schools, Inc. and shall be responsible for governing the school according to these Bylaws.
- 5.2 The Board of Directors shall consist of the following:
- a. Voting Members
    - 1. The Board of Directors shall consist of seven voting members.
    - 2. At least four of the voting members shall be parents of a child enrolled at Peak to Peak.
    - 3. No voting member of the Board shall receive compensation for their role as a member of the Board or as a member of a standing committee overseen by the Board.
  - b. Non-voting members
    - 1. The Principal of the school or his/her designee shall serve as a non-voting member of the Board.
    - 2. The Director of Operations of the school or his/her designee shall serve as a non-voting member of the Board.
    - 3. The Executive Director of the school or his/her designee shall serve as a non-voting member of the Board.
- 5.3 Terms of Office
- a. Board members shall be elected for three-year terms.
  - b. Board members (four) elected in 2004 would serve two-year terms. Board members (three) elected in 2005 would serve three-year terms. In 2006 two Board members would be elected to one-year terms and two would be elected to three-year terms. In 2007 and thereon, all elections would be for three-year terms.
  - c. Board members may run for re-election.
- 5.4 Duties and Powers
- a. To elect officers from the Board members to serve as President, Vice-President, Treasurer, and Secretary;
  - b. To set policy, in accordance with the Peak to Peak mission, goals, and educational program, necessary for the orderly day-to-day operation of the school;
  - c. To set a budget for each school year based on the Boulder Valley School District's ("District") funds allocated to the school;
  - d. To create a Budget Committee, a Hiring/Organizational Development Committee, an Accountability Committee, and other committees as needed;
  - e. To design personnel selection procedures and job descriptions consistent with legal requirements, to be used by the Hiring/Organizational Development Committee;
  - f. To hire and terminate staff members in accordance with District, State, and Federal guidelines;
  - g. To promote enrollment in the school;

- h. To determine any fees due from students in accordance with District, State and Federal guidelines;
- i. To assess performance on standardized tests, and evaluate and recommend other assessments as required;
- j. To select at least one voting Board member, in addition to the Principal, to serve on the Hiring/Organizational Development Committee;
- k. To select one Board member to serve on the Accountability Committee;
- l. To select one Board member to serve as liaison with the BVSD Board of Education and the District administration;
- m. To regularly attend Board meetings or be subject to removal from his/her position by a vote of the Board after four consecutive, unexcused absences from such meetings;
- n. To fill, by majority vote, any vacancies that may occur on the Board of Directors until the next regular election.
- o. To serve on or as a liaison to at least one standing committee.
- p. To appoint non-voting Board members.

## **SECTION 6**

### **Duties of the Officers of the Board of Directors**

- 6.1 The President shall preside at all meetings of the Board of Directors, prepare and distribute an agenda for all meetings, coordinate the work of the officers of the Board, chair the Annual Meeting, and act as the official representative of the Board to the school community.
- 6.2 The Vice-President shall perform all duties of the President in his/her absence, and assist the President as necessary.
- 6.3 The Treasurer shall be responsible for all funds and securities of the School, have final responsibility for the financial statements of the School, serve as a member of the Budget Committee, and ensure that any grant monies received are expended consistently with the terms of such grants.
- 6.4 The Secretary shall keep a record of all minutes of the Board of Directors and general membership meetings, distribute copies of the minutes to the Board of Directors, and keep and make available to the public copies of the minutes and all written committee reports, and keep the Corporate Seal.

## **SECTION 7**

### **Elections**

#### 7.1 Nominations for the Board of Directors

- a. A ballot of candidates for the Board shall be prepared in March by a Nominating Committee consisting of no fewer than three members, with the majority of the committee members not concurrently serving as members of the Board of Directors.
- b. The Nominating Committee shall solicit nominations from the membership for candidates for the Board.
- c. The Nominating Committee shall prepare a ballot consisting of those nominated to be candidates.
- d. A petition for a nominee signed by a minimum of 10% of the members shall automatically place that nominee on the ballot as a candidate.

#### 7.2 Elections for the Board of Directors

- a. Members of the School shall vote for candidates for members of the Board in the spring of each year by secret ballot.
- b. Members may vote for as many candidates as there are vacancies to be filled.
- c. Election of the members of the Board will be determined by a plurality of the votes cast.
- d. To provide continuity of leadership, newly elected Board members will attend as non-voting members until they formally assume their duties as Directors.
- e. The term of office will be from June 1 to May 31.
- f. The Nominating Committee will run all elections for the Board and tabulate results, which they shall certify to the Board at the first Board meeting following the conclusion of the election.

#### 7.3 Recall of a Member of the Board of Directors

- a. The recall election process shall be initiated when the Board of Directors is presented with a petition stating the Board Member's name, the reason for removal, the name(s) of the person(s) responsible for the petition, and the signatures of 10% of the voting membership no less than 14 days prior to the next regularly scheduled Board meeting and no less than 4 months prior to the expiration of the term of office of the Board Member on the petition.
- b. So as to prevent interference with the learning environment, such petitions may not be solicited on school grounds from one hour before until one hour after normal school hours.
- c. Once the Board of Directors receives a valid petition, the Board will be compelled to add the petition as an item on the agenda at the next regular Board meeting.
- d. If, after the petition is discussed at the Board meeting, it is not withdrawn, the Board will hold a Special Election conforming to Section 7 (Elections) of the bylaws one month after the Board meeting. The ballot will state the Board Member's name, the reason for removal, the name(s) of the person(s) responsible for the petition, and will

- ask whether or not the Board Member in question shall be removed or retained. The ballot will also include the names of replacement candidates.
- e. In order for the Board Member to be removed, the ballot must meet the same requirements as for adding an amendment (Bylaws Section 10.5).
  - f. In the event a Board Member is successfully removed, the vacancy will be filled from the replacement candidates as provided for in Section 7 (Elections).
  - g. Unethical or illegal conduct shall be grounds for immediate removal from the Board whether or not such conduct occurs while acting in the capacity of a Board member, subject to a majority vote of the remaining Board members.

## **SECTION 8**

### **Agenda Format of Meetings and the Decision Process**

#### 8.1 Regular Meetings of the Board of Directors

- a. Regular meetings of the Board shall be held at least once per month.
- b. Meetings are open to the public, and notice of all meetings of the Board shall be given by posting in a designated public place at least 24 hours in advance, in accordance with Colorado's Open Meetings Law [C.R.S. 24-6-40].
- c. Executive sessions shall be held only at posted regular or special meetings for the sole purpose of discussing personnel, legal, real estate, and other limited matters, in accordance with state law [C.R.S. 24-6-402 (4)].

#### 8.2 Quorum

- a. At any meeting of the Board, a majority of the voting Board members shall constitute a quorum for the transaction of business.
- b. When a quorum is present, the affirmative vote of a majority of the voting Board members present will decide any question, except when a larger vote is required by these Bylaws.
- c. A tie vote of the Board constitutes a failure of that item to pass.

#### 8.3 The agenda format for all meetings of the Board of Directors and committee meetings shall be: call to order, roll call, approval of minutes, public input, report by the President, report by the Principal, committee reports, old business, new business, Board member concerns, adjournment.

#### 8.4 The rules of Robert's Rules of Order, Revised, shall govern procedures in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any Special Rules of Order that the Board of Directors may adopt.

## **SECTION 9**

### **Standing Committee Responsibilities**

- 9.1 Standing Committee members shall be responsible for gathering information, exploring options, reporting on progress made toward meeting goals, and bringing recommendations to the Board of Directors for discussion and action.
- 9.2 All committees shall consist of parent volunteers and any interested community member or Peak to Peak administrative staff or faculty member.
- 9.3 Standing Committees requiring a Board Member
- a. The Hiring Committee shall be responsible for recruiting and recommending, based on selection procedures and job descriptions approved by the Board. candidates for the positions of Principal and staff and faculty members of the School.
  - b. The Accountability Committee shall be responsible for the following tasks:
  - c. To make recommendations for assessment of the educational program, student achievement, and staff, parent and student satisfaction;
  - d. To make recommendations for establishing goals and a plan for improvement based on the needs assessment and consistent with the mission and goals of the school;
  - e. To monitor the progress made toward meeting the improvement goals;
  - f. To solicit input from staff, parents, and students during all phases of assessment, plan development, implementation and evaluation; and,
  - g. To submit an annual report to the Board of Directors and the District, and make it available to the public.
  - h. The Budget Committee shall be responsible for developing and submitting an annual balanced budget to the Board of Directors for approval.
- 9.4 Other standing committees shall include, with approval of the Board, Communications, Outreach, Curriculum, Enrollment and Registration, Facilities, Fundraising, Grant Writing, Scheduling, Social, Transportation, Technology, and Volunteer Coordination.



## **SECTION 10**

### **Amendments**

- 10.1 The mission, or goals of Peak to Peak may be altered, amended or repealed and a new mission or goals may be adopted only by vote of the general membership. Sections 3.1, 3.2, 4.1, 4.3, 4.6, 5.1, 5.2, 5.3, 5.4(b), 5.4(c), 5.4(e), 5.4(f), 5.4(h), 5.4(m), 5.4(n), 6.3, 6.4, 7.1, 7.2, 8.1, 8.2, 10.1, 10.2, 10.3, 10.4, and 10.5 of these Bylaws may be altered, amended or repealed only by vote of the general membership. The proposed amendment must be published at least thirty days prior to any vote of the membership.
- 10.2 The Peak to Peak Board of Directors may pass a resolution proposing an amendment pursuant to 10.1 and shall submit such proposed amendment to a vote of the membership.
- 10.3 Any member may propose an amendment pursuant to 10.1 by providing the Board with a proposed amendment signed by at least 10% of the membership.
- 10.4 Voting by the general membership of Peak to Peak pursuant to 10.1 shall be by ballot and returned in person, by mail or electronically.
- 10.5 In order for any amendment pursuant to 10.1 to take effect, at least 66% of cast ballots must be in favor of the amendment, and at least 30% of the membership must have cast valid ballots.
- 10.6 If any section of these Bylaws is found to be in violation of school district, State of Colorado or Federal guidelines or law, that section shall be rendered invalid, but the remaining Bylaws shall remain in force as though such invalid section were not part of these Bylaws.

## **SECTION 11**

### **Contracts, Loans, Checks and Deposits**

- 11.1 Contracts. The Board of Directors 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. Such authority may be general or confined to specific instances.
- 11.2 Loans. No loans shall be contracted on behalf of the School and no evidences of indebtedness shall be issued in its name unless authorized by a vote by the Board of Directors. Such authority may be general or confined to specific instances. This language should not be construed to mean that the School cannot issue purchase orders or pay for approved expenditures in the ordinary course of business.
- 11.3 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 be from time to time be determined by resolution of the Board of Directors.

11.4 Deposits. All monies received by the School must be deposited into a bank or other financial institution. All funds of the School not otherwise employed shall be maintained on deposit to the credit of the School in such banks, trust companies or other depositories as the Board of Directors may select.

## **SECTION 12 Fiscal Year**

The fiscal year of the School shall begin on the 1<sup>st</sup> day of July and end on the 30<sup>th</sup> day of June of each year.

## **SECTION 13 Corporate Seal**

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon "Peak to Peak Charter Schools, Inc." and the words "Corporate Seal."

## **SECTION 14 Waiver of Notice**

Unless otherwise provided by law, whenever any notice is required by any Board of Directors member under the provisions of these Bylaws or under the provision of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **SECTION 15 Use of Assets and Dissolution**

15.1 As a not-for-profit corporation, no member or officer may be unduly enriched from assets of the corporation. All assets are held solely for the support of the School.

15.2 Upon dissolution of Peak to Peak, all corporate assets will be disposed of as stated in the Articles of Incorporation.

## **SECTION 16 Offices**

The principal office of the School in the State of Colorado shall be located at 800 Merlin Street, Lafayette, Colorado 80026. The School may move this office and/or have other offices as the Board of Directors may require from time to time.

**IN WITNESS WHEREOF**, the undersigned has hereunto set the official hand of the Corporation this 2<sup>nd</sup> day of December, 2004.

PEAK TO PEAK CHARTER SCHOOLS, INC., a  
Colorado Nonprofit Corporation

By \_\_\_\_\_

Sheryl Shafer, President  
Peak to Peak Board of Directors

By \_\_\_\_\_

Carolyn Jannsen, Secretary  
Peak to Peak Board of Directors