



COLORADO LEAGUE of
CHARTER SCHOOLS
focus on achievement

**BYLAWS OF THE
COLORADO LEAGUE OF CHARTER SCHOOLS**
Revised February, 2014

ARTICLE I. VISION AND MISSION

The Colorado League of Charter Schools' vision is for all Colorado students to have access to high-quality, publicly-funded school options.

The Colorado League of Charter Schools' mission is to improve student achievement by supporting Colorado's charter schools, positively reshaping the public school landscape, and advancing opportunities for innovation and expanded high-quality public school choice.

ARTICLE II. MEMBERS

SECTION 1. MEMBERS

- a. The League of Charter Schools shall have two classes of Members:
 - 1) "Member Schools" applies to schools that have received charters, and comply with membership requirements set by the Board of Directors ("Board"), including payment of dues. A school qualifies as a charter school upon opening. A single corporation that operates multiple campuses will be one "Member School" for purposes of these bylaws.
 - 2) "Associate Members" are individuals or organizations that apply for membership and comply with the membership requirements, including payment of dues, if any, as established by the Board. The Board may establish different classes or categories of associate membership from time to time. One class of Associate Members, at all times, shall be individuals or groups who are proposing or establishing charter schools.

- b. Any question or dispute regarding membership may be brought before the Board, which, after notice and an opportunity to be heard by any affected party, may decide a membership question by majority vote.

SECTION 2. REPRESENTATION. The governing structure of each Member School shall be responsible for designating, from time to time, one person (a “Representative”) who is authorized to represent the Member School on any matter described in these Bylaws. The Representative shall be an employee or Director on the governing board of such Member School. In designating its Representative, each Member School shall identify the one regional Branch and one or more interest Branches in which the Representative will vote or participate on a non-voting basis, consistent with Section 3(b), below. A Member School may change their designated Representative or the regional branch and interest branches in which such Representative will vote or participate at its discretion; however, such change will not be deemed effective until written notice is received by the Board President.

SECTION 3. MEMBERSHIP BRANCHES AND MEMBERSHIP COUNCIL

- a. The Board shall from time to time form Branches representing regional or interest groupings of Member Schools. The organization and activities of each Branch shall be governed by a charge from the Board. The Board may specify such Branches and, from time to time, dissolve, reorganize, reduce, or add to the recognized Branches.
- b. A Representative may participate in no more than one regional Branch. A Representative may participate in as many interest Branches as are appropriate to the Member School’s mission. A Representative may vote in no more than one regional and one interest Branch, provided that the Representative of a Member School that operates more than one school campus may participate as a voting participant in up to two interest branches.
- c. Each Branch shall designate a representative to the Membership Council using a process determined by the participants in such Branch.
- d. The Membership Council shall meet at least once per annum. The Chair or President may call a Membership Council Meeting and the President shall preside at such meeting.

- e. A majority of the Membership Council shall constitute a quorum and a majority of a quorum shall be able to take action for the Membership Council.
- f. The Membership Council may, by majority vote, recommend resolutions on any issue to the Board or to any League committee.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. PURPOSE

Section 1.1. . The business, affairs and property of the League shall be managed and controlled by the Board of Directors, and all corporate powers shall be vested in and exercised by the Board, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. The responsibilities and functions of the Board of Directors shall include:

- (a) Interpreting the League's purposes and objectives as set forth in the Articles of Incorporation and these Bylaws, and developing policies for its effective operations;
- (b) Assuring that programs and activities are directed toward the accomplishment of the objectives of the League;
- (c) Approving the organizational structure of the League and the general areas of responsibility and authority of executive and administrative personnel;
- (d) Electing officers of the League, fixing their duties and approving the general areas of their responsibility and authority;
- (e) Approving Bylaws of any auxiliary groups;
- (f) Overseeing the solvency and financial stability of the League;
- (g) To the extent not otherwise prohibited or limited by the Articles of Incorporation or these Bylaws, authorization of any officers to enter into contracts or execute and deliver any instruments in the name of and on behalf of the League;
- (h) Annually, evaluating the President of the League;

- (i) Periodically evaluating the operations of the League; and
- (j) Assume leadership roles within the League, while also maintaining their leadership roles in the greater education community

SECTION 2. NUMBER OF AND CLASSES OF DIRECTORS

- a. The number of Directors shall be between seven and fifteen, as determined by the Board, provided that should the number of Directors fall to fewer than seven, the Board may take any action by unanimous vote of a number of Directors greater than or equal to a majority of the remaining Directors.
- b. The two classes of directors eligible to serve on the Board will be School Directors, and At Large Directors.
- c. School Directors must represent a school in good standing and deemed to be a quality charter school as determined by the Board.
- d. No School may have more than one Director at any one time serving on the Board.
- e. There will be a balanced composition of School and At Large Directors as determined by the needs identified by the Board.
- f. At Large Directors will be identified using skills, experience and other characteristics as identified by the Board.

SECTION 3. TERMS

- a. Board positions of each class are three-year terms.
- b. All Director's terms begin upon appointment or election.
- c. Directors may serve no more than two consecutive three-year terms.

SECTION 4. APPOINTMENT AND ELECTION OF BOARD OF DIRECTORS

- a. Nominating Committee
 - 1) There shall be a Nominating Committee composed of three to five Directors appointed by the Chair. The Chair shall serve as chairperson of the Nominating Committee, unless his/her term expires during the current fiscal year in which case the Chair shall appoint another Director not up for re-appointment or re-election to serve as chairperson of the Nominating Committee.

- 2) The Nominating Committee shall solicit potential candidates to serve as School Directors and At Large Director candidates, as well as identify and encourage potential candidates that satisfy identified needs of the Board.
- 3) The Nominating Committee shall present recommendations to the Membership Council for School Directors no later than 30 days prior to a meeting of the Membership Council at which a director or directors are to be elected.
- 4) The Nominating Committee shall present recommendations to the Board for At Large Directors no later than 30 days prior to the expiration of any At Large Director term or 60 days after a vacancy is created.

b. School Director Election

- 1) School Directors shall be elected at a meeting of the Membership Council called for that purpose. At least one such meeting shall be called annually on a date established at least 90 days in advance. Meetings to fill vacancies, and for other purposes, may be called on no less than 30 days' notice. Approximately one-third of the total number of School Directors shall be elected every year.
- 2) Any person nominated by the Nominating Committee is eligible to serve as a School Director. Persons not nominated by the Nominating Committee may be nominated by any branch. A branch nomination must be designated to the League office no later than 45 days prior to the annual meeting at which election of School Director is to take place.
- 3) The name of all nominees for School Director positions shall be placed on an official ballot, also indicating the number of available positions. The candidates receiving the highest number of votes are elected to the available positions. Each school will have as many votes as there are vacancies. Modified cumulative voting will be allowed.
- 4) If there is a tie for the last vacancy on the Board, a run off ballot will be conducted between those candidates.
- 5) The tabulation of the ballots will be conducted by an officer of the Board not up for reelection and the President of the League.

b. At Large Director Appointment

- 1) At Large Directors whose terms will expire or any other interested person who wishes to be considered for an at-large seat may submit

- his or her name in writing to the Nominating Committee at any time.
- 2) Individuals seeking At Large Director seats may also be nominated by petition. Such nominations require the written support of one-third of all Branches, and must be presented to the Nominating Committee at least one week prior to a meeting of the Board at which At-Large Directors are to be appointed.
 - 3) At Large Directors may be appointed by the affirmative vote of a majority of all Directors then in office and may begin to serve on the Board immediately.

SECTION 5. MEETINGS

- a. The Board shall meet at least four times a year, once following the annual convention and the others spaced throughout the year.
- b. Special meetings of the Board may be called by the Chair, the President, or any four Directors. The person or persons authorized to call such meetings must notify all Directors of the meeting by fax, or email at least 48 hours in advance of the meeting.
- c. Meetings may be held by tele-conferencing, interactive computer linkages, or other means that allow Directors to communicate and vote.
- d. Except when another rule of decision is specifically provided in these bylaws or by law, a majority of the Directors then in office shall constitute a quorum for the transaction of business and action taken by a majority of a quorum shall be an act of the Board. In a meeting held by electronic means, two-thirds of the Directors then in office shall constitute a quorum.
- e. The Chair shall notify all Members of the League about the regular meeting schedule. An updated version of the Board's meeting schedule shall be maintained on its website for review by Members. Meeting agendas shall be posted on the League's website at least 48 hours prior to each Board meeting. Members are encouraged to attend and participate in Board meetings.
- f. Any Director who misses three consecutive regular or special meetings of the Board, without an approved excuse for absence, may be deemed by the Board to have resigned. Discretion to excuse an absence is vested in the Chair.

SECTION 6. INFORMAL ACTION BY DIRECTORS:

- a. Any action required or permitted to be taken by the Board may be taken without a meeting if three-fourths of all Directors then in office shall

individually or collectively consent in writing to such action.

SECTION 7. VACANCIES

- a. A School Director vacancy shall exist upon the occurrence of any one of the following events prior to the expiration of the Director's term:
 - 1) A Member School withdraws its support in writing from the Director who represented that School.
 - 2) If Director submits a written resignation to the Board. Acceptance of such resignation is not necessary to make it effective.
 - 3) If for any reason the Member School of the Director who represented that School ceases to be an active Member.
 - 4) By vote of 3/4ths of the Membership Council, the Director is, with or without cause, removed.

- b. An At Large Director vacancy shall exist upon the occurrence of any one of the following events prior to the expiration of the Director's term:
 - 1) The Director submits a written resignation to the Board. Acceptance of such resignation is not necessary to make it effective.
 - 2) If the Director is removed for cause, including conduct injurious to the best interests of the League, by the affirmative vote of two-thirds of all the Directors, provided that the notice for such meeting at which such action will be taken specifies that the removal of such Director is the meeting's agenda.

- c. Within 90 days of a vacancy occurring, the Board shall appoint an At-Large Director, or the Membership Council shall elect a School Director for the remainder of the unexpired term.

SECTION 8. COMPENSATION

Persons serving as Directors or participants in a committee shall not receive any salary or compensation for their services as Directors or committee

ARTICLE IV. OFFICERS

SECTION 1. CHAIR

- a. The Chair of the League shall be a Director chosen by the Board at the meeting following the Annual Meeting of the Membership Council. The

Chair shall serve as Chair for two years or until his successor is chosen, whichever is longer.

The Chair shall have the following responsibilities, as well as such other powers as these bylaws or the Board shall delegate to him:

- Oversees Board and Executive Committee meetings
- Works in partnership with the President to make sure Board resolutions are carried out
- Calls special meetings if necessary
- Appoints all committee chairs and with the President, determines who will serve on committees
- Assists the President in preparing agendas for Board meetings
- Assists President in conducting new Director orientation
- Oversees searches for a new President
- Coordinates President's annual performance evaluation
- Works with the governance committee to recruit new Directors
- Acts as an alternate spokesperson for the organization
- Periodically consults with Directors on their roles and help them assess their performance

SECTION 2. VICE CHAIR

- a. The Vice Chair shall be a Director chosen by the Board at the meeting following the annual meeting of the Membership Council. The vice-Chair shall have the following responsibilities, as well as such other powers as these bylaws or the Board shall delegate to him:
 - Attend all Board meetings
 - Serve on the executive committee if one exists
 - Carry out special assignments as requested by the board chair
 - Understand the responsibilities of the Chair and be able to perform these duties in the Chair's absence
 - Participate as a vital part of the Board leadership

SECTION 3. SECRETARY

- a. The Secretary of the League shall be a Director chosen by the Board at the meeting following the annual meeting of the Membership Council. The Secretary shall serve for one year or until his successor shall be chosen. The Secretary shall have the following responsibilities, as well as such other powers as these bylaws or the Board shall delegate to him:
 - Attend all Board meetings
 - Serve on the executive committee if one exists

- Ensure the safety and accuracy of all Board records
- Review Board minutes
- Assume responsibilities of the chair in the absence of the Chair, Chair-elect, and Vice Chair
- Provide notice of meetings of the Board and/or of a committee when such notice is required

SECTION 4. TREASURER

- a. The Treasurer of the League shall be a Director chosen by the Board at the meeting following the annual meeting of the Membership Council. The Treasurer shall serve one year or until his successor shall be chosen. The treasurer shall have the following responsibilities, as well as such other powers as these bylaws or the Board shall delegate to him:
 - Attend all Board meetings
 - Understand financial accounting for nonprofit organizations
 - Serve as the chair of the finance committee
 - Manage, with the finance committee, the Board's review of and action related to the Board's financial responsibilities
 - Work with the President and the chief financial officer to ensure that appropriate financial reports are made available to the Board on a timely basis
 - Present the annual budget to the Board for approval
 - Review the annual audit and answer Director's questions about the audit

SECTION 5. ELECTION OF OFFICERS

- a. The officers of the League will serve for two years. They will be elected at the Board meeting following the annual meeting of the Membership Council.

ARTICLE V. PRESIDENT

The President shall be the chief executive officer of the League and shall have general and active control of the affairs and business of the Corporation and the supervision of all its employees, see that all Board actions are carried into effect, and perform all other duties necessary or proper to carry out these functions. The President shall be entitled to fully participate in all Board meetings, including intra-Board email communications or electronic meetings, excepting those concerning the President's contract, compensation, evaluation or any

investigation or grievance concerning the President.

ARTICLE VI. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers. The Executive Committee shall be responsible for the management and business and affairs of the League between Board meetings. The Executive Committee shall have no power to adopt, and or repeal these bylaws, nor , remove nor appoint Directors, nor alter any action taken by the Board as a whole. The President shall be a non-voting participant in the Executive Committee. All actions of the Executive Committee shall be subject to ratification or rejection by the Board as a whole.

SECTION 2. MEETINGS OF THE EXECUTIVE COMMITTEE

Meetings of the Executive Committee shall be held at such time and at such place as determined by a resolution of such committee, without notice other than such resolution. Special meetings of the Executive Committee may be called by the President or the Chair, upon written or personal notice to all Directors. The affirmative vote of all those present and not less than three officers is required for the Executive Committee to take action on any matter.

SECTION 3. FINANCE AND AUDIT COMMITTEE

The Treasurer shall chair a Finance and Audit Committee. - The Finance and Audit Committee, together with such professional accountants and auditors as may be retained by the League, is charged with assuring prudent financial management of the League. To that end, the Finance and Audit Committee shall make recommendations to the Board on all matters bearing on League finances, including each annual budget, all sources of revenue, all expenditures, all savings or investment policies, selection of an independent auditing firm and any and all financial control or other practices. The Finance and Audit Committee shall recommend any written financial policies to the Board necessary or appropriate to fulfill its charge.

SECTION 4. COMMITTEES — GENERAL

- a. The Board may create committees in its sole discretion. Each committee so created shall be given a written charge defining its purpose and

- operation.
- b. The Chair shall appoint Representatives, Directors and expert consultants, if any, to each committee.
 - c. Each committee will be chaired by a Director. Committees are advisory and of assistance to the Board and subject to the charge given to the committee by the Board.
 - d. The Board may alter, amend, abolish, remove participants or otherwise oversee all committees in its sole discretion.
 - e. Except to the extent expressly delegated in a charge, no committee may exercise any power that could be exercised by the Board, and in no event may a committee amend these bylaws, appoint or remove Directors, take action inconsistent with action of the Board, or expend any League funds except those, if any, specifically allocated for expenditure by such committee,

ARTICLE VII. LEAGUE FINANCES

SECTION 1. MEMBERSHIP FEE

The Board will establish a fee schedule for the various categories of Members. The fee will be assessed annually.

SECTION 2. BILLING OF FEES

- a. The annual fees of Member Schools shall be payable by December 31 of each year. Notice for payment of annual fees will be sent to the Member Schools on an annual basis based on a dues structure determined by the Board
- b. The fee for Associate Members will be assessed on an annual basis in an amount determined by the Board in its discretion.

SECTION 3. FEES FOR SPECIAL SERVICES

The Board may establish, from time to time, fees to be levied for specified services that are not included within the annual fee.

SECTION 4. EXPENDITURES

League funds shall be expended as directed by the Board. The Board may authorize the President and his or her designee(s) to sign checks on League accounts in amounts not exceeding such limits as may be established by Board resolution. Any expenditure in excess of such limits must be authorized by prior formal action of the Board or persons delegated Board

authority for that purpose.

ARTICLE VIII. DIRECTOR INDEMNIFICATION

SECTION 1. Definitions. For purposes of this Article:

(k) The terms “director or officer” shall include a person who, while serving as a director or officer of the League, is or was serving at the request of the League as a director, officer, partner, participant, manager, trustee, employee, fiduciary or agent of another foreign or domestic League, nonprofit League or other person. The term “director or officer” shall also include the estate or personal representative of a director or officer, unless the context otherwise requires.

(l) The term “proceeding” shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

(m) The term “party” includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

(n) The term “liability” shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

(o) When used with respect to a director, the phrase “official capacity” shall mean the office of director in the League, and, when used with respect to a person other than a director, shall mean the office in the League held by the officer or the employment, fiduciary or agency relationship undertaken by the employee or agent on behalf of the League, but in neither case shall include service for any foreign or domestic League or for any other person, employee benefit plan, or other enterprise.

SECTION 2. General Provisions. The League shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the League, against expenses (including attorneys, fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person

(a) acted in good faith, (b) reasonably believed, in the case of conduct in an official capacity with the League, that the conduct was in the best interests of the League, and in all other cases, that the conduct was at least not opposed to the best interests of the League, and (c) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this section either (a) in connection with a proceeding brought by or in the right of the League in which the director or officer was adjudged liable to the League, or (b) in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in that person's official capacity, in which the officer or director is ultimately adjudged liable on the basis that the director or officer improperly received personal benefit. Indemnification under this section in connection with a proceeding brought by or in the right of the League shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of solo contender or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this section.

SECTION 3. Successful Defense on the Merits; Expenses. To the extent that a director or officer of the League has been wholly successful on the merits in defense of any proceeding to which he or she was a party by reason of the fact that such person is or was a director or officer of the League, such person shall be indemnified against reasonable expenses (including attorneys' fees) actually and reasonably incurred in connection with such proceeding.

SECTION 4. Determination of Right to Indemnification. Any indemnification under SECTION 2 (unless ordered by a court) shall be made by the League only as authorized in each specific case upon a determination that indemnification of the director or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in paragraph 7.2. Such determination shall be made (a) by the Board of Directors by a majority vote of those present at a meeting at which a quorum is present, and only those directors not parties to the proceeding shall be counted in satisfying such quorum; or (b) if such a quorum cannot be obtained, by the vote of a majority of a committee of the Board of Directors designated by the Board of Directors, which committee shall consist of two or more directors who are not parties to the proceeding (except that members who are parties to the proceeding may participate in the designation of members to serve on such committee); or

(c) if such a quorum of the Board of Directors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

SECTION 5. Advance Payment of Expenses; Undertaking to Repay.

The League shall pay for or reimburse the reasonable expenses (including attorneys' fees) incurred by a director or officer who is a party to a proceeding in advance of the final disposition of the proceeding if (a) the director or officer furnishes the League a written affirmation of the director's or officer's good faith belief that the person has met the standard of conduct set forth in paragraph 5.2; (b) the director or officer furnishes the League with a written undertaking, executed personally or on the director's or officer's behalf, to repay the advance if it is determined that the person did not meet the standard of conduct set forth in paragraph 5.2, which undertaking shall be all unlimited general obligation of the director or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment; and (c) a determination is made by the Board of Directors that the facts then known to it would not preclude indemnification.

SECTION 6. Other Employees and Agents. The League may indemnify such other employees and agents of the League to the same extent and in the same manner as is provided above in SECTION 2 with respect to directors and officers, by adopting a resolution of the Board of Directors specifically identifying by name or by position the employees or agents entitled to indemnification.

SECTION 7. Non-exclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, resolution of disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as

to a person who has ceased to be a director or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

ARTICLE IX. AMENDMENTS

SECTION 1. PROCESS

- a. The Articles of Incorporation and the Articles 1, 2, 3, and 9 of these bylaws may be amended through a recommendation adopted by two-thirds vote of the Membership Council, ratified by two-thirds vote of the Board.
- b. All other provisions of these bylaws may be amended by a two-thirds vote of the members of the Board at any special or regular meeting.