

CIVA Charter High School GOVERNING BOARD BYLAWS

ARTICLE I: NAME

The name of the corporation shall be CIVA Community Coalition, a non-profit corporation; hereafter called the "Corporation."

ARTICLE II: STATEMENT OF PURPOSE

Section 2.1. Vision. To inspire each student to understand and pursue his/her unique potential.

Section 2.2. Mission. To develop young people of character who acquire three essential qualities of the educated individual, citizen and worker.

- a. CIVA students will become *scholars* who develop "habits of the mind" to include curiosity, thoughtfulness, critical awareness and imagination.
- b. CIVA students will become *citizens* of the classroom and the larger society in which they display responsibility, dependability, care, commitment and other genuine "habits of the heart."
- c. CIVA students will develop as *artisans* who learn to tap into their special gifts to create high-quality work that commands a deep involvement while giving meaning to their efforts through acquiring "habits of the soul."

Each student will develop these three characteristics in an emotionally safe, yet challenging and rigorous environment, with the support of peers, parents, teachers, and staff who understand and are committed to their educative, nurturing roles.

Section 2.3. Purpose. The purpose of the corporation shall be to support a charter public school with the vision and mission as described in 2.1 and 2.2 above. This is accomplished by

- a. Preparing teachers, administrators, parents, mentors and students to develop character within the school curriculum and larger learning environment;
- b. Providing and maintaining a school facility and infrastructure in which to carry out the school's mission;
- c. Managing research to assess the effectiveness of the school's educational progress.

ARTICLE III: LOCATION

The principle office of the Corporation, at which the general business of the Corporation will be transacted and where the records of the Corporation will be kept, will be 4635 Northpark Drive, Colorado Springs, CO 80918. If the affairs of the Corporation require, the Board of Directors may designate another location.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1. Authority. The activities, affairs, business, and property of the Corporation shall be governed, managed and supervised by the Board of Directors. The Board of Directors shall determine the policies of the Corporation and shall pursue the Corporation's purposes and goals.

Section 4.2. Number. The number of the Board of Directors shall be at least seven, but not to exceed 11 persons, consisting of four (4) officers (as detailed in Article V). The Board of Directors is to include at least three parents of students who are attending CIVA at the time of an election, at least three members of the local community, and at least one member of current CIVA staff. The remaining four positions may be filled either parents or community, who optimally represent a diverse and pertinent perspective of talents. The Principal along with the Business Manager shall attend all Board Meetings in an advisory role, but shall have no vote. A student representative selected by the Principal shall also be invited to attend each meeting, but have no vote.

Section 4.3. Duties.

- a. Transact necessary business of the Corporation
- b. Create standing and special committees
- c. Approve committee activities
- d. Select an auditor or an auditing committee to audit the Treasurer's account.
- e. Approve annual budgets
- f. Annually select and approve the Principal. The Principal should use the members of the governing Board as appropriate in the selection and hiring of remaining staff.

Section 4.4. Election Process. The parents and staff of CIVA shall elect the parent and staff members to the Governing Board. Parents are defined as those with students currently enrolled as students in the school at the time of the election. Staff is defined as current full-time employees of CIVA. Presiding board members, parents, and staff may nominate individuals from the community to join the governing board. Each nominee will be interviewed by at least two board members other than the person who nominated him or her, prior to the following board meeting. The interviewers will make their recommendation to the governing board at the following meeting.

Election of parents to the board of directors shall occur annually, the last two weeks of each school year. The elections and nomination committee of the Governing Board shall establish, implement and oversee the election process. However, each family shall be limited to one vote regardless of number of students attending and provisions must be made for both on-site and mail-in ballots. Staff serving on the board shall be chosen annually by fellow teachers and other staff members.

The governing board will review a community applicant's credentials and suitability for the board in private and make recommendations to be considered at a general meeting. At this point, board members may either vote or delay action on applicant's acceptance to the board. The applicant then will be notified by the board president of the action taken.

Section 4.5. Board Member - Terms of Office. Board member terms shall be for three years in accordance with the following:

- a. Approximately one-third of the board members must be up for election each year.
- b. A board member may be elected for a maximum of two consecutive terms, with a maximum of 6 years total service time. If recommended, an incumbent board member may be elected for a second time and serve two terms.
- c. Appointed time served counts toward total service time, but not toward the two consecutive term election rule.
- d. The staff representative will be selected each year, during the annual election period, by the remaining staff.

Section 4.6. Compensation and Expenses. No compensation shall be paid to any member of the Board for services performed as a member of the Board. By resolution of the Board, reasonable expenses may be allowed for special services rendered by any Director.

Section 4.7. Meetings. The Board of Directors shall meet monthly but at least eight times a year to be designated by the majority of the Board. Typically, the board could combine the June and July summer meetings as well as the December and January meetings over winter break. Proper notice of the meeting having been given, a quorum shall consist of a simple majority of the board membership. Proper notice shall comply with state and federal open meeting laws, but at a minimum shall be at seven days in advance of the meeting. It shall be posted at the CIVA site where it can be viewed outside of school hours and on the CIVA web page, when available. The President, or any (3) Board members, on three day's notice to each Director may call special meetings of the Board of Directors. Public notice of the special meeting will be posted at least 24 hours in advance.

Section 4.8 Executive Sessions. All regular and special meetings of the Board of Directors shall be open to the public, except that, upon the affirmative vote of two-thirds of the quorum present, an executive session may be held to discuss any one or more of the following:

1. Conferences with an attorney for the Board of Directors for the purpose of receiving legal advice on specific legal questions;
2. Matters required to be kept confidential by federal or state law, rules or regulations;
3. Specialized details of security arrangements or investigations;
4. Determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations and instructing negotiators;
5. Personnel matters.

The motion requesting the executive session shall state the nature of the matter to be discussed. Only those persons invited by the Board may be present during the executive session. 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 expenditure of funds be adopted or approved at any session that is closed to the public or which advance notice of the meeting was not given. Matters discussed during the executive sessions shall remain confidential among those attending. The secretary of the Board shall maintain audio tapes of all executive sessions.

Section 4.9. Board Attendance. Board members are expected to attend monthly meetings. If a board member is unable to attend a meeting, he or she is expected to inform the board president and/or secretary in advance for quorum purposes. If any member misses three meetings during a year, that

member should consider taking a leave of absence from the board, or resigning. The remaining members are at will to assess the value of the absent person's participation on the CIVA board.

Section 4.10. Vacancies. All vacancies shall be filled upon majority approval of the remaining Board members, providing there is a quorum present, at the earliest appropriate time. The election committee shall establish procedures for notice of Board position openings, but at a minimum, at least 2 weeks public notice of the opening should be provided.

Section 4.11. Conflict of Interest. Upon taking office, or as they may arise, directors shall disclose any known or potential conflicts of interest to the Board of Directors. Directors so disclosing shall not vote when a conflict arises, nor shall attempt to influence the decisions of other directors in voting on the matter.

Section 4.12. Removal. Any Director may be removed by a two-thirds (2/3) recommendation of the Board of Directors. Such removal shall only be undertaken in the most extreme situation, and after a minimum two weeks public notice is provided.

ARTICLE V: OFFICERS

Section 5.1. Number and Title. The Officers of the Corporation shall be the President, the Vice-President, the Secretary, and the Treasurer.

Section 5.2 Duties.

- a. **President**. The President shall be the principal officer of the Corporation. The President shall preside over all regular and official Governing Board meetings, have general charge of the business of the board and carry out its policies under the direction of the board. The President shall have the authority to delegate duties and responsibilities to other Board members. The President shall form committees as required and appoint committee chairs and other committee members, subject to the concurrence of the Board.
- b. **Vice-President**. The Vice-President shall have all the powers and perform the duties of the President in the absence or disability of the President. The Vice-President shall perform such other duties from time to time that may be assigned by the President. The Vice-President shall take full responsibility for chairing the election committee, except in those instances where the Vice-President's involvement in the elections could constitute a conflict of interest, in which case the President shall appoint another Board member to oversee the elections.
- c. **Secretary**. The Secretary shall keep full minutes of all meetings of the Governing Board, including a record of each member's attendance, and all acts and votes of the Board. The minutes shall be kept in one binder and shall be available in the school office for inspection by the public. The Secretary shall see that all notices of upcoming meetings are duly posted in accordance with the provisions of these Bylaws or as required by law, and shall perform such other duties from time to time as may be assigned by the President. A recording Secretary may be utilized to keep minutes of the meeting, but the recording secretary shall not be a governing board member.

- d. Treasurer. The Treasurer shall have general supervision of the financial affairs of the Corporation, subject to Board concurrence. The Treasurer shall have the authority to receive and deposit funds, disburse funds, sign checks, drafts or other payments of money and make financial statements to the Board. The Treasurer shall perform such other duties from time to time as may be assigned by the President.

5.3 Election of Officers. Members of the governing board shall elect the four officers at its first fall meeting of each year.

ARTICLE VI: BOARD COMMITTEES

The President or Board of Directors shall designate such committees and delegate such authority as deemed necessary to promote the purposes and carry on the work of the Corporation. All committees shall report to the Governing Board monthly and/or as appropriate for review and approval. Standing committees and their duties shall include:

- 6.1. Election Committee. Chaired by the Vice-President, this committee develops, communicates and executes the election process for the Board of Directors as defined in these bylaws.
- 6.2. Audit Committee. Chaired by any governing member, except the Treasurer and President. This committee annually reviews the outside audit and reviews the financial statements of the Corporation, no less than quarterly.
- 6.3. Staffing and Compensation Committee. Chaired by the President, this committee leads the annual selection of the senior staff and all staff compensation related issues. Prior to the end of the school year, the committee will work with the Principal on upcoming needs and vacancies.

ARTICLE VII: BUILDING ADVISORY AND ACCOUNTABILITY COMMITTEE (BAAC)

The Building Advisory and Accountability Committee (BAAC) shall be formed and consist of a community member, an employee and at least three parents of students currently enrolled in the school. The chair shall be elected by the committee. The committee duties shall be as defined by state statute. The chair should attend and report to the Governing Board at least quarterly.

ARTICLE VIII: CHARTER SCHOOL CONTRACT

By way of reference, the Charter School Contract with Colorado Springs School District 11 is hereby incorporated into these documents.

ARTICLE IX: MISCELLANEOUS

Section 7.1. Books and Records. The Corporation shall keep correct and complete books and records of account at the principal office.

Section 7.2. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30.

Section 7.3 Parliamentary Authority. The current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Corporation in all cases in which they are applicable and in which they are not in conflict with these bylaws.

ARTICLE X: DISSOLUTION

In the event of the dissolution of this Corporation, its assets shall be distributed in accordance with the contract with Colorado Springs School District 11.

ARTICLE XI: AMENDMENTS

These bylaws may amended by a two-thirds (2/3) vote of those present at any Board of Directors meeting with twenty (20) days advance notice having been giving and a quorum present.

The bylaws have been adopted by at least a two-thirds (2/3) majority vote of the Board of Directors of the CIVA Community Coalition on September 21, 2010.