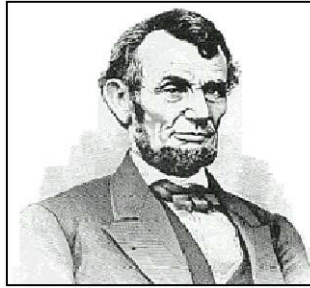


**LINCOLN ACADEMY CHARTER SCHOOL**  
A Jefferson County Public Charter School



**BYLAWS**

**June 14, 2021**  
**L.A. BOARD OF DIRECTORS**

**ARTICLE I**  
**NAME, LOCATION AND FISCAL YEAR**

**SECTION 1.1 NAME** The name of the organization shall be Lincoln Academy Charter School (hereinafter sometimes referred to as the “school”).

**SECTION 1.2 LOCATION** The location of the school’s facility shall be in the Jefferson County School District.

**SECTION 1.3 FISCAL YEAR** The fiscal year of the school shall coincide with the fiscal year of the Jefferson County School District.

**SECTION 1.4 BUSINESS CALENDAR** The calendar used to measure time (calendar or business days) shall be the Jefferson County School District calendar.

**ARTICLE II**  
**MEMBERS**

**SECTION 2.1 NO MEMBERS** The Corporation shall have no members.

**ARTICLE III**  
**BOARD OF DIRECTORS**

**SECTION 3.1 GENERAL POWERS** The business and affairs of the corporation shall be managed by its Board of Directors, (hereinafter referred to as the “Board”), except as otherwise provided in the Colorado Nonprofit Corporation Act, the articles of incorporation, or these bylaws.

**SECTION 3.2 NUMBER, TENURE AND QUALIFICATIONS** The Board shall have a maximum of ten members with a minimum of 6 members. Board members may not be teachers or other paid employees of the school except the Executive Director who will be a non-voting member. No more than seven Board members will be parents/legal guardians of students currently enrolled in the school (Lincoln Board Members) with up to two additional Board members from the community at large (Community Board Members). Any parent/legal guardian who wishes to apply for a Board vacancy must have served a minimum of one school year in one of the following committees with an attendance rate of fifty percent or better: Board committees, PTO, Building Corporation Board, or other capacity approved by the Board.

A Member of the community at large, who is not a parent/legal guardian of a student currently enrolled in the school, may be nominated to a Board vacancy by the Board. A Community Board Member is a voting member, has no one school year service requirement and may chair a Board Committee.

Each Board member shall be elected to a term of three years. The current board will adjourn during the regular May Board meeting, and the newly elected board will convene for the purpose of electing its officers. Newly elected Board members shall otherwise have no other responsibilities following the election, with voting privileges and Board responsibilities to begin the following school year, commencing June 1st. Board members leaving the Board will retain their positions until May 31st of the current school year. Board members may be elected to a maximum of two consecutive full terms of office. After a period of one year off the Board, including adjunct or any other Board position, a former member may be elected to or appointed to fill a vacancy. Only one person from an immediate family may serve on the Board at a time. Each Board member will agree to the qualifications and terms of the *Board Member Profile Agreement*.

The Board may add up to two adjunct Board members, as it deems appropriate, to assist with Board functions. They would be appointed at a regular Board meeting. The adjunct members would participate in all Board responsibilities except that they would function as non-voting members.

**SECTION 3.3 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. This vote may be by secret ballot. All vacancies must be filled within 30 business days. 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.

**SECTION 3.4 COMPENSATION** By resolution of the Board of Directors, any director may be compensated for expenses incurred on behalf of the Board or for attendance at meetings. Directors are otherwise unpaid by the corporation.

**SECTION 3.5 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

Lincoln Academy Charter School

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BYLAWS Rev C

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effective. If the Board member resigns or is dismissed, they may not fill or run for a Board position for a minimum of two consecutive general elections.

**SECTION 3.6 TEMPORARY LEAVE** A Board member may take a leave of absence for health or other family needs, upon a unanimous vote of the remaining members of the Board.

**SECTION 3.7 REMOVAL** Upon the petition of 20% of eligible voters, an election shall be held on terms prescribed by the Board to determine whether a Board member shall be removed from the Board. All eligible voters shall be entitled to vote in such an election. The Board member shall be removed if the number of votes cast in favor of the removal exceeds the number of votes cast against the removal. A Board member may be removed for good cause, as determined by the Board, upon a two-thirds (2/3) vote of the remaining members of the Board. A Board member having two consecutive absences from the monthly meetings without prior notification and approval by the President or Secretary shall be deemed to have resigned as a Board member.

**SECTION 3.8 PARLIAMENTARY AUTHORITY** The rules contained in the current edition of *Roberts Rules of Order* shall govern this Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

**SECTION 3.9 BOARD POLICY** The policies enacted by the Board shall be shall guided by the *Carver Policy Governance© model* .

**SECTION 3.10 CONFLICT OF INTEREST** Public office is a trust created 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 conflict of interest, it is the general policy of the school not to employ or contract with Board members, employees (except for the employee's primary assigned duties), members of their families, or persons or entities having an ongoing business or financial relationship with the aforementioned persons. 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 the Board member making such disclosure shall not vote on the matter or attempt to influence the decision of the other Board members in voting on the matter. The written disclosure shall be attached to the minutes of the meeting in which Board action occurs relating to the matter disclosed. If a quorum of the Board is no longer in effect by the act of the Board member recusing himself, the matter under consideration will be tabled until such time as a quorum of the Board, not including the conflicted party, may be assembled to consider the matter.

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 of the Board member and/or termination of the contract.

**SECTION 3.11 MEETINGS** All Board meetings and Board committee meetings, as required, shall comply with the requirements of the Colorado Open Meetings law.

## **ARTICLE IV OFFICERS OF THE BOARD**

**SECTION 4.1 OFFICERS** The Officers of the Board shall be President, Vice President, Secretary, and Treasurer.

**SECTION 4.2 ELECTION AND TERM** Officers shall be elected annually at the regular May meeting of the Board, as provided by Section 3.2 (Article III) of these Bylaws. Officers shall serve until their successors are elected or until their deaths, resignation or removal.

**SECTION 4.3 PRESIDENT** The President shall prepare the agenda and preside at all meetings of the Board, and shall perform such other duties as may from time to time be assigned by the Board. Upon request of the Executive Director, the President may issue written directions to the Executive Director regarding any matter affecting the school which shall be binding until the next regular or special meeting of the Board, whichever can be held sooner. The President shall execute all contracts, except where required by law to be otherwise signed or where the signing thereof shall be expressly delegated by the Board to some other Officer or agent of the school. In general, the President shall perform all duties and may exercise all rights incident to the office of the President.

**SECTION 4.4 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 4.5 THE SECRETARY** The Secretary shall keep minutes of all meetings of the Board. The Secretary shall attend the meetings of the Board and shall act as clerk thereof and record all the acts, votes and minutes of all proceedings by means chosen at the Board's discretion. The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law and shall perform such duties as may from time to time be assigned by the President or by the Board. In the absence of the Secretary, the President of the Board may direct that the Secretary's duties be performed by any other person.

**SECTION 4.6 THE TREASURER** The Treasurer shall ensure that the Financial Secretary keeps regular books of account for the school that set out business transactions of the school. These books are to be at all times open to inspection at their place of keeping at the request of any Board member. The Treasurer shall be the chair of the Financial Committee, which shall oversee and submit an annual budget, in conjunction with the School Executive Director and the School Financial Secretary, for the consideration and approval of the Board. The Treasurer shall ensure that the Financial Corporation with such depositaries as shall be designated by the Board. The Treasurer shall provide oversight to the Financial Secretary in the investment and/or reinvestment of school funds and the disbursement of school funds as may be ordered by the Board. The Treasurer shall render to the Board and the members of the school community, statements evidencing the current financial condition of the school. The Treasurer shall ensure that the Financial Secretary establishes a system of adequate financial recording showing quarterly income and expenditures.

## **ARTICLE V BOARD ELECTIONS AND APPLICATION**

**SECTION 5.1 TIMING OF ELECTIONS** Elections for Board members will be held annually in April. Voting shall start on a date determined by the board, but may begin no earlier than the day following the first Board meeting in April. Voting shall continue for four school days; any day in which the school is open but not holding classes (such as a teacher in-service day) shall not be included in the four days.

**SECTION 5.2 APPLICATION TO THE BOARD** Eligible voters shall be notified in a timely manner of the date of the next Board election and of the qualifications for the Board positions then open. A candidate must complete written application for submission to voters and the Board shall prescribe the form of application. Completed applications will be accepted until 5:00 p.m. five days before the April Board meeting. At the first Board meeting in April, all applicants for the Board will have time to speak at the regular Board meeting.

**SECTION 5.3 MANNER OF ELECTIONS** The manner and place of voting shall be determined by the Board. In addition to electing Board members, the Board may submit other matters for voter approval. Votes shall be tallied after the close of voting and the results published by an election committee made up of a minimum of two eligible voters appointed by the Board, including a Board member not up for re-election and an employee designated by the Executive Director. Every valid vote cast shall be counted unless, prior to the close of voting it is challenged by an eligible voter on the grounds that the vote was cast without authorization by a child's parent or legal guardian. The election results shall be announced at the May board meeting and recorded in the minutes as a permanent record of the school. Ballots cast in the election shall be retained by the chair of the governance committee for ninety days after the close of voting and then destroyed.

**SECTION 5.4 ELIGIBLE VOTERS** The list of eligible voters shall be kept by the school office. Eligible voters shall include each parent or legal guardian of every child currently enrolled in the school, teachers currently employed by the school, and all other paid employees of the school.

**SECTION 5.5 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.

## **ARTICLE VI MEETINGS OF THE BOARD**

**SECTION 6.1 REGULAR MEETINGS** Regular meetings of the Board will be held monthly, except for July, with time and place to be set by the Board no later than the previous regular meeting.

**SECTION 6.2 SPECIAL MEETINGS** Special Meetings of the Board may be called by the President and any other member. Notice of any special meeting shall be given to each Board member at least 24 hours prior to such a meeting in person, by telephone, by voicemail or by any other method reasonably calculated to provide actual notice.

**SECTION 6.3 QUORUM** A majority of the voting Board shall constitute a quorum for the transaction of business at any meeting.

**SECTION 6.4 MANNER OF ACTING** Except as otherwise required by law or by these Bylaws, the act of a majority of the voting members of the Board present at a meeting at which a quorum is present shall be the act of the Board.

**SECTION 6.5 AGENDA** A written agenda for every regular or special meeting of the Board shall be prepared by the President and posted with or included in every public notice of the meeting. Any matter requested by any Board member for inclusion shall be included in the agenda. Hearing of persons will be an agenda item at the beginning of each board meeting and public comments will be heard **without action or comment** by the Board.

**SECTION 6.6 PUBLIC COMMENT** Members of the public present at any Board meeting may be invited to comment on every proposed action on which a motion is pending, and upon which any Board member has commented. At the discretion of the Board, public comment may be invited with respect to any matter affecting the school.

**SECTION 6.7 NOTIFICATION** All regular and special Board meetings will be posted not less than 24 hours prior to the meeting.

**SECTION 6.8 BYLAW CHANGES** The amendment of Bylaws shall take place at any regular or special Board meeting with at least ten days notice by posting in the lobby and/or Board website. A two thirds (2/3) vote by the Board is required for passage.

## **ARTICLE VII BOARD COMMITTEES**

**SECTION 7.1 COMMITTEES** There shall be the following standing committees.

1. Finance Committee
2. Governance Committee
3. Facilities Committee
4. School Accountability Committee
5. Development Committee

Each committee shall be chaired by a Board member. The president of the Board shall not be a voting member of any committee but shall be an ex-officio member of every committee. Each committee will adopt, with the approval of the Board, a set of written guidelines and goals which will become a part of the Board process manual.

**SECTION 7.2 MEETINGS** Each committee shall comply with the State of Colorado Open Meeting law, as applicable.

## **ARTICLE VIII ADVISORY COMMITTEES TO THE BOARD**

**SECTION 8.1 DESIGNATION AND AUTHORITY** The Board may from time to time adopt a resolution convening an advisory committee to assist the Board in the discharge of its duties.

**SECTION 8.2 MEMBERSHIP** The composition of the 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 approved by the Board. Any number of Board members may sit on an advisory committee.

**SECTION 8.3 INSTRUCTION AND RESPONSIBILITY** Each committee shall be clearly instructed by the Board, 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 dates on which the Board wishes to receive major reports. Recommendations of advisory committees shall be based on research and fact.

**SECTION 8.4 POWERS AND PREROGATIVES** The 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 in writing to the Board for action.

**DOCUMENT HISTORY**

<b>Change</b>	<b>Justification</b>
<b>General: This document will be considered rev 0 for the purposed of future tracking of this document. In addition, changes in the future will be recorded and justified to enable future Boards to understand the documents evolution and development.</b>	<b>This document currently does not have an adequate revision tracking method and this will impose such. Previous Versions will be listed as Rev A, B, C, etc. if a determination can be made; The justification will serve as reason and instruction to future Boards.</b>
<b>Rev A – Oct. 8, 2018: General amendments to Art. V</b>	<b>General restyling and amendment of Art V to allow Board more flexibility in scheduling and managing elections following conflicts between school calendar and inflexible election schedule. Also updated election procedures to comport with preferred processes.</b>
<b>Rev B – March 9, 2020: Amendment to 7.1</b>	<b>Changed Academic Excellence Committee to School Accountability Committee</b>
<b>Rev C – June 14, 2021: Replace Principal with Executive Director</b>	<b>To reflect the update in organization, “Principal” has been replaced with “Executive Director”.</b>