

# PEAK TO PEAK CHARTER SCHOOLS, INC. SIXTH AMENDED BYLAWS

May 19, 2014

## 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 Community Membership of Peak to Peak Charter Schools, Inc. shall be comprised of the parents or legal guardians of a child enrolled at Peak to Peak (collectively, the "Family Unit"), Peak to Peak faculty, staff and administration, and the Peak to Peak board of directors (the "Community Members").
- 3.2 The role of a Community Member shall include:
  - 3.2.1 attending general meetings;
  - 3.2.2 staying informed on school issues by reading the school's, newsletters, website and communications;
  - 3.2.3 electing the members of the board of directors;
  - 3.2.4 communicating opinions to the board of directors as appropriate through the communication pathways; and
  - 3.2.5 serving/participating in volunteer roles whenever possible.
- 3.3 As a public school, Peak to Peak will conform to State and Federal laws for

nondiscrimination 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:
  - 5.2.1 Voting Members
    - 5.2.1.1 The board of directors shall consist of seven voting members.
    - 5.2.1.2 At least four of the voting members shall be parents of a child enrolled at Peak to Peak.
    - 5.2.1.3 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.
    - 5.2.1.4 Employees, immediate family members of employees, and students of Peak to Peak may not serve as voting members of the board of directors.
  - 5.2.2 Non-voting members
    - 5.2.2.1 The Principal of the elementary, middle and high schools or his/her designee shall serve as a non-voting member of the board.
    - 5.2.2.2 The Executive Director of Operations of the school or his/her designee or equivalent (as determined by the board) shall serve as a non-voting member of the board.
    - 5.2.2.3 The Executive Director of Education of the school or his/her designee or equivalent (as determined by the board) shall serve as a non-voting member of the board.
- 5.3 Terms of Office
  - 5.3.1 Board members shall be elected for three-year terms.
  - 5.3.2 Board members may run for re-election.
- 5.4 Duties and Powers
  - 5.4.1 To elect officers from the voting board members to serve as President, Vice-President, Treasurer, and Secretary.

- 5.4.2 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.
- 5.4.3 To set a budget for each school year.
- 5.4.4 To create a Finance & Budget Committee, a Hiring/Organizational Development Committee, an Accountability Committee, and other committees as needed.
- 5.4.5 To approve personnel selection procedures and job descriptions consistent with legal requirements, to be used by the Hiring/Organizational Development Committee.
- 5.4.6 To hire and terminate staff members in accordance with State and Federal guidelines.
- 5.4.7 To process non-voting board members' evaluations.
- 5.4.8 To promote enrollment in the school.
- 5.4.9 To determine any fees due from students in accordance with District, State and Federal guidelines.
- 5.4.10 To assess performance on standardized tests, and evaluate and recommend other assessments as required.
- 5.4.11 To select at least one voting Board member, in addition to the Principals, to serve on the Hiring/Organizational Development Committee, Finance & Budget Committee, and Curriculum Committee.
- 5.4.12 To select one voting board member to serve on the Accountability Committee.
- 5.4.13 To select one board member to serve as liaison with the BVSD Board of Education and the District administration.
- 5.4.14 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.
- 5.4.15 To fill any voting member vacancies that may occur on the board of directors at any time, by one of three procedures chosen by a majority vote of the board: First, by filling the vacant seat for the remainder of the vacant seat's term by appointment upon a majority board vote; Second, by filling the vacant seat by appointment until the next Annual Election, at which time each vacancy will be filled by the election of a person to serve for the remainder of the vacated term; Third, by leaving the seat vacant until the next Annual Election, at which time each vacancy will be filled by the election of a person to serve for the remainder of the vacated term.
- 5.4.16 To serve on or as a liaison to at least one existing committee.

## **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 Community Members.
- 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 Finance & 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

- 7.1.1 A ballot of candidates for the board shall be assembled in March by the Election Committee. The Election Committee will be comprised of no more than nine (9) members as follows: two current members of the Board of Directors who are not running for election during the current election cycle; two P2P staff members; the Chairperson of the Accountability Committee or their designees; and up to three at large Community Member representatives.

- 7.1.2 The Election Committee shall solicit nominations from the membership for candidates for the Board.

#### 7.2 Elections for the Board of Directors (Annual Election)

- 7.2.1 Community Members shall vote for candidates for members of the board in the spring of each year by confidential ballot. Each Family Unit with a child attending Peak to Peak at the time of the vote will have two votes regardless of the number of children currently enrolled. Each current member of the Peak to Peak faculty, staff or administration will receive one vote in addition to any votes they may have as members of a Peak to Peak Family Unit. Lastly, any current voting member of the Peak to Peak board of directors who does not have a child enrolled at Peak to Peak will have one vote.

- 7.2.2 Community Members may vote for as many candidates as there are vacancies to be filled. Cumulative voting shall not be allowed. Community Members may also write in candidates on their ballots as they desire.

- 7.2.3 Election of the members of the board will be determined by a plurality of the Community Members' votes cast.

- 7.2.4 To provide continuity of leadership, newly elected board members will attend as non-voting board members until they formally assume their duties as directors.

- 7.2.5 A term of office will be three years. Each year of a term will be from July 1 to June 30.

- 7.2.6 The Election Committee will run all elections. These duties shall include setting up the processes followed in each election, establishing campaign guidelines, running the candidate information meetings and candidate Q&A, and tabulating and certifying the election results. Election results shall be certified to the Board by the Election Committee at the first board meeting following the conclusion of an election. The Election Committee will maintain the confidentiality of all cast ballots.

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

- 7.3.1 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 recall, the name(s) of the person(s) responsible for the petition, and the signatures of 10% of the Community Members 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.

- 7.3.2 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.
- 7.3.3 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.
- 7.3.4 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 no later than 45 calendar days after the board meeting. The ballot will state the board member's name, the proposed reason for recall, the name(s) of the person(s) responsible for the petition, and will ask whether or not the board member in question shall be recalled or retained. The ballot will also include the names of replacement candidates.
- 7.3.5 In order for the board member to be recalled, the ballot must meet the same requirements as for amending the Bylaws (Bylaws Section 10.5).
- 7.3.6 In the event a board member is successfully recalled, the vacancy will be filled by the replacement candidate who receives the most votes using the voting process described in Section 7.2.
- 7.3.7 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
  - 8.1.1 Regular meetings of the board shall be held at least once per month during the regular school year (August - June).
  - 8.1.2 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. §24-6-401, *et seq.*].
  - 8.1.3 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
  - 8.2.1 At any meeting of the Board, a majority of the voting board members shall constitute a quorum for the transaction of business.
  - 8.2.2 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.
  - 8.2.3 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, board member concerns, other relevant business as may be designated by the board of directors, and 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 may consist of parent volunteers and any interested community member or Peak to Peak administrative staff or faculty members as outlined by the approved membership guidelines for that committee.
- 9.3 Standing Committees requiring a Board Member.
- 9.3.1 The Hiring/Organizational Development Committee shall be responsible for recruiting and recommending, based on selection procedures and job descriptions approved by the board, candidates for the positions of:
- ▣ principals
  - Teacher
  - Counselor
  - varsity coach
  - any administrator or director position (or the equivalent position), unless otherwise directed by the board and
  - ▣ any specific staff members as directed by the board.
- 9.3.2 The Accountability Committee shall be responsible for the following tasks:
- 9.3.2.1 To provide input to the board of directors to assist in establishing goals and improvement plans based on the needs of the school and consistent with the mission and vision of the school and the strategic plan;
- 9.3.2.2 To monitor the progress made toward meeting improvement goals and strategic plan objectives;
- 9.3.2.3 To monitor the progress made toward meeting the improvement goals;
- 9.3.2.4 To solicit input from parents, staff and students as appropriate for assessment and evaluation;
- 9.3.2.5 To submit an annual report to the board of directors and the District, and make it available to the Community Members.
- 9.3.3 The Finance and Budget Committee shall be responsible for recommending financial processes and an annual balanced budget to the board of directors for approval, reviewing the finances of the school at least 3 times per year, and for providing financial recommendations as requested by the board.
- 9.3.4 The Curriculum Committee shall be responsible for continuously improving the educational program, in line with Peak to Peak's overall mission and vision, via research, curriculum development, and review of recommendations for changes in curriculum and/or primary learning materials brought to the committee by department chairs or team leaders. The Curriculum Committee's recommendations shall be brought to the Board for approval.
- 9.4 Other standing committees may include, with approval of the board, Communications, Outreach, Enrollment and Registration, Facilities, Fundraising, Grant Writing, Scheduling, Social, Transportation, Technology, and Volunteer Coordination.

## **SECTION 10.**

### **Amendments**

- 10.1 The mission or vision of Peak to Peak may be altered, amended or repealed and a new mission or vision 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, 5.4.2, 5.4.3, 5.4.5, 5.4.6, 5.4.8, 5.4.13, 5.4.14, 5.4.15, 6.3, 6.4, 7.1, 7.2, 7.3, 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 Community Members. The proposed amendment must be published at least thirty days prior to any vote by the Community Members.
- 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 Community Members.
- 10.3 Any Community 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 a Community Member 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 votes as defined in the voting process of Section 7.2 must be in favor of the amendment, and at least 30% of the Community Members must have cast valid ballots.
- 10.6 If any section of these Bylaws is found to be in violation of State of Colorado or Federal 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 described in a Peak to Peak expenditure policy approved by the board.
- 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**

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

## **SECTION 13.**

### **Corporate Seal**

13.1 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**

14.1 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 and/or charter contract.

## **SECTION 16.**


### **Offices**

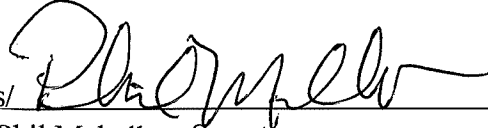
16.1 The principal office of the School in the State of Colorado shall be located at 800 Merlin Drive, Lafayette, Colorado 80026. The School may move this office and/or have other offices as the board of directors may require from time to time.



IN WITNESS WHEREOF, the undersigned has hereunto set the official hand of the Corporation this day of June 2014.

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

By  s/ Thomas Willetto  
Thomas Willetto, President

By  s/ Phil Mehalko  
Phil Mehalko, Secretary