Two Roads
BY-LAWS
Updated and Adopted September 20, 2023

1. ARTICLE I
Name, Location and Fiscal Year

1.1. **Name.** The name of this organization has been changed from Two Roads Charter School to Two Roads, hereafter referred to as TR.

1.2. **Location.** The location of the organization shall be 6980 Pierce St., Arvada, Colorado, or at such place in Jefferson County School District R-1 as the officers and Board of Directors may designate.

1.3. **Fiscal year.** The fiscal year shall begin on the first day of July.

2. ARTICLE II
Governing Board of Directors

2.1. **Membership and Number.** TR shall have a Governing Board of Directors (hereafter referred to as the "Board") of no less than 3 and no more than 9 voting members.

2.2. **Qualifications.** The Board's membership committee shall interview all candidates for Board membership. Candidates must be over the age of 18 and may be members of the community, parents of current or former students or former students. Only one parent per family may serve on the Board at any time. In the event that the Board chooses to expand its membership, it must do so in increments of two. Has attended at least one (1) Regular BOD Meeting.

2.3. **Discrimination.** The Board shall admit directors of any race, color, or national origin; gender or gender identity; sexual orientation; religion; or disability.

2.4. **Term**. Directors shall hold office for three-year terms. Each Director shall hold office until the second meeting following an election in the year in which his/her term expires. Newly-elected Directors are formally installed at the first meeting following their election to the Board. Directors may be elected to serve consecutive terms of office. Non-administrative employee Directors hold office for two years. Directors may be appointed to a special term as needed by a 75% minimum approval of voting Directors.

2.5. **Eligibility.** In addition to the qualifications described in section 2.2, all candidates for Board membership must:

- 2.5.1. Support homeschooling and in-classroom learning; understand and embrace the concept of 21st Century Learning as articulated in the school charter; be in agreement with the school's educational philosophy, discipline philosophy, and administrative structure,
- 2.5.2. Place a high value on professionalism and the success of the school,
- 2.5.3. ·Demonstrate an understanding of TR's governance documents, charter, vision, and handbooks,
- 2.5.4. Be motivated to facilitate the educational success of the school's students through service on the Board,
- 2.5.5. Be prepared to complete trainings or Board development activities determined by the Board as necessary to ensure a professional and competent Board,
- 2.5.6. Plan to attend all meetings and participate in a manner that is informed and productive.
- 2.5.7. In good financial standing with Two Roads, defined by no outstanding Fines or Fees.

2.6. **Nomination and Elections of Directors.** The Nominating Committee for Directors shall be appointed by the Board and will consist of the Chairperson, Associate Chairperson, a member of TR administration, a member of SAC,, and any other individual the current Board determines appropriate. The Nominating Committee shall solicit, recruit, review, qualify and present to the Board candidates for Board membership. Election to the Board is by annual vote of the school's eligible voters. Eligible voters for all Board seats include each parent/legal guardian of any student enrolled at TR and who is not an employee of the school. Each spring, the Board will notify the community of the Board seats coming available and accept letters of introduction and interest from individuals wishing to serve on the Board. The Board will then provide the community with sufficient notice of the qualified candidates. A group of volunteers appointed by the Board will conduct an election either electronically or by way of secret ballots. This group shall assume responsibility for ensuring that each eligible voter be allowed only one vote, regardless of the number of his/her children attending TR, and that the election is held in a fair and open manner. Each parent/legal guardian of a student enrolled in TR, and who is not a school employee, is considered an eligible voter. During this time, eligible voters may vote on other issues that are determined by the Board to require parental approval. Directors are elected by a majority vote of the votes cast. Votes shall be tallied and publicized by the group of volunteers prior to the end of May. In the event of a tie, the existing Directors will cast the deciding vote.

2.7. **Vacancies.** If at any time the Board has fewer than three (3) members, the Board may hold special elections. In the event of resignation, removal or vacancy due to lack of qualified candidates for the annual election, the Board chairperson – or lacking a chairperson, any remaining Directors – shall declare a vacancy via the school newsletter and by posting notice in a designated public place at the school. For two weeks after the vacancy has been declared the Nominating Committee shall accept letters of interest with resumes from interested individuals. The Nominating Committee shall be responsible for confirming each candidate's eligibility as defined in sections 2.1 and 2.5 of these bylaws. The candidate will also be expected to fulfill the following conditions prior to his/her appointment to the Board:

2.7.1. Demonstrate an understanding of the charter, bylaws and Board Policy Manual,
2.7.2. Meet informally with at least one member of the Nominating Committee and one current Director to explore and clarify the candidate's understanding of the school's vision and mission as well as director duties, responsibilities, expectations and conduct.
2.7.3. The Nominating Committee shall include the candidate's information in the Board packet for the next regular Board meeting, at which the Board shall fill the vacancy by majority vote of the remaining directors. Upon appointment, the person appointed to fill the vacancy shall immediately sign the "*Two Roads Board of Directors Agreement*" and begin serving out the remainder of the term or the full term of the vacant seat.
2.7.4. In the event that the number of Board directors should fall below three (3), the remaining Director(s) are hereby empowered to exercise all the powers and responsibilities of the Board, as defined in these bylaws, and to appoint individuals as needed to repopulate the Board to three members. Preference will be given to qualified individuals as defined in sections 2.2 and 2.5 of these bylaws and the process described in section 2.6 and 2.7 shall be followed. The Board should then take

immediate action to recruit eligible candidates to be elected to the remaining open seats at the next regular election.

2.8. **Resignation.** Any Director may resign at any time by giving written notice to the Board Chairperson or Secretary, or by announcing his/her resignation at a public Board meeting. 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 effective.

2.9. **Removal.** Upon the petition of 40% of eligible voters, an election shall be held on terms prescribed by the Board to determine whether a Director shall be removed from the Board. All eligible voters shall be entitled to vote in such an election. The Director shall be removed if the number of votes cast in favor of removal exceeds the number of votes cast against removal. A Director may also be removed upon a vote by at least 4/5 of the full Board membership whenever, in its judgment, the interest of the school would be served thereby. In these instances, the Board will notify the public and the Director in question of the possibility of removal at least 24 hours in advance of the meeting at which the action will be considered.

2.10. **Powers**.

2.10.1. The Board shall manage the properties, business and affairs of TR, as well as determine its policies. The Board shall have exclusive power to make and alter these by- laws, including the fixing and altering of the number of its members. Without limiting the generality of the foregoing, the Board may exercise all such powers of TR as are approved by state and federal law, Jefferson County School District R-1 Education policy, and these by-laws.

2.10.2. The Board will review the Unified Improvement Plan (UIP), an account of school performance across all aspects of school operation, including its financial management and standing; overall student progress towards academic objectives (derived from the Student Performance Report & Improvement Plan); marketing and communication results; faculty and staff evaluations, and the effectiveness of administrative and Board leadership. Information for the report will be drawn from survey results, Board/administration cross-evaluation, as well as appropriate financial, business and student records. The report will provide a means for school leaders to determine how closely the school's function correlates to its mission and goals. It will enable school leadership to identify and implement program changes in a manner that is timely, efficient and meaningful.

2.10.3. In the event that Two Roads should cease operations for whatever reason, including the non-renewal or revocation of its Charter, it is agreed that this Governing Board shall supervise and have authority to conduct the cessation of the business and affairs of the school and that, in doing so, the District does not assume any liability incurred by the school beyond the funds allocated to it by the District under this Charter. The District's authority hereunder shall include, but shall not be limited to, the return and disposition of any assets acquired by purchase or donation by the school during the time of its existence.

2.10.4. The Board shall have the power to appoint agents as it deems necessary in the transaction of the business of TR.

2.10.5. For any reason deemed sufficient by the Board, the Board may delegate any or all of the powers and duties of any officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

2.10.6. The Board may provide a satisfactory performance and/or financial responsibility

bond for any officer, agent, employee or director who has any fiscal responsibility to the school. Such bond is to be in an amount commensurate with the Board's dictates.

2.10.7. The Board shall have overall responsibility for all of TR' financial activities including, but not limited to, budgeting, auditing, fund raising, fund allocations, property management, building renovation, lease negotiations, litigation, and may delegate such of these activities as it deems appropriate and to such individuals as it considers appropriate.

2.10.8. The Board shall keep a complete record of all its acts, policies and corporate affairs. This record shall be made available to members of the community upon request.

2.10.9. The Board shall supervise its officers and the school's Administrator and see that their duties are performed properly.

2.10.10. Disposition of Assets. In the event of dissolution and after payment in full of any outstanding obligations of TR, any and all assets belonging to TR shall automatically be transferred to Jefferson County School District R-1 for use as the District shall determine in its sole discretion.

2.11. **Compensation.** Members of the Board shall receive no compensation for their services as members of the Two Roads Governing Board of Directors.

2.12. **Conflicts 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 the by-laws to maintain public confidence and prevent the use of public office for private gain. Directors hold a position of trust, created in the interest of the common good and for the benefit of TR . Directors shall disclose any known present or potential conflicts of interest – which disclosure shall be provided in writing – to the Board prior to or at the time set for voting on any conflicting interest transaction. Conflicting interest transactions shall include those involving any "party related to a Director" as that term is defined in Colo. Rev. Stat. § 7-128-501(5). Written disclosures shall be attached to the minutes of the meeting at which, or the first meeting following, such disclosure has been made. Directors with conflicting interests may be counted as present for purposes of determining a quorum to act and may discuss such transactions in public session. Directors with conflicting interests shall neither attend executive sessions concerning, nor lobby other Directors regarding, nor vote on such transactions. Directors shall abide by the Conflict of Interest Policy as adopted or amended by the Board. Failure to abide by this provision may constitute grounds for removal of a Director.

2.13. **Training.** Directors are expected to complete training as determined by the Board and stay abreast of best practices, act with a duty of care in all matters required and described in the *TR Board of Director Policies and Procedures Manual,* and attend the annual Board retreat at which additional Board training will be provided.

2.14. **Compliance.** Should any person or body, including the Board, regulated by these the bylaws or Board-adopted policies or – to the extent permitted by law, the Articles of Incorporation – develop in good faith a custom or practice inconsistent in any particular with the Articles, Bylaws or policies, such inconsistency shall not, in and of itself, invalidate any action otherwise properly taken. Upon notice of such inconsistency, the Board shall promptly rectify the situation by either amending the Articles, Bylaws or policies to conform to such practice, or by discontinuing the inconsistent custom or practice. This section does not authorize any violation of governing law or the charter contract; any violation of a financial instrument of any kind; nor any action that is not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code by a corporation.

2.15. **Code of Conduct.** The Board shall adopt a Code of Conduct, the details of which will be provided via the *TR Board of Director Policies and Procedures Manual* and subject to annual

review and amendment as deemed necessary by the Board. Each Director and officer shall, prior to entering upon his/her duties each year, agree in writing that as a condition of his/her service he/she will abide by this Code of Conduct.

3. ARTICLE III
Meetings of the Board of Directors

3.1. **Regular Meetings**. The Board will meet at least nine times each calendar year to discuss school operations; to hear reports and updates from Administrators and committees; to consider and to adopt or change policy; and to consider requests and concerns from parents, students and teachers. TR Directors have equal weight when voting for changes to school policy, approving budgets, etc. All actions taken by the Board will require a majority vote of Directors in attendance at the time the vote is taken.

3.2. **Executive Sessions.** All regular and special meetings of the Board shall be open to the public, except that, upon a vote of the required number of members of the Board, as specified by law, an executive session may be held. The motion requesting the executive session shall state the nature of the matter and the statutory citation that allows the Board to meet in executive session. Only those persons invited by the Board may be present during the executive sessions. 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 payment of money be adopted or approved at any session which is closed to the general public. Matters discussed during executive sessions shall remain confidential among those attending. The Secretary of the Board shall maintain records of all executive sessions as required by law.

3.3. **Notices.** Whereas, the provisions of the Colorado Sunshine Act of 1972, C.R.S. 24-6-401 et. Seq. as amended by the Colorado General Assembly on April 29, 1991, require that full and timely notice to the public be given of meetings of the Board; and Whereas, in addition to any other means of giving full and timely notice, the Act provides that the Board shall be deemed to have given the requisite notice of the meeting so long as said notice is posted in a designated public place within the boundaries of the school no less than twenty-four hours prior to the meeting. Therefore, be it resolved, by the Governing Board of Directors of TR, that notice -- including specific agenda information where possible -- of any meetings of the Board at which time adoption of any proposed policy, position, resolution, rule, regulations or formal actions occur, and at which a majority or quorum of the Board is, or is expected to be in attendance, will be posted at least twenty-four hours in advance in a public area of the school. The posting of such notice shall be one means of providing full and timely notice to the public of Board meetings.

3.4. **Special Meetings**. Special meetings of the Board may be called by the Board Chairperson or by three Directors.

3.5. **Quorum**. A quorum necessary for the transaction of business by the Board shall be a simple majority of the members of the Board.

3.6. **Proxy Voting.** Proxy voting or other kind of absentee voting shall not be permitted in meetings of this Board.

3.7. **Rules of Procedure.** All regular and special meetings of the Board shall be conducted in the general manner of "Robert's Rules of Order," except where in conflict with these by-laws, in which case these by-laws shall prevail.

3.8. **Ratification of Actions.** All actions on behalf of the school relating to contracts, agreements or undertakings shall be subject to report for action to the Board of Directors.

3.9. **Attendance at Meetings.** Attendance at Board meetings by its members is mandatory. In the rare circumstance when attendance at a meeting is not possible, Directors may participate in

the meeting in person, or electronically via live stream or by telephone. Such participation shall constitute presence in person at the meeting.

3.9.1. Any Director absent from three regular or special meetings of the Board in a six-month period without appropriate excuse accepted by the Board shall be deemed resigned from the Governing Board and subsequently dropped from the official rolls of Board membership. His/her successor shall be selected as provided in Article 2.7 of these by-laws.

4. ARTICLE IV
Officers of the Governing Board of Directors

4.1. **Officers.** The officers of the Governing Board of Directors for Two Roads shall be Chairperson, Associate Chairperson, Secretary and Treasurer.

4.2. **Elections and Term.** Officers shall be elected by vote of current and outgoing members of the Board at the May Board meeting. Officers are seated as of the June meeting and serve until the following June meeting when their successors are seated.

4.3. **Chairperson.** The Chairperson of the Board shall produce the meeting agenda, preside over all Board meetings and have the authority of appointing members of such committees as may be designated by the Board; oversee the business and affairs of the school as managed by the School Administrator; see that all orders and resolutions of the Board are carried into effect; execute contracts that have been approved by the Board; and shall perform all duties and may exercise all rights as are incident to the office of Chairperson of the Board and such other duties as may be prescribed by the Board or these bylaws. Due to the nature of the responsibilities of the Chairperson, it is preferable that a Director be in his or her second year to be considered for the Chairperson position.

4.4. **Associate Chairperson.** The Associate Chairperson of the Board shall act and serve in the place of the Chairperson in the event of incapacity, absence, or other inability of the Chairperson to act. The Associate Chairperson is also responsible for overseeing the work of any advisory committees, ensuring that said committees complete their work, and keeping records of said committee members and achievements.

4.5. **Secretary.** The Secretary shall attend all the meetings of the Board, act as clerk thereof and record all the acts, votes, and the minutes of all proceedings. Records shall be maintained electronically, and in one or more books to be permanently kept for the purpose of review. The secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, shall ensure that copies of the minutes are forwarded to the District as per the Board's contract with the District, and shall perform such additional duties as may be delegated by the Chairperson or by the Board.

4.6. **Treasurer.** The Treasurer shall work collaboratively with the Administration to oversee the budget and budgetary matters. He/She shall arrange for and review monthly financial statements and annual audits of the school's finances according to Board policy, and serve as chairperson of the Financial Subcommittee. The Treasurer is authorized to sign any financial accounts as established by the school. The Treasurer shall perform such duties as may be assigned by the Chairperson or by the Board. Should the Board be without a Treasurer, the Chairperson shall act in the Treasurer's place until such time as a new Treasurer is elected or appointed.

4.7. **Liaison to the School Accountability Committee.** This Director holds the Liaison to the Board seat on the School Accountability Committee (SAC). As such, this Director attends both Governing Board meetings and most SAC meetings, and is expected to provide

meaningful, consistent communication between the two entities.

4.7.1. Vacancies. All vacancies in the offices of Chairperson, Associate Chairperson, Secretary or Treasurer because of death, resignation, removal, disqualification or otherwise, may be filled by the Board at any meeting of the Board. Any Officer appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

5. ARTICLE V
Advisory Committees to the Board

5.1. **Membership.** The composition of advisory committees shall be broadly representative and shall take into consideration the specific tasks assigned to the committee. Members will be selected by the committee per their governance documents from a list of volunteers who are parents of students enrolled in TR, teachers and staff currently employed by the school and community members at large.

5.2. **Instruction and Responsibility.** Each committee shall be clearly instructed as to the length of time each member is being asked to serve, the service the Board wishes the committee to render, the extent and limitations of its responsibility, the resources the Board will provide, and the approximate dates on which the Board wishes to receive major reports. Recommendations of advisory committees shall be based on research and fact.

5.3. **Committee 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 to the Board for official action. The Board shall have the power to dissolve any advisory committee and shall reserve the right to exercise this power at any time.

5.4. **Meetings.** Advisory committees to the Board shall comply with the requirements concerning public meetings as specified in section 3.3 of these by-laws

5.4.1. **Standing Committees.** The School Accountability Committee (SAC) shall serve as the accountability mechanism for the school, as required by C.R.S. 22-7-106 et. seq.. This committee of parents, staff and community members acts in an advisory capacity to the Board, playing a vital role in evaluating the school's instructional program and quality improvement process. The SAC will take part in the annual program assessment process and is also responsible for encouraging and overseeing parent involvement in school affairs. The SAC adheres to state and district guidelines for School Accountability Committees.

6. ARTICLE VI
School Administrator

6.1. **School Administrator.** The School Administrator shall serve as chief administrator for the day-to-day operations of TR. The School Administrator will provide other services and perform such duties as shall be assigned by the Board. The School Administrator shall be appointed by the Board and may be removed by a vote of the majority of the Board, with or without cause whenever, in their judgment, the best interest of the school is served by such actions.

7. ARTICLE VII
Contracts, Grants, Books and Records and Indemnification

7.1. **Contracts.** The Board may authorize any officer or officers, agent or agents of TR, in

addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the school, and such authority may be general or confined to specific instances.

7.2. **Grants.** The Board or any Directors of the Board may accept on behalf of TR any contribution, gift, grant, bequest or device for the general purpose of or any special purpose of the school.

7.3. **Books and Records.** TR shall keep correct records and shall also keep minutes of the proceedings of its members, Board and committees, and shall keep at its office a record giving the names and email addresses of the Directors that may be inspected at any reasonable time. However, this excludes student records, personnel records and any other record protected under privacy laws.

7.4. **Indemnification.** No Officer or Director shall be personally liable for any obligations of the TR or for any duties or obligations arising out of any acts or conduct of said Officer or Director performed for or on behalf of TR. TR shall and does hereby indemnify and hold harmless each person and their heirs and personal representatives who shall serve at any time hereafter as Director or Officer of TR, from and against any and all claims, judgments and liabilities to which such persons shall become subject by reason of either heretofore or hereafter serving as a Director or Officer of TR, or by reason of any action alleged to have been heretofore or hereafter taken or refrained from by any such Director or Officer, and shall reimburse each such Director or Officer for legal and other expenses reasonably incurred in connection with the defense of any such claim or liability; including the power to defend such person from all suits or claims as provided for under the provisions of the Colorado Nonprofit Corporation Act or the corporation code of any state in which the TR transacts business; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of such person's own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of TR to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. TR, its Directors, Officer, employees and agents shall be fully protected in taking any action or making any payment or in refusing to do so in reliance upon the advice of counsel. The indemnification herein provided shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Directors or otherwise, both as to action in an official capacity and as to such person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

8. ARTICLE VIII
Amendment of By-Laws

8.1 Procedure. These bylaws may be amended, altered, restated or repealed and new bylaws adopted upon the affirmative vote of at least 4/5 of the full Board and upon approval by the Jefferson County School District R-1 School Board in matter of material conflict with the TR contract.