

## **ARTICLE I**

### **Name and Fiscal Year**

**Section 1. Name.** The name of the organization shall be Third Future Schools.

**Section 2. Fiscal Year.** The fiscal year of Third Future Schools (“TFS” or “Corporation”) shall be from 1 July to 30 June.

## **ARTICLE II**

### **Board of Directors**

**Section 1. Number.** TFS shall have a Board of Directors (“Board”) consisting of seven (7) voting members (“Directors”). Four (4), “at-large” members shall be selected by the current Board of Third Future Schools by majority vote. Three (3) “parent-elected” Directors will be nominated by either the CEO or the at-large members and elected by majority vote of parents with students enrolled at a TFS school and who choose to participate in the election.

**Section 2A. Term.** Directors shall hold three-year terms. The number of terms is unlimited except that a Director may only serve two consecutive terms. In accordance with this section, parent-elected Directors, should they wish to continue serving after their current term, must stand for reelection by the parents in May at the end of the parent-elected Director’s term. To the extent possible, the Board shall take necessary and appropriate action to set up a cycle that will ensure that terms are staggered in such a way that approximately one-third of the Directors’ terms expire each year.

**Section 2B. Vacancies and Appointments.** New Directors will be appointed to vacancies or at the expiration of the term of at-large Director positions by nomination and agreement of at least a majority of at-large Board members. Parent-elected Directors will not vote on the at-large Director positions. Should the at-large Directors be unable to agree by a majority on an appointment, then the CEO will cast the deciding vote. Vacancies of the parent-elected Director positions will be filled at the next scheduled election, unless a special election is called by majority vote of the Board.

**Section 3B. Nomination.** At least ninety (90) days prior to the election the CEO will make a call for applications from interested candidates for parent-elected Director positions. The CEO may nominate up to two people for each parent-elected Director vacancy. By a majority, the Board may nominate up to two people for each parent-elected Director vacancy. Nominations must be announced no later than thirty (30) days prior to the election. The Board and CEO may choose to leave the position vacant for a year if both the CEO and the Board find no acceptable candidates.

**Section 4. Elections.** Parent-elected Director elections shall be held in May or June. Special elections may be held at other times to fill vacancies caused by death, resignation, or removal, in accordance with these bylaws. To ensure fairness, during any such election, each Family shall be entitled to one vote. A Family is defined as parents or guardians with at least one child or charge enrolled, without regard to the number of children enrolled in the School or the number of parents/guardians a student has. If a dispute arises as to which parent will cast the Family's vote, it shall be the primary custodial parent listed as such on the student's enrollment information. It shall be the responsibility of the Board to adopt policies or resolutions regarding election procedures, carry out regular and any special elections, fix the form of ballots, select election dates, rule on any election dispute, designate Directors or employees to carry out tasks necessary for conducting the election, take remedial measures (such as, for good cause, adjusting dates otherwise established in these bylaws or in any adopted election policy), and adopt any other resolution that may be necessary or appropriate to assure that the elections are properly conducted. The use of any part of school buildings or grounds for electioneering for specific candidates in parent-elected Director elections is prohibited, except that the school can organize forums, debates, or other events in which each candidate is invited and provided, as nearly as practicable, equal access and opportunity to speak and at which candidate literature may be distributed. Newly elected Directors shall assume office at the first Board of Directors meeting following their election. All final decisions regarding disputes in the election of parent-elected Directors will be made by the Board of Directors.

**Section 5. Ex Officio Members.** The Chief Executive Officer and one member of the Council, selected by a majority vote of the Council, shall be ex-officio, non-voting members of the Board.

**Section 6A. Specific Responsibilities and Duties.** The Board has the following specific roles and responsibilities:

- 1) Monitor 15 "operational expectations" outlined in Appendix A of these bylaws.
- 2) Ensure compliance with other policies required by State or Federal laws.
- 3) Hire and evaluate the Chief Executive Officer (CEO).
- 4) Provide financial oversight
  - a) Review and approve the budget (total allocated amount by fund)
  - b) Review financial statements at least quarterly
  - c) Conduct an annual financial audit
- 5) Review and approve academic and performance goals established by the CEO.
- 6) Collaborate with the CEO and Council to create a strategic vision.

**Section 6B. General Expectations.** Additionally, the Board is expected to:

- 1) Uphold the mission and vision of Third Future Schools and ensure that the vision provides a compass for key decisions of the leadership team.
- 2) Provide counsel and advice to the CEO through the Board President.
- 3) Establish trust among the Board, CEO, Council, staff, parents, and community.
- 4) Carry out duties or responsibilities in accordance with applicable state and federal law.

- 5) Perform any duty or responsibility as required by any contract, including any charter contracts.
- 6) Support the organization in obtaining adequate resources.
- 7) Enhance the public image of TFS.
- 8) Regularly evaluate the Board's performance and take steps to improve it.

**Section 6C. Individual Director Responsibilities and Duties.** The individual Director roles, responsibilities, and expectations are as follows:

- 1) Support the decisions of the Board.
- 2) Follow group norms established by the Board.
- 3) Recognize that authority rests only with the Board as a whole and not in its individual members.
- 4) Bring any personal conflicts of interest to the attention of the Board President as soon as possible. Recuse yourself from deliberations and voting in connection with the conflicts.
- 5) Channel requests for information through the Board President.
- 6) Direct requests by the media about school policy or issues related to TFS to the Board President or CEO.
- 7) Support the mission and vision of TFS.
- 8) Enhance the public image of TFS.
- 9) Represent the entire TFS community rather than any one part or a particular interest or constituency.
- 10) Foster openness and trust among the Board, the Council, the administration, the faculty, the students, the parents/guardians, and the public.
- 11) Be fully informed on issues that require a decision by the Board.
- 12) Prepare for all meetings by reading the materials provided in advance.
- 13) Attend meetings of the Board and be prepared to discuss the items on the agenda.
- 14) Read and respond as necessary to internal correspondence and communications and be available by phone, text, or email and respond in a timely manner.
- 15) Understand that the director's role is oversight and not involvement in administration of the management process.
- 16) Communicate promptly any significant concern or complaint to the CEO and then let the CEO deal with the issue. The CEO or his designee is to provide resolution feedback to the Board member as appropriate.

**Section 7. Restrictions and Checks and Balances.** To ensure the Board of Directors does not improperly expand its responsibilities and authority, and to ensure that it does not encroach upon the responsibilities and authority of the CEO or Council as outlined in these bylaws, the following restrictions and parameters shall be adhered to:

- 1) **Policies and Regulations.** The current TFS Board will adopt the monitoring expectations and the policies required by State or Federal law at the time of the adoption of these bylaws. Any additional policies or changes to policies or monitoring expectations must be approved by a majority of the Board, the CEO, and a majority of the members of the Council. The CEO is charged with making regulations to carry out policies and also to make regulations that help with the operation of the school system.

Only the CEO may make regulations. Regulations are not subject to review by the Board. If the Board believes a regulation is inconsistent with policy or other applicable requirements, the Board may request a review of the regulation by the Council. The Council may review a regulation at the request of the Board and, if it determines it is warranted by a majority vote, require the CEO to re-write a regulation consistent with instructions from the Council.

- 2) **Hiring the CEO.** The Board shall hire the CEO by majority vote. The initial contract for the CEO will be for no less than a three-year term. The Board may choose to extend or renew the contract of the CEO at any time. The Board shall not write a contract for any CEO that runs counter to any part of these bylaws.
- 3) **Removal of the CEO.** Five members of the Board may vote to remove the CEO for cause, as such terms are defined in the CEO's contract, but shall include failure to achieve academic and performance goals. However, the removal of the CEO will also require approval of at least four members of the Council.
- 4) **Budget.** The Board approves the total allocated amount by fund of the budget submitted by the CEO. The Board is not allowed to change any other part of the budget, except as outlined by law. The Board may reject a budget (total allocated amount by fund) with which it does not agree. Should the Board not accept a budget submitted by the CEO, the CEO must revise and resubmit a budget to the Board. Should the Board not accept the resubmission, the Council has the authority to accept the revised budget or make changes to the total allocated amount by fund and adopt the official budget by a majority vote of the Council. The Board must then adopt the budget approved by the Council. This same process shall apply to any budget revisions.
- 5) **Requests for information.** The Board as a whole may request information from the CEO in order to fulfill its oversight responsibilities and other duties. Should the requests for information begin to interfere with the effective operation of the school system or take too much time from staff responsibilities as determined by the CEO, the CEO may ask the Council to make reasonable restrictions on the Board's requests. The Council may make such restrictions and these restrictions shall be binding.
- 6) **Academic Achievement and Performance Goals.** The Board approves the academic achievement and performance goals submitted by the CEO. The Board is not allowed to change the goals; the Board may reject the set of academic and performance goals. Should the Board not accept the academic achievement and performance goals submitted by the CEO, the CEO must revise and resubmit them to the Board. Should the Board not accept the resubmission, the Council has the authority to accept the goals or make changes to the goals and adopt the official academic achievement and performance goals by a majority vote of the Council. The same process shall be followed for any revisions to the academic achievement and performance goals.
- 7) **Interactions with staff.** The CEO shall be the Board's only employee. The Board shall make no requests nor require any action of any other staff member. Should the school

system grow considerably, the Council may choose to require the CEO to provide the Board with a secretary or office manager whose duties will be determined by the CEO at the time such secretary or office manager is hired.

- 8) **Audits and investigations.** At the direction of the Board, and in accordance with applicable requirements, the CEO will hire an independent financial auditor to audit the school system's finances annually. The Board will conduct no other audit or investigation of the staff. Should the Board believe there is cause to investigate the CEO or the school system for waste, fraud, or abuse, it will make a request for an investigation to the Council. The Council will review the request and make a determination whether an independent, outside investigation or audit shall be made. The Council may not initiate an investigation and may only act upon a request from the Board. Should the Council determine a request should be acted upon, the Council will employ the appropriate person or agency and oversee the investigation.
- 9) **Interference.** Should the CEO determine that the Board or any Board Director is unduly interfering with his or his staff's ability to fulfill their responsibilities or that the Board or any Board Director is unduly involving itself in operational or managerial decisions or actions, he may request that the Council intervene. The Council will review the request and may restrict the Board from specific actions or decisions that it believes is interfering with the operations or management of the school system. These restrictions shall be binding.

**Section 8A. Resignations.** Any Director 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 effective.

**Section 8B. Removal.** Any at-large Director of the Board may be removed at any time with or without cause, by an affirmative vote of four members of the Council and when, in the Council's judgment, the best interests of TFS are served by the removal. Four members of the Council may also initiate a recall of a parent-elected Director(s) by a vote of four members. Any recall election initiated shall be conducted within 30 days of the date initiated by the Council, and shall be conducted under the same provisions of these bylaws, as appropriate, related to regular elections. If such a recall election is initiated, the parent-elected Director(s) will be removed if two-thirds of the votes cast by Families in the recall election approve of the removal of the parent-elected Director(s).

## **ARTICLE III**

### **Meetings of the Board of Directors**

**Section 1A. Meetings.** The Board of Directors will meet at least once every two months to discuss TFS operations and to hear reports and updates from Board members and to discuss business related to their duties and responsibilities outlined in these bylaws. All actions taken by

the Board of Directors will require a majority vote of a quorum of Directors present at the meeting or as outlined in these bylaws. Each meeting of the Board shall be considered a different session from other such meetings; thus, motions or questions from one session or meeting can be renewed in another meeting, in accordance with the applicable section of Roberts Rules of Orders. The Board shall be subject to and hold meetings in accordance with the Colorado Open Meetings Act.

**Section 1B. Roberts Rules of Orders.** The Board shall use Roberts Rules of Order as a reference and a guide to conduct meetings.

**Section 2. Notices.** Notice, including agenda information where possible, of any meetings of the Board at which the Board takes any action or at which a majority or quorum of the Board is or expected to be in attendance, will be posted at least twenty-four hours in advance. The posting of such a notice shall be one means of providing full and timely notice to the public of such meetings and that the location for the posting of notice shall continue in effect until changed by subsequent official action by the Board of Directors.

**Section 3. Agenda.** A proposed agenda for all Board of Directors meetings will be posted with the required 24-hour notice if possible.

**Section 4. Minutes.** Approved minutes of all public board meetings will be placed in a notebook in the office of TFS and on the school's website in prompt manner and will be available for review at any reasonable time.

**Section 5. Quorum and Constitution of Majority.** For voting purposes, a quorum shall consist of a majority of those Board members eligible to vote. Throughout these bylaws, except where specifically designated, a "majority" shall mean a majority of the members present for a vote including the members participating by phone or video conference. No action may be taken nor decision made without a quorum.

**Section 6. Executive Sessions.** All regular and special meetings of the Board of Directors shall be open to the public, except that, upon a vote of two-thirds of the members present, an executive session may be held to discuss any matter as permitted under the Colorado Open Meetings Act. 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 decision, 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 of Directors shall maintain topical minutes of all executive session items that then result in public Board action.

**Section 7. Special Meetings.** Special meetings of the Board may be called by or at the request of the President or by a majority vote of the Board members. Special meetings must meet posting requirements stated in CRS 22-32-108. The Board may fix any place or time as the place for holding any special meetings. Special meetings of the Board shall follow the rules and regulations of a regular public Board meeting.



## **ARTICLE IV**

### **Officers of the Board**

**Section 1. Officers.** The Officers of the Board of Directors shall consist of President, Vice-President, Secretary, and Treasurer. Any voting member of the Board shall be eligible to hold Board office.

**Section 2. Election and Term.** The Board shall elect, by a simple majority of eligible voting members, its Officers at the first regular public meeting of the fiscal year of the Board of Directors. They shall serve for a term of one year and until their successors are elected and qualified or until their resignation, removal, death.

**Section 3. Vacancies.** An Officer elected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

**Section 4. President.** The President shall preside at all meetings of the Board of Directors. The President shall execute contracts when authorized by the Board, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of Third Future Schools. In general, the President shall perform all duties and may exercise all rights as are incident to the Office of President of the Board of Directors and such other duties as may be prescribed by the Board of Directors or these Bylaws.

**Section 5. Vice President.** The Vice-President shall have all the powers and perform all the duties of the President in the absence of the President. The Vice- President shall perform such other duties as from time-to-time may be assigned to him by the President or by the Board of Directors.

**Section 6. Secretary.** The Secretary shall keep full minutes of all the meetings of the Board of Directors. The Secretary shall attend the meetings of the Board of Directors and shall act as clerk thereof and record all the acts and votes and the minutes of all proceedings in one or more books to be kept for that purpose.

**Section 7. Treasurer.** The Treasurer shall oversee the financial transactions and financial reports prepared for the Board and shall see that proper financial procedures are being followed as established by the Board.

**Section 8. Resignations and Removal.** Any Officer may resign at any time by giving written notice to the President or Secretary of the Board of Directors. 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. Any Officer may be removed as an Officer at any time, with or without cause, by an affirmative vote of a two-thirds majority of the Board members whenever, in their judgment, the best interests of Third Future Schools are served by the removal.

## **ARTICLE V**

### **The Council**

**Section 1. Number.** TFS shall have a Council consisting of five (5) voting members.

**Section 2. Term.** Council members shall hold three-year terms. The number of terms is unlimited except that a Council member may only serve two consecutive terms. To the extent practical, a cycle shall be established so that the terms are staggered in such a manner that approximately one-third of the Council members' terms expire each year.

**Section 3. Vacancies and Appointments.** New members will be appointed to vacancies of the Council by nomination and a two-thirds majority vote of the Council. If the Council fails to obtain a two-thirds majority to appoint a new Council member, then the CEO shall appoint a Council member from those candidates nominated by the Council.

**Section 4. Selection of the First Council.** The CEO will nominate and a majority of the Board will confirm the original five members of the Council. Thereafter, the Council may get input from the CEO or the Board when filling vacancies, but is not required to do so.

**Section 5. Ex Officio Members.** The Chief Executive Officer and one member of the Board, selected by a majority vote of the Board, shall be ex-officio, non-voting members of the Council.

**Section 6A. Specific Responsibilities and Duties.** The Council has the following specific roles and responsibilities:

- 1) Adjudicate disputes between the CEO and Board with regard to responsibilities and authority, ensuring that the Board does not interfere with the operational decisions and actions of the CEO and her staff, and that both the Board and the CEO are able to fulfill the responsibilities outlined in these bylaws.
- 2) Remove at large Board members who violate these bylaws or established policies or who otherwise do not act in the interests of the school system.
- 3) Initiate a recall of parent-elected Directors should the Council determine that the interests of the school system will best be served by a recall of the parent-elected Director.
- 4) Revise and approve the total allocated amount by fund should the Board and CEO fail to agree on a budget by 1 May before the start of the new fiscal year, or, should a revised budget be needed, if the CEO and Board fail to agree on a revised budget by 15 Nov after the start of the fiscal year.
- 5) Revise and approve the academic achievement and performance goals should the Board and CEO fail to agree on them by 1 September after the start of the school year.
- 6) Assess the system's accomplishment of the academic achievement and performance goals and provide input to the Board for the CEO's evaluation.
- 7) Collaborate with the CEO and Board to create a strategic vision.
- 8) Make recommendations to the CEO to ensure that the system continues to improve and innovate. The Council may require the use of up to 5% of the per-pupil operating revenue (PPOR) for system innovation as defined and determined by the members of the Council.



**Section 6B. General Expectations.** Additionally, the Council is expected to:

- 1) Uphold the mission and vision of Third Future Schools and ensure that the vision provides a compass for key decisions of the leadership team.
- 2) Provide counsel and advice to the CEO through the Council President.
- 3) Establish trust among the Council, CEO, and Board.
- 4) Abide by state and federal law.
- 5) Support the organization in obtaining adequate resources.
- 6) Enhance the public image of TFS.
- 7) Regularly evaluate the Council's performance and take steps to improve it.

**Section 6C. Individual Director Responsibilities and Duties.** The individual Council member roles, responsibilities, and expectations are as follows:

- 1) Support the decisions of the Council.
- 2) Follow group norms established by the Council.
- 3) Recognize that authority rests only with the Council as a whole and not in its individual members.
- 4) Bring any personal conflicts of interest to the attention of the Council President as soon as possible. Recuse yourself from deliberations and voting in connection with the conflicts.
- 5) Channel requests for information through the Council President.
- 6) Direct requests by the media to the Council President or CEO.
- 7) Support the mission and vision of TFS.
- 8) Enhance the public image of TFS.
- 9) Represent the entire TFS community rather than any one part or a particular interest or constituency.
- 10) Foster openness and trust among the Council, the Board, the administration, the faculty, the students, the parents/guardians, and the public.
- 11) Be fully informed on issues that require a decision by the Council.
- 12) Prepare for all meetings by reading the materials provided in advance.
- 13) Attend meetings of the Council and be prepared to discuss the items on the agenda.
- 14) Read and respond as necessary to internal correspondence and communications and be available by phone, text, or email and respond in a timely manner.
- 15) Understand that the Council's role is oversight and not involvement in administration of the management process.
- 16) Communicate promptly any significant concern or complaint to the CEO and then let the CEO deal with the issue. The CEO or his designee is to provide resolution feedback to the Council member as appropriate.

**Section 7. Restrictions and Checks and Balances.** To ensure the Council does not expand its responsibilities and authority, the following restrictions and parameters shall be adhered to:

- 1) **Policies and Regulations.** The current TFS Board will adopt the monitoring expectations and the policies required by State or Federal law at the time of the adoption

of these bylaws. Any additional policies or changes to policies or monitoring expectations must be approved by a majority of the Board, the CEO, and a majority of the members of the Council. However, the Council may not initiate any change to policy or monitoring expectations. The CEO is charged with making regulations to carry out policies and also to make regulations that help with the operation of the school system. Only the CEO may make regulations. Regulations are not subject to review by the Council or the Board. Regulations are not subject to review by the Board. If the Board believes a regulation is inconsistent with policy or other applicable requirements, the Board may request a review of the regulation by the Council. The Council may review a regulation at the request of the Board and, if it determines it is warranted by a majority vote, require the CEO to re-write a regulation consistent with instructions from the Council.

- 2) **Hiring the CEO.** The Council shall have no role nor exert any influence over the hiring of the CEO or the renewal of her contract, except as expressly provided in these bylaws.
- 3) **Requests for information.** The Council as a whole may request information from the CEO in order to fulfill its oversight responsibilities and other duties. Specifically, the Council may request information:
  - a) Needed to approve the budget, but only in the case when the Board and CEO cannot agree on the budget (as outlined in these bylaws).
  - b) Needed to approve the academic achievement and performance goals, but only in the case when the Board and CEO cannot agree on the achievement and performance goals (as outlined in these bylaws).
  - c) Needed to assess accomplishment of the academic achievement and performance goals.
  - d) Related to the possible removal of an at large Board member or possible recall of a parent-elected Director.
  - e) Needed to help develop the strategic plan.
  - f) When the CEO believes the Board is interfering or involving itself with operational decisions or actions, and the Council needs to adjudicate the dispute.
- 4) **Interactions with staff.** The Council shall make no requests nor require any action of any staff member other than the CEO. Should the school system grow considerably, the Council may choose to require the CEO to provide the Council with a secretary or office manager whose duties will be determined by the CEO at the time such secretary or office manager is hired.
- 5) **Audits and investigations.** The Council may not initiate an investigation of the school system or any person in the school system, and may only act upon a request from the Board. Should the Council determine a request should be acted upon, the Council will employ the appropriate person or agency and oversee the investigation.

**Section 8A. Resignations.** Any Council member may resign at any time by giving written notice to the President or Secretary of the Council. 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.

**Section 8B. Removal.** Any member of the Council may be removed at any time with or without cause, by an affirmative vote of four members of the Council and when, in the Council’s judgment, the best interests of TFS are served by the removal.

## **ARTICLE VI Meetings of the Council**

**Section 1A. Meetings.** The Council will meet at least once every six months to hear reports and updates from the CEO and to discuss business related to their duties and responsibilities outlined in these bylaws. All actions taken by the Council will require a majority vote of a quorum of Council members present at the meeting or as outlined in these bylaws. The Council shall be subject to and hold meetings in accordance with the Colorado Open Meetings Act.

**Section 1B. Roberts Rules of Orders.** The Council shall use Roberts Rules of Orders as a reference and a guide to conduct meetings.

**Section 2. Notices.** Notice, including agenda information where possible, of any meetings of the Council at which the Council takes any action or at which a majority or quorum of the Council is or expected to be in attendance, will be posted at least twenty-four hours in advance. The posting of such a notice shall be one means of providing full and timely notice to the public of such meetings and that the location for the posting of notice shall continue in effect until changed by subsequent official action by the Council.

**Section 3. Agenda.** A proposed agenda for all Council of Directors meetings will be posted with the required 24-hour notice if possible.

**Section 4. Minutes.** Approved minutes of all public Council meetings will be placed in a notebook in the office of TFS and on the school’s website in prompt manner and will be available for review at any reasonable time.

**Section 5. Quorum and Constitution of Majority.** For voting purposes, a quorum shall consist of a majority of those Council Members eligible to vote. Throughout these bylaws, except where specifically designated, a “majority” shall mean a majority of the members present for a vote including the members participating by phone or video conference. No action may be taken nor decision made without a quorum.

**Section 6. Executive Sessions.** All regular and special meetings of the Council shall be open to the public, except that, upon a vote of two-thirds of the members present, an executive session may be held to discuss any matter as permitted under the Colorado Open Meetings Act. The motion requesting the executive session shall state the nature of the matter to be discussed. Only those persons invited by the Council may be present during the executive session. The Council

shall not make final decisions nor take formal action related to the budget 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 Council shall maintain topical minutes of all executive session items that then result in public Council action.

**Section 7. Special Meetings.** Special meetings of the Council may be called by or at the request of the President or by a majority vote of the Council members. Special meetings must meet posting requirements stated in CRS 22-32-108. The Council may fix any place or time as the place for holding any special meetings. Special meetings of the Council shall follow the rules and regulations of a regular public Council meeting.

## **ARTICLE VII Officers of the Council**

**Section 1. Officers.** The Officers of the Council shall consist of President, Vice-President, and Secretary. Any voting member of the Council shall be eligible to hold Council office.

**Section 2. Election and Term.** The Council shall elect, by a simple majority of eligible voting members, its Officers at the first regular public meeting of the fiscal year of the Council. They shall serve for a term of one year and until their successors are elected and qualified or until their resignation, removal, death.

**Section 3. Vacancies.** An Officer elected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

**Section 4. President.** The President shall preside at all meetings of the Council. In general, the President shall perform all duties and may exercise all rights as are incident to the Office of President of the Council and such other duties as may be prescribed by the Council or these Bylaws.

**Section 5. Vice President.** The Vice-President shall have all the powers and perform all the duties of the President in the absence of the President. The Vice- President shall perform such other duties as from time-to-time may be assigned to him by the President or by the Council.

**Section 6. Secretary.** The Secretary shall keep full minutes of all the meetings of the Council. The Secretary shall attend the meetings of the Council and shall act as clerk thereof and record all the acts and votes and the minutes of all proceedings in one or more books to be kept for that purpose.

**Section 7. Resignations and Removal.** Any Officer may resign at any time by giving written notice to the President or Secretary of the Council. 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. Any Officer may be removed as an Officer at any time, with or without cause, by an affirmative vote of four members of the Council and approved by the CEO whenever, in their judgment, the best interests of TFS are served by the removal.

## **ARTICLE VIII**

### **Chief Executive Officer**

**Section 1. General.** The Chief Executive Officer (CEO) shall serve as chief administrator for the day-to-day operations of the school system and, in collaboration with the Board and Council, serve as the keeper of the vision and mission of the school. The CEO shall account to and serve at the direction of the Board.

**Section 2. Responsibilities and Duties.** The CEO responsibilities and expectations are as follows:

- 1) Assume administrative responsibility and leadership for the planning, operation, supervision, and evaluation of the instructional programs
- 2) Keep staff focused on outcomes and student performance and academic achievement
- 3) Establish a high-performance culture and effective school system
- 4) Hire a high-quality staff and expand staff capacity in the delivery of high-quality instruction in a personalized learning environment
- 5) Expand leadership density
- 6) Ensure compliance with applicable laws, the charter contract, Board policies and to meet monitoring expectations
- 7) Keep the Board and Council informed; communicate and collaborate with the Board and Council
- 8) Establish priorities and follow through on priorities that are aligned with TFS's vision and mission
- 9) Guide staff in the accomplishment of the system's goals and objectives as outlined in the Action Plan
- 10) Ensure adequate funding for the school system and ensure the school system is properly resourced
- 11) Coach and evaluate principals
- 12) Create and manage the budget, ensuring the financial health of the school system
- 13) Work with the principals to assign staff
- 14) Work with the principals to terminate or suspend an employee's employment when necessary
- 15) Prepare recommendations for policies to be adopted by the Board and Council, develop regulations to implement adopted policies, and oversee the implementation of adopted policies
- 16) Oversee the submission of reports as required by state or federal law, rule, or regulations
- 17) Build relationships with community members and organizations to support student learning and to advocate for the staff
- 18) Create and maintain a positive image of the school

## **ARTICLE IX**

### **School System Accountability Committee**

**Section 1. School System Accountability Committee (SAC).** A Board committee will be responsible for the organization and coordination of the School System Accountability Committee. The purpose of the Accountability Committee is to meet state reporting requirements for accountability. The Committee shall be appointed and have the responsibilities designated for School Accountability Committees in C.R.S. 22-7-401.

**Section 2. Other Parent Groups.** The CEO may convene other parent groups for input or advice or other reasons in support of the school or the school system and its mission.

## **ARTICLE X Contracts and Grants**

**Section 1. Contracts.** All contracts in amounts exceeding \$2,500, before or after being executed, shall be presented to the Board at one of its public meetings for purposes of monitoring spending activities. The CEO may enter into any contract and execute and deliver any instrument in the name of and on behalf of Third Future Schools under \$50,000, or as approved by the Board. Any contract above \$50,000 must be reviewed and approved by the Board before it can be executed, unless it is a matter of clear emergency and the CEO must act in order to serve the best interests of Third Future Schools. If there is ever a dispute between the CEO and the Board with regards to entering into any contract, at the request of the CEO or the Board the Council will intervene and the decision of the Council shall be final.

**Section 2. Grants.** The Board or CEO may accept on behalf of Third Future Schools any contribution gift, grant, bequest or device for the general purposes or for any special purpose of Third Future Schools.

**Section 3. Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan or advance to, or overdraft of funds by an officer or member of the Board of Directors otherwise than in the ordinary and usual course of the business of the corporation, and on the ordinary and usual course of the business or security, shall be made or permitted. No loans shall be made by the corporation to any of its Directors, Council members, or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

## **ARTICLE XI Books and Records**

Third Future Schools shall keep current records and shall also keep minutes of the proceedings of its Board of Directors and the Council and shall keep at its registered or CEO office a record



giving the names of the Board of Directors and Council, operating committees, and minutes. All approved records of Third Future Schools are considered public documents and may be inspected at any reasonable time. However, student records, personnel records and any other record protected under privacy laws are excluded.

## **ARTICLE XII**

### **Indemnification**

No Director of the Board or member of the Council shall be personally liable for any obligations of the Corporation (Third Future Schools) or for any duties or obligations arising out of any acts or conduct of said Director or member performed for or on behalf of Third Future Schools. Third Future Schools 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 member of the Board or Council of Third Future Schools, 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 Director or member of the Board or Council of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or refrained from by any such Board Director or Council member, and shall reimburse each such Director or member of the Board or Council 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 Third Future Schools 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 Third Future Schools to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. Third Future Schools, its Board Directors, Council members, 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 Board or Council members or otherwise, both as to action in an official capacity and as to such person who has ceased to be a Director or member of the Board or Council, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

## **ARTICLE XIII**

### **Insurance**

By action of the Board of Directors, notwithstanding any interest of the Directors in this action, Third Future Schools may purchase and maintain insurance, as the Board of Directors deems

appropriate, on behalf of any person who is or was a Board Director, Council member, Officer, employee, fiduciary, or agent of Third Future Schools, or who, while a Board member, Council member, Officer, employee, fiduciary or agent of Third Future Schools, is or was serving at the request of Third Future Schools as a Board member, Council member, Officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against, or incurred by, that person in any such capacity or arising out of their status, whether or not Third Future Schools would have the power to indemnify that person against such liability under the provisions of Article XII of these bylaws or applicable law.

## **ARTICLE XIV**

### **Miscellaneous**

Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Designated Contributions. The corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the corporation's tax-exempt purposes.

References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

## **ARTICLE XV**

### **Conflicts of Interest**

Definition. A conflict of interest arises when any “responsible person” or any “party related to a responsible person” has an “interest adverse to the corporation.” A “responsible person” is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, Directors, Council members and officers of the corporation. A “party related to a responsible person” includes his or her family (including spouses, parents, children, grandchildren, or siblings, or the spouse of any of the foregoing), an estate or trust in which the responsible person or any member of his or her family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her family is a director, trustee or officer or has a financial interest. “An interest adverse to the corporation” includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.

Disclosure and Recusal. If a responsible person is aware that the corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the corporation entering into the conflicting interest transaction; and (iii) shall recuse from any deliberations on the vote to approve or not the conflicting interest transaction, and the responsible party shall not be entitled to vote on the decision to enter into such transaction or not.

Approving a Conflict of Interest. The corporation may enter into a conflicting interest transaction provided either: (i) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or to a committee of the Board of Directors that authorizes, approves or ratifies the conflicting interest transaction, and the Board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors on the Board or committee, even though the disinterested Directors are less than a quorum; or (ii) The conflicting interest transaction is fair as to the corporation.

**ARTICLE XVI**  
**Procedure to Amend These Bylaws**

The bylaws may be amended, altered, or repealed and new bylaws adopted upon proper notice and approval by the CEO, four members of the Council, and five members of the Board of Directors. Should there not be a CEO or requisite number of members of the Board or Council needed to amend the bylaws, an amendment shall not be brought to a vote until there is a CEO under contract and at least four filled positions on the Council and at least five filled positions on the Board.

Adopted March 9, 2018

Signed 



## Amendment 1 to Board Bylaws

17 January 2021

The current Bylaws (dated 9 March 2018) do not include provisions for meeting electronically. It also does not address public comments at Board meetings. Amendment 1 addresses these two omissions.

To be added to Section 1A of Article III, Meetings of the Board of Directors:

*Board members may meet in-person or electronically (virtually) so long as all board members participating and the public can all hear each other during the meeting, and technology is in place to ensure such. Board members attending virtually shall be counted as present for all purposes, and Virtual attendance shall count toward a quorum. Should any Board member plan to attend a Board meeting virtually, they will make that known to the Board President at least 24 hours in advance of the scheduled Board meeting. The Board President shall then provide for virtual access to the meeting to Board members and members of the public.*

*The Board will allow for input and questions from the community via email. Should a member of the public wish to provide input or notify the Board of a concern, he/she may send an email to the Board at [board@thirdfuture.org](mailto:board@thirdfuture.org). All emails sent to the Board at that address and prior to 48 hours before the start of the Board meeting will be disseminated to the Board prior to the next scheduled Board meeting. The Board will generally not allow for verbal public comment at Board meetings.*

*Should any part of this amendment related to public comments conflict with any other part of the Bylaws, the language and intent of the original bylaws (dated 9 March 2018) shall prevail.*

To be added to Section 1A of Article VI, Meeting of the Council

*Council members may meet in-person or electronically (virtually) so long as all board members participating and the public can all hear each other during the meeting, and technology is in place to ensure such. Board members attending virtually shall be counted as present for all purposes, and Virtual attendance shall count toward a quorum. Should any Council member plan to attend a Council meeting virtually, they will make that known to the Council President at least 24 hours in advance of the scheduled Council meeting. The Council President shall then provide for virtual access to the meeting to Council members and members of the public.*

*The Council is not obligated to take input or questions from the community.*