

BYLAWS OF THE LAURENT CLERC EDUCATIONAL FUND OF COLORADO

ARTICLE I – General

Section 1: **Name.** The name of this Corporation is the Laurent Clerc Educational Fund of Colorado. The Corporation also does business under the name Rocky Mountain Deaf School.

Section 2: **Purpose.** The purpose of these Bylaws is to make provision for the functioning of the Corporation in accordance with, and subject to, all provisions of its Articles of Incorporation.

Section 3: **Office.** The principle office of the Corporation shall be located in the Jefferson County, State of Colorado, or such other site as may be designated by the governing Board from time to time.

Section 4: **No Members; No Stock.** The Corporation shall have no members and no stock.

Section 5: **Definitions.** In these Bylaws, the following terms shall have the meaning set forth below:

“Act” means the Colorado Charter Schools Act, COLO. REV. STAT. §§ 22-30.5-101 – 115, or the corresponding provisions in any successor statute.

“Board” means the Board of Directors of the Corporation.

“Head of School” means the person employed by the Board as the single lead administrative officer, under whatever title the Board designates.

“Corporation” or “School” means Laurent Clerc Educational Fund of Colorado d/b/a Rocky Mountain Deaf School.

“Director” means an individual serving on the Board, and –

“Elected Director” means a director elected by a voting constituency associated with the Schools and otherwise defined in these Bylaws or by Board Action.

“Named Director” means a Director named in these Bylaws.

“Selected Director” means a Director selected by the Directors then serving on the Board.

“Fundamental Changes” means any action of the Board to dissolve the Corporation or cease operations; relinquish any charter contract; change the Educational Mission; to any

degree remove, dilute, or impair the power of a body to designate or elect. Directors, once such power has been granted, or a decision to declare any form of insolvency;

“Member” excepting only in Article I, section 4, above, when used herein does not refer to a “member” within the meaning of the Colorado Nonprofit Corporation Act, but is common usage and refers to a person participating in a body or group identified by context.

“Nonprofit Act” means the Colorado Revised Nonprofit Corporations Act, COLO. REV. STAT. §§7-121-101 – 7-137-3301, or the corresponding provisions in any successor statute.

“Sunshine Act” means the Colorado Sunshine or Open Meeting Act, COLO. REV. STAT. §§ 24-6-402 – 404

“Deaf” when used is inclusive of all children with congenital and acquired hearing loss, unilateral and bilateral hearing loss, all degrees of hearing loss from minimal to profound, and all types of hearing loss (sensorineural, auditory neuropathy spectrum disorder, permanent conductive, and mixed).

ARTICLE II – Board

Section 1: Board Appointment; Election; Terms; Vacancies; Removal

a. The Board shall consist of:

i. As voting and ex-officio Directors, two (2) staff members employed in programs managed by the Corporation, to be elected by the educational employees of the Corporation. Managing educators and individuals in their first year of employment will be eligible to nominate others to be staff Directors and vote in elections of staff Directors, but not to serve as staff Directors. One (1) staff Director shall be a staff member from the Elementary department and the other staff Director shall be a staff member from the Middle School/High School department. Both staff members can vote but not on personnel issues, salary issues, self-conflict of interests, and any other issues determined by the Board.

ii. Three (3) parents of students served by educational programs managed by the Corporation to be elected as Directors by the Board.

iii. Three (3) community members, one from an organization serving the community and the other two at large representing the geographical area served by the Corporation, to be selected by the Board. It is preferred, but not required, that one of the community members have experience in Deaf Education and/or Charter School.

iv. One (1) person with business, finance, or commercial experience to be selected by the Board.

v. One (1) person to serve as the President of the Board to be selected by the Board. That person must have served on the Board for at least one (1) year.

b. All Directors shall have a term of three (3) years and may serve additional terms. The President shall have a term of one (1) year. In the event of an early vacancy, the replacement Board member shall serve out the remainder of that term left vacant by the previous Board member.

c. The time and manner of all regular and special elections and appointments shall be determined by the Board.

d. Upon vacancy for any unexpired term, the Board shall make provision for special election or board selection, as appropriate, to fill the remainder of the unexpired term. The Board may, by policy, determine whether the time remaining in an unexpired term justifies arranging an election and may, based on such policy, select a Director who would ordinarily be elected to fill such a vacancy. Advance notice of a vacancy selection or a meeting to determine a vacancy election shall be given to each Director. All directors, excepting those removed for cause, shall be presumed to remain in office until their successor is qualified.

e. Directors may be removed for cause, which shall include failure reasonably to participate in Board meetings or violation of the Board Code of Ethics, upon vote of three-quarters (3/4) of a quorum. Advance notice of a vote to remove a Director for cause shall be given to each Director. A proper vote to remove a Director for cause shall be effective immediately and the seat shall remain vacant until a successor is qualified.

f. If a Director is elected or selected on the basis of employment by the Corporation as described in II(1)(a)(i), above, or on the basis of enrollment of a child in a division of the education programs of the Corporation, as described in II(1)(a)(iii), above, and such Director ceases to be so employed or to have a child so enrolled, the individual shall thereby lose their election or selection to the Board. An individual who loses their position for such reason, or through resignation, may continue to serve until their successor is named.

g. In order to reflect the equal respect accorded to the Deaf and hearing communities, the Board shall endeavor to assure that Directors are a minimum of 50% Deaf.

Section 2: **Officers.** The Board shall select its officers from its own number, which shall include: the President, the Vice-President, the Secretary, and the Treasurer. Each officer shall deliver all necessary books or records to their successor. In order to assure that the Board and

school leadership is fully accessible to the Deaf community, the president shall have native or native-like fluency in American Sign Language. The term of the Officers shall be one (1) year.

Section 3: Conflicting Interest Transactions. When any matter before the Board may involve a conflicting interest transaction, as that term is defined by law, the potential conflict shall be disclosed and recorded in the minutes. A Director with a conflicting interest shall not vote on a motion, resolution, or other action implicating such interest, but may be counted as present for purposes of determining if a quorum exists. A majority of disinterested directors, acting at a meeting with a quorum, shall be sufficient to take ordinary Board action. Director with conflicting interests are not disqualified from discussions of such matters in public session, but should voluntarily refrain from participating in a properly called executive session concerning such conflicting interest.

Section 4: President. The President shall call and preside over Board meetings and shall conduct such meetings in American Sign Language and according to Deaf communication norms, with access for the hearing community to be provided through interpretation; may be or designate another officer or individual as a member of any committees as are provided for from time to time; shall appoint chair of any committees and all positions provided from time to time; subject to approval of the Board; have authority, along with the treasurer, to sign checks; shall provide any interested persons with a printed agenda at the beginning of each meeting; prepare an agenda for the President's presentation at each regular Board meeting; and have custody of the books and papers to the Corporation except those assigned to others. The President cannot vote on any issues except in the event of a tie-breaker.

Section 5: Vice President. The Vice President shall serve as President in the absence or inability of the President and may be delegated by the President any duties or powers of the President. The Vice President may serve as another officer, other than President. Upon full assumption of the office of President, the office of Vice President and any other office held by that person shall be vacant.

Section 6: Secretary. The Secretary shall record the minutes of all meetings of the Board of Directors; and maintain a current copy of the charter, bylaws, and tax exempt status of the Corporation; make provisions for the maintenance and secure preservation of the history of this Corporation and its predecessor or successor organizations; make provision for communication to the constituencies of the Corporation on a regular basis; provide all notices required by these bylaws or by vote of the Board; report all communications received to the Board as a whole; and make provision for publication of such reports, articles, or communications as the Board may direct from time to time.

Section 7: Treasurer. The Treasurer shall have custody of the funds of the Corporation; keep a full and accurate account of receipts and expenditures; be responsible for the maintenance of such books of account and records as are necessary to demonstrate compliance with all provisions of the charter and bylaws of this Corporation; act in compliance with the annual budget adopted by the Corporation; make disbursements as directed by the Board of the Corporation; cosign all checks with another officer of the Corporation when necessary; present

or cause to be presented a financial statement at every meeting of the Corporation and at other times when requested by the Board; make a full report at the meeting at which new officers assume their duties; and subject the accounts to an annual audit by a Certified Professional Accountant or other appropriately qualified individual. All books of the Corporation shall be open by request of a Director, upon three (3) days notice, to inspected by all Directors at any regular meeting of the Board, or by any individual Director at any reasonable time.

Section 8: **Delegation.** In the absence or inability of any officer, the Board may delegate the powers and duties of such officer, except as otherwise provided herein, to any Director.

Section 9: **Election Policy & Practice.** The Board will have the power to prescribe election procedures; carry out regular and any special elections; fix the form of ballots; rule on any election dispute; designate Directors, employees, committees or others to carry out tasks necessary for conducting an election; take remedial measures (such as, for good cause, adjusting dates otherwise established in these Bylaws or in any Election Policy); establish rules to assure that campaigning does not interfere with the education of students or ordinary operation of a School; and take any other action necessary or proper to assure a fair and open election. The power to conduct elections to the Faculty Council and of Staff Directors to the Board is hereby delegated to the Faculty Council, and the Board may delegate other election matters to an Election Committee, but shall retain power to review any decision of such Council or Committee alleged to violate these Bylaws. Parent Directors shall be elected by parents and members of the Faculty Council and the Staff Directors shall be elected by staff.

Section 10. **Code of Ethics.** Each Director and officer shall, prior to entering upon their duties, agree that as a condition of his or her service, he or she will abide by the School Board Code of Ethics.

ARTICLE III – Meetings & Committees

Section 1: **Regular Meetings.** Regular meetings of the Board shall be held during the year, the times to be fixed by the Board at its first meeting of the year. Notice of regular Board meetings shall be given in writing, in advance of the date of said meeting, to each Director, provided that notice of the schedule of fixed meeting dates shall suffice. Special meetings may be called by the President, regular meetings may be canceled by the President and, in such cases, an effort will be made to give actual advance notice of such meetings to each Director. The Board shall have full control and responsibility for the affairs and operation of the Corporation and may exercise any and all corporate powers, subject only to the requirements of the Articles of Incorporation and these Bylaws. One-half of the Directors eligible to vote on a matter shall constitute a quorum for conducting business.

Section 2: **Sunshine Act.** All meetings of the Board shall be held in compliance with the Sunshine Act.

Section 3: **Quorum & Board Action.** A majority of the Directors then serving shall constitute a quorum for conducting business and a majority of a quorum shall be sufficient to

take action on any subject not requiring some greater number, or permitted by some lesser number, under these Bylaws. No Director may vote by proxy. Directors may attend Board meetings and vote electronically.

Section 4: **Parliamentary Procedure.** The Board shall follow ordinary rules of practice for a small board, and may use *Robert's Rules of Order, Newly Revised* (11th ed.) as a nonbinding reference on parliamentary procedure.

Section 5: **Committees.** Except as otherwise provided in these Bylaws, the Board may designate, discharge, reorganize, or dissolve such committees or subordinate bodies as it deems necessary or appropriate. The resolution designating a committee shall define its membership, purposes, powers, and rules of procedure. Except as otherwise provided in these Bylaws or a committee charge, the Chair shall appoint the members of committees so designated. The Board may prescribe committee procedures, including requirements for public or confidential meetings, notice, and minutes. No committee or subordinate body may have or exercise the authority of the Board or, without specific written authority of the Board, incur any corporate expense or make any representation or commitment on behalf of the Corporation. No committee or subordinate body, including any Executive Committee, may amend the Articles of Incorporation or Bylaws, or authorize any Fundamental Changes. To the extent elected or selected positions are subject to requirements of qualifications, experience, or background check, as otherwise prescribed by the Board, a Nominating Committee may be composed to pass upon whether candidates are eligible for office.

Section 6: **Conducted in American Sign Language.** All meetings shall be conducted in American Sign Language and according to Deaf community norms, with access for the hearing community to be provided through interpretation.

ARTICLE IV – Contracts & Finances

Section 1: **Contracts.** Any and all contracts entered by the Corporation shall be signed by the President and attested by the Secretary, provided that checks of the Corporation may be signed as otherwise provided in these Bylaws. No officer of the Corporation has authority to pledge the credit of the Corporation in any matter which is not (a) provided for in a formal budget of the Corporation or (b) approved by proper advance vote of the Board.

Section 2: **No Loans.** No loans may be made by the Corporation to any person or entity for any purpose, except that the Board may permit, in cases of hardship, advances of not more than one month of employee pay.

Section 3: **Expenditures.** The Board may authorize the Head of School or the Head of School and Board President, to approve expenditures up to defined amounts, consistent with the School budget. Such authority shall be recorded in a resolution of the Board.

ARTICLE V – Board Duty

It is the primary duty of the Board of Directors to further the purposes of the Corporation, as set forth in the Articles of Incorporation, especially as those relate to the support and improvement of the education of Deaf children.

ARTICLE VI – Indemnification

The Corporation shall indemnify any person who was, is, or is threatened to be made party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that this person is or was an officer or Director of the Corporation and acting in that capacity, to the full extent permitted by Colorado law, including but not limited to the Nonprofit Act and, if applicable, the Colorado Governmental Immunity Act, COLO. REV.STAT. §§ 24-10-101 – 120, except if there is a determination in the action, suit, or proceeding that the person engaged in willful misconduct. Any indemnification under this Article shall be made only as authorized on a specific case by a determination of the Board, by majority vote of a quorum of Directors not parties to the action, suit, or proceeding at issue. If the action, suit, or proceeding involves so many Directors that a quorum of disinterested Directors cannot be obtained, then a vote may be taken of all Directors. In connection with indemnification, the Corporation shall advance expenses to all Directors and officers to the fullest extent permitted under the Nonprofit Act. Except in matters more specifically provided under the Governmental Immunity Act, the School shall follow the processes for indemnification prescribed by the Nonprofit Act. The personal liability of each director of the Corporation for breach of fiduciary duty as a director is eliminated to the fullest extent permitted under the Act, including, without limitation, pursuant to COLO. REV.STAT. §§ 7-128-402. Any amendment, modification, or repeal of this Section shall not adversely affect any right or protection of a director or officer in relation to an action or omission occurring prior to the time of such amendment, modification, or repeal. The Corporation may seek to purchase, maintain, or otherwise participate in an insurance plan to enable it to carry out any indemnification called for in this article.

ARTICLE VII – No Seal; Fiscal Year

Section 1: **No Seal.** The Corporation will not use a seal. The signatures of duly authorized persons shall be legal and binding.

Section 2: **Fiscal Year.** The fiscal year of the Corporation shall be from July 1 to June 30 of each year.

ARTICLE VIII – Head of School, Faculty Council, SAC

Section 1: **Head of School.** The Head of School shall have general and active control of the affairs and business of the Corporation and the supervision of its employees, see that all Board actions are carried into effect, have the powers of a chief administrative officer conferred by law, and perform all other duties necessary or proper to carry out these functions. The Head

of School shall be entitled to fully participate in all Board meetings, including intra-Board email communications or electronic meetings, excepting those concerning the Head of School's contract, compensation, evaluation or the resolution of an investigation or grievance against the Head of School. The Head of School shall be entitled to fully participate in all meetings of Committees.

Section 2: Faculty and Staff Council. The Faculty Council, consisting of faculty and staff representatives elected to represent the educators and support staff employed by the School will be an advisory, consultative, and liaison body of the School. The composition of the Faculty and Staff Council shall be organized, and may be reorganized, from time to time to represent the different groups of educators employed by the School. The Faculty and Staff Council will meet regularly with the School Director and may make recommendations to the Head of School or, following meetings with the Director, through the voting faculty Directors to the Board in the following areas: General direction; School climate; Future growth; Design of the instructional program for students; Organization of the courses, programs, and curriculum to give appropriate direction to the instructional process; Organization of the school to make the most effective use of time and human resources; Policy making; Expenditures of funds; and Resolution of other day-to-day school issues.

Section 3: School Accountability Committee. The School Accountability Committee, consists of the Principal or designee, at least three parents of students enrolled in the school, at least one teacher who provides instruction in the school, at least one adult member of an organization of parents, teachers and students recognized by the school, and at least one member of the community. A member of the Directors to the Board may satisfy the organizational member requirement if needed. The purpose of the School Accountability Committee is to meet state reporting requirements for building level accountability. The committee will be an advisory body to address the elements required by for accountability including but not limited to budget, student achievement, school fees, allocation of funds, and Unified Improvement Plan. The committee shall also assist school personnel to increase the level of parent engagement in the school. Board Members may serve on the Accountability Committee to insure the necessary requirements are met in a satisfactory manner. The committee will meet at least quarterly and make recommendations to the Board of Directors. The Board shall provide by resolution for composition of a School Accountability Committee, which shall be consistent with law or with any waiver approved for the School. The School Accountability Committee shall perform the advisory functions assigned by law.

ARTICLE IX – Dispute Resolution

The Board shall provide means for resolution of disputes internal to the Corporation and to that end may establish standing or ad hoc grievance or investigative committees, authorize mediation or arbitration, or otherwise act to assure the resolution of disputes. No body authorized by the Board to resolve a dispute may take action that is inconsistent with, subtracts from, or adds to the Articles of Incorporation or these Bylaws.

**ARTICLE X – Amendments, Emergency Powers,
Custom & Practice, Fundamental Changes**

Section 1: **Regular Amendments.** Amendments to the bylaws, excepting the provisions regarding governance now contained in Article II, Section 1 and Section 2 of this Article, may be made by a majority vote of all Directors of the Board, at a regular meeting, and not otherwise. Proposed amendments shall be read at a regular meeting not less than thirty (30) days before taking a vote on such motion to amend.

Section 2: **Special Rule.** Amendments to the Articles of Incorporation or to Article II, Section 1, may be made by a sixty-six percent (66%) vote of all Directors, at a regular meeting, and not otherwise. This section may only be amended by a seventy-five percent (75%) vote of all Directors, at a regular meeting and not otherwise. Proposed amendments shall be read at a regular meeting not less than thirty days before taking a vote on such motion to amend.

Section 3: **Emergency Powers.** Should the Board at any time have fewer Directors than serving than are required by these Bylaws, or be for any reason unable to act under these Bylaws, the Directors remaining may: exercise the emergency powers permitted under the Nonprofit Act and act to restore the Board to a proper complement of Directors; but may not amend these Bylaws nor make any fundamental changes.

Section 4: **Custom & Practice.** Should any person or body regulated by the Articles of Incorporation, the Bylaws, or Board-adopted policies, including the Board, 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 policy to conform to such practice, or by discontinuing the inconsistent custom or practice. This section does not authorize any violation of the Charter Schools Act, any violation of a charter contract, nor any action that would not be permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 5: **Fundamental Changes.** Fundamental Changes may include Amendments but may only be made as stated in this Section 5. The Board may not make Fundamental Changes, except as follows:

Fundamental Changes not treated more specifically below shall require approval by three-quarters of all Directors then serving.

Acting to declare insolvency or to cease doing business or to dissolve the Corporation shall require the unanimous consent of all Directors then serving.

ARTICLE XI – Named Directors

The Directors, officers, and terms on the date of adoption of these Amended Bylaws are:

<i>Name</i>	<i>Office</i>	<i>Current Term Ends</i>
Kathryn Sevier	President	June 2017
Kristen Healy	Vice President & Parent Representative	June 2017
Susan Martinez	Secretary & Parent Representative	June 2019
Michael Brook	Treasurer & Business Representative	June 2017
Shelley Hanson	Parent Representative	June 2018
Barbara Wingfield	MS/HS Staff Representative	June 2018
Jeni Jackerson	Elementary Staff Representative	June 2019
Nora Owen	Community Representative (Organization)	June 2017
James Crane	Community Representative (At Large)	June 2018
Daniel Millikin	Community Representative (At Large)	June 2019