

Bylaws  
Of  
Legacy Academy

Revised November 13th, 2007

## Revision History

The following changes were approved and made by the ECCS Governing Board on November 9, 2004. Changed text is indicated by boldface, italic type. In addition, this revision history was incorporated in order to track changes. A revision date was also added to each page.

ARTICLE II, OPERATING COUNCIL. Section 2.2. Term.

### Previous Text

The initial Board shall hold office until their successors are elected or their earlier deaths, resignations or removal at which successors will be appointed according to procedures under Section 2.3, Vacancies. Board members, other than the Principal, shall hold office for three-year terms. Each Board member shall hold office until the last board meeting of June, following an election in the year in which his term expires. Newly elected Board members will begin serving at the first meeting following their election and will have all voting rights and privileges at that time. Board members may be elected to serve consecutive terms of office.

### Revised Text

The initial Board shall hold office until their successors are elected or their earlier deaths, resignations or removal at which successors will be appointed according to procedures under Section 2.3, Vacancies. ***Board members shall hold office for three-year terms.*** Each Board member shall hold office until the last board meeting of June, following an election in the year in which his term expires. ***Newly elected Board members will begin serving at the expiration of their predecessor's term.*** Board members may be elected to serve consecutive terms of office.

ARTICLE IV, MEETINGS OF SCHOOL BOARD. Section 4.3. Quorum.

### Previous Text

For voting purposes, a quorum shall consist of three (3) Board Members.

### Revised Text

For voting purposes, a quorum shall consist of a ***majority*** of the Board Members.

ARTICLE IV, MEETINGS OF SCHOOL BOARD. Section 4.5. Executive Sessions.

### Previous Text

All regular and special meetings of the School Board shall be open to the public, except that, upon a vote of the majority of the members present, an executive session may be held to discuss any of one or more of the following:

1. Attorney-client matters
2. Acquisition or sales of property
3. Contract proposals or negotiations
4. Sensitive personnel matters

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 sessions. The Board shall not make final policy decision, nor shall any resolution, rule, regulation, or formal actions 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 School Board shall maintain a topical minutes of all executive sessions.

#### Revised Text

All regular and special meetings of the School Board 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 of one or more of the following:

1. *Discussions regarding buying or selling property*
2. *Conferences with an attorney to receive legal advice*
3. *Matters required to be kept confidential by state or federal law*
4. *Security arrangements or investigations*
5. *Determining contract negotiation strategies*
6. *Personnel matters*
7. *Consideration of documents protected from disclosure under the Open Records Act*
8. *Discussion of individual students where public discussion would adversely affect the student involved.*

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 sessions. The Board shall not make final policy decision, nor shall any resolution, rule, regulation, or formal actions 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 School Board shall maintain a topical minutes of all executive sessions.

The following changes were adopted by the ECCS Governing Board on January 10th, 2006.

## **ARTICLE II, OPERATING COUNCIL.**

### **Section 2.1 Number.**

#### Previous Text

Institute shall have an Operating Council consisting of five members, four (4) of whom are parents; 1 community member at large, who may or may not be a parent; and the Principal. The Principal shall be an ex officio member of the Board.

#### Revised Text

The Institute shall have an Operating Council consisting of five members, four (4) of whom are parents; 1 community member at large, who may or may not be a parent.

## **Section 2.4 General Powers and Duties.**

### Previous Text

... For further powers and duties see the Governance Policies within the Governance Process Section of the Governance Policies.

### Revised Text

*Removed this sentence completely.*

## **Section 2.6 Code of Conduct.**

### Previous Text

N/A, this is a new sub section (Note, other sections will have to be renumbered if adopted)

### Revised Text - New

The Board and its members shall commit to ethical, businesslike, and lawful conduct including the proper use of authority, and appropriate decorum when acting as Board members. Accordingly, members shall have the following duties;

- Serve the children, staff and parents of the charter school in accordance with the Mission Statement, By-laws, The Charter, Contract with the District Board of Education, Policies, District Policies, and any other governing documents approved by the Board in an effort to have all decisions made for the best interests of the students and the school.
- Represent un-conflicted loyalty to the interests of the School and its mission. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.
- Abide and support majority decisions of the Board.
- Regularly attend meetings. Board members will not miss two or more meetings in a row without prior Board approval.
- Encourage all members of the Board to participate fully in Board action.
- Be aware of the implications of their role and how it affects their relationships with other school community members.
- Keep Executive Session information confidential..
- Not participate in self-dealing or any conduct of private business or personal services between any Board member, their spouse, a family member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
- Disclose their involvement with organizations, vendors or any associations that might produce a conflict of interest.
- Excuse themselves from the deliberation and vote of an issue in which they have any actual or potential conflict of interest.
- Respect the opinion of others and make no unprofessional remarks, in or out of Board meetings, about other members of the Board or members of the school community.
- Not be employed by the organization nor be the spouse of an employee of the organization.
- Carefully read all information and ask critical questions so that they are fully informed about issues facing the Board. They will also carefully examine all sides of an issue before making decisions.

- Not speak for the Board except to repeat explicitly stated Board decisions.
- Not exercise individual authority or power over the Principal or staff except when explicitly Board-authorized.
- Support the school Principal's role as the school's instructional leader and operations manager.
- Participate in identified training or in-servicing as determined by the Board.

Previous Text

**Section 2.6 Resignation and Removal.** Any Board member may resign at any time by giving written notice to the President or Secretary of the School 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. Any member of the Board may be removed at any time, with or without cause. See Governance Style Policies within the Governance Process Section of the Governance Policies.

Revised Text

**Section 2.7 Resignation.** Any Board member may resign at any time by giving written notice to the President or Secretary of the School 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.

New Section

**Section 2.8 Removal for Cause.**

Board members may be removed from the Board under the following conditions only: Upon a petition signed by 51% of the eligible voters (as specified in the Bylaws of Elbert County Charter School - Section 3.1 Elections) and describing in detail the reasons for such petitions, a request may be made to the Board for removal of one of its members. Such removal shall only be for cause. Such cause shall include a specified abuse of power or authority, illegal activity or deliberate and serious breach of the ECCS Governing Documents. In such case, the Board shall discuss the allegations fully with the member. If cause is then determined, the member may be removed by a majority vote of the Board, for purposes of this vote, the member at issue will not be allowed a vote.

In the event that the Board does not vote to remove the member at issue, the Board shall publish its findings related to the cause stated in the original petition. Following this publication, a petition signed by 51% of the eligible voters (as specified in the Bylaws of Elbert County Charter School - Section 3.1 Elections), may again be submitted to the Board requesting removal. Such petition shall include the Board's findings on the signature pages and the petitioners' reasons for again requesting removal. Upon receipt of the 2<sup>nd</sup> valid petition, the Board shall hold a special election using the procedures in section 3.1 Elections.

The Board may also remove a member for cause, as specified herein, without an eligible voter petition, following the same procedures in this section. Any Board member

removed under this provision shall be notified in writing of the reasons and given ten working days in which to respond or resign of their own accord prior to any action being taken.

**Section 2.7 Attendance.**

Previous Text

Attendance at the School Board meetings is mandatory. Missing two meetings in a row without prior Board approval is grounds for immediate dismissal from the Board.

Revised Text

Remove this section completely as it will be covered in Code of Conduct

Previous Text

**Section 2.8 Parliamentary Procedure. ...**

Revised Text

**Section 2.9 Parliamentary Procedure. ...**

Previous Text

**Section 2.9 Board Members Conflicts of Interests. ...**

Revised Text

**Section 2.10 Board Members Conflicts of Interests. ...**

**ARTICLE III, ELECTIONS, Section 3.1**

Previous Text

... For these purposes, eligible voters shall include the parents or guardians of all children currently attending Elbert County Charter School, teachers currently employed at the Institute, and paid employees of the Institute. Elections shall be conducted using secret ballots. ...

Revised Text

... For these purposes, eligible voters shall include the parents or guardians of all children currently attending Elbert County Charter School, teachers currently employed at the Institute, and paid employees of the Institute. There shall be a maximum of one vote per person with no more than two votes per family regardless of the number of students. Elections shall be conducted using secret ballots. ...

**ARTICLE IV, MEETINGS OF SCHOOL BOARD. Section 4.3. Quorum.**

Previous Text

4.5 had the reasons for the use of an executive session in bold.

Revised Text

Same text but remove bold attribute.

## **ARTICLE VI, OFFICERS OF THE SCHOOL BOARD**

### **Section 6.2. Election and Term.**

#### Previous Text

Officers of the Board shall be elected at the first meeting of the School Board after the election and shall serve until the meeting following the next annual election of the School Board and until their successors are elected and qualified or until their earlier deaths, resignation or removals.

#### Revised Text

Officers of the Board shall be elected at the end of the last meeting of the school year. For purposes of this election only newly elected Board Members and the board members whose terms continue into the next school year will be allowed to nominate and vote. This election will be presided over by the seated Board President. The newly elected officers shall serve the elected positions from the adjournment of the last meeting of the school year until the adjournment of the last meeting of the school year following or until their earlier deaths, resignation or removals.

### **Section 6.8 Public Relations Officer.**

#### Previous Text

In addition he/she must ensure we are proactive and communicate regularly (monthly) by means of the ECCS Elk News and shall also submit press releases to the Elbert County News.

#### Revised Text

In addition the PRO must ensure the board is proactive and communicates regularly (monthly) by means of the ECCS Elk News and shall also submit press releases to the Elbert County News.

### **Section 6.9 Resignation and Removal.**

#### Previous Text

... Any Officer may be removed at any time, with or without just cause, by any affirmative vote of the quorum of the Board members whenever, in their judgment, the best interests of the Institute are served by the removal.

#### Revised Text

Any Officer may be removed at any time, with just cause, by any affirmative vote of the quorum of the Board members whenever, in their judgment, the best interests of the Institute are served by the removal.

## ARTICLE XIII, PROCEDURE TO AMEND THE BYLAWS

### **Section 13.1 Procedure.**

#### Previous Text

The bylaws may be amended, altered or repealed and new bylaws adopted upon the affirmative vote of the School Board and upon approval of the Elizabeth School District C-1 School Board in matters of material conflict with the Elbert County Charter School Contract.

#### Revised Text

The bylaws may be amended, altered or repealed and new bylaws adopted upon the affirmative vote of the School Board and upon approval of the Elizabeth School District C-1 School Board in matters of material conflict with the Elbert County Charter School Contract. The text of any proposed amendment must be posted in the place officially designated for meeting notices at least 30 days before the vote may take place.

The following changes were adopted by the Legacy Academy Governing Board on (December 5th, 2006).

### **Global changes to By-Laws.**

#### Previous Text

ECCS

#### Revised Text

Legacy Academy

#### Previous Text

Elbert County Charter School

#### Revised Text

Legacy Academy

#### Previous Text

Elk News

#### Revised Text

Legacy Ledger

The following changes were adopted by the Legacy Academy Governing Board on (November 13th, 2007).

#### Previous Text

### **Section 2.3 Vacancies.**

In the event of dismissal or resignation from the Board, Volunteers to serve the remainder of the term for any particular seat will be asked to apply. A volunteer will be selected by a vote of the Board from those interested. This vote shall be by secret ballot.

#### Adopted Text

### **Section 2.3 Vacancies.**

In the event of dismissal or resignation from the Board, Volunteers for the vacated seat will be asked to apply. An interim volunteer to

serve until the next regularly scheduled election will be selected by a vote of the Board from those interested. This vote shall be by secret ballot.

Should the vacancy occur before the last year of the vacated seats term, the vacated seat will be filled during the next regularly scheduled election. During that election the seats that are normally up for election will be filled first by candidate(s) with the most votes. The candidate with the next highest number of votes, after the aforementioned candidates filling the normal term seats, will fill the remainder of the term of the vacated seat. The person appointed by the board is welcome to submit their candidacy for the general election if they so choose.

# Bylaws Of Legacy Academy

## ARTICLE I

### NAME, LOCATION, AND FISCAL YEAR

**Section 1.1 Name.** The name of the organization shall be Legacy Academy

**Section 1.2 Location.** The location of the facilities shall be in the Elizabeth School District C-1.

**Section 1.3 Fiscal Year.** The fiscal year of the Institute shall coincide with the fiscal year of Elizabeth School District C-1.

## ARTICLE II

### OPERATING COUNCIL

**Section 2.1 Number.** The Institute shall have an Operating Council consisting of five members, four (4) of whom are parents; 1 community member at large, who may or may not be a parent. The parent positions must be filled by parents of students currently attending the Institute and may not be filled by teachers or any paid employee. At the option of the Board, one (1) parent position may be allocated to an additional community member at large, who may or may not be a parent. This re-allocation of the parent position will be temporary and may be rescinded at any time by the action of the Board. Only one (1) parent per family may serve on the Board at a time.

**Section 2.2 Term.** The initial Board shall hold office until their successors are elected or their earlier deaths, resignations or removal at which successors will be appointed according to procedures under Section 2.3, Vacancies. Board members shall hold office for three-year terms. Each Board member shall hold office until the last board meeting of June, following an election in the year in which his term expires. Newly elected Board members will begin serving at the expiration of their predecessor's terms and will have all voting rights and privileges at that time. Board members may be elected to serve consecutive terms of office.

**Section 2.3 Vacancies.** In the event of dismissal or resignation from the Board, Volunteers for the vacated seat will be asked to apply. An interim volunteer to serve until the next regularly scheduled election will be selected by a vote of the Board from those interested. This vote shall be by secret ballot.

Should the vacancy occur before the last year of the vacated seats term, the vacated seat will be filled during the next regularly scheduled election. During that election the seats that are normally up for election will be filled first by candidate(s) with the most votes. The candidate with the next highest number of votes, after the aforementioned candidates filling the normal term seats, will fill the remainder of the term of the vacated seat. The person appointed by the board is welcome to submit their candidacy for the general election if they so choose.

**Section 2.4 General Powers and Duties.** The property, business and affairs of the Institute shall be managed by the School Board. Without limiting the generality of the foregoing, the School Board may exercise all such powers of the Institute as are proved by State and Federal law, Elizabeth School District C-1 Education Policy, and these bylaws.

**Section 2.5 Compensation.** Members of the Board shall receive no compensation for their services as members of the Legacy Academy Board.

**Section 2.6 Code of Conduct.**

The Board and its members shall commit to ethical, businesslike, and lawful conduct including the proper use of authority, and appropriate decorum when acting as Board members. Accordingly, members shall have the following duties;

- Serve the children, staff and parents of the charter school in accordance with the Mission Statement, By-laws, The Charter, Contract with the District Board of Education, Policies, District Policies, and any other governing documents approved by the Board in an effort to have all decisions made for the best interests of the students and the school.
- Represent un-conflicted loyalty to the interests of the School and its mission. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.
- Abide and support majority decisions of the Board.
- Regularly attend meetings. Board members will not miss two or more meetings in a row without prior Board approval.
- Encourage all members of the Board to participate fully in Board action.
- Be aware of the implications of their role and how it affects their relationships with other school community members.
- Keep Executive Session information confidential..
- Not participate in self-dealing or any conduct of private business or personal services between any Board member, their spouse, a family member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
- Disclose their involvement with organizations, vendors or any associations that might produce a conflict of interest.
- Excuse themselves from the deliberation and vote of an issue in which they have any actual or potential conflict of interest.

- Respect the opinion of others and make no unprofessional remarks, in or out of Board meetings, about other members of the Board or members of the school community.
- Not be employed by the organization nor be the spouse of an employee of the organization.
- Carefully read all information and ask critical questions so that they are fully informed about issues facing the Board. They will also carefully examine all sides of an issue before making decisions.
- Not speak for the Board except to repeat explicitly stated Board decisions.
- Not exercise individual authority or power over the Principal or staff except when explicitly Board-authorized.
- Support the school Principal's role as the school's instructional leader and operations manager.
- Participate in identified training or in-servicing as determined by the Board.

**Section 2.7 Resignation.** Any Board member may resign at any time by giving written notice to the President or Secretary of the School 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 2.8 Removal for Cause.**

Board members may be removed from the Board under the following conditions only: Upon a petition signed by 51% of the eligible voters (as specified in the Bylaws of Legacy Academy - Section 3.1 Elections) and describing in detail the reasons for such petitions, a request may be made to the Board for removal of one of its members. Such removal shall only be for cause. Such cause shall include a specified abuse of power or authority, illegal activity or deliberate and serious breach of the Legacy Academy Governing Documents. In such case, the Board shall discuss the allegations fully with the member. If cause is then determined, the member may be removed by a majority vote of the Board, for purposes of this vote, the member at issue will not be allowed a vote.

In the event that the Board does not vote to remove the member at issue, the Board shall publish its findings related to the cause stated in the original petition. Following this publication, a petition signed by 51% of the eligible voters (as specified in the Bylaws of Legacy Academy - Section 3.1 Elections), may again be submitted to the Board requesting removal. Such petition shall include the Board's findings on the signature pages and the petitioners' reasons for again requesting removal. Upon receipt of the 2<sup>nd</sup> valid petition, the Board shall hold a special election using the procedures in section 3.1 Elections.

The Board may also remove a member for cause, as specified herein, without an eligible voter petition, following the same procedures in this section. Any Board member removed under this provision shall be notified in writing of the reasons and given ten working days in which to respond or resign of their own accord prior to any action being taken.

**Section 2.9 Parliamentary Procedure.** Robert’s Rules of Order will be used as deemed necessary by the School Board.

**Section 2.10 Board Members Conflicts of Interests.** 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 bylaws to maintain public confidence and prevent the use of public office for private gain. See Code of Conduct Policies within the Governance Process Section of the Governance Policies.

### **ARTICLE III**

#### **ELECTIONS**

**Section 3.1 Elections.** Elections of Board members will be held annually on the third Tuesday of April. Elections will be held from 7 a.m. to 7 p.m. at the Institute. At this time, eligible voters may vote other issues that are determined by the Board to require parental approval. For these purposes, eligible voters shall include the parents or guardians of all children currently attending Legacy Academy, teachers currently employed at the Institute, and paid employees of the Institute. There shall be a maximum of one vote per person with no more than two votes per family regardless of the number of students. Elections shall be conducted using secret ballots. Voters shall be required to sign a roster of voters confirming their eligibility to vote. Each voter shall be allowed only one vote, regardless of the number of children attending the Institute. The election process will be overseen as described in the Committee Principles policies within the Governance Process Section of the Governance Policies.

### **ARTICLE IV**

#### **MEETINGS OF SCHOOL BOARD**

**Section 4.1 Meetings.** The School Board will meet at least once a month to discuss Institute operations and to hear reports and updates from Board members and committees, to consider and to adopt or change policy, and to consider requests and concerns from parents, students and teachers. School Board members have equal weight when voting for changes to school policy, approving budgets, etc. All actions taken by the school Board will require a majority vote.

**Section 4.2 Notices.** Whereas, the provisions of the Colorado Sunshine Act of 1972, C.R.S. 24-6-401 et. Seq. As most recently amended by the Colorado General Assembly, require that full and timely notice to the public be given of meetings of the School 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 is posted in a designated public place within the boundaries of the school district no less than twenty-four (24) hours prior to the meeting; therefore, be it resolved, by the School Board of Legacy Academy, 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, regulation, or formal actions occur at which a majority or quorum of the Board is or is expected to be in attendance may be posted twenty-four (24) hours in advance on the outside window of the office of the Institute. The posting of such notices shall be one means of providing full and timely notice to the public of such approved in the resolution shall continue to be in effect until changed by subsequent official action of the School Board.

**Section 4.3 Quorum.** For voting purposes, a quorum shall consist of a majority of Board Members.

**Section 4.4 Manner of Acting.** The act of a majority of the Members of the Board present at a meeting at which a quorum is present shall be the act of the School Board.

**Section 4.5 Executive Sessions.** All regular and special meetings of the School Board 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 of one or more of the following:

1. *Discussions regarding buying or selling property*
2. *Conferences with an attorney to receive legal advice*
3. *Matters required to be kept confidential by state or federal law*
4. *Security arrangements or investigations*
5. *Determining contract negotiation strategies*
6. *Personnel matters*
7. *Consideration of documents protected from disclosure under the Open Records Act*
8. *Discussion of individual students where public discussion would adversely affect the student involved.*

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 sessions. The Board shall not make final policy decision, nor shall any resolution, rule, regulation, or formal actions 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 School Board shall maintain a topical minutes of all executive sessions.

## ARTICLE V

### INDEMNIFICATION OF CERTAIN PERSONS

**Section 5.1 Authority for Indemnification.** Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of any foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan ("Any Proper Person" or "Proper Person"), shall be indemnified by the corporation against expenses (including attorneys' fees), judgments, penalties, fines, (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement reasonably incurred by him in connection with such action, suit or proceeding if it is determined by the groups set forth in Section 5.4 of these bylaws that he conducted himself in good faith and that he (i) reasonably believed, in the case of conduct in his official capacity with the corporation, that his conduct was in the corporation's best interest, or (ii) in all other cases (except criminal cases) believed that his conduct was at least not opposed to the corporation's best interests, or (iii) with respect to criminal proceedings had no reasonable cause to believe his conduct was unlawful. A person will be deemed to be acting in his official capacity while acting as a director, officer, employee or agent of this corporation and not when he is acting on this corporation's behalf for some other entity.

No indemnification shall be made under this Section 5.1 to a director with respect to any claim, issue or matter in connection with a proceeding by or in the right of a corporation in which the director was adjudged liable to the corporation or in connection with any proceeding charging improper personal benefit to the director, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. Further, indemnification under this Section 5.1 in connection with a proceeding brought by or in the right of the corporation shall be limited to reasonable expenses, including attorneys' fees, incurred in connection with the proceeding. These limitations shall apply to directors only and not to officers, employees, fiduciaries or agents of the corporation.

**Section 5.2 Right to Indemnification.** The corporation shall indemnify Any Proper Person who has been wholly successful on the merits or otherwise, in defense of any action, suit, or proceeding referred to in Section 5.1 of these bylaws, against expenses (including attorneys' fees) reasonably incurred by him in connection with the proceeding without the necessity of any action by the corporation other than the determination in good faith that the defense has been wholly successful.

**Section 5.3 Effect of Termination of Action.** The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described in Section 5.1 of these bylaws. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.

**Section 5.4 Groups Authorized to Make Indemnification Determination.** In all cases, except where there is a right to indemnification as set forth in Section 5.2 of these bylaws or where indemnification is ordered by a court, any indemnification shall be made by the corporation only as authorized in the specific case upon a determination by a proper group that indemnification of the Proper Person is permissible under the circumstances because he has met the applicable standards of conduct set forth in Section 5.1 of these bylaws. This determination shall be made by the board of directors by a majority vote of a quorum, which quorum shall consist of directors not parties to the proceeding ("Quorum"). If a Quorum cannot be obtained, the determination shall be made by a majority vote of a committee of the board of directors designated by the board, which committee shall consist of two or more directors not parties to the proceeding, except that directors who are parties to the proceeding may participate in the designation of directors for the committee. If a Quorum of the board of directors cannot be obtained or the committee cannot be established, or even if a Quorum can be obtained or the committee can be established but such Quorum or committee so directs, the determination shall be made by independent legal counsel selected by a vote of a Quorum of the board of directors or a committee in the manner specified in this Section 5.4 or, if a Quorum of the full board of directors cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board (including directors who are parties to the action).

**Section 5.5 Court Ordered Indemnification.** Any Proper Person may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction for mandatory indemnification under Section 5.2 of these bylaws, including indemnification for reasonable expenses incurred to obtain court-ordered indemnification. If the court determines that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he met the standards of conduct set forth in Section 5.1 of these bylaws or was adjudged liable in the proceeding, the court may order such indemnification as the court deems proper, except that if the individual has been adjudged liable, indemnification shall be limited to reasonable expenses incurred.

**Section 5.6 Advance of Expenses.** Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation to Any Proper Person in advance of the final disposition of such action, suit or proceeding upon receipt of (i) a written affirmation of such Proper Person's good faith belief that he has met the standards of conduct prescribed in Section 5.1 of these bylaws; (ii) a written undertaking, executed personally or on his behalf, to repay such advances if it is ultimately determined that he did not meet the prescribed standards of conduct (the

undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment); and (iii) a determination is made by the proper group (as described in Section 5.4 of these bylaws), that the facts as then known to the group would not preclude indemnification.

## ARTICLE VI

### OFFICERS OF THE SCHOOL BOARD

**Section 6.1 Officers.** The officers of the School Board shall consist of the President, Vice-President, Secretary, Treasurer and Public Relations Officer (PRO). See Officer Roles section in the Governance Process Section of the Governance Policies.

**Section 6.2 Election and Term.** Officers of the Board shall be elected at the end of the last meeting of the school year. For purposes of this election only newly elected Board Members and the board members whose terms continue into the next school year will be allowed to nominate and vote. This election will be presided over by the seated Board President. The newly elected officers shall serve the elected positions from the adjournment of the last meeting of the school year until the adjournment of the last meeting of the school year following or until their earlier deaths, resignation or removals.

**Section 6.3 Vacancies.** Any vacancy among the Officers shall be filled by the School Board. Any Officer appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

**Section 6.4 President.** The President shall be the Executive Officer of the Legacy Academy. He shall, in general, supervise and control all of the business and affairs of the Institute, and shall see that all orders and resolutions of the School Board are carried into effect. He shall preside at all meetings of the School Board. The President shall execute contracts, 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 School Board to some other Officer or agent of the Institute. In general, the President shall perform all duties and exercise all rights as are incident to the office of President of the School Board and such other duties as may be prescribed by the School Board or these Bylaws.

**Section 6.5 Vice-President.** The Vice-President shall have all the powers and perform all the duties of the President in the absence or disability of the President. The Vice-President shall perform such other duties as from time-to-time may be assigned to him by the President or by the School Board.

**Section 6.6 Secretary.** The Secretary shall keep full minutes of all the meetings of the School Board. He 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. The secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law and shall perform such duties as may be assigned by the President or by the School Board.

**Section 6.7 Treasurer.** The Treasurer shall be responsible for understanding and reporting the financial status of the school to the board on a quarterly basis. In addition the Treasurer must assist with creation of the budget and presentation of the budget to the board. This requires meeting with the bookkeeper at least twice every quarter (quarter begins July 1, ending every 3 months thereafter) to audit accounting practices, account detail and overall financial position of the school.

**Section 6.8 Public Relations Officer.** The Public Relations Officer (PRO) shall be responsible for ensuring the board communicates with the Parent Community, Staff of Legacy Academy, Elizabeth C-1 School District, and the General Public as needed to ensure all are informed of Board events and or school happenings on a need to know basis. In addition the PRO must ensure the board is proactive and communicates regularly (monthly) by means of the Legacy Academy Legacy Ledger and shall also submit press releases to the Elbert County News. The PRO is not only responsible for the delivery of the information but also its content, which must have board approval prior to its release.

**Section 6.9 Resignation and Removal.** Any officer may resign at any time by giving written notice to the President or Secretary of the School 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. Any Officer may be removed at any time, with just cause, by any affirmative vote of the quorum of the Board members whenever, in their judgment, the best interests of the Institute are served by the removal.

## ARTICLE VII

### ADVISORY COMMITTEES TO THE COUNCIL

**Section 7.1 Membership.** The composition of advisory committees shall be broadly representative and shall take into consideration the specific tasks assigned to the committee. Chairpersons will be selected by the Board from a list of volunteers who are parents of the children attending Legacy Academy, teachers currently employed by the Institute and employees of the Institute, and community members at large who are approved by the School Board.

**Section 7.2 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 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.

**Section 7.3 Committee Powers and Prerogatives.** A school 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 Council 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 during the life of the committee.

**Section 7.4 Meetings.** Advisory committees to the Board shall comply with requirements concerning public meetings that are specified in Section 4.2 Notices above.

## ARTICLE VIII

### BUILDING ACCOUNTABILITY ADVISORY COMMITTEE

**Section 8.1 Purpose.** The purpose of the Building Accountability Advisory Committee (BAAC) is to advise the educational program of the Legacy Academy. The committee comprised of parents, teachers, administrators, classified staff and community members, is responsible for adopting school plans with high, but achievable goals. In working cooperatively with the School Board, the committee adopts goals and objectives for the improvement of education consistent with the goals of the Colorado State Board of Education (graduation rate, attendance, and student achievement). Working with the school's staff and the District, the School Board proposes study topics, school goals, and objectives to the BAAC. This committee is advisory to the School Board. This is a permanent standing committee that will fulfill the requirements of state law and district procedures regarding this committee.

## ARTICLE IX

### THE PRINCIPAL

**Section 9.1 Principal.** The principal shall serve as chief administrator for the day-to-day operations of the Institute as well as such other services and duties as shall be assigned by the School Board. At all times, the Principal shall account to and serve at the direction of the Board. The Principal shall be appointed by the School Board and may be removed by a majority vote of the entire Board, with or without cause, whenever in their judgment, the best interest of the Institute are served by such actions.

## ARTICLE X

### CONTRACTS AND GRANTS

**Section 10.1 Contracts.** The Board may authorize any member or members of the Board to enter into any contract and to execute and to deliver any instrument in the name of and behalf of the Institute.

**Section 10.2 Grants.** The Board or any members of the Board may accept on behalf of the Institute any contribution, gift, grant, bequest or device for the general purposes of or any special purpose of the Institute.

## ARTICLE XI

### BOOKS AND RECORDS

**Section 11.1 Books and Records.** The Institute shall keep correct records and shall also keep minutes of the proceedings of its members, School Board and Committees, and shall keep at its office a record giving the names and addresses of the School Board and operating committees. All records of the Institute 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

### CONSTRUCTION

**Section 12.1 Construction.** The masculine gender where appearing in these Bylaws shall be deemed to include the feminine gender and singular shall be deemed to include the plural unless the context clearly indicates to the contrary. In addition, the use of the word Council, School Board, or Board shall mean specifically the Governing Board of Directors at Legacy Academy.

**ARTICLE XIII**

**PROCEDURE TO AMEND THE BYLAWS**

**Section 13.1 Procedure.** The bylaws may be amended, altered or repealed and new bylaws adopted upon the affirmative vote of the School Board and upon approval of the Elizabeth School District C-1 School Board in matters of material conflict with the Legacy Academy Contract. The text of any proposed amendment must be posted in the place officially designated for meeting notices at least 30 days before the vote may take place.

\_\_\_\_\_  
Legacy Academy Board President

\_\_\_\_\_  
Date