

# **FORT COLLINS MONTESSORI SCHOOL**

## **BY-LAWS**

### **ARTICLE 1 GENERAL MATTERS**

#### **SECTION 1.1 NONPROFIT PURPOSES**

Fort Collins Montessori School (FCMS) is a Colorado nonprofit corporation and an educational institution. FCMS is organized and shall be operated to at all times comply with Section 501(c)(3) of the Internal Revenue Code, the Colorado Nonprofit Corporation Act, the Colorado Public Charter Schools laws, and any other federal, state and local laws to qualify it for nonprofit, tax-exempt status as a public charter school.

#### **SECTION 1.2 FORT COLLINS MONTESSORI SCHOOL'S PURPOSE**

**Mission:** The mission of Fort Collins Montessori School is to provide a high quality, classic p/K-9 Montessori school that will inspire and empower children to develop fully their academic and personal potential through the implementation of the methods and philosophy of Dr. Maria Montessori.

**Vision:** We envision a classic Montessori school providing an individualized educational program that recognizes the development of children and supports the natural intelligence and potential within each child. Children will work in a prepared learning environment where they will flourish as enthusiastic and responsive learners, and as innovative and collaborative problem solvers. Our school will create and maintain an atmosphere in which children are intrinsically motivated, joyful, responsible, committed life-long learners who exhibit an undeniable personal strength in their knowledge of self at each stage of their growth and development.

#### **SECTION 1.3 NON-DISCRIMINATION POLICY**

FCMS will be non-sectarian in its programs, admissions policies, employment practices, and all other operations; and shall not discriminate on the basis of race, ethnicity, national origin, gender or disability.

#### **SECTION 1.4 OFFICE**

The principal office of FCMS shall be located at 1900 S. Taft Hill Road, Fort Collins, Colorado 80526, until a long-term location for the school has been determined, at which time the long-term location the principal office.

## ARTICLE 2 BOARD OF DIRECTORS

### SECTION 2.1. NUMBER AND QUALIFICATIONS

FCMS shall have a Board of Directors consisting of at least five (5) Directors and no more than seven (7) Directors.

- a) Two Directors will be parents of students currently enrolled in FCMS (Parent Directors).
- b) Three to five Directors will be from the business or educational community at large (Community Board member). These Directors must not have students enrolled at FCMS while they are in office.
- c) All Directors may serve if not disqualified by virtue of having pled guilty to, pled *nolo contendere* to, received a deferred sentence or judgment to, or been convicted of any felony or to any offense involving sexual conduct, domestic violence, assault, drug possession or drug distribution, child abuse or exploitation, theft, fraud, or other crimes of a fiduciary nature against the laws of the federal government, State of Colorado, any other States or Territories of the United States government, State of Colorado, any other States or Territories of the United States.
- d) No person shall serve as a Director who is an employee of the school.
- e) No person shall serve as a Director who is a relative of a current FCMS employee.
- f) Only one parent per family may serve on the Board at a time.
- g) Directors shall participate in a minimum of eight hours of professional development on governance practice every school year.
- h) Directors shall agree, sign, and adhere to all terms of the Board Director's Packet, including modeling the highest ethical standards and exhibiting FMCS Values.
- i) All new Directors must complete the Board Training Modules available on the Colorado Department of Education Website along with other training deemed appropriate by the Board President within ninety (90) days of beginning their service on The Board.

### SECTION 2.2 BOARD OF DIRECTORS RESPONSIBILITIES

The Board shall have final responsibility and authority for all aspects of the school's operation and educational program. The responsibilities of the Board include but are not limited to:

- a. Vision, Mission and Values
  - i. Be faithful to the FCMS Vision and Mission, including development of a thorough understanding of Montessori principles and practice.
  - ii. Conduct individual and Board behavior in accordance with FCMS Values
  - iii. Communicate the FCMS Vision, Mission and Values to stakeholders and our community
- b. Personnel
  - i. Hire, supervise, and evaluate—and if necessary, dismiss—the Head of School.
  - ii. Ensure that the Head of School has the moral and professional support

- he/she needs to further the goals of the school
    - iii. Approve personnel policies.
  - c. Financial oversight
    - i. Assist in development of and approve annual budget
    - ii. Ensure that proper financial controls are in place, including monitor monthly budget reports and annual audit report.
  - d. Ensure adequate resources
    - i. Provide adequate financial resources for FCMS to fulfill its mission, including fundraising.
    - ii. Secure adequate facilities, including entering into financing and building contracts.
    - iii. Approve construction and remodeling of facilities as needed.
  - e. Ensure legal and ethical integrity and maintain accountability by understanding and adhering to legal standards and ethical norms, including:
    - i. Standards of conduct expressed as Duty of Care, Duty of Loyalty, and Duty of Obedience
    - ii. Colorado Open Meetings Law (C.R.S. 24-6-401 et. seq.)
    - iii. Open Records Law
    - iv. The Charter contract between FCMS and the Poudre School District
    - v. Federal, state, district and FCMS Conflict of Interest law and policy
  - f. Implement effective organizational planning and implementation
    - i. Create and revise as necessary a strategic plan
    - ii. Create and monitor annual and multi-year goals
    - iii. Create, regularly review, and modify where necessary governance policies and procedures.
  - g. Maintain a strong Board of Directors with the experience, skills, and commitment to perform its role effectively.
    - i. Recruit new Directors to meet the needs of the Board and complement existing Directors, and orient new Directors so they quickly become effective in their role.
    - ii. Conduct regular Board professional development, including but limited to completion of all Colorado Department of Education Board training modules by each Director.
    - iii. Annual assess Board performance and identify strengths and areas for improvement.
  - h. Determine, monitor, and strengthen the school's programs and services
    - i. Determine which programs advance the FCMS mission and monitor their performance
    - ii. Create and employ a data-driven system to monitor and support high academic performance.
  - i. Enhance the school's standing with internal and external stakeholders
    - i. Maintain good communication and relations with staff and parents.
    - ii. Clearly articulate FCMS's mission, accomplishments, and goals to the public and garner support from the community.

## **SECTION 2.3 POWERS**

The Board of Directors shall, or it may direct others to, conduct the activities and affairs of the FCMS. The Board of Directors shall exercise all corporate power unless delegated according to Section 3.2.

## **SECTION 2.4 DELEGATION OF POWERS**

The Board by a majority vote of the Directors in office at the time the vote is taken may delegate some or all of its powers to a person, persons or committee as set forth in the Articles of Incorporation and Bylaws. To the extent so authorized, any such person, persons or committee shall have the duties and responsibilities of the Board, and the Board shall be relieved to that extent from such duties and responsibilities.

## **SECTION 2.5 TERMS OF OFFICE**

The term of a Director shall be three years. Terms begin in May and shall be staggered so that no more than three terms end in any one year to maintain continuity from year to year, as follows:

- Start dates for Board positions 1 and 2 are May 2014, May 2017, May 2020, etc.
- Start dates Board positions 3 and 4 are May 2015, May 2018, May 2021, etc.
- Start dates for Board positions 5, 6, and 7 are May 2016, May 2019, May 2022, etc.

A Director will serve no more than two consecutive terms. If an individual is elected to finish the term of a Director, they are eligible to serve for two three-year terms in addition to the term they are completing. Parent Directors whose children leave FCMS for any reason, shall cease to be qualified to serve in the position to which they were elected. Community Directors whose children enroll in FCMS shall cease to be qualified to serve in the position to which they were elected.

Any Director may resign by giving written notice to the Board. The resignation is effective on the date such notice is received unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board through a vote.

Directors may be removed from office with or without cause by the vote of two-thirds (2/3) of the Directors in office at the time the vote is taken. Cause for removal may include no longer meeting qualifications as described in Section 2.1 or not upholding Director responsibilities described in Section 2.2.

## **SECTION 2.6 COMPENSATION**

Directors shall serve without compensation. Directors may receive reasonable advancement or reimbursement of expenses incurred in the performance of their duties provided that the Board approves such expenses.

Notwithstanding the above, upon approval of the Board and subject to the conflict of interest provisions of Article 8, a Director may receive:

- (a) reasonable compensation from FCMS for other services actually performed,
- (b) reasonable payment for property received by FCMS, and
- (c) reasonable payment of benefits that are in furtherance of FCMS's purpose.

## **SECTION 2.7 ELECTION OF DIRECTORS**

Directors shall be elected by the current Board by majority vote following the process described in Section 5.3.

## **SECTION 2.8 VACANCIES**

A vacancy occurs on the Board if the number of Directors is less than seven (7). If the number of Directors is less than five (5), this vacancy must be filled as promptly as possible. If there are five current Directors, filling remaining vacancies is done at the Board's discretion. Vacancies shall be filled following the process described in Section 5.3. Should the Board fall below five (5) Directors, the Directors remaining may take Board action on any school business pending appointments to fill a vacancy.

# **ARTICLE 3 MEETINGS**

## **SECTION 3.1 REGULAR MEETINGS**

The Board shall have regular meetings as determined by the Board with notice given as provided in Section 3.8.

## **SECTION 3.2 SPECIAL MEETINGS**

Special meetings of the Board may be called by the President or two (2) other Directors with notice given to interested persons at least 24 hours in advance as provided in Section 3.8.

## **SECTION 3.3 QUORUM FOR MEETINGS & TELECOMMUNICATIONS**

A quorum consists of a majority of Directors holding office immediately prior to any meeting. A Director is considered present if by use of any means of communication, all Directors participating may simultaneously hear each other during the meeting.

No decisions requiring Board action shall be made by the Board at any meeting at which a quorum is not present. In the event fewer Directors than a quorum are present, the remaining Directors may, upon a simple majority vote, adjourn the meeting to another day and/or time. Notice of the reconvened meeting shall be given as provided in Section 3.8.

### **SECTION 3.4 BOARD ACTION**

The Board will model ethics and promote a cooperative, consensus-driven, decision-making process, however all decisions will be made by majority vote. Most votes require a vote of the majority of Directors present at the Board meeting, provided a quorum is present. In addition, in the following circumstances, the Colorado Nonprofit Corporation Act requires a vote of the majority of Directors in office at the time the vote is taken:

- (a) to establish committees to exercise board functions as provided in Section 3.2,
- (b) to amend the Articles of Incorporation as provided in Section 11.1,
- (c) to sell assets not in the regular course of business,
- (d) to merge,
- (e) to dissolve and
- (f) in the case of conflicts of interest, a majority of Directors in office who have no direct or indirect interest in the transition will be considered a majority, as provided in the policies of Article 8.

### **SECTION 3.5 EXECUTIVE SESSION**

In conducting any “executive session,” the Board shall comply, at all times, with the requirements for “local public bodies” of the Colorado Open Meetings Act, C.R.S. §§ 24-6-401, et seq., or the corresponding sections of any future statute.

### **SECTION 3.6 NOTICE**

Any written notice that is to be delivered to a Director pursuant to these Bylaws may be delivered by electronic mail (e-mail) provided that the Secretary has received the consent of the Director to such form of delivery.

### **SECTION 3.7 PUBLIC MEETING LAW--NOTICE AND OTHER REQUIREMENTS**

Meetings of the Board shall comply with all requirements of the Colorado Open Meetings Law (C.R.S. §§ 24-6-401 et seq., or the corresponding sections of any future statute).

## **ARTICLE 4 OFFICERS**

### **SECTION 4.1 ELECTION OF OFFICERS**

FCMS shall have a President, Vice-President, Secretary and Treasurer as elected by the Board. The same person cannot hold more than one office except on an interim basis. Officers shall be nominated and elected at the May meeting or when a vacancy occurs. Officers shall serve a two (2) year term, with the exception for the initial President and Vice-President who shall serve an initial three (3) year term. No Director shall hold the same office for more than one term.

### **SECTION 4.2 RESIGNATION AND REMOVAL OF OFFICERS**

An officer may resign at any time by delivering notice to the Board in the manner and procedure as described for Directors in Article 3.

An officer may be removed without cause by a majority vote of the Board.

Any vacancy in an officer position shall be filled promptly by an election by of the Board.

Such person shall hold such office until the May meeting, at which time regular elections of officers shall occur.

### **SECTION 4.3 DUTIES OF PRESIDENT**

The President shall preside at all Board meetings, be the spokesperson for the Board and have such other duties and responsibilities as determined by the Board.

### **SECTION 4.4 DUTIES OF SECRETARY**

The Secretary shall have overall responsibility for all record keeping and for notices to the Board of any Board meeting. The Secretary shall be responsible for compliance with the notice requirement of public meeting law as set forth in Section 4.9. The Secretary may delegate these responsibilities provided that he or she supervises such delegation.

The Secretary shall record and/or supervise the recording of the minutes of all meetings of the Board and present the transcribed minutes at or before the next proceeding Board meeting. Minutes shall comply with Open Meeting laws of Colorado (C.R.S. §§ 24-6-401 et seq.) and, except in the case of executive session, shall include at least the following:

- a) Names of all Directors present;
- b) All motions, proposals and resolutions proposed and their disposition;
- c) The results of all consensus decisions and, if voting, the results of the votes and the vote of each Director by name, unless the vote is unanimous thus indicating that all Directors present voted in the same manner;
- d) The substance of any discussion, and
- e) Reference to any document discussed.

#### **SECTION 4.5 DUTIES OF VICE-PRESIDENT**

The Vice-President shall perform the duties of the President in the President's absence, shall be responsible for overseeing compliance with these Bylaws and shall have such other duties and responsibilities as determined by the Board.

#### **SECTION 4.6 DUTIES OF TREASURER**

The Treasurer shall be the custodian of funds of FCMS, shall be responsible for the maintenance and/or oversight of proper records of all financial transactions of FCMS, shall have the authority to sign finances as described in Article 9 and shall comply with all financial policies of the Board. The Treasurer shall report the financial condition of FCMS at each Board meeting.

#### **SECTION 4.7 OTHER OFFICERS**

The Board may appoint or elect any other officer and assistant officers as it deems necessary to carry out the functions of FCMS.

### **ARTICLE 5 COMMITTEES**

#### **SECTION 5.1 SCHOOL ACCOUNTABILITY COMMITTEE**

##### **SECTION 5.1.1 PURPOSE**

The purpose of the School Accountability Committee (SAC) is to inform, encourage and provide opportunities for parents and community members to be involved in the planning and evaluation of FCMS's instructional program and quality improvement processes. The SAC assists the Head of School and the Board of Directors in the development and implementation of strategic initiatives that guide the growth and improvement of FCMS efforts toward achieving overall academic excellence. The Committee also works to provide a balance between the requirements mandated by the State of Colorado and Poudre School District, along with the mission and vision statements of FCMS to provide a unique, rich learning environment that embodies the teachings of Maria Montessori. The SAC is solely an advisory body and in no event will exercise any of the powers of the Board.

## **SECTION 5.1.2 COMPOSITION**

Each school is responsible for establishing a School Accountability Committee (SAC), which should consist of at least the following seven members:

- The Head of School or his/her designee.
- At least one teacher who provides instruction in the school.
- At least three parents or legal guardians of students enrolled in the school.
- At least one adult member of an organization of parents, teachers, and students recognized by the school upon formation of a Parent Teacher Organization or similar organization at FCMS.
- At least one person from the community.
- The members of the governing board of a charter school may serve as members of the SAC.

Terms on the SAC will be two years, with no member serving more than two consecutive terms. The SAC will select one of their parent representatives to serve as chair or co-chair of the committee. No member will serve as chair for more than two years. If a vacancy arises on a SAC because of a member's resignation or for any other reason, the remaining members of the SAC will fill the vacancy by majority action.

## **SECTION 5.1.3 RESPONSIBILITIES**

SAC responsibilities include the following specific responsibilities and other similar responsibilities, including those that may be conferred on the Committee by the Board:

- Meeting at least quarterly and reporting at least quarterly to the FCMS Head of School and Board of Directors concerning school program effectiveness, student achievement, parent satisfaction, and school environment and safety, and other aspects of the FCMS Strategic Plan.
- Making recommendations to the Head of School on the school priorities for spending school moneys
- Publicizing and holding a SAC meeting to discuss strategies to include in a school Priority Improvement or Turnaround plan, if either type of plan is required, and using this input to make recommendations to the Head of School and the FCMS Board of Directors concerning preparation of the school Performance Improvement, Priority Improvement or Turnaround Plan, as required;
- At least quarterly, assess whether school leadership, personnel, and infrastructure are advancing or impeding implementation of the school's Performance, Improvement, Priority Improvement, or Turnaround plan, whichever is applicable, and other progress pertinent to the school's effectiveness
- Assisting in implementing the FCMS's family engagement policy at the school, and assist school personnel to increase families' engagement with teachers.
- Publicizing opportunities to serve and soliciting parents to serve on the SAC
- Provide surveys to the parent community, with the approval of the Governing Board, concerning school safety, academic and emotional progress of students, school climate, and general parent satisfaction.

- Maintaining a sub-committee called the Parent Council that solicits interest among parents to serve as parent representatives on the Board of Directors a vacancy in one of the two parent representative positions occurs, and works with the Nominating Committee to evaluate suitability for and commitment to the Board.
- Working with school administration, faculty, parents, and our broader community a manner that honors FCMS values.
- Being familiar with the Colorado “Education Accountability Act of 2009” (C.R.S. 22-11-101 et seq.) that may not be covered above, and advise the Board on opportunities and activities related thereto.

## **SECTION 5.2 FINANCE COMMITTEE**

### **SECTION 5.2.1 PURPOSE**

The purpose of the Finance Committee is to ensure year-to-year and long-term fiscal soundness for FCMS. The Finance Committee is solely an advisory body and in no event will exercise any of the powers of the Board.

### **SECTION 5.2.2 COMPOSITION**

The Finance and Audit Committee shall consist of:

- The FCMS Head of School
- The Treasurer of the FCMS Board of Directors
- Up to one other Directors, as appointed by the Board
- Up to two unrelated parents or legal guardians of students currently enrolled at the school who are appointed to the Committee by majority action of the current Committee members.

### **SECTION 5.2.3. RESPONSIBILITIES**

Finance Committee responsibilities include the following specific responsibilities and other similar responsibilities, including those that may be conferred on the Committee by the Board:

- assist the treasurer and administration in their efforts to keep accurate accounts of all monies of FCMS, received or disbursed;
- Review the deposit of all monies, electronic fund transfers, drafts and checks;
- Assist administration in the care and custody of the corporate funds and securities;
- Review the monthly bank statements;
- Review the policies and procedures of administration related to the power to endorse for deposit all notes, checks and drafts received by FCMS;
- Review the proper procedures related to vouchers therefore;
- Report to the Board President and the Board of Directors, at the monthly Board meetings and on other occasions as needed, an account of the financial condition of FCMS, including:

- a report on actual expenditures compared to the annual budget;
- a balance sheet, and
- a report of financial transactions as compiled by the school Administration.
- Ensure satisfactory completion of each year’s audit.

**SECTION 5.3 NOMINATING COMMITTEE**

**SECTION 5.3.1 PURPOSE**

The Nominating Committee (NC) will ensure that the Board of Directors consistently maintains its full complement of required Directors, and that those Directors are suitable for the Board and have sufficient commitment to fulfill Board responsibilities. The NC will fulfill this mandate by identifying and recruiting Community Directors based on the needs of the Board with respect to experience, skills, interests, personal networks, and knowledge of Montessori pedagogy.

**SECTION 5.3.2 COMPOSITION**

The NC will include:

- at least one and no more than two Directors.
- Up to two staff members.
- Up to two members of the Parent Council.

**SECTION 5.3.3 NOMINATING PROCESS**

The NC will set a deadline for receipt of Director applications, and then inform the general public of community the Director vacancies via a notice in the newspaper and/or on the FCMS web site four (4) weeks prior to the deadline. Individuals seeking a seat on the Board will submit a resume and an application to the NC Chair. After the application period has closed, the NC reviews the candidate’s applications for selected candidates to determine if they meet board needs and qualifications. If so, the NC meets with candidates to solicit additional information and further determine candidate qualifications. If the NC decides to nominate a candidate, they will inform the board and invite the candidate to a board meeting. At that board meeting the full board may ask additional questions, then the board will vote on the nominee.

A Parent Council, made up of parents or guardians of children currently attending the school, ensures that the voice of the school’s parent community and its students’ will be heard by identifying prospective parent representatives (of currently enrolled students) as candidates for the FCMS Governing Board. The Parent Council will be a sub-committee of the School Accountability Committee (SAC; see Section 5.1.3). This Council will work with the Nominating Committee to solicit parent interest, and to evaluate fit and commitment to service on the school board in order to ensure that parent nominees will best contribute to the success of FCMS. The Board Director on the SAC will provide guidance to the Parent Council on the need for and timing of nominees to the Board.

## **SECTION 5.4 CHARTER RENEWAL COMMITTEE.**

Pursuant to the terms of the authorizer contract, the Fort Collins Montessori School Board will activate its charter renewal committee two years prior to the charter renewal date. This committee is responsible for assuring that all material and data collection systems are in place to provide a comprehensive picture of the school's performance and state of the school. In concert with the renewal cycle this committee will perform a comprehensive status analysis in all vital areas of school performance including annual stakeholder satisfaction, student achievement, teacher and administrative quality and efficiency and fiscal health and sustainability. The results of this analysis will assist the school in developing a strategic plan for the next five years of operations.

## **SECTION 5.5 OTHER COMMITTEES**

The Board may establish such other committees as it deems necessary and desirable. Such councils/committees may exercise functions of the Board or may be advisory councils.

## **SECTION 5.6 LIMITATIONS ON POWERS OF COMMITTEES**

No committee may:

- (a) authorize payment of a dividend or any part of the income or profit of FMCS to its Directors or officers;
- (b) approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the FCMS's assets;
- (c) elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; or
- (d) adopt, amend, or repeal the Articles, Bylaws, or any resolution of the Board.

## **ARTICLE 6 HEAD OF SCHOOL**

### **SECTION 6.1 HEAD OF SCHOOL RESPONSIBILITIES**

The Board shall hire a Head of School who shall be responsible for the day to day academic programs, business, operations and other affairs of FCMS. The Head of School shall attend all meetings of the Board and shall report to the Board on the academic programs, business, operations and other affairs of FCMS. The Head of School will be entitled to attend all Board executive sessions except those concerning evaluation of the Head of School, negotiation of salary and contract with the Head of School, or pending grievances against or investigations of the Head of School.

The responsibilities of the Head of School shall include but not limited to the following:

- Embracing and modeling the Mission, Vision, and Values of the Fort Collins Montessori School.
- Understanding, executing and administering FCMS programs and policies as described in the Charter application, or as subsequently revised or set by the Board of Directors.
- Advising the Board on new or revised policies.
- Adhering to the terms of the Charter Contract with Poudre School District.
- Directing, hiring, evaluating, and terminating, as necessary, all other employees of the School.
- Ensuring consistency, growth, and development of staff, particularly with respect to academic programs and the delivery of those programs.
- Participating in an annual performance review with the Board.
- At times and as needed, filling in for teaching staff whether this be for breaks during the day or as a substitute, at any level.
- Overseeing the external operations of the school, such as admissions, recruitment, marketing, fund-raising, and relations with constituents.
- Working with the School Accountability Committee to set annual goals for FCMS, including enrollment and academic targets, and ensure that these goals are met.
- Fulfilling fiscal responsibilities in collaboration with the Board and its Finance Committee, including drafting the annual budget and monthly monitoring of the budget.
- Ensuring maintenance of school facilities and grounds.
- Overseeing development and implementation of the school's curriculum and programming, both academic and extra-curricular.
- Ensuring that Colorado Academic Standards are met through the use of Montessori principles and practices, developing and, as necessary, revision methods to measure performance against standards, and reporting twice annually to the Board on performance.
- Overseeing the FCMS disciplinary program.
- Maintaining safety, order, and cleanliness on school premises and at all school functions.
- Overseeing the Before/After Care Program for FCMS, ensuring its financial solvency, efficiency, and adequacy for childcare and childcare licensing.
- Overseeing and ensure that all requirements (licensing and otherwise) are legally established, maintained and implemented and remain in good standing with all State, County and City agencies and Poudre School District.
- Maintaining productive relations with all constituents at all times.
- Publishing an annual school report in collaboration with the Board, including financial and academic performance measures.

## **SECTION 6.2 DELEGATION OF AUTHORITY**

The Board shall have the power, in accordance with Section 3.2, to delegate to the Head of School such executive power and authority as the Board may deem necessary to facilitate the handling and management of FCMS's property and interests.

## **ARTICLE 7 CONFLICT OF INTEREST**

### **SECTION 7.1 REGULATION OF BOARD DIRECTOR CONFLICT OF INTEREST**

In order to regulate conflicts of interest, the Board shall:

- Comply with C.R.S. § 7-128-501, or any corresponding future section of the Colorado Revised Nonprofit Corporations Act;
- Comply with C.R.S. § 18-8-308, or any corresponding future section of Colorado law regulating conflicts of interest of “public servants”; and
- By voluntary agreement and contractual commitment with Poudre R-1 School District,
  - comply with the requirements for “local government,” “local government officials,” and “employees” in the Standards of Conduct Act, C.R.S. §§ 24-18-101 et seq., and
  - Shall be subject to and comply with the terms of all School District policies and regulations regarding Board ethics and conflict of interest to the extent not waived or amended in writing by the School District.
- Maintain and comply with an FCMS Conflict of Interest policy that ensures that any real or perceived conflicts of interest appropriately managed.

### **SECTION 7.2 BOARD ACTION IN THE EVENT OF CONFLICT OF INTEREST**

In the event of a conflict of interest between a Director and FCMS, the Board shall follow the conflict of interest policy adopted by the Board, including that the Director who has the conflict shall:

- Provide all necessary information to fully disclose and understand the nature of the conflict.
- Recuse him or herself from voting on any issue when a conflict of interest exists.
- Not participate in Board discussion about the conflict leading to a decision, including leaving the room where the discussion is taking place if not requested or needed by the Board to remain present in the meeting, and
- Not attempt to influence the decision.

### **SECTION 7.3 CONFLICT OF INTEREST DISCLOSURE STATEMENT**

It is mandatory that all Directors annually sign a Conflict of Interest Disclosure statement and prior to accepting a position on the Board.

## **ARTICLE 8 FINANCES AND CONTRACTS**

### **SECTION 8.1 FISCAL YEAR**

FCMS's fiscal year is July 1 -June 30.

### **SECTION 8.2 FUNDS**

All funds of FCMS shall be under the supervision of the Board and shall be handled and disposed of in such manner and by such officers or agents of FCMS in accordance with the financial policies adopted by the Board. Public Funds, shall be accounted for separately from other funds of FCMS.

### **SECTION 8.3 CONTRACTS**

All contracts for FCMS shall be under the supervision of the Board and shall be handled in such manner and by such officers or agents of the Corporation in accordance with policies adopted by the Board.

### **SECTION 8.4 AUTHORITY TO BIND FCMS**

Unless the Board authorizes the execution of instruments as described in its policies, no individual Director, officer, committee, employee or agent shall have the authority to bind the FCMS by any contract or instrument or pledge its credit or render it liable monetarily for any purpose or in any amount.

### **SECTION 8.5 BONDING**

The Treasurer and persons handling funds for FCMS may be bonded at FCMS's expense, in such amounts and with such surety as shall be determined or approved by the Board, or the Board may authorize insurance coverage to insure losses that may occur.

### **SECTION 8.6 ANNUAL AUDIT**

FCMS shall have an annual independent audit of accounts of the public charter school and such audit shall be forwarded as appropriate to the Poudre School District and the Colorado Department of Education.

### **SECTION 8.7 FINANCIAL TRANSPARENCY**

FCMS shall comply with the Public School Financial rules as describe in Colorado Revised Statutes Section 22-44-300, et. seq.

**ARTICLE 9 CORPORATE RECORDS AND REPORTS**

**SECTION 9.1 MAINTENANCE OF CORPORATE RECORDS**

FCMS shall maintain records in compliance with Colorado archives statutes, C.R.S. §§ 24-80-101, et seq. and District policy EHB, or the terms of any future modification or wavier of such policy.

**SECTION 9.2 INSPECTION RIGHTS**

Each Director, or designated agent of such Director, shall have the right during regular business hours to inspect, copy and make extracts of all books, records and documents of every kind and to inspect the physical properties of FCMS. The public has the right to inspect any public record of the FCMS in accordance with the Colorado Open Records Act (C.R.S. §§ 24-72-200.1, et seq.).

**ARTICLE 10 AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS**

**SECTION 10.1 AMENDMENT OF ARTICLES OF INCORPORATION**

The Board by a two-thirds majority vote of the Directors in office may amend and/or restate the Articles of Incorporation provided that notice is given as described in Section 10.3 and such amendments and/or restatement is filed with the Office of the Secretary of State of the State of Colorado in accordance with the Colorado Nonprofit Corporations Act.

**SECTION 10.2 AMENDMENT OF BYLAWS**

The Board by a two-thirds majority vote of the Directors in office may amend, restate and/or repeal these Bylaws, in whole or in part, provided that notice is given in accordance with Section 11.3.

**SECTION 10.3 NOTICE**

Notice shall be provided to the Board that states that a purpose of the meeting is to consider a proposed amendment and contain or be accompanied by a copy or summary of the amendment.

These By-laws supersede all previous versions.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
Board President (printed)

\_\_\_\_\_  
Signature