



# **Board Bylaws**

September 2016

**BYLAWS OF WYATT ACADEMY**  
Amended and Restated August   , 2013

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**ARTICLE I  
WYATT ACADEMY**

**Section 1.     The School**

The Wyatt Academy (“Charter School”) is a public school which operates within the City of Denver, Colorado, and is authorized to operate pursuant to a charter issued by School District No. 1 in the City and County of Denver (the “District”).

The Charter School is a nonprofit entity organized for the purpose of operating a public school within the District that will provide education to children in Kindergarten through grade eight in accordance with the terms of the Charter Application.

**ARTICLE II  
TRUSTEES AND MEETINGS OF THE BOARD OF TRUSTEES**

**Section 1.     Board of Trustees**

The governing body of the Charter School is the Board of Trustees (“Board”), which shall be responsible for managing the business and affairs of the Charter School. Trustees shall have no authority over the school as individuals; they have authority only when acting as a body duly called in session.

**Section 2.     Number of Trustees**

The board of trustees shall consist of up to twelve (12) trustees, until changed by a duly adopted amendment of these Bylaws.

**Section 3.     Appointment, Term of Office, Qualifications and Term Limits of Trustees**

- (a) Trustees must meet the following qualifications:
  - citizen of the United States;
  - eighteen years of age;
  - able to read and write;
- (b) Trustees shall be appointed by the board.
- (c) Appointment of Trustees shall become effective immediately after the vote by the Board to appoint them, or at some later time if so designated by the Board. Trustees shall be appointed for three year (3 year) terms, to be determined during the annual meeting of the Board. Each such Trustee shall be eligible for reappointment.

- (d) No Trustee may serve more than nine (9) total years as a Trustee.
- (e) All Trustees shall hold office until their respective successors are duly elected and qualified.

Section 4. Removal

Trustees may be removed from office with or without cause at any annual or special meeting of the Board by the affirmative vote of two-thirds of the Trustees then in office. Any Trustee who misses three consecutive board meetings (whether excused or not) or who misses three Board meetings without being excused during any school year (July 1 to June 30) will automatically be removed from the Board, without the need for any Board action.

Section 5. Resignations

A Trustee may resign at any time by giving written notice to the President or Secretary of the Board. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies

If a position becomes vacant by reason of death, resignation, retirement or removal or other inability to serve, then the vacancy shall be filled in accordance with Article II, Section 3 (b) of these Bylaws. A Trustee elected to fill a vacancy shall begin a new term immediately upon being officially appointed. Any partial year spent serving the remainder of a vacant term, regardless of actual length of such vacant term, by any Trustee shall be treated as a full year for purposes of determining term limit eligibility of such Trustee pursuant to Section 3(c) of this Article, above.

Section 7. Location, Time of Meetings, CORA

The regular meetings of the Board shall be held at the dates, times, and places determined by the Board. All meetings shall comply with all requirements of law, including without limitation the Colorado Open Records Act and Colorado Sunshine Act of 1972, as may be amended from time to time.

Section 8. Regular Meetings

Regular meetings of the Board of Trustees shall be held within the District or telephonically (or via another comparable electronic medium as contemplated herein).

Section 9. Annual Meeting

The Annual Meeting of the Board shall be held at the date, time and place as determined by the Board. At the annual meeting, the Board shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the Trustees appear for an annual meeting of the Board, the holding of such meeting shall not be required and

matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting.

Section 10. Special Meetings

Special meetings for any purpose or purposes, may be called at any time by the President, or if he or she is absent or unable to act, by the Vice-President, upon written request of any two Trustees. The business transacted at any such meeting shall be limited to the purpose or purposes stated in the notice thereof.

Section 11. Notice of Meetings

Notices of all meetings and adjournments shall be given not less than 24 hours before the time fixed for the meeting except in cases of emergency, or 48 hours prior to a meeting in the event that an action contemplated in Article VIII (Amendments to Bylaws or Articles) and/or Article IX (Dissolution or Merger) below is being considered. The notice shall state the matters to be presented for consideration. Participation by any Trustee in a meeting without having received notice of the meeting shall constitute a waiver of such notice. The Board agenda shall be posted in the School office. The location of such posting shall be designated annually at the Board's first regular meeting of each calendar year, as required by C.R.S. § 24-6-402(2)(c).

Section 12. No Proxies

Trustees must be present at any meeting of the Board in order to vote. Proxy voting is not allowed.

Section 13. Quorum, Voting

The quorum for any meeting of the Board shall consist of the majority of the Trustees then in office. No formal action shall be taken at any meeting at which a quorum is not present and acting. So long as a quorum is present and acting throughout, every act or decision done or made by a majority of the Trustees present at a meeting duly held shall be regarded as the act of the Board unless a greater number be required by law or the Bylaws. Solely with respect to any action that requires consent of a majority of the Trustees with a quorum present, in the event of any tie vote of the Trustees, the President shall cast an additional, deciding vote. Any action as contemplated in Article VIII (Amendments to Bylaws or Articles) and/or Article IX (Dissolution or Merger) below shall require the affirmative vote of sixty percent (60%) of the Trustees then in office pursuant to the applicable Article.

Section 14. Telephonic Meetings.

The Board may meet telephonically (or via another electronic device) so long as: (i) all Trustees are able to hear the voices of all other Trustees and be heard in turn, and (ii) the public is able to hear all proceedings of the meeting and is able to communicate with and be heard by all Trustees in attendance when asked for comment. No executive session of the Board may be held telephonically (or via another electronic device).

Section 15. Adjournments

A quorum may adjourn any meeting to meet again at a stated place, date, and hour; however, in the absence of a quorum, a majority of the Trustees present at any regular or special board meeting may adjourn from time to time until the time fixed for the next regular Board meeting.

Section 16. Expenses

By resolution of the Board, the Trustees may be paid their expenses, if any, incurred while fulfilling the obligations of their duties.

Section 17. Committees

The Board may, by resolution, provide for such standing or special committees as it deems desirable and discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties not inconsistent with the law, as may be assigned to it by the Board. If provision be made for any such committee, the members thereof shall be appointed by the Board, may consist of one or more Trustees, and shall serve during the pleasure of the Board. Vacancies in such committees shall be filled by the Board, and the Board shall retain the power to remove any individual committee members. No committee shall have the power to elect, appoint or remove any Trustee; amend, restate, alter, or repeal the Articles of Incorporation; amend, alter, or repeal these or any other Bylaws of the School; approve a plan of merger; approve a sale, lease, exchange, or other disposition of all or substantially all of the property of the School; or to take any other action prohibited by law.

Section 18. Indemnification

(a) To the extent permitted or required by the Colorado Revised Nonprofit Corporation Act, C.R.S. § 7-121-101 *et seq.*, or its successor, and any other applicable law, if any Trustee is made a party to or is involved in (for example, as a witness) any Proceeding (as defined below) because such person is or was a Trustee or officer of the School, the School (i) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such Proceeding, and (ii) shall advance to such person expenses incurred in such Proceeding.

(b) The School may in its discretion (but is not obligated to in any way) indemnify and advance expenses to an employee or agent of the School to the same extent as to a Trustee or officer.

(c) The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the School may at its discretion provide for indemnification or advancement of expenses in a resolution of its Trustees, in a contract, or in its Articles of Incorporation.

(d) Any repeal or modification of the foregoing provisions of this Section 17 and its subparts shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this section or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objective of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

(e) As used herein, the term "Proceeding" means any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

#### Section 19. Standard of Conduct for Trustees

Each Trustee and officer shall perform his or her duties as a Trustee or officer, including, without limitation their duties as a member of any committee of the Board, in good faith, in a manner the Trustee reasonably believes to be in the best interest of the School, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of his or her duties, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated in the following paragraph. Notwithstanding the foregoing, a Trustee shall not be considered to be acting in good faith if the Trustee has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Trustee shall not be liable to the School for any action the Trustee takes or omits to take as a Trustee if, in connection with such action or omission, the Trustee performs his or her duties in compliance with this Section. A Trustee, regardless of title, shall not be deemed to be a trustee with respect to the School or with respect to any property held or administered by the School including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

The designated persons upon whom a Trustee is entitled to rely are: (i) one or more officers or employees of the School with whom the Trustee reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Trustee reasonably believes to be within such person's profession or expert competence; or (iii) a committee of the Board on which the Trustee does not serve if the Trustee reasonably believes the committee merits confidence.

#### Section 20. Compensation and Expenses

Trustees shall receive no compensation for their services as Trustees except that reimbursement may be made for expenses incurred for the School or the Board by a Trustee pursuant to and upon authorization of the Board. No part of the net revenue of the School shall inure to the benefit of, or be distributable to any Trustees by virtue of their role as Trustees.

**ARTICLE III  
OFFICERS OF THE BOARD OF TRUSTEES**

**Section 1. Appointment & Term of Office**

Officers of the Board of Trustees shall be nominated and elected by a majority of the Board at its annual meeting. Each officer will hold office until the next annual election and until a successor is chosen unless said Officer shall resign, be removed or otherwise disqualified to serve. Each officer will take their oaths as officers at this meeting along with newly elected Trustees. The elected officers of the Board are: President, Vice-President, Secretary, and Treasurer. One person may hold, and perform the duties of any two offices except those of President and Vice-President.

**Section 2. Other Officers**

The Board may elect, or authorize the President or some other officer or any committee to appoint, such other officers or agents as the Board or officer or committee may deem necessary or advisable. Such officers shall hold office for such a period, have such powers and perform such duties as may be provided in these Bylaws or as the Board or officer or committee appointing the officer may from time to time determine.

**Section 3. Removal**

Any officer or agent may be removed by a majority of the whole Board at any time at any regular or special Board meeting.

**Section 4. Resignations**

Any officer may resign at any time by giving written notice to the President or to the Secretary or to the Board. Any such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Vacancies**

A vacancy in any office shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular appointment to such office.

**Section 6. President**

The President shall preside at all meetings of the Board; call special meetings of the Board; appoint members to all committees of the Board; prescribe duties of officers of the Board as necessary; serve ex-officio as a member of all committees; sign on behalf of the Board all diplomas, statements of assurances, contracts, proposals, and other commitments previously approved by the Board, and informational reports; and perform the usual and ordinary duties of the office.



Section 7. Vice-President

The Vice-President shall preside at all meetings in the absence of the President and by resolution of the Board, sign documents in case of absence or disability of the President.

In the case of a vacancy in the office of the President, the Vice-President will succeed to the presidency. Immediately thereafter, an election shall be held for a new Vice-President of the Board.

Section 8. Secretary

The Secretary shall attend all Board meetings and keep or cause to be kept, in his or her custody in the Charter School building or such other place as the Board may designate, a book recording the minutes of all Board meetings setting forth the place, date, time and decisions made; whether at a regular or special meeting and if a special meeting, how the meeting was authorized; the notice thereof given; the names of those present and absent at the meeting; and the proceedings thereof. The Secretary shall give or cause to be given notice of all Board meetings required by these Bylaws or by law. The Secretary shall perform such other duties and have such other authorities as are delegated to him by the Board.

Section 9. Assistant Secretaries

At the request of the Secretary, or in the Secretary's absence or disability, an Assistant Secretary designated by the President or the Secretary or the Board or any committee shall perform all the duties of Secretary and, when so acting, shall exercise such other powers and perform such other duties as from time to time may be prescribed by the Board, President, Secretary, or these Bylaws.

Section 10. Treasurer

The Treasurer shall, subject to the direction of the Board, act as custodian of all monies belonging to the Charter School, receive all monies belonging to the Charter School, deposit funds of the Charter School and disburse funds as ordered by the Board, and keep full and accurate accounts of receipts and disbursements in books belonging to the Charter School. The Treasurer shall render to the President and the Board, upon request of either, an account of all of his or her transactions as Treasurer and of the financial condition of the Charter School; and such other powers and authority incident to the office of Treasurer and shall perform such other duties as may be prescribed by the Board or these Bylaws. At the request of the Treasurer and subject to the approval of the Board, a financial manager can be designated to perform the aforementioned duties on the Board's behalf.

Section 11. Assistant Treasurers

In the event of the Treasurer's absence or disability, the Assistant Treasurer shall act as Treasurer in all respects. The Assistant Treasurer shall exercise such other powers and authority incident to the office of Treasurer and shall perform such other duties as from time to time may be prescribed for him by the Board of Trustees, the President, the Treasurer or these Bylaws.

**ARTICLE IV  
EXECUTION OF INSTRUMENTS, ETC.**

Section 1.     Contracts

When the execution of any contract has been authorized without the specification of the executing officers, the President or Vice-President and the Secretary or Treasurer may execute the same in the name and on behalf of the Charter School. The Board shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Charter School in more than one capacity.

Section 2.     Checks

All checks, drafts and orders for the payment of money shall be signed by such officer(s) or agent(s) of the Charter School and in such manner as shall be determined from time to time by resolution of the Board which may be adopted in the form of a separate financial policy and procedures of the School, amendable from time to time by action of the Board at any meeting thereof. No check or instrument for the payment of money to the Charter School shall be endorsed otherwise than for deposit to the credit of the Charter School.

**ARTICLE V  
FISCAL YEAR**

The Charter School's fiscal year shall be the same as the fiscal year of the District.

**ARTICLE VI  
ANNUAL REPORT**

The Board shall cause a financial report of the Charter School for the preceding fiscal year to be prepared within four (4) months after the end of the fiscal year. Such report shall be delivered to the District.

**ARTICLE VII  
CONFLICT OF INTEREST POLICY**

The Board shall adopt a separate conflict of interest policy to avoid any actual or perceived conflicts of interest in accordance with the School's mission, purposes, and applicable law. Such conflict of interest policy may be amended from time to time by a lawful act of the Board at any regular or special meeting of the Board in accordance with these Bylaws.

**ARTICLE VIII  
AMENDMENTS TO BYLAWS OR ARTICLES**

These Bylaws or the Articles of Incorporation of the School may be added to, altered, amended, restated or repealed by consent of the Trustees then in office, or by the vote of not less than sixty percent (60%) of the Trustees then in office at any meeting of the Trustees, if written notice of the proposed addition, alteration, amendment or repeal shall have been given to each Trustee at least two (2) days before meeting.

**ARTICLE IX  
DISSOLUTION OR MERGER**

(a) Dissolution, which shall include without limitation disposition of all or substantially all the School's assets, or merger of the School shall be by the vote of not less than sixty percent (60%) of the Trustees then in office at a meeting of the Trustees called for that purpose in accordance with these Bylaws and the laws of the State of Colorado. Written notice of the proposed dissolution or merger shall have been given to each Trustee at least two (2) days before meeting.

(b) On the dissolution of the School, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the School is then located, exclusively for the purposes or to the organization or organizations that the court shall determine, which are organized and operated exclusively for such purposes.