



**BYLAWS
OF
ROCKY MOUNTAIN ACADEMY OF EVERGREEN**

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As Amended and Restated on April 13, 2023**

ARTICLE I

Composition of Rocky Mountain Academy of Evergreen Board of Directors

- A. **Members.** The Board of Directors (the “Board”) of Rocky Mountain Academy of Evergreen, Inc. (“RMAE”) shall consist of nine members. Eight members of the Board shall be parents or legal guardians of a student currently enrolled at RMAE and shall be elected by the parent community, except as provided herein. One member shall be a non-parent community member, who shall be elected by the Board.
- B. **Eligibility.**
- a. No family unit shall have more than one representative on the Board.
 - b. Should any member of the Board become employed, or have their spouse become employed, on a full-time or part-time hourly or salaried basis for RMAE, they shall no longer be eligible to serve on the Board.
 - c. Should any member of the Board, during their term, cease to have students currently enrolled at RMAE, they shall be deemed to have resigned as a member of the Board pursuant to Article II, Section E of these Bylaws, although they shall remain eligible for election to the Board as a non-parent community member.

ARTICLE II

Terms of Members of the Board

- A. **Term Duration.** Each duly elected member of the Board shall serve a three-year term, beginning upon the swearing in of such member during the Board’s June meeting.

- B. Consecutive Terms.** No Board member shall serve more than two consecutive terms. After serving two consecutive terms, a Board member must take one year off prior to serving again as a Board member, unless appointed pursuant to Sections C or D of this Article. However, no Board member may serve more than six consecutive years on the Board.
- C. Reduced Terms.** If for any reason, the Board is unable to find candidates willing to run for a three-year term, the Board may consider and appoint candidates willing to serve for terms of reduced duration by a majority vote of the current members of the Board, unless prohibited by Section B of this Article.
- D. Vacancies.** The Board may consider and appoint candidates to fill mid-term vacancies on the Board by majority vote of the remaining members of the Board, unless prohibited by Section B of this Article. Members appointed to fill mid-term vacancies shall serve the remainder of the term they are appointed to fill.
- E. Resignation.** Any member of the Board may, at any time for any reason, resign by giving written notice to the President or Secretary of the Board. Such resignation shall be effective on the date indicated in the notice therein specified, unless the Board agrees otherwise by majority vote. If such a date is not present in the notice, or in the case of a resignation pursuant to Article I, Section B, Subsection c of these Bylaws, the resignation shall be deemed to be effective immediately.
- F. Removal.**
- 1) Any member of the Board may be removed pursuant to the following procedure:
 - a. The President or Secretary of the Board shall provide written notice to the member whose removal is sought of the Board's intent to vote on their removal;
 - b. The member whose removal is sought shall have an opportunity to be heard, orally or in writing, not less than fifteen days following receipt of the aforementioned notice; and
 - c. Not less than twenty-one days following delivery of the aforementioned written notice, a meeting of the Board shall be held during which the Board shall vote on removal of the member, with a two-thirds (2/3) majority vote of the Board members present and voting required to approve such removal.
 - 2) Any member of the Board may also be removed as provided by the Colorado Revised Nonprofit Corporation Act.

ARTICLE III
Powers and Duties of the Board

- A. General Powers.** The property, business, and affairs of RMAE, shall be managed by the Board. The Board may exercise all such powers as are provided by (a) these Bylaws, (b) the charter agreement between RMAE and the Jefferson County Public School District R1 (hereinafter referred to as "the School District" or as "the District"), (c) the laws of the state of Colorado, and (d) the laws of the United States of America. The Board may assign duties and responsibilities to such subcommittees and/or individuals as it may deem necessary for the efficient operation of RMAE. To the extent permitted by the provisions and laws described above, the Board may submit any matter, including matters previously or usually delegated to certain subcommittee(s) and/or individual(s), or matters previously or usually subject to the direct control of the Board, to a plebiscite vote(s) of every or certain categories(s) of eligible voters as this term is defined in Article V, Sections A, B and C. The Board is responsible for determining the categories of eligible voters in any and all such instances.
- B. Expectations of Conduct.** All members of the Board shall be expected to uphold the mission, goals and objectives of RMAE. All members of the Board shall be expected to uphold, sign, and return (to the Board Vice President or their designee) the Board Member Code of Conduct Agreement.
- C. Background Checks.** Members of the Board will be subject to and required to pass a CBI background check, which includes fingerprints and National Sex Offender Registry.
- D. Conflicts of Interest.** The Board shall adopt a separate conflict of interest policy to avoid any actual or perceived conflicts of interest in accordance with RMAE's mission, purposes, and applicable law. Such conflicts 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. Members of the Board, and of all authorized subcommittees, shall receive no compensation for their services on the aforesaid body/bodies. RMAE shall make substantial efforts to provide liability insurance covering all members of the Board, and all members of any and all authorized subcommittees. The term "substantial efforts" shall be determined by the membership of the Board.
- E. Principal of RMAE.** The Principal shall be appointed by the Board, and may be removed by the Board with or without cause. The Board shall monitor the performance of the Principal, provide the Principal with performance reviews as appropriate, and be responsible for determining the Principal's compensation, benefits, and all other terms and conditions of the Principal's employment.
- F. Board Policy Book.** The Board may adopt and amend from time to time policies for governance, conduct, and school management to be contained in a Board Policy Book. In the event of any conflict between these Bylaws and the Board Policy Book, these Bylaws shall control.

ARTICLE IV
Meetings of the Board

- A. **Regular Meetings.** Regular meetings of the Board shall be scheduled and held at least six times annually, at a time and location to be agreed upon by the Board.
- B. **Special Meetings.** From time to time, special meetings of the Board may be called by member(s) of the Board. In order to do this, the member(s) of the Board requesting such a meeting must contact the President to arrange the meeting. Should the requesting member(s) be unable to contact the President, the member(s) should contact the Vice President. The member(s) desiring a special meeting shall ensure delivery of written notice of the meeting to all Board members as soon as possible, but no later than 24 hours prior to the scheduled special meeting of the Board.
- C. **Quorum.** For all meetings of the Board, a quorum shall constitute a simple majority. Should any meeting not have such a quorum, members of the Board may decide by majority vote of those present to cancel the meeting. Should the present and voting membership of any meeting, regular or special, decrease numerically below six members, due to declared conflict of interest, or a vote to remove a member of the Board, the remaining members shall vote.
- D. **Chairperson.** The President of the Board, or should he/she be absent, the Vice President, shall serve as the chairperson during all meetings of the Board. The conduct of all the Board meetings shall be in accord with established parliamentary rules and procedures. Except as otherwise specified by (a) these Bylaws, (b) the charter agreement between RMAE and the District, (c) the laws of the state of Colorado, or (d) the laws of the United States of America, all meetings of the Board shall be governed as per the parliamentary procedures described in Robert's Rules of Order, Newly Revised.
- E. **Attendance.** All members of the Board are expected to participate in all regularly scheduled meetings of the Board, and in special meetings per their availability. Should any member be forced to miss a regular meeting, they shall contact the President, Vice-President, Secretary, or Treasurer in order to give notice of their forthcoming absence.
- F. **Remote Attendance.** One or more members of the Board may participate in a meeting of the Board by means of a telephone, video-conference, or similar communications equipment by which all persons participating in the meeting can hear one another at the same time. Such participation shall constitute presence in person at the meeting.
- G. **Open Meetings.** All meetings of the Board and any committee thereof shall be noticed and held as required by the Colorado Open Meetings Law. Meetings shall be open to the public unless the Board agrees to hold an executive session for a permissible purpose under the Colorado Open Meetings Law.
- H. **Agenda.** A written agenda for every regularly scheduled meeting of the Board shall be prepared by the President. For every special meeting of the Board, the agenda shall be prepared by the member(s) calling such meeting. Whenever possible, such agenda shall be included in all public notices of the aforesaid meeting.

- 1) The agenda for all meetings of the Board shall include the approximate time allotted to each item for discussion and deliberation. Should any item not be resolved by vote within the time allotted, it may be tabled until a future meeting.
- 2) Any issue, item, or matter for discussion, deliberation or resolution shall be included in the agendas for all regular meetings of the Board, providing the matter has been submitted in writing to the President of the Board (or their designee) at least five days prior to the regularly scheduled meeting. Such submissions may be made by members of the Board, or by any members of the general public.
- 3) Should a member of the Board, or of the general public, wish to include an item for discussion, deliberation or resolution that is not originally scheduled on the agenda of any special meeting of the Board, this item may be included on any such agenda, if;
 - a) The member(s) calling the special meeting of the Board (who shall be, therefore, responsible for preparing the agenda of any such meeting), has been notified in writing of the proposed inclusion of this item at least two hours prior to the special meeting of the Board; and
 - b) At such special meeting, the Board should decide to include this item for discussion during the special meeting.

- I. **Voting.** Except as otherwise specified by (a) these Bylaws, (b) the charter agreement between RMAE and the District, (c) the laws of the state of Colorado, or (d) the laws of the United States of America, all actions taken by the Board, including the action of tabling an issue until sometime in the future, shall require a majority vote by members of the Board who are present and voting, unless prohibited from participation due to a conflict of interest per the Board's conflict of interest policy. Should a member of the Board be unable to participate in a vote, discussion, deliberation, or action upon, or resolution of any issue, item, matter, contract, or other transaction, that member shall not be deemed to oppose or support the aforementioned item, matter, issue, contract or other transaction.

ARTICLE V

Elections and Reelections of Members of the Board

- A. **Authorized Election Subcommittee.** Pursuant to the provisions of Article VII, Section B, the Board may refer matters related to the election or reelection of members of the Board to an Election Subcommittee. Determination of which matters to refer to the aforementioned subcommittee shall be made by the Board.
- 1) Unless contrary to the Bylaws, this Election Subcommittee shall, to the extent possible, consist of the following: one parent of a pupil attending RMAE, one teacher or staff member employed at RMAE, and the Principal.

- 2) Subject to the provisions of the articles and sections mentioned immediately above, members of the Election Subcommittee shall be appointed by the Board.
- 3) Upon appointment to the Election Subcommittee, members of said subcommittee shall determine the chairperson of this subcommittee.
- 4) No candidate, or family member of a candidate, for election or reelection to the Board shall be a member of the Election Subcommittee.

B. Candidacy.

- 1) Unless prohibited by a conflict of interest or any other provision of these Bylaws, any parent of a student currently enrolled at RMAE may apply for candidacy as a parental representative to the Board.
- 2) Parents wishing to be candidates for election or reelection to the Board shall submit a brief letter of intent to the Board or the Elections Subcommittee for consideration as candidates. Unless otherwise directed by the Board, this letter shall be submitted by the last Friday in March of the calendar year in which the newly elected or reelected Board member would take office.
- 3) The Board or Elections Subcommittee shall publish a list of potential candidates to the RMAE parent community.

C. Campaigning for Election or Reelection to the Board.

- 1) The Board or Election Subcommittee shall arrange public interviews in mid-April with all candidates for election or reelection to the Board. All members of the general public, all parents of students attending (or who may attend) RMAE, and all teachers and staff members employed at RMAE, shall be welcome to attend these public interviews with all candidates. Upon recognition by the chairperson of the Election Subcommittee or a moderator designated by the Election Subcommittee or the Board, any of the aforementioned persons may publicly question any candidates for election or reelection to the Board. During this interview process, such chairperson or moderator shall be responsible for keeping order.
- 2) In the event that a current member of the Board wishes to stand for reelection to the Board, such member shall be deemed to have a conflict of interest as defined by the provisions of Article III, Section D, and:
 - a) shall not participate in any process for determination of suitable candidates;
 - b) shall not participate in the formation of the authorized Election Subcommittee, nor in any of its business, operations, and affairs; and

- c) shall not publish any information about any candidate or potential candidate; unless;
 1. such publishing shall be done under the individual's personal name, rather than his/her title on the Board;
 2. such publishing shall not be done under the auspices of the Board; and
 3. such publishing acknowledges that the individual responsible for the publication is a candidate for reelection, and so has an interest in such publishing.

D. Election Process.

- 1) Not later than the first Tuesday of May, election ballots shall be distributed by the Board or Election Subcommittee to all "eligible voters" (as defined in Article V, Section E).
- 2) Unless otherwise directed by the Board or Election Subcommittee, the ballot distribution, voting, and election process shall take place electronically.
- 3) Unless an individual chooses to forego the privilege specified herein, all election ballots shall be secret ones.
- 4) These ballots shall be returned within seven calendar days of their distribution to all eligible voters.
- 5) Upon closing of the electoral process, votes shall be tallied by the Board or Election Subcommittee.
- 6) The election results shall be published in the school newsletter, and shall become part of the permanent record of RMAE.

E. Eligible Voters. "Eligible Voters" shall mean each parent or legal guardian of a student currently attending RMAE, and each teacher and staff member employed at RMAE.

- 1) Each eligible voter shall have one ballot no matter the number of children enrolled as students at RMAE.
- 2) In any and all circumstances, and during any and all elections and/or plebiscites, each family unit shall have no more than two (2) ballots.
- 3) Should the eligibility of anyone wishing to vote be questioned, the Election Subcommittee shall, with the Board's consent, determine that person's eligibility in accordance with these rules and make the appropriate recommendation to the Board.

- F. **Newly-Elected Members.** Newly elected members of the Board shall be sworn into office at the beginning of the first Board meeting following the elections in May of the same calendar year.

ARTICLE VI

Officers

A. **Officers.**

- 1) The officers of the Board shall be the President, Vice-President, Secretary and Treasurer.
- 2) Unless prohibited by a conflict of interest or any other provision of these Bylaws, any member of the Board is eligible to serve as an officer.
- 3) Absent unforeseen or extraordinary circumstances, Board members wishing to be considered for election or reelection to an officer position shall submit a brief letter of intent to the Board. Unless otherwise directed by the Board, this letter shall be submitted by the last Friday in May of the calendar year in which the Board member would stand for election to an officer position.

- B. **Election and Term.** The Board shall elect officers to serve for a one-year term during a meeting held no later than July 1 of each year, following the election and swearing in of any new Board members. Should an incumbent officer resign, be removed as a member, or have their Board member term expire without being re-elected to the Board, such officer's term shall terminate immediately upon such resignation, removal, or expiration.

- C. **Vacancies.** Any mid-term vacancies for any officer of the Board that may occur shall be filled promptly by election of the members of the Board at a meeting. A newly elected officer shall serve as officer until the next election year.

- D. **President.** The President of the Board shall be the Chief Executive Officer of the Board. The President shall supervise and control all business, operations and affairs of the Board.

- 1) The President shall be responsible for making certain that all resolutions, decisions and orders made by the Board are carried into effect in RMAE. Should this fail to occur on any occasion for any reason, the President shall report to the Board their findings, in detail and in entirety, and make recommendation as to a remedy for the failure to carry out any order, resolution or decision on the part of the Board.
- 2) Unless otherwise specified by (a) these Bylaws, (b) the charter agreement between RMAE and the District, (c) the laws of the state of Colorado, or (d) the laws of the United States of America, the President of the Board shall be responsible for the execution of transactions and contracts between RMAE and any and all other parties. Such other parties may include, but are not limited to, the District, any and

all building contractors, any and all leasing agents, any and all educators, any and all staff members, and any and all providers of transportation who are paid for their services.

- a) The President may, with the consent of the Board, delegate the execution of any such contract to an approved subcommittee or individual; the aforementioned subcommittee or individual to be approved by a vote of the Board.
 - b) The Secretary, in addition to other duties specified in this Article, Section F, shall be responsible with the President, for ensuring that such transactions and contracts are executed in the time and manner specified by the Board. Should such execution of any contract fail to occur, in detail or entirety, for any reason, the Secretary and the President shall report their findings to the Board promptly and make recommendation as to a remedy for said failure of execution.
- 3) As per the provisions of Article IV, the President shall preside over all Board meetings and shall prepare agendas for each aforementioned meeting as provided herein. The President shall be responsible for overseeing the posting of required notices to the public of all meetings of the Board that are open to the public. Such posting of notices shall be performed as described in Article IV, Sections G and H.

E. Vice President. The Vice-President of the Board shall have, in the absence of the President, all the powers and responsibilities of the President of the Board.

- 1) The Vice-President shall be responsible for ensuring that all Board members sign and return the Board Member Code of Conduct Agreement.
- 2) The Vice-President shall be responsible for the performance of all duties that may, on occasion and with the consent of the Board, be assigned by the President of the Board.

F. Secretary. The Secretary shall keep and maintain, or cause to be kept and maintained, accurate minutes of all meetings of the Board. Such records shall include, but not be limited to; reports to the Board by any and all subcommittees or authorized individuals; votes on all issues, items, transactions, and resolutions by all Board members present; attendance of all Board members at all Board meetings, regularly scheduled and special; and all elections of all officers of the Board, including the Secretary, by any and all sessions of the Board. Upon Board vote and approval of any changes to the Bylaws, the Secretary will be responsible for making edits to the Bylaws and submitting these edits to the Board for final approval of changes at least three days prior to the next board meeting following said changes.

- 1) In accordance with the Colorado Sunshine Law, the Secretary shall be responsible for ensuring the accessibility of all such records to all members of the public, during regular business hours, and at a public and specified location.

- 2) As stated in Article VI, Section D, Provision 2, sub-provision b, the Secretary, with the President, shall be responsible for ascertaining that all transactions and contracts between RMAE and any other party are executed in the time and manner specified by the Board. Should the Secretary find that any such transaction or contract is not carried out as per the time or manner specified by the Board, that officer shall make a prompt report to the Board of his/her findings. This report shall include a recommendation as to a remedy for such failure of execution of the aforementioned transaction or contract.

G. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, accurate accounts of RMAE's finances in all respects. Such accounts shall include, but not be limited to; all assets, correctly assessed; all liabilities, correctly assessed; the costs and benefits of all business transactions and contracts between RMAE and any and all other parties, correctly assessed; and the costs and benefits of any and all future plans of RMAE, long and short term, definite, probable, and potential, the costs of which shall all be correctly assessed.

- 1) The Treasurer may, with the consent of the Board, delegate correct monetary assessment of certain of these items to an authorized subcommittee or individual. In such cases, unless otherwise specified, said subcommittee or individual shall report directly to the Treasurer, who shall then relay the subcommittee or individual's findings to the Board.
- 2) The Treasurer shall present a financial statement, including the aforementioned elements, during each regularly scheduled meeting of the Board. Should the Treasurer be forced to miss any regular meeting, this individual shall be responsible for ensuring the distribution, to all Board members present, of a written report containing the afore specified material.
- 3) In accordance with the Colorado Sunshine Law, the Treasurer shall cause the financial books of RMAE to be accessible to the public, during regular business hours, and at a specified and public location.

H. Resignation of Officers. Any officer of the Board may, at any time for any reason, resign as an officer by giving written notice to the President or Secretary of the Board. Such resignation shall be effective on the date indicated in the notice unless the Board agrees otherwise. If such a date is not present in this notice, the resignation shall be deemed to be effective immediately. Should any officer wish to resign as an officer of the Board, but remain a member of the Board, they may do so, unless removed as provided in Article II, Section F of the Bylaws.

I. Removal of Officers. Any officer of the Board may be removed for good cause, as determined by a two-thirds (2/3) majority vote of the Board. Unless otherwise specified by the majority of the Board, any and all such removals of any officer of the Board shall be effective immediately.

ARTICLE VII Subcommittees

- A. **Creation.** On occasion, the Board may create or cause to be created one or more subcommittees. The Board shall determine the duties and terms of all such subcommittees.
- B. **Membership.** As much as possible and appropriate, the memberships of all such subcommittees shall be representative of all eligible voters of RMAE. In addition, with the consent of the Board, volunteers for such subcommittee membership may be solicited from members of the general community (parents of students on RMAE's waiting list for admission, for example), business organizations, civic organizations within the community (Girl Scouts, Elks, Kiwanis, for example), and when appropriate, from among students or even prospective students on RMAE's waiting list for student admission. Any member of the Board may become a member of any such subcommittee.
- 1) Unless otherwise specified by vote of the Board or by these Bylaws, all of the various Board liaisons of all of these subcommittees must be members of the Board.
 - 2) The Board may remove any member of any of these subcommittees at any time, with or without cause.
- C. **Responsibilities.** Each subcommittee shall, after being called into being at the behest of the Board, be clearly instructed as to the duties and responsibilities that each shall be expected to execute and fulfill. Each subcommittee shall be responsible for updating the Board on their activities and findings. In return, the Board shall periodically update the subcommittee members of the expected duration of the subcommittee's existence.
- 1) Recommendations made by all subcommittees shall be the result of factual research, the extent of which shall be determined by the Board, unless it delegates this function to the particular subcommittee.
 - 2) Unless otherwise specified by the Board, each subcommittee shall be expected to present a written report at all regularly scheduled Board meetings. This report need not be presented in person, although this would be preferable to Board members receiving only the written report of the given subcommittee.
- D. **Powers.** Unless prohibited by (a) these Bylaws, (b) the charter agreement between RMAE and the District, (c) the laws of the state of Colorado, (d) the laws of the United States of America, or (e) Board action, every subcommittee shall have the support of the Board and RMAE in all of their authorized activities.
- 1) At any time, for good cause as determined by the Board, any subcommittee may be ordered to cease to exist, by the Board.
 - 2) At any time, for good cause as determined by the Board, any subcommittee may be required to narrow the scope of its activities and/or to share them with another subcommittee, by order of the Board.

ARTICLE VIII
General

- A. **Location.** The educational facilities and offices of RMAE shall be housed in such location or locations as shall be determined by the Board.
- B. **Fiscal Year.** The fiscal year of RMAE shall coincide with the fiscal year of Jefferson County Public School District R-1.
- C. **Amendments.**
- 1) Proposals for amending or repealing, in whole or in part, any portion of these Bylaws may be made in writing to the President or Secretary of the Board.
 - 2) **Amendment Procedure:** Except in cases of emergencies, the Board shall follow the following procedure for amending these Bylaws:
 - a) **First Reading:** The proposed amendment shall be submitted for approval on first reading at a regular or special meeting of the Board called for that purpose. The proposed amendment shall be provided to the Board no later than twenty-four hours prior to the meeting. At first reading the Board shall receive public comment and comments from the sponsor of the proposed amendment.
 - b) **Second Reading:** If the proposed amendment is approved on first reading, it will be placed on the agenda and considered at the next regular or special meeting of the Board called for that purpose. No amendment shall be adopted at second reading unless the amendment receives a two-thirds (2/3) vote of the Board members present at the meeting. If the proposed amendment is adopted upon second reading it shall become effective and the Bylaws shall be amended accordingly.
 - 3) **Emergency Amendment Procedure:** Upon a three-fourths (3/4) majority vote of the Board members present at a regular or special meeting called for that purpose, an emergency may be declared. If an emergency is declared, an amendment may be adopted on first reading upon a three-fourths (3/4) majority vote of the Board.