

**BYLAWS OF
THE FRENCH AMERICAN SCHOOL OF DENVER**

**ARTICLE I
General**

1.1 **Name.** The name of this Corporation is the French American School of Denver.

1.2 **Definitions.** In these bylaws, the following terms shall have the meaning set forth below:

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

“Authorizer” means the school district or institute that authorizes the School.

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

“Corporation” or “FAS” or “School” means the French American School of Denver.

“Director” means an individual serving on the Board.

“Fundamental Change” means any action of the Board to dissolve the Corporation; any action or failure to act that will result in the Corporation ceasing operations; any relinquishment of a charter contract; and any declaration of any form of insolvency.

“Nonprofit Act” means the Colorado Revised Nonprofit Corporations Act, COLO. REV. STAT. §§ 7-121-101 – 7-137-301, or the corresponding provisions in any successor statute.

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

“School Leader” means the person employed by the Board as the single school administrative officer, under whatever title the Board designates.

1.3 **Purpose.** The purpose of these bylaws is to make provision for the functioning of the Corporation in accordance with, and subject to, the Articles of Incorporation.

1.4 **Office.** The principal office of the Corporation shall be located in Denver County, State of Colorado, or such other site as may be designated by the governing Board from time to time.

1.5 **No Members & No Stock; Role as Member.** The Corporation shall have no members and no stock. Lower-case “member” is common usage and refers to persons entitled to participate in a group defined or described by context.

1.6 **No Seal — Signatures Sufficient.** The Corporation will not use a seal. The signatures of duly authorized persons shall be legal and binding.

1.7 **Fiscal Year.** The fiscal year of the Corporation shall be July 1 to June 30.

1.8 **General Powers.** The Corporation shall have all the powers granted non-profit corporations under the Nonprofit Act, all powers granted to charter schools under the Act, and all necessary or proper powers provided for by Colorado laws now in effect or later enacted.

1.9 **Mission.** The mission of the School is to develop bilingual, bi-literate learners through a French language-immersion curriculum meeting the highest educational standards of the United States and France and delivered in a highly diverse learning environment that promotes critical thinking, creativity and empathy.

ARTICLE II ***Board of Directors***

1. **Board Powers & Duties — Policy Responsibilities — Day-to-Day Operations — Books & Records.** The business, property and affairs of this Corporation shall be conducted and managed by the Board. The Board shall have full control and responsibility for the operation of the Corporation and may exercise any and all corporate powers, subject only to the requirements of the Articles of Incorporation and these Bylaws. Responsibility for day-to-day operations of the Corporation and for implementation of the policies established by the Board shall generally rest with contractors, employees, committees, or others identified by the Board. Without limitation, the Board may exercise its powers —

- Directly, or by committee, by monitoring and evaluating the Corporation’s performance on educational and non-educational goals and objectives; and directly, through the School Leader or otherwise, by implementing any necessary or appropriate changes in the Corporation’s educational program.
- By establishing general policies for the Corporation;
- Consistently with the Sunshine Act, by prescribing rules for public and private meetings of the Board and maintenance and disclosure of Board records, including minutes;
- By establishing rules of eligibility, including those related to background checks, to serve on the Board;
- By approving the School budget by June 1 of each fiscal year; modification of the budget at an appropriate later time or times; approving any borrowing or transfers between funds; and reviewing revenues and expenditures against budget to assure fiscal oversight, integrity and compliance;
- By negotiating, reviewing and approving the agreement with the School Leader and selecting and retaining any other advisers, employees or agents, as needed from time to time;
- By conducting such evaluations, and making such recommendations or decisions, regarding the School Leader and other employees or advisors as will fulfill its duty to assure that the Corporation fulfills its mission, and otherwise operates in a thorough, equitable, and efficient manner.

- By inspecting, as needed, any and all books and records of the Corporation and the School. Such inspection may be requested by any Director and may be carried out by all Directors at any regular meeting of the Board, or as otherwise stated in Board policy. Student records are the responsibility of the School and shall only be disclosed as permitted by law;
- By authorizing, creating, dissolving, reorganizing, designating or revoking the designation of Corporate or School committees or subordinate bodies.
- By approving and overseeing the training of board directors, officers, committee members, School staff, School principals and others by the Corporation to assure the implementation, with consistency, integrity and high quality of the Educational Mission at the School; and
- By taking any action necessary or proper to achieve its mission.

2.2 **Directors — Number.** The Board shall consist of not less than five (5) nor more than nine (9) voting Directors. Any action to increase or decrease the number of Directors to no more than nine (9) nor less than five (5), whether expressly or by implication through appointment of Directors or decisions not to fill vacancies, may be taken by a majority vote of all Directors. Over the first two years of school operation, the Board will transition to the composition as provided in 2.3 below.

2.3 **Composition of the Board & Selection of Directors.** The School Leader is not a Director. Directors shall not be employees of the Corporation. The Board composition goal is for 60% of the Directors to be parents of FAS students, if practicable. The Directors shall be appointed on an ongoing basis by a majority of those Directors then in office. Appointments shall be made each calendar year or as needed to fill vacancies. A decrease in the number of Directors shall not have the effect of shortening the term of any incumbent Director. The timing of appointments of the Directors may be arranged by the Board so that the terms of Directors are staggered.

2.4 **Director Terms; Multiple Terms Permitted.** All Directors shall serve a term of three (3) years, with the option to serve up to 2 consecutive terms but in any event the Director will serve until such Director's successor has been appointed and qualified, or until the Director's earlier death, resignation or removal. Terms may be staggered so that no more than 1/3 of the Board shall be up for appointment in any year. Appointment to a vacancy thereafter shall be for the remainder of the unexpired term. Directors may be re-appointed, but in no event serve more than six (6) consecutive years.

2.5 **Officers & Assistants; Absence or Inability.** The Board shall select its officers from its own number. The Officers shall be the Chair, the Vice-Chair, the Secretary and the Treasurer ("Officers"). Officers shall be selected by a simple majority vote of the Directors. Officers shall serve for a term of one (1) year, but in any event until such Officer's successor has been appointed and qualified, or until the Officer's earlier death, resignation or removal. Generally, selection of officers shall take place annually at a meeting held in June, July or August. Duties of the Secretary and Treasurer may be delegated to assistants, provided that such officers shall reasonably assure that delegated duties are performed. In the absence or inability

of any officer, the Board may delegate the powers and duties of such officer to any Director. The duties of the officers shall include, without limitation, the following:

- *Chair.* The Chair shall call and preside over Board meetings; may, except as otherwise provided in these bylaws or by law, be or designate another officer, Director or individual to serve on or chair any committee; serve as the liaison between the Board and School Leader during periods between Board meetings; serve as liaison to the Authorizer; and shall make provision for a printed agenda to be distributed to all interested persons at the beginning of each meeting.
- *Vice Chair.* The Vice Chair shall serve as Chair in the absence or inability of the Chair and may be delegated by the Chair any duties or powers of the Chair. Upon full assumption of the office of Chair, the office of Vice Chair shall be vacant.
- *Secretary.* The Secretary shall make provision for: a record to be kept of all meetings of the Board of Directors; all Directors to have a current copy of the charter, articles of incorporation, bylaws, management agreement and tax exempt status of the Corporation; the maintenance and preservation of the history of this Corporation; communication to the constituencies of the Corporation on a regular basis; all notices required by these bylaws or by vote of the Board; report any communications received to the Board as a whole; and publication of such reports, articles or communications as the Board may direct from time to time.
- *Treasurer.* The Treasurer shall make provision for: the secure deposit of the funds of the Corporation; a full and accurate account of receipts and expenditures and the maintenance of such books of account and records as are necessary to demonstrate compliance with all provisions of any charter contract and bylaws; a financial statement to be submitted at every meeting of the Board and at other times when requested; and the accounts to be subject to an annual audit by an Certified Professional Accountant or other appropriately qualified individual. The Treasurer shall call meetings and oversee the activities of any Finance and Audit Committee.

2.6 **Removal.** A Director or officer may be removed as follows:

- *For cause.* Any Director or officer may be removed for cause, and removal by majority vote of all other Directors then serving on the Board. “Cause” includes, but is not limited to, material or repeated violation of the Board Code of Conduct. A Director subject to removal for cause shall be given at least 72 hours advance notice of the proposed removal, including a concise statement of grounds, and a reasonable opportunity to address the Board before the vote is taken. Removal for cause shall be effective upon Board vote.
- *Without cause.* Directors and officers may be removed without cause by a two-thirds vote of all other Directors then serving on the Board. Removal without cause shall be effective upon Board vote.

2.7 **Resignation of Director or Officer; Attendance at Board Meetings.** A Director or Officer may resign at any time by submitting a written resignation to the Board Chair or

Secretary in the case of the Board Chair. Resignations shall take effect at the time specified and shall be irrevocable upon submission. Directors must regularly attend Board meetings. Absence from more than two consecutive unexcused Board meetings or more than four Board meetings in a fiscal year shall lead to a notice of probation. The Board shall consider missing four consecutive meetings a resignation.

2.8 **Vacancies.** Unless a Director or Officer is unable or unwilling to serve, removed for cause, or the Board directs otherwise, a Director or Officer shall continue in office until a replacement is qualified.

2.9 **Code of Conduct.** Each Director and Officer shall, prior to entering upon their duties, agree that as a condition of his or her service he or she will abide by the Code of Conduct adopted by the Board.

ARTICLE III ***Meetings & Committees***

3.1 **Regular & Special Meetings.** Regular meetings of the Board shall be held during the year, the times to be fixed by the Board in advance. Notice of regular Board meetings shall be given as required by the Sunshine Act and in writing, at least twenty-four (24) hours in advance of the date of said meeting, to each Director and the School Leader, provided that notice of a schedule of fixed meeting dates shall suffice as the notice to Directors and School Leader. Special meetings may be called by the Chair, regular meetings may be canceled by the Chair and, in such cases, an effort will be made to give actual advance notice of such meetings or cancellations to each Director and the School Leader. The School Leader, though not a Director, shall be entitled to fully participate in Board meetings, excepting sessions concerning the School Leader's evaluation, compensation, contract, or any grievance against or investigation of the School Leader.

3.2 **Quorum & Board Action.** A majority of the Directors then serving shall constitute a quorum for conducting business and a majority of a quorum shall be sufficient to take action on any subject not requiring some greater number, or permitted by some lesser number, under these bylaws. No Director may vote by proxy. Directors may attend Board meetings and vote electronically.

3.3 **Parliamentary Procedure.** The Board shall follow ordinary rules of practice for a small board, and may use *Robert's Rules of Order, Newly Revised* (10th ed.) as a nonbinding reference on parliamentary procedure.

3.4 **Sunshine Act.** Meetings of the Board shall in all respects comply with the Sunshine Act.

3.5 **Committees.** Except as otherwise provided in these bylaws, the Board may designate, discharge, reorganize or dissolve, such committees or subordinate bodies as it deems necessary or appropriate. The resolution designating a committee shall define its membership, purposes, powers and rules of procedure. Except as otherwise provided in these bylaws, the Chair shall appoint the members of committees so designated. The Board may prescribe committee procedures, including requirements for public or confidential meetings, notice, and

minutes, by policy. No committee or subordinate body may have or exercise the authority of the Board or, without specific written authority of the Board, incur any corporate expense or make any representation or commitment on behalf of the Corporation. No committee or subordinate body may amend the articles of incorporation or bylaws, nor authorize any Fundamental Changes. No committee or subordinate body other than an Executive Committee may have or exercise the authority of the Board or, without specific written authority of the Board, incur any corporate expense or make any representation or commitment on behalf of the Corporation.

3.6 **Specific Committees.**

- *Accountability Committee.* An Accountability Committee shall be composed and perform functions as required by Colo. Rev. Stat. § 22-11-401, or any successor statute.
- *Finance & Audit Committee.* The Board may form a Finance and Audit Committee, which shall include the Treasurer, and prescribe its functions.
- *Leadership Committee.* The Board may form a Leadership Committee, which shall include the Chair, to recruit, review qualifications of, and recommend Directors to the full Board for appointment.
- *Governance, Executive, Development, Facilities, and Enrollment Committees.* The Board may form any of these committees as needed. and prescribe their functions

3.7 **Related Organizations.** The Board may exercise any power to appoint a Director, serve as a Member of, recognize, or otherwise exercise appropriate powers in relation to an organization created for purposes benefitting a School, such as a building corporation, PTO, or charter school membership organization.

ARTICLE IV ***Financial Activities***

4.1 **Contracts & Checks — Faith and Credit.** Contracts entered by the Corporation shall be signed by the Chair and attested by the Secretary, provided that such authority may be delegated in the absence or inability of such individuals. Checks and contracts of the Corporation below a specified value may be signed and countersigned as provided in Board resolution. No officer or agent of the Corporation has authority to pledge the credit of the Corporation in any matter which is not (a) provided for in a formal budget of the Corporation or (b) approved by proper advance vote of the Board.

4.2 **Conflicting Interest Transactions.** Directors shall disclose any known present or potential conflicts of interest, which disclosure shall be reduced to writing, to the Board prior to or at the time set for voting on any conflicting interest transaction. Conflicting interest transactions shall include those involving any “party related to a Director” as that term is defined in COLO. REV. STAT. § 7-128-501(5). Written disclosures shall be attached to the minutes of the meeting at which, or the first meeting after, such disclosure has been made. Directors with conflicting interests may be counted as present for purposes of determining a quorum to act. Directors with conflicting interests shall not vote on such transactions. Failure to abide by this provision may constitute grounds for removal of a Director. When considering a conflicting

interest transaction, the Board may take ordinary actions through a majority of the disinterested Directors. The Board may supplement the conflict of interest policies stated in this Section 4.2 with an addition conflict of interest policy addressing conflicts affecting Directors, other school leaders, or employees.

4.3 **Director & Officer Compensation.** Directors and officers are volunteers of the School and shall receive no compensation from the Corporation for service on the Board. The Corporation may reimburse Directors or officers for reasonable and appropriate out-of-pocket expenses incurred for the benefit of the School and may reasonably compensate Directors or officers for services rendered to or for the benefit of the Corporation in any capacity other than as a Director or officer. Such reimbursement or compensation shall be properly documented for the records of the Corporation and is in every case subject to Section 4.2.

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

4.5 **Deposits & Investments.** All funds shall be deposited with an appropriate and secure depository institution. Funds not needed for immediate cash needs, as designated by the Board, may be invested through non-demand accounts.

4.6 **Financial Reports & Audit.** The Board shall require the School Leader to render to the Board an account of the financial condition of the School and shall, upon request, detail and explain any and all expenditures made from School accounts or otherwise for the School's benefit. The Board shall provide or direct the School Leader to provide for a full, independent annual audit of each School's books, and an audit of the Corporation as a whole, and report the results of such audits and recommendations, if any, of the auditors.

4.7 **Non-Co-mingling & Financial Controls.** The Corporation shall maintain or cause to be maintained the funds of FSA separate from any other organization or entity and shall not co-mingle such funds. The Corporation shall adopt mandatory financial controls to assure proper expenditures of School funds and documentation of all Corporate and School transactions. The Corporation may maintain a reasonable contingency reserve, as determined by the Board.

ARTICLE V ***School Leader***

The School Leader shall have general and active control of the affairs and business of the Corporation and the supervision of its employees, see that all Board actions are carried into effect, have the powers of a chief administrative officer conferred by law, and perform all other duties necessary or proper to carry out these functions. The School Leader shall be entitled to fully participate in all Board meetings, including intra-Board email communications or electronic meetings, excepting those concerning the School Leader's contract, compensation, evaluation or the resolution of any investigation of or grievance against the School Leader.

ARTICLE VI
Dispute Resolution

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

ARTICLE VII
Legal Compliance

7.1 **Primary Board Duty**. It is the primary duty of the Board of Directors to further the purposes of the Corporation, as set forth in the Articles of Incorporation.

7.2 **Consistency with Internal Revenue Code**. Notwithstanding any other provision of these bylaws, the Corporation shall neither compensate any person, nor reimburse expenses, nor indemnify losses, nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under the Code.

7.3 **Non-discrimination**. At no time shall the Corporation engage in any action affecting faculty, employees, parents, students or others, which, in violation of federal, state, or local laws, improperly discriminates on the bases of race, national origin, religion, sex, age, disability, status as an honourably discharged veteran, lawful alienage, or sexual orientation.

7.4 **Severability**. If any section, article or other provision of these bylaws or the articles of incorporation is invalidated by any court on any ground, the balance of these articles and bylaws shall be unaffected thereby and shall be construed as if such provision had been repealed by amendment.

7.5 **Disposition of Assets**. Upon any closure of a School governed by the Corporation, assets remaining after satisfaction of the School's obligations incurred in connection with running the School may become property of Authorizer and, if so, will be conveyed to Authorizer, as further provided in the charter contract. In any event, assets shall only be transferred to a public entity or an entity qualified as tax exempt under section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII
Immunities, Indemnification & Insurance

8.1 **Immunities**. The Corporation shall take no action to impair the immunities of individual Directors or Officers under the Federal Volunteer Protection Act, 42 U.S.C. § 14501, et seq.; and provisions of Colorado law respecting volunteers and Directors of nonprofit organizations, COLO. REV. STAT. § 13-21-116(b)(I); directors of public entities, COLO. REV. STAT. § 24-10-101, et seq., if applicable; or any successor provisions.

8.2 **Indemnification.** The Corporation shall indemnify each Director to the full extent permitted by Colorado law, including but not limited to the Nonprofit Act and the Colorado Governmental Immunity Act, COLO. REV. STAT. §§ 24-10-101 – 120. In connection with indemnification, the Corporation shall advance expenses to Directors and officers to the fullest extent permitted under the Nonprofit Act. Except in matters more specifically provided under the Governmental Immunity Act, the School shall follow the processes for indemnification prescribed by the Nonprofit Act. The personal liability of each director of the Corporation for breach of fiduciary duty as a director is eliminated to the fullest extent permitted under the Act, including, without limitation, pursuant to COLO. REV. STAT. § 7-128-402. Any amendment, modification or repeal of this Section shall not adversely affect any right or protection of a director or officer in relation to an action or omission occurring prior to the time of such amendment, modification or repeal.

8.3 **Insurance.** The Corporation shall purchase and maintain such insurance as is appropriate reasonably to assure that costs arising from claims brought against Directors or officers in such capacity or for acts taken for the Corporation are defrayed.

ARTICLE IX

Custom & Practice; Amendments; Emergency Powers; & Fundamental Changes

9.1 **Amendments by Majority Vote & At Regular Meeting.** Amendments to the Articles of Incorporation or bylaws may be made by a majority vote of all Directors then in office, at a regular meeting, except that amendments to Article VI of the Articles, or Sections 9.1 or 9.6 of these bylaws, or the definitions of “Fundamental Changes” in Section 1.2 of these bylaws must be made by the process for Fundamental Changes in Section 9.6 below.

9.2 **Notice of Proposal — Advance Reading — Waiver.** Advance notice of proposed amendments shall be given to Directors not less than forty-eight hours before a meeting at which the amendment will be proposed. Proposed amendments shall be read at a public meeting not less than thirty days before taking a vote to amend, unless such reading is waived by unanimous consent of those present.

9.4 **Bylaws, Practices, Policies, Amendments to be Consistent with Charter Contract.** No practice or policy of the Corporation, the articles, these bylaws, no amendment to the articles or bylaws and no exercise of powers otherwise authorized may in any way alter, amend, or controvert any provision of the charter school contract with Authorizer, unless such proposed action first is submitted to and approved by Authorizer. Accordingly, all governing corporate and school documents shall be construed, in cases of doubt, to be consistent with the charter contract.

9.5 **Emergency Powers.** Should the Board at any time have four or fewer Directors then serving, or be for any reason unable to act under these bylaws, a majority of the Directors remaining may: take those actions that are reasonably considered necessary to assure the proper ongoing functioning of the School and promptly act to restore the Board to a proper complement of Directors; but may not amend these bylaws nor make any fundamental changes. In the event that a tie vote prevents Board action to appoint an additional Director during an Emergency, the School Leader may break the tie by lot.

9.6 **Fundamental Changes**. Fundamental Changes may include Amendments, but however framed, characterized or denominated may only be made as stated in this Section 9.6. The Board may not make Fundamental Changes except as follows —

- *General*: if not treated more specifically below, a Fundamental Change shall require approval by two-thirds of all Directors then serving, consisting of not less than the minimum number of Directors stated in Section 1.2.
- *Acting to cease doing business, relinquish the charter contract, or to dissolve* the Corporation shall require the unanimous consent of all Directors then serving, consisting of not less than the minimum number of Directors stated in Section 1.2.

ARTICLE X
Named Directors

The Directors on the date of adoption of these bylaws are:

Angela Strange, Chair

Tara Bardeen, Vice Chair

Isabelle Shiffrin, Secretary

Steve Boneck, Treasurer

Adopted 11/19/2019