

April 29, 2019

**BYLAWS  
OF  
FREE HORIZON MONTESSORI**  
A Jefferson County School District contract and option school with innovation status  
and Colorado Nonprofit Corporation

**ARTICLE I: OFFICES OF THE CORPORATION**

The principal and registered office of Free Horizon Montessori (hereafter “FHM”) shall be 15920 W 10th Ave, Golden, Colorado. The principal and/or registered office may be changed from time to time by the Board of Directors of Free Horizon Montessori (the “Board of Directors”) as permitted by the FHM School Governance Agreement, the Innovation Plan, Colorado Nonprofit Corporation Act, applicable law, and the Jefferson County School District (the “District”) policies.

**ARTICLE II: MISSION AND VISION**

**Section 1: Mission statement**

Through the Montessori philosophy, we inspire every child to learn and grow as a responsible global citizen in a collaborative, peaceful, and safe environment.

**Section 2: Vision statement**

We seek to transform our community by developing students who pursue their full potential, understand their global responsibilities, and respect others, self, and the environment.

**Section 3: Motto**

Montessori for the 21st Century: A place to Learn, A Place to Belong.

**ARTICLE III: MEMBERSHIP**

Each parent or legal guardian of a child or children enrolled at the school and any currently employed staff of the FHM shall be voting members of the corporation. Such membership will terminate when the child(ren) are no longer enrolled at the school and/or employment is terminated.

**ARTICLE IV: ANNUAL MEETING**

There shall be an annual meeting of the members. The Board of Directors shall set the precise date, time and location of the annual meeting and shall notice the annual meeting no less than sixty days prior to its scheduled occurrence. The Board of Directors may, from time to time, adopt policies and procedures governing the meeting of members.

## **ARTICLE V: BOARD OF DIRECTORS**

### **Section 1: General Powers**

The business and affairs of FHM shall be managed by its Board of Directors, except as otherwise provided in the School Governance Agreement, the Innovation Plan, applicable law, the District policies, the Colorado Nonprofit Corporation Act, the articles of incorporation, and these bylaws.

### **Section 2: Board of Directors**

The Board of Directors shall consist of seven voting Directors who shall be elected by the members or appointed by the Board of Directors as detailed below. Directors may be members of FHM or of the community at large. All Directors must sign a Confidentiality Agreement and Conflict of Interest Form prior to serving and annually, review onboarding packet and complete training as specified in the Policy Manual. No Director may receive remuneration for Board of Directors service.

### **Section 3: Quorum and Manner of Acting**

A majority of sitting Directors (not counting any vacant seats) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors may adjourn the meeting from time to time for a period not to exceed sixty (60) days at any one adjournment. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. One or more Director or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or a committee thereof by means of conference telephone 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.

### **Section 4: Elections**

Board of Directors elections shall be held at the annual meeting of the members. Each eligible member will be accorded one vote per available Director position. Proxy voting is prohibited. Those candidates receiving the most affirmative votes will fill the available seats on the Board of Directors. In the event of a tie vote for a position, a second ballot will be cast for that position. The Board of Directors may adopt and publish written policies and procedures regarding Board of Directors elections that do not conflict with these bylaws.

### **Section 5: Appointments to Vacant Seats**

The Board of Directors, upon two-thirds vote of then sitting Directors, may appoint Directors to fill vacant seats on the Board of Directors. The appointed Directors shall serve until the next annual election at which time he or she shall stand for election.

### **Section 6: Director Terms**

Board of Directors terms are for three years and shall be staggered to the extent possible. Each Director is limited to two consecutive terms. If a Director resigns, is removed from office or their 2nd term expires they must wait a minimum of one year before running for re-election.

## **Section 7: Board Leadership**

At the first regularly scheduled Board of Directors meeting following each annual election, the Board of Directors shall select the Officers of the Board. The Board of Directors shall adopt and publish written policies regarding Board Officer Selection which do not conflict with these bylaws.

The Officers of the Board of Directors shall be the President, Vice President, Secretary and Treasurer who shall be chosen by, and from among the sitting members of the Board of Directors.

### **Section 7.1 Board President**

The President shall be the chief executive of FHM and shall also preside over all regular and other official Board of Directors meetings, have general charge of the business of the Board, and carry out its policies under the direction of the Board of Directors. The President shall have authority to delegate duties and responsibilities to other Directors. The President shall, form committees as required, and appoint committee chairs and other committee members, subject to concurrence of the Board of Directors. The Board President shall attend Jeffco School Board meetings and Act as FHM Board liaison to Jeffco School Board and Cabinet.

### **Section 7.2: Vice President**

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

### **Section 7.3: Secretary**

The Secretary shall keep or cause to be kept full minutes of all meetings of the Board of Directors, including a record of each Director's attendance, and all acts and votes of the Board of Directors. The minutes shall be kept electronically on a publicly available website. The Secretary shall see that all notices of upcoming meetings are duly posted in accordance with the provisions of these Bylaws and the Colorado Open Meeting Law (C.R.S. 24-6-401 et.seq), and shall perform such other duties as from time-to-time may be assigned by the President.

### **Section 7.4: Treasurer**

The Treasurer shall have general supervision of the financial affairs of FHM, subject to Board of Directors concurrence, and shall make periodic financial status reports to the Board of Directors. The Treasurer shall also perform such other duties as may from time-to-time be assigned by the President.

The Board of Directors may adopt and publish additional written policies regarding officer duties and responsibilities which do not conflict with these bylaws.

The Board of Directors, upon majority vote, may remove an Officer from office (but not from the Board of Directors); whenever such removal would serve the best interests of FHM.

## **Section 8: Director and Officer Resignations**

Any Director or Officer may resign as a Director or Officer at any time by providing written notice to the President or Secretary of the Board of Directors. Such resignation shall take effect immediately unless, by agreement of the Board of Directors, it is to take effect upon qualification of a replacement.

## **Section 9: Removal of Directors**

Any Director may be terminated without the consent of the subject Director, provided a minimum of one week notice is given in a properly published and posted agenda, and provided just cause exists and as established by a vote of two-thirds of the sitting Directors (not counting vacant seats), and whenever, in their judgment, the best interests of FHM are served by the removal.

### **Section 9.1: Mandatory Meetings**

Attendance at the Board of Directors meetings is mandatory. Any Director having two consecutive or three total unexcused absences from regularly scheduled meetings shall be removed from the Board of Directors unless a majority of remaining Directors determine that circumstances warrant retaining the Director. After six excused absences, a Director may be removed from the Board of Directors by a majority vote. The President shall determine whether absences are excused or unexcused.

### **Section 9.2: Unethical Conduct**

Unethical or illegal conduct shall be grounds for immediate removal, whether or not such conduct occurs while acting in the capacity of a Director.

## **ARTICLE VI: BOARD RESPONSIBILITIES**

### **Section 1: Board Responsibilities**

The primary obligation of the Board of Directors is to advance the mission and vision of FHM and support the long-term success of its students and the school through strategic planning and governance. The School Governance Agreement outlines responsibilities of the Board of Directors in accordance with the Innovation Plan, applicable law, and District policy.

In general, the Board of Directors is responsible for ensuring the academic program of Free Horizon Montessori is successful, that FHM is faithful to the terms of the FHM School Governance Agreement, and that FHM is a viable organization.

The specific responsibilities of the Board of Directors are as follows:

A. The Board of Directors shall set and enforce policy and assure that FHM is run in a manner consistent with the Mission Statement and in compliance with all applicable laws, the FHM School Governance Agreement, the Innovation Plan, and the District policies.

B. The Board of Directors shall ensure development of and approve the annual budget and ensure the school administration operates within that budget.

C. The Board of Directors shall hire, set employment and compensation terms for; and annually evaluate the performance of the Principal/Head of School.

D. The Board of Directors shall create and appoint individuals to standing and ad hoc committees. Those elected to the Board will be expected to serve on a minimum of one standing or ad-hoc committee at any given time.

E. The Board of Directors shall approve the school calendar, including any changes made during the school year.

F. The Board of Directors shall be responsible for the maintenance of any records required by law or provided for by the Governance Agreement.

G. The Board of Directors shall convene regular meetings not less than quarterly and will provide an opportunity for public input. In addition, the Board of Directors may convene work sessions or special meetings as it deems appropriate. All Board of Directors meetings are subject to the Open Meetings Law

H. The Board of Directors shall adopt and administer a grievance policy and procedure.

I. The Board of Directors shall approve an admissions policy and assure compliance with all aspects of such policy.

J. The Board of Directors shall perform such other duties as appropriate and necessary to the safe and effective operation of FHM, and which promote the FHM's commitment to educational excellence. The Board of Directors shall adopt and maintain a policy manual which may set forth additional obligations of the Board of Directors not inconsistent with these bylaws, the FHM School Governance Agreement, the Innovation Plan, applicable law, and the District policy.

#### **ARTICLE VII: AMENDMENTS**

Proposed amendment to these Bylaws shall be submitted in writing to the Board President. Copies shall be made available to all Directors at least one week prior to a regularly scheduled Board of Directors meeting. Consideration of amendments shall include an opportunity for the public to comment. An affirmative vote of two-thirds of sitting Directors (not counting vacant seats) shall be necessary to adopt any proposed amendment.

#### **ARTICLE VIII: INDEMNIFICATION**

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of any foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan ("Any Proper Person" or "Proper Person"), shall be indemnified by the corporation against expenses (including attorneys' fees), judgments, penalties, fines, (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement reasonably

incurred by him in connection with such action, suit or proceeding if it is determined by the groups set forth below that he conducted himself in good faith and that he (i) reasonably believed, in the case of conduct in his official capacity with the corporation, that his conduct was in the corporation's best interest, or (ii) in all other cases (except criminal cases) believed that his conduct was at least not opposed to the corporation's best interests, or (iii) with respect to criminal proceedings had no reasonable cause to believe his conduct was unlawful. A person will be deemed to be acting in his official capacity while acting as a director, officer, employee or agent of this corporation and not when he is acting on this corporation's behalf for some other entity. No indemnification shall be made under this Article to a director with respect to any claim, issue or matter in connection with a proceeding by or in the right of a corporation in which the director was adjudged liable to the corporation or in connection with any proceeding charging improper personal benefit to the director, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. Indemnification under this Article in connection with a proceeding brought by or in the right of the corporation shall be limited to reasonable expenses, including attorneys' fees, incurred in connection with the proceeding.

The corporation shall indemnify Any Proper Person who has been wholly successful on the merits or otherwise, in defense of any action, suit, or proceeding referred to in this Section against expenses (including attorneys' fees) reasonably incurred by him in connection with the proceeding without the necessity of any action by the corporation other than the determination in good faith that the defense has been wholly successful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described in this Section. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.

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

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

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation to Any Proper Person in advance of the final disposition of such action, suit or proceeding upon receipt of (i) a written affirmation of such Proper Person's good faith belief that he has met the standards of conduct prescribed in this Article; (ii) a written undertaking, executed personally or on his behalf, to repay such advances if it is ultimately determined that he did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment); and (iii) a determination is made by the proper group, that the facts as then known to the group would not preclude indemnification.

## **ARTICLE IX: OPEN MEETINGS LAW, PUBLIC RECORDS ACT, FAMILY**

### **EDUCATIONAL PRIVACY RIGHTS**

FHM acknowledges and agrees that it is subject to the provisions of the Colorado Open Meetings Law, Colorado Revised Statutes Section 24-6-401 et seq., and that it will fully comply with the provisions of such law in connection with all its activities. FHM acknowledges and agrees that it is subject to the provisions of the Colorado Public Records Act, Colorado Revised Statutes Section 24-72-201 et seq., and that it will fully comply with the provisions of such law in connection with all its activities. FHM acknowledges and agrees that it is subject to the provisions of Family Educational Privacy Rights, Buckley Amendment, 20 United States Code, Section 1232 (g), and that it will fully comply with the provisions of such law in connection with all its activities.

## **ARTICLE X: PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall serve as a reference and guideline for parliamentary procedure of the Board of Directors whenever they are applicable and not inconsistent with Bylaws, the School Governance Agreement, the Innovation Plan, applicable law, and District policy.

SO ADOPTED this 29 day of April 2019.