

February 2025

Bylaws Issue #1 for Discussion – Governance Board Seats

Challenge Statement:

Stargate School has grown more than 155% in the 15+ years since bylaws were passed establishing the current Number, Qualifications, and Tenure of Governance Board Directors, expanding from a K-8 school of just over 600 students to a K-12 community of almost 1600 students with more than 2200 parent/staff stakeholders.

Question for Discussion:

Should the Stargate Board propose changes to the school's bylaws (section 5.3) to better align with community needs and ensure that the Governance Board of Directors has:

- enough members to accomplish the work required
- essential skills, experiences, and insights to govern effectively
- diversity of opinions, perspectives, and backgrounds to adequately represent stakeholders
- structure to ensure public trust and accountability

Background – Drivers for Potentials Bylaws Changes:

Current Stargate bylaws:

- require five Parent Members, elected by parent/staff stakeholders
- allow for up to 4 Independent Directors, appointed by Governance Board
- set terms at 3 years, with no maximum number of consecutive terms
- require parent majority

Challenge - enough members to accomplish work required: In the 15+ years since adopting the current model, Stargate has never seated 9 directors simultaneously, relying instead on 5 elected parent directors and - in more than half of the years since adopting the model - 1 or fewer independent directors. By contrast, in the early 2000s, prior to mandating a mix of 5 parents/4 independents, the work of the Stargate Board was generally distributed among 9 members.

Challenge - essential skills to govern effectively: Governing a charter school requires a host of essential skills: legal, financial, real estate, fundraising, strategic planning, academic oversight, marketing, human resources, and public relations. Board members have suggested that consistent access to additional directors would be helpful for better distributing work and for enabling access to a broader range of professional experiences.

Challenge - diversity of opinions, perspectives, backgrounds: Independent directors represent an opportunity to bring additional voices and outside perspectives to bolster Board efforts, as well as to help grow and diversify the Board's makeup. However, the Stargate Board has appointed just 5 directors to 20 potential independent seats in the past 13 years. Board members have suggested that it might be useful to expand seat eligibility beyond current definition(s) to widen the candidate pool.

Challenge - structure to ensure trust and accountability: the Climate and Culture survey identified 3 mindsets as critically important for the Board to further cultivate – Trust, Collaboration and Transparency. Although the research was not focused on Board composition, the study recommended a general need to better (1) balance power and move towards partnership; (2) ensure shared purpose; (3) commit to shared responsibilities; (4) build respect and responsibility. Any changes made to Board composition should be evaluated for positive/negative impact on the trust/collaboration/transparency mindsets the Board is striving to achieve.

Considerations – 10 Questions for Discussion / Confirmation:

Discussion Point	Argument Supporting	Argument Against
<p>Number – Should Board size remain ‘up to 9’ members?</p>	<ul style="list-style-type: none"> ● Board members are volunteers. Filling 9 seats would allow for better distribution of workload. ● Greater # of members creates access to broader pool of skills, experiences. 	<ul style="list-style-type: none"> ● It is easier to build consensus with fewer members and streamline decision making. ● Stargate functioned for many years with 5-7 Board members. ● Area schools PRA, Peak to Peak and the Pinnacle cap members at 7. ● The state caps District School Boards at 7 members. Most districts serve larger constituencies than Charter schools.
<p>Number - Should we plan for a specific # of seats to expire/open each year or give Board the power to ‘fill flexibly’ at any time?</p>	<ul style="list-style-type: none"> ● Rules for board composition are a backbone for governance. The schedule for filling Director seats should not be ambiguous. ● Deadlines / schedules support succession planning, term staggering and help ensure Board has optimal # of directors. ● The ability to fill seats ‘as needed’ has not helped Stargate reach its target # of directors in 15+ years since adopting current model. ● A predictable schedule fosters confidence and transparency. ● Too much flexibility can undermine trust if stakeholders question timing or motivations for adding seats. ● Resignations, special circumstance, etc should be treated as exceptions; default should be a schedule to fill seats. 	<ul style="list-style-type: none"> ● We do not know what future boards will need. ● Candidates can become available at any time. The Board may need to move quickly vs wait for a scheduled window to fill seats. ● Although existing model has not produced 9-member Boards, it could with additional flexibility to redefine seat criteria (i.e., parent vs non-parent) at any time based on available candidate pool and desired mix of skills/experience. ● Transparency can be maintained with notification to stakeholders of pending Board actions/decisions. It doesn’t require a schedule for filling seats. ● Stakeholders will trust that Board is taking appropriate actions.
<p>Number – Should bylaws require a framework for seat staggering?</p>	<ul style="list-style-type: none"> ● Staggering is essential for continuity. ● Bylaws should establish rules to achieve staggered terms and help avoid too many directors rotating on/off at once. 	<ul style="list-style-type: none"> ● Staggering is desired, but Board needs flexibility. ● Properly staggered terms can be achieved via policy and/or resolution of the Board as candidates are identified/seated.

Discussion Point	Argument Supporting	Argument Against
<p>Number / Qualifications – If we have parents and non-parents on the Board, should we continue to require a parent majority?</p>	<ul style="list-style-type: none"> ● Stargate is a parent-led Charter school. As such, parents should retain a majority position on the Board. ● Parents have unique insights/perspectives that the Board needs. ● With more than 2000 stakeholders, our parent population offers a broad/diverse pool from which to draw the required majority. ● Parents may be more vested in long-term success of school and more empathetic toward issues raised by other parents, as well as students and teachers. ● The last time Stargate tried to shift to an independent-majority Board (2006), the experiment lasted just 2 years because of challenges filling seats. 	<ul style="list-style-type: none"> ● The Board should welcome the best mix of talent, energy, and commitment to the mission of Stargate School. If we have 5 amazing community members ready to serve and just 4 parents, why wouldn't we want to leverage the best candidates, regardless of classification? ● Community members with no direct ties to the school may offer more objectivity in decision-making. ● Community members may have access to additional resources or business networks that could benefit Stargate. ● Even without a formal requirement in the bylaws, parents will likely continue to make up a Board majority because of difficulty tapping into the pool of prospective candidates with no ties to Stargate.
<p>Number / Qualifications – Should we require a specific number of parents vs. non-parents on the Board?</p>	<ul style="list-style-type: none"> ● Defining a specific mix aligns with transparency goals. It sets clear expectations for Board composition and clear targets for recruiting. It helps build trust in seat allocation process. ● Yes – but parents should have more seats than currently allocated; parent seats correlated to 1.1% of population when 5/4 model was adopted, now .23%. ● Yes – but non-parents should have more seats. 	<ul style="list-style-type: none"> ● If we agree that we want to retain a parent majority, it's enough to say we will have up to 9 seats and a parent majority. If we have 7 amazing parents and just 2 independents with skills that meet our needs, we should fill with parents. Alternatively, if we have 6 (or 5) great parents and 3 (or 4) awesome independents, we should fill with that mix. The school is better served by flexibility in Board composition. ● We can create a seat allocation process that ensures transparency and preserves trust.
<p>Qualification – should we modify definitions of parents or non-parents? Alter 'change in status' language?</p>	<ul style="list-style-type: none"> ● In bylaws proposed last year, Stargate recommended removing its requirement for a 1-year gap between parent/staff status and eligibility as an independent. ● Westgate restricts any relation of a child or staff member from serving as an independent. ● Peak to Peak allows directors elected to parent seats to serve 	<ul style="list-style-type: none"> ● Current definitions serve us well, with minor adjustment proposed last year. ● Caveat - may need to add language defining what happens if an appointed independent becomes a parent before end of term. Convert seat? Run for election?

Discussion Point	Argument Supporting	Argument Against
	<p>out the duration of their term as a parent even if their student graduates during the term.</p>	

Discussion Point	Argument Supporting	Argument Against
<p>Qualification – should we add criteria to candidate eligibility (other than current background check)</p>	<p>Some area Charter schools require:</p> <ul style="list-style-type: none"> ● natural persons ● at least 18 years of age or older <p>and include language that says:</p> <ul style="list-style-type: none"> ● additional criteria may be established in the Board policies and published in notices of vacancies, including requirements for Board meeting attendance during 12 months prior to candidacy, volunteer hours, leadership experience, etc 	<ul style="list-style-type: none"> ● We may want to say ‘additional criteria may be established’ but do not need to get so specific in bylaws as to mandate types of experience required, minimum hours of volunteer service, etc. Those requirements are better suited to a job descriptions / candidate information documents.
<p>Qualification – if fixed ratio of parent / non-parent seats is not set, should all open seats be available to both parent and independent applicants, as long as any required majority is maintained, and qualifications are met?</p>	<ul style="list-style-type: none"> ● Recruiting independents and parents simultaneously offers broadest view of candidate pool. ● Opening seats to all qualified candidates ensures greater consistency and transparency in application process and in timelines for candidate selection. ● Stakeholders can be introduced to parents/independents at the same time and in same manner. ● Concurrent recruiting / nominations cycle offers flexibility to fill seats with most qualified candidates and opportunity to maintain required #s of directors while also offering structure to manage increased flexibility in seat allocation process. ● Approach builds on goals stated last year while strengthening alignment with the Trust, Collaboration, Transparency mindsets advocated in the Reimagine study. 	<ul style="list-style-type: none"> ● Language proposed in bylaws last year offered the Board more flexibility in seat allocations. ● Language proposed last year prioritized identification of independents while also creating a path to fill seats if qualified independents were not available. ● Concurrent nomination cycle might not put enough emphasis on independent search. ● Concurrent cycle might not provide optimal timing for applicants. Qualified candidates may be unwilling to wait for a seat opening. ● Concurrent nomination cycle may require adjustments in approach to building and maintaining prospective candidate pipelines, especially for independents. ● Majority of stakeholders who voted in spring 2024 election were willing to approve language proposed.

Discussion Point	Argument Supporting	Argument Against
<p>Tenure – Should we establish limits for consecutive terms?</p>	<p>A healthy rotation of talented and engaged Board members:</p> <ul style="list-style-type: none"> ● Encourages new talent acquisition and diversification, leading to new ideas and new perspectives in decision making ● Creates opportunities for the Board to seek new skills aligned with changing needs ● Helps avoid burnout and organizational stagnation ● Reminds stakeholders of need to ‘step up’ because people doing work won’t continue indefinitely ● Provides a respectful and organized way to separate inactive, ineffective or difficult board members ● Reinforces commitment to intentionally share power and bring other stakeholders into decision-making process ● PRA, Peak to Peak, Pinnacle, Westgate + most districts in CO limit # of consecutive terms 	<p>Multiple-term Board members offer:</p> <ul style="list-style-type: none"> ● Expertise / insights gained from experience ● Greater context for decision making ● Deeper relationships / networks ● Less work to identify, recruit, orient and develop new members, to maintain board cohesiveness <p>Elections / Appointments process:</p> <ul style="list-style-type: none"> ● Makes term limits unnecessary ● Exists to remove Members who are not performing effectively
<p>Selection Process – Should we continue to have a blend of elected and appointed seats?</p>	<ul style="list-style-type: none"> ● Board members are better positioned than stakeholders to know what the Board needs, especially in terms of skills and experiences required to balance the Board. Appointed seats ensure the Board can shape membership based on needs. ● It is hard enough to recruit candidates. Some may be willing to serve, but not to put their name on a ballot. Appointments open more opportunities. ● If we present both independents and parents on a ballot, stakeholders may select people they know over highly qualified independent candidates. We must keep the two separate. ● We can be transparent enough in appointment process for 	<ul style="list-style-type: none"> ● Elections build trust and transparency and offer shared power with stakeholders. Stakeholders should have input on all director seats. ● Most of the parent-led Charter schools in our area elect parent seats. Many also elect non-parent seats. ● Board concerns about ‘unqualified’ candidates winning election are not supported by Stargate election data. ● Other schools leverage tighter applicant criteria and screening by selection committees to ensure candidate qualifications prior to confirming ballot. We could too. ● We have 2000+ stakeholders – some may have insights into candidates or school issues that represent blind spots to the Board. ● The state requires elections for all seats on District School Boards.

	community members to be comfortable with selection.	
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See worksheet for examples of how these Qs are addressed in other Charter school bylaws

Current Board – 5 of 8 seats expiring simultaneously in SP27

Seat	Type	Membership	Term Expiration	Currently Held By
1	Parent	Elected	SP2025	Lisa Hosfelt
2	Parent	Elected	SP2025	Meryl Faulkner
3	Parent	Elected	SP2026	Lindsey Paquette
4	Parent	Elected	SP2027	Lisa Griffin
5	Parent	Elected	SP2027	Lumakar Challa
6	Independent	Appointed	SP2027	Bibi Paul
7	Independent	Appointed	SP2027	Samantha Howorko
8	Independent	appointed	SP2027	Karla Lindgren

Nationally, in a study cited by the Reimagine report, just 8.7% of Board seats are filled by external community representatives, fewer than 1 in 9, consistent with recruiting challenges Stargate has reported.

Bylaws Issue #2 for Discussion – Thresholds for Member Action

Challenge Statement:

When Stargate updated its bylaws last spring, some thresholds for member action were raised to 15% while other thresholds remained at 10% (in sections that required community vote).

Question for Discussion:

Should bylaws be consistent in thresholds for member action? If so, should threshold be set at 15% or 10%?

Background – Drivers for Potentials Bylaws Changes:

As Stargate’s stakeholder population has grown, some voting blocs are now big enough (or almost big enough) to reach a 10% threshold for action without needing to engage the rest of the community, for example a bloc of parents in a single grade or a bloc of staff members could initiate action.

Discussion Point	Argument Supporting	Argument Against
Member Action Thresholds – should Stargate adopt consistent thresholds throughout bylaws?	<ul style="list-style-type: none"> ● Consistency avoids confusion. 	<ul style="list-style-type: none"> ● Some actions might benefit from higher (or lower) thresholds. ● Consistency is not required.
Member Action Thresholds – should all thresholds be raised to 15%?	<ul style="list-style-type: none"> ● Ensures that – in future – lower thresholds do not open door to actions that are supported only by an organized minority. ● Majority of stakeholders who voted last spring did not oppose. 	<ul style="list-style-type: none"> ● Stakeholders have not, historically, used (or abused) power to petition Board for action. ● Raising thresholds solves a problem that does not exist. ● Raising thresholds could create negative optics, signaling that Board wants to lessen shared power and make it harder to engage.

<p>Member Action Thresholds – should all thresholds be lowered to 10%?</p>	<ul style="list-style-type: none"> ● Lowering thresholds could offer positive messaging in campaign to pass bylaws– i.e., we are asking for additional flexibility in seat allocations but giving stakeholders more accessible tools for member action. 	<ul style="list-style-type: none"> ● A 15% threshold would require about 100 more signatures for action; it is not an undue burden. ● Legal counsel advocated last year for raising thresholds. ● Majority of stakeholders who voted last spring did not oppose increase.
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Bylaws Issue #3 for Discussion – SAC Elections

Challenge Statement:

State law requires school accountability committees. However, current Stargate bylaws requiring elections to fill SAC seats pose challenges in recruiting sufficient volunteers to support work assigned to the SAC.

Question for Discussion:

Should the Stargate Board propose changes to the school’s bylaws that would remove the current requirement to fill SAC seats via annual election?

Background – Drivers for Potentials Bylaws Changes:

Current Stargate bylaws requirements:

- The School Accountability Committee shall be elected by the Members.
- Any SAC vacancy shall be filled within sixty days by a majority vote of the combined elected members of the Committee and the Board, unless the vacancy occurs within 120 days of the next election.
- Appointed SAC members shall hold the position until next election.

Discussion Point	Argument Supporting	Argument Against
<p>School Accountability Committee – should Stargate remove requirement for elected SAC seats from bylaws?</p>	<ul style="list-style-type: none"> ● Some potential candidates are unwilling to participate in an election, making it harder to recruit candidates and to effectively staff the committee. ● Not all elected candidates are willing / able to share committee workload. Flexibility to add members as needed (vs wait for election) would be beneficial to committee. ● Current committee members have advocated for removal of election requirement. ● Elected SAC model is highly unusual; shared by few, if any, area schools. ● Elections could continue to be held even if not required in bylaws. ● Requirement for SAC elections was originally intended as a ‘temporary’ solution to a community trust 	<ul style="list-style-type: none"> ● No other Stargate committee requires elected members, but all have had trouble attracting volunteers to serve. Removing election requirement does not guarantee pipeline of candidates or better distribution of workload. ● Elections have ensured a steady pipeline of SAC volunteers and healthy term lengths. We have no mechanism to sustain that pipeline without elections, evidenced by challenges with non-elected committees. ● Fixed # of seats helps ensure meaningful work (vs too many people for tasks). ● Historically, stakeholder feedback has indicated preference for elected seats. ● Candidates who do not win seats or don't want to put their names on a ballot are NOT turned away. They are offered alternate service paths.

	challenge but has now been in place for 13+ years.	<ul style="list-style-type: none">● SAC election reminds stakeholders that Charter schools require:<ul style="list-style-type: none">- Active Participation- Self-Governance- Performance-Based Accountability- Transparency / Trust
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Bylaws Issue #4 for Discussion – Special Meetings

Challenge Statement:

Stargate bylaws currently require a Fall Stakeholders update and a Spring State of the School gathering. Both meetings require significant planning to execute and neither is generally well-attended.

Question for Discussion:

Should bylaws requirement be reduced to one member meeting per year?

Background – Drivers for Potentials Bylaws Changes:

In addition to at least 8 Regular Board Meetings, Stargate bylaws currently require:

- Annual update of the strategic goals for Stargate
- State of the School presentation no later than twenty days prior to the annual election that includes: survey results, financial status, fundraising and progress on educational goals.
- Special meetings of the Board if called by the President, any two Directors, or upon written request of ten percent of the Members

Discussion Point	Argument Supporting	Argument Against
<p>Special Meetings – should Stargate make State of the School meeting an optional (vs required) event?</p>	<ul style="list-style-type: none"> ● Provides flexibility for content and timing of State of the School presentation. ● Allows for possibility of combining the two annual member meetings to one. ● Meeting could still be held, even without bylaws requirement. ● Information could be shared with (or without) a member gathering. 	<ul style="list-style-type: none"> ● Eliminating requirement for a meeting where important survey and financial is shared could undermine confidence in commitment to stated goals for Trust, Collaboration and Transparency. ● Without deadline tied to a member meeting, work to assemble survey and financial data might be delayed. ● Spring meeting is generally better attended than fall meeting and often affords Board candidates a chance to participate.
<p>Special Meetings – should Stargate eliminate path for stakeholders to request a meeting?</p>	<ul style="list-style-type: none"> ● Only Board has authority to call a Board meeting. ● Members can initiate action via petition without calling a special meeting. 	<ul style="list-style-type: none"> ● If meeting was labeled as a member meetings vs as a ‘special meeting of the Board’ stakeholders could initiate action.

Bylaws Issue #5 for Discussion – Threshold for Approval of Bylaws Amendments / Updates

Challenge Statement:

To update its bylaws, Stargate School currently requires minimum thresholds for election participation and for voter approval. The minimum thresholds require higher than average voter turnout and have proven difficult to achieve in previous elections, limiting Board ability to initiate changes required to drive efficiency and better support community needs.

Question for Discussion:

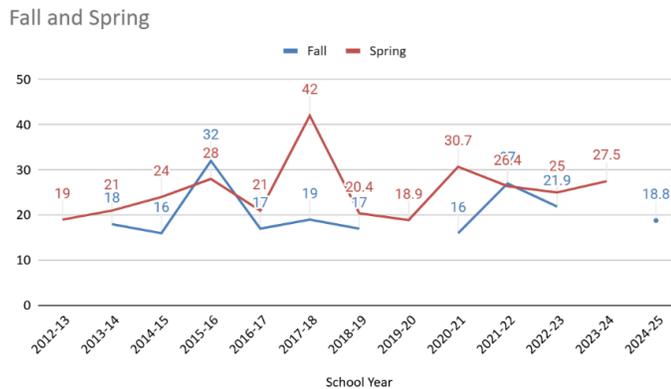
Should bylaws thresholds for election participation be lowered or eliminated as a dependency for bylaws updates?

Background – Drivers for Potentials Bylaws Changes:

Stargate bylaws currently require:

- vote of the Members to amend or repeal 10 sections of bylaws
- Board to submit proposed changes to Members at least twenty days prior to the vote
- at least 30% of Members to cast ballots in bylaws election (to ratify vote)
- at least 67% of ballots to be cast in favor of proposed changes (to approve changes)
- ability for members to petition for changes with a % of stakeholder signatures (currently 10%)

The quorum threshold is arguably, too high, given that Stargate has achieved 30% election participation just 3 times since fall 2012. Average participation in fall elections is 20.3% and in spring elections 25.2% (23.6% if you exclude SP2018).



Discussion Point	Argument Supporting	Argument Against
<p>Bylaws Updates / Election Participation Threshold – should Stargate reduce or eliminate the threshold for election participation as a prerequisite for bylaws updates?</p>	<ul style="list-style-type: none"> ● Difficulty achieving quorum can stall needed updates or motivate Board to minimize stakeholder participation in bylaws revisions. ● Super majority approval enables assurance of broad voter support without requiring a 30% quorum. ● Among peers, standards vary widely: <ul style="list-style-type: none"> - P2P: 20% for Quorum + 66% voting yes - JA: 20% for Quorum + majority voting yes - Westgate: 2/3 voting yes (higher for mission/vision) - PRA: 50% for Quorum + 2/3 voting yes (higher for mission/vision) ● Participation in school elections is declining nationally, typically 	<ul style="list-style-type: none"> ● Quorum ensures bylaws proposals will be thoughtfully considered (given difficulty obtaining approval) and geared to engage broad stakeholder group. ● High threshold increases stakeholder power to shape bylaws. ● Reducing thresholds could be perceived as Board overreach and out of alignment with desired trust/collaboration/transparency mindsets. ● Stakeholders could reject all proposed amendments if there is strong opposition to updating threshold for quorum.

	lower than the 30% required for Stargate bylaws update.	
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