

# Summary of 2024 Proposed Amendments to Stargate School Bylaws

In 2023, the Governance Board engaged Carleen Clark, a local attorney who works with charter schools on founding documents and policies. She conducted an in-depth evaluation of Stagate's current Bylaws to ensure legal compliance, promote clarity, and encourage longevity of terms and conditions set forth. This document summarizes the proposed amendments made in consultation with Ms. Clark. Amendments are detailed by section.

As stated in Section 10.1.2.1, some sections of the Bylaws can be amended by a two-thirds vote of the Board, while others require a two-thirds vote of the Members with 30% of the Members voting. Sections highlighted in yellow below are those that require a membership vote. This will take place in May 2024.

The latest version of these Amended and Restated Bylaws, which is subject to change pending further Board discussion and community input, can be accessed on the [Board website](#).

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## **NEW: Introduction**

Description of Bylaws and authorization under Nonprofit Act and Charter Act

Proposed:

These are the Bylaws of Stargate School, a Colorado nonprofit corporation and charter public school established under and operated in accordance with the Nonprofit Act and the Charter Act (both defined below). Many terms used herein are defined throughout the document and in Section 10.5 of these Bylaws. Other capitalized terms used and not defined herein shall have the meanings set forth for such terms in the Nonprofit Act or the Charter Act.

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## **Article I. Name**

Stargate has operated as "Stargate School" for several years. This name can be streamlined with an update here, along with in the Articles and filing with the Secretary of State.

Current:

The name of the corporation is Stargate Charter School, hereinafter referred to as the "School" or "corporation." The corporation may operate under the name "Stargate School."

Proposed:

The name of the corporation is Stargate School, hereinafter referred to as the "School" or "corporation."

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## **Section 2.1 Principal Office (formerly Administrative Offices)**

Define principal office by current address and authorized change in address without a change in Bylaws

Current:

The administrative offices of the School will be located at the campus(es) of the School. The School may have such other offices within Colorado as the Governance Board of Directors (the "Board") may designate or as the business of the School may require.

Proposed:

The principal office of the School will be located at the main campus of the School, which is currently 14530 Washington Street, Thornton, Colorado 80023. The School may change its principal office from time to time without revising these Bylaws. The School may have such other offices within Colorado as the Governance Board (defined below) may designate or as the business of the School may require.

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### Section 3.1 Purpose

Current:

The purpose of the School is to provide a differentiated educational opportunity for identified intellectually gifted and talented students principally in the Adams Twelve School District. The corporation's powers will be limited to the operation of a charter school pursuant to the Colorado Charter School Act, Colo. Rev. Stat. § 22-30.5-101, et seq., and in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The School will be operated in accordance with the Charter entered into between the School and the Adams Twelve School District, as amended.

Proposed:

The purpose of the corporation is to *operate a charter school providing* a differentiated educational opportunity *for intellectually* gifted and talented students principally in the Adams Twelve *Five Star Schools, school district*. The School will be operated in accordance with a Charter School Contract ("Charter Contract") entered into between the School and the Adams Twelve *Five Star Schools school district, or other lawful Colorado charter school authorizer ("Authorizer"), as amended*. The corporation's *purposes* will be limited to the operation of a charter school pursuant to the Colorado Charter Schools Act, C.R.S. §22-30.5-101, et seq. (*the "Charter Act"*), and *purposes ancillary thereto, and to be and remain organized exclusively for educational purposes within the meaning of* section 501(c)(3) of the Internal Revenue Code of 1986, *as amended from time to time (the "Code")*.

Reasons for change:

- Add clarifying language and additional legal references
  - Remove "identified" as qualifier of intellectually gifted and talented students because incoming students qualify for admission but may not yet be formally identified
  - Authorize charter contract with district or other charter school authorizer
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### NEW: 3.2 Mission and Vision

To be potentially included once a decision regarding revisions has been made.

This section can be added at the discretion of the Board at any time. Any changes to the mission and vision will involve community input.

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### Section 4.1 Members

Current:

There are two classes of Members of the School. Each parent or legal guardian of a child

enrolled at the School will be a "Parent Member" of the School and each full-time employee of the faculty or administration of the School will be a "Staff Member."  
Membership as a Parent Member will terminate when the person no longer has a child enrolled at the School. For purposes of these Bylaws, a child is considered enrolled at the School until the first day of attendance at a different school. Membership as a Staff Member will terminate when the person's employment by the School terminates. The date of record for membership shall be twenty days prior to any action requiring a count or vote of the members.

**Proposed:**

The School shall have members ("Members"). There are two classes of Members of the School. Each parent or legal guardian of a child enrolled at *and currently attending* the School will be a "Parent Member" of the School and each employee of the School will be a "Staff Member." *As used in these Bylaws, a "Staff Member" shall mean any individual who is an employee, as defined in the School's Staff Handbook as approved by the Board from time to time.*  
Membership as a Parent Member will terminate when the person no longer has a child enrolled at the School. For purposes of these Bylaws, a child is considered enrolled at the School until the date that the student *is withdrawn, expelled, or otherwise no longer legally considered to be enrolled at the School.* Membership of a Staff Member will terminate when the person's employment by the School terminates, unless such individual remains a Parent Member. The date of record for membership determination shall be twenty days prior to any action requiring a count or vote of the Members.

**Reasons for change:**

- Clarify definition of Parent Member (enrollment begins when currently enrolled and attending and terminates "the date that the student is withdrawn, expelled, or otherwise no longer legally enrolled").
- Clarify definition of Staff Member to be designated in Staff Handbook as approved by the Board. Staff Handbook will be approved this summer, with revisions to the definition of employee to include part-time employees who have been employed by the corporation for at least two consecutive years or who have received one stipend per year during that period. To be further discussed.
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**NEW: Section 4.2 Meetings of Members**

Details rights of Members to call a meeting.

Examples of reasons to call a Member meeting include bylaw amendment or a significant change to the corporation (merger or dissolution).

(see draft Bylaws for proposed language)

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**NEW: Section 4.3 Voting Rights**

Details voting rights, especially the rights of Members to hold votes at Member meetings or by ballot

(see draft Bylaws for proposed language)

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**NEW: Section 5.1 Governance Board**

Board description added

Proposed:

The business and affairs of the School shall be managed by its Governance Board of Directors ("Board"), except as otherwise provided in the Nonprofit Act, the Articles (defined below), or these Bylaws. Members of the Board may be referred to herein as a Director or a Board member.

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## **Section 5.2 (formerly 5.1) Board Responsibilities**

Slight change to description (a): determine educational "philosophy" rather than "character"

Add phrase in italics to last paragraph: *The School may only act through its Officers described in these Bylaws, upon Board approval, as provided herein, or delegation by resolution or adopted policy.*

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### **Section 5.2.1 (formerly 5.1.1) Specific Duties of the Board**

Expand references to governing statutes

Add to (b): *"other training required by applicable law or otherwise directed by Board policy or vote, or required by the Charter Contract"*

Change in (e): *"Approve"* rather than "establish" annual budget and *"modifications thereto"* as submitted by Finance Committee or *"upon motion of a Board member"*

Change in (h): *"Establish and manage"* governance committees rather than "charter"

Add *"and their specific purpose and parameters"* to committee responsibilities

Remove from (i): "annually"

Add to (l): *"Ensure compliance with the Charter Contract"* in addition to district, state and federal policies

Add (m): *"Create, periodically update, implement and monitor a strategic plan"*

Add (n): *"Adopt long-range facilities plans"*

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### **Section 5.2.2 (formerly 5.1.2) Limits of Authority**

No change to language. Only section number changed

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### **Section 5.2.3 (formerly 5.1.3) Responsibilities of the Executive Director(s)**

Add to "as the board may specify *and are described in their job description as established and modified from time to time.*"

Current:

The Executive Director(s) shall also perform such other duties as the Board may specify. The Executive Director(s) shall keep the Board informed of progress and issues affecting the School.

Proposed:

The Executive Director(s) shall also perform such other duties as the Board may specify and are described in their job description as established and modified from time to time. The Executive Director(s) shall keep the Board informed of progress and issues affecting the School.

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### **Section 5.3 (formerly 5.2) Number, Qualifications and Tenure**

#### **Current:**

The number of Directors of the School shall be five Parent Members and up to four Independent Directors. Should the Board increase or decrease in size, there shall continue to be a Parent Director majority

#### **Proposed:**

The number of Directors of the School *shall be at least five and no more than nine, as determined from time to time by resolution of the Board, and shall consist of Parent Members and up to four Independent Directors, defined below.* Should the Board increase or decrease in size, there shall continue to be a Parent Director majority. *Any person who is an Employee of the School may not be a Director.*

#### **Reason for change:**

- Provide flexibility for board composition to adjust to changing needs (to be set by resolution as needed), but independents are still limited to four and Parent Directors must be a majority. No employees may be Directors.
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### **Section 5.3.1 (formerly 5.2.1) Parent Director**

Remove “A Staff Member, even if a Parent Member, may not be a Parent Director.”

#### **Reason for change:**

- This is now clarified in 5.3 (“Any person who is an Employee of the School may not be a Director.” Employee is defined in 4.1).
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### **Section 5.3.2 (formerly 5.2.2) Independent Director**

#### **Current:**

An “Independent Director” shall refer to a Director who is neither a Parent Member nor a Staff Member and who has not been either within one year of appointment.

#### **Proposed:**

#### **Current:**

The Board shall appoint, by a majority vote, a person eligible to be an Independent Director. There can be up to four Independent Directors at any time. Independent Directors will serve the duration of a three-year term. The Independent Director(s) will serve their respective terms beginning the month following appointment and ending corresponding with the fiscal year of their third year.

#### **Proposed:**

The Board shall appoint, by a majority vote, a person to be an Independent Director. *The Board shall provide notice to the School community and the broader community when it is seeking to appoint an Independent Director, and the eligibility criteria, qualifications, or skills sought, as determined by Board policy or resolution from time to time.* There can be up to four Independent Directors at any time, but in no event shall Independent Directors be a majority of the Board. Independent Directors will serve their respective terms beginning the month following appointment and ending *after their third year, or such shorter term adopted by resolution of the Board to allow for properly staggered terms.* In the event that the Board has a vacancy in a seat approved for an Independent Director, and cannot fill it with an acceptable Independent Director, the Board may by resolution determine to leave it vacant for a period of time or temporarily or permanently convert it to a Parent Director position. In such case, the additional Parent Director seat term would be set to end at three years or such shorter term adopted by resolution of the Board to allow for properly staggered terms.

**Reasons for change:**

- Add language about providing notice to community
  - Align end of term language with Parent Director terms
  - Address vacancy - Board can leave vacant or replace with Parent Director
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**5.3.3 (formerly 5.2.3 Staff) Executive Director(s)**

**Current:**

The Executive Administrator(s) and at least one additional Staff Member, selected by the Board, shall serve the Board in an advisory capacity (together, "Advisors").

**Proposed:**

*The Executive Director(s) shall report to the Board and shall attend Board meetings, or with permission of the Board, by their designee.*

**Reason for change:**

- Clarify involvement of staff with Board
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**Section 5.3.6 (formerly 5.2.6) Director Disqualification**

Add additional qualifier for disqualification: *"or does not agree to uphold or agree to uphold the Board policies and handbook, any Board code of conduct, or the mission and vision of the School."*

**Reason for change:**

- Provide emphasis on duties to uphold policies and mission and vision
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**Section 5.2.7 Parent Director Nominations**

Remove section. Nomination process to be set forth in election policy.

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**Section 5.3.7 (formerly 5.2.8) Director Elections**

**Paragraph 1**

**Current:**

Directors will serve rotating terms such that the term of at least one Parent Director will expire each year. Each Parent Member and each Staff Member, as defined in Article IV, shall have one vote per vacancy or issue to be voted upon. No family shall have more than two votes per vacancy. Staff Members who are also Parent Members shall have one vote per vacancy. The candidate(s) or issues receiving the greatest number of votes is deemed elected or passed.

**Proposed:**

Directors will serve *staggered* terms such that *ideally no more than a third of Director terms shall expire in any given year.*

**Reason for change:**

- Clarification for staggered terms
- Remove redundant language (votes are defined in 4.3.3).

**Paragraph 2**

**Current:**

Parent Directors shall be elected by Parent and Staff Members at the annual election as per the election policy.

**Proposed:**

Parent Directors shall be elected by Parent Members and Staff Members as per the election policy *established and modified from time to time by the Board. The candidate(s) receiving the greatest number of votes is deemed elected. Cumulative voting is prohibited.*

**Reason for change:**

- Remove “at the annual election” to allow additional election should the Board decide to add Parent Director seats
- Election policy may be modified by board
- Prohibit cumulative voting
- Language from previous paragraph added here (“The candidate(s) receiving greatest number of votes is deemed elected.”)

**Paragraph 3**

**Current:**

The voting method(s), nomination method (for elections), and timing will be set forth in an election policy adopted by resolution of the Board and announced to all Members at least twenty days prior to any election. The Board will designate a “Nomination Period” of no less than twenty days prior to each election. The Nomination Period will close no more than fifteen and no less than five days prior to the scheduled election. The Parent Directors elected by the Members in accordance with this paragraph will serve their respective terms beginning with the first meeting of the Board held after June 30th.

**Proposed:**

The voting method(s), *qualifications for Directors*, nomination method (for elections), and timing will be set forth in an election policy adopted by resolution of the Board. *The election policy shall be posted on the School’s website and shall be published at least annually and announced to all Members at least sixty days prior to any election. Elections shall be conducted in accordance with the election policy.* The Parent Directors elected by the Members in accordance with this paragraph will serve their respective terms beginning with the first meeting of the Board held after *the election.*

**Reasons for change:**

- Add clarifying language
  - Remove confusing nomination timelines. Necessary timelines will be addressed in the election policy
  - Board members would begin term at meeting immediately following election
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### 5.3.8 (formerly 5.3) Vacancies

#### Current:

Within thirty days of a vacancy, the Board shall select, by a majority vote, a Parent Member to fill the vacancy. Any such Director vacancy will only be filled on an interim basis until the next election, at which time a Director will be elected to fill the remaining term in accordance with Section 5.2.

#### Proposed:

Within thirty days of a *vacancy of a Parent Member Board seat*, the Board shall select *at a regular or special meeting*, by a majority vote, a Parent Member to fill the vacancy. Any such Director vacancy will only be filled on an interim basis until the *regular Board meeting following* the next election, at which time a Director will have been elected to fill the remaining term in accordance with Section 5.3.

#### Reason for change:

- Clarify that appointments will be made at a special or regular meeting, and the interim appointment is made until the next elected Director takes office, rather than until the election.

Remove: “In the event that there are no Directors on the Board, the District liaison shall be contacted by the Executive Administrator(s) for assistance in facilitating an emergency election.”

#### Reason for change:

- This is addressed in Section 10.3 (h).
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### Section 5.4 Regular Meetings

#### Current:

Regular meetings of the Board shall be held at least eight times a year at the School. Meetings are open to the public and shall include a minimum of fifteen minutes dedicated to open microphone to allow for community input. Notice of all meetings shall be posted on the entrance to the School, *the School website*, or any other manner as school policy mandates and in a manner in accordance with Colorado’s Open Meetings Law (§24-6-402, C.R.S.). After approval, minutes of Board meetings shall be posted on the website within ten days.

#### Proposed:

Regular meetings of the Board shall be held at least eight times a year at the School, *as determined and scheduled from time to time by the Board. Regularly scheduled meetings as established by a Board-adopted calendar shall require no other notice to Directors.* Meetings are open to the public and shall include a minimum of fifteen minutes dedicated to open microphone to allow for public comment, *in accordance with established policies and procedures adopted by the Board for the same.* Notice of all meetings shall be posted on the School website, or any other



manner as School policy mandates and in *compliance with the Open Meetings Law*. After approval, minutes of Board meetings shall be posted on the website within ten days.

**Reason for change:**

- Additional clarifying language
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## **Section 5.5 Special Meetings**

**Current:**

Special meetings of the Board may be called by the President, any two Directors, or upon written request of ten percent of the Members. The meeting shall be held at the School and the President of the Board, or the Board, will fix a time within fifteen days of the request for holding the meeting. A notice of any special meeting of the Board will be posted at the School at least five days prior to any special meeting.

The President or the Board may, at its discretion, determine that the subject matter of the special meeting is of such urgency that the period of notice may be shortened. Under no circumstances shall the period of notice be less than 24 hours. When notice will be less than five days, notice will also be provided to each Member via e-mail to the Member's e-mail address of record, or such similar method as defined by School protocol.

**Proposed:**

*Special meetings of the Board may be called by the President or any two Directors. A notice of any special meeting of the Board will be posted on the School website in the same manner as regular meetings, but such notice shall specify the agenda items for such special meeting.*

**Reason for change:**

- New section 4.2 covers description and requirements related to special meetings of members
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## **Section 5.5.1 Annual Update to Members (formerly 5.4.1 Presentation Meetings)**

- **Current:**

The Governing Board of Directors, in conjunction with the Accountability Committee, shall also hold a 'State of the School' presentation no later than twenty days prior to the annual election and proposal for by-law changes. The 'State of the School' shall include but not be limited to the results of survey results, financial status, fundraising and progress on educational goals. The State of the School presentation shall be posted on the school website within ten days of the public presentation.

- **Proposed:**

*The Board of Directors, in conjunction with the School Accountability Committee, shall upon at least twenty days' prior notice to Members also choose to hold a 'State of the School' presentation, which may cover such matters as survey results, financial status, fundraising, and progress on educational goals. Any such presentation information, if different than the information contained in the annual update, shall be posted on the School website. Any 'State of the School' presentation may be done at the annual Member meeting.*

**Reasons for change:**

- Provides flexibility for content and timing of State of the School presentation
  - Allows for possibility of combining the two annual member meetings to one (currently we hold a Stakeholder Presentation in the fall and a State of the School in the spring)
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### **Section 5.6 Open Meetings**

Expand definition of open meetings to Include *workshops* and “*portions of meetings*” as being open to the public.

**Current:**

All meetings of the Board (except executive sessions conducted on confidential matters as permitted by §24-6-402, C.R.S.) will be open to the public.

**Proposed:**

All portions of meetings of the Board, including workshops but excepting exempting executive sessions conducted on confidential matters as provided in the Open Meetings Law, will be open to the public.

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### **Section 5.7 Notice to Directors**

Decrease notice requirement from three days to two, or 24 hours in case of emergency  
Remove instructions on notice by mail, as well as specifics about notice via telephone, email, or other electronic communication. Covered in Section 10.4.

**Current:**

Notice of a regular or special meeting shall be given to every Director at least three days before the time of the meeting, stating the date, time, place, and, where possible, the purpose, of the meeting. Notice may be given to the Director personally, by telephone, email or other electronic communication. If notice is given by e-mail or other electronic communication, notice shall be deemed to be given and to be effective when the notice is sent.

Mailed notice shall be effective three days after it is deposited in the United States mail, properly addressed to the last address of record for the Director, first class postage prepaid; or the date shown on the return receipt if mailed by registered or certified mail.

**Proposed:**

Notice of a special meeting shall be given to every Director no less than at least two business days before the time of the meeting, unless an emergency exists whereupon at least the minimum of 24 hours' notice required by Open Meetings Law shall be given, stating the date, time, place, and, with as much specificity as possible, the purpose of the meeting.

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### **Section 5.7.2 Content of Notice**

Majority consent of Directors to add business items rather than unanimous  
Simplify language to reflect current law

**Current:**

Additional items may be added to a special meeting, with the unanimous consent of the Directors present, as provided by CRS 22-32-108(4). However, meeting items such as votes of mergers or dissolution of the corporation, removal of a Director for cause, elections or appointment of a new Director(s), incurring substantial debt, disposition of significant assets, substantial financial transactions, amendments to the bylaws, material changes to School policy, or other issues as defined in the Colorado Sunshine Laws must be noticed and may not be additions to a regular or special meeting.

**Proposed:**

Additional business items may be acted upon at regular meetings, even if not included in the meeting notice, with the *majority* consent of the Directors present. *Additional items may be added to a special meeting, by approval of the Board, based on best practice and reasonable determination of the Board, as to whether advance notice of discussion of such topic should be given to Members. Other issues, if any, as defined in applicable law that must be noticed a certain amount of time in advance may not be additions to a regular or special meeting.*

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## **Section 5.8 Quorum**

### **Current:**

A majority of the then seated Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice, for a period not to exceed forty days at any one adjournment.

### **Proposed:**

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, *as long as such majority consists of Parent Directors. But* if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice, for a period not to exceed forty days at any one adjournment.

### **Reason for change:**

- Ensure that a quorum consists of a Parent Director majority
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## **Section 5.9 Manner of Acting**

### **Current:**

The act of the majority present at any meeting at which a quorum is present will be the act of the Board. In the event of a tie vote, the motion fails.

### **Proposed:**

The *approval of the majority of Board members* present at any meeting at which a quorum is present will be the act of the Board, *unless otherwise required in these Bylaws or the Nonprofit Act.* In the event of a tie vote, the motion fails.

### **Reason for change:**

- Add clarifying language
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## **Section 5.10 Compensation**

### **Slight change to language**

### **Current:**

By resolution of the Board, any Director may be reimbursed for expenses, if any, of attendance at meetings or related to the conduct of the business of the Board. No compensation will be granted to Directors.

### **Proposed:**

By resolution of the Board, any Director may be reimbursed for reasonable expenses, if any, incurred by a Director related to the conduct of the business of the Board. No compensation will be granted to Directors.

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## Section 5.12 Committees

### Paragraph 1

#### Current:

The Board shall be served the elected School Accountability Committee and the standing Finance Committee.

#### Proposed:

The Board shall be served *by a standing* School Accountability Committee and a standing Finance Committee.

#### Reasons for change:

- Change SAC from elected to standing committee, no longer requiring that SAC members be elected. This allows the determination of membership to be defined in the SAC charter rather than the Bylaws, with election still being a possibility.

### Paragraph 2

#### Current:

Each standing committee shall have an approved charter and follow the duties and responsibilities set forth therein. Ad hoc committees do not require an approved charter but will receive direction directly from the Board.

#### Proposed:

Each standing committee shall have a *Board-approved* charter, *including a purpose, composition, scope and parameters* and follow the duties and responsibilities set forth therein. Ad hoc committees do not require an approved charter but will receive direction directly from the Board, *as approved by resolution*.

#### Reasons for change:

- Add descriptions for committee charters

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## Section 5.12.1 School Accountability Committee (SAC)

#### Current:

The School Accountability Committee shall be elected by the Members.

Per the requirements of CRS 22-11-402 et seq. including all subsequent amendments, the School Accountability Committee (SAC) is responsible for preparing the school's Unified Improvement Plan (UIP) per Colorado Department of Education requirements. The SAC will meet at least quarterly to discuss preparation of the school's UIP and other progress pertinent to the school's accreditation contract with the District.

The School Accountability Committee shall be responsible for the following specific tasks:

- To provide input to the Board of Directors to assist in establishing goals and improvement plans based on the needs of the school and consistent with the mission and vision of the school and the strategic plan;
- To track the progress made toward meeting improvement goals and strategic plan objectives;
- To conduct surveys of the stakeholder community assessment and evaluation;
- To submit the Unified Improvement Plan (UIP) to the Executive Director(s) and to the Board for review and approval.

Proposed:

*The School Accountability Committee ("SAC") shall consist, at a minimum of members defined by the requirements of C.R.S. §22-11-402 et seq. as amended from time to time, and other members as defined by the Board in policy.*

*(a) The SAC is responsible to advise the Executive Director of the School concerning the preparation of a School's annual Unified Improvement Plan (UIP) pursuant to C.R.S. §22-11-210. The SAC will meet at least quarterly to discuss preparation of the School's UIP and other progress pertinent to the School's accreditation contract with the Authorizer.*

*(b) The SAC is also responsible for other matters as designated in C.R.S. §22-11-402 as amended from time to time, including but not limited to providing to the Board: (i) priority spending recommendations for the School budget, (ii) input and recommendations on an advisory basis regarding principal development plans and evaluations; and (iii) to increase the level of parent engagement in the School.*

*(c) The Board may, upon resolution or established policy, delegate to the SAC other duties and tasks, including but not limited to parent surveys, and other matters.*

Reasons for change:

- Remove: "The School Accountability shall be elected by the Members." This allows the determination of membership to be defined in the SAC charter rather than the Bylaws.
  - Change description to align with statutory definition
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**Section 5.12.2 Elected Committee Vacancies**

Remove section

Reason for change:

- No longer needed due to proposed changes in 5.12 and 5.12.1. If SAC charter specifies elected members, member vacancies can be addressed in that charter.
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**Section 5.14.2 Disclosure of Confidential Information**

Replace "Colorado Sunshine Laws" with "CORA, FERPA, or other applicable laws."

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**Section 5.15.7 Annual Statements**

Add two paragraphs:

In such form or format as may be required under the Charter Contract, or other applicable law.

Board Members and Officers are additionally subject to other conflict of interest policies under the Charter Contract, the Nonprofit Act, and C.R.S. 24-18-109 et seq., applicable to local government officials.

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**Section 5.15.8 Periodic Review of Agreements**

Replace “ The Board shall conduct an annual review of the following” with “The Board shall conduct a periodic review as reasonably determined by the Board, but no less than every three years, of the following”

**Reason for change:**

- Provide flexibility for review of documents, ensuring that the board retains responsibility for review
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### **Section 6.1 General**

Removed Vice President from required Officer positions and change to “The Officers may also, but need not, include one or more Vice Presidents.”

Add “Officers do not have to be a Board member,” as allowed by [CRS Section 7-128-301](#)

Replace Secretary with Treasurer: “One person may not simultaneously hold the office of President and Secretary”

Add “the Nonprofit Act” to “In all cases where the duties of any Officer are not prescribed by these Bylaws...”

**Current:**

The Officers of the corporation will be Directors and at a minimum will include: President, one or more Vice Presidents, a Treasurer, and a Secretary. In addition, the Board may elect such Officers as they may consider necessary or desirable, who will be chosen in such manner and hold their offices for such terms and have such authority and duties as may be determined by the Board. All Board and Officer positions are voluntary. One person may not simultaneously hold the office of President and Secretary.

**Proposed:**

The Officers of the corporation at a minimum will include: President, a Treasurer, and a Secretary. The Officers may also, but need not, include one or more Vice Presidents. Officers do not have to be a Board member. In addition, the Board may elect such Officers as they may consider necessary or desirable, who will be chosen in such manner and hold their offices for such terms and have such authority and duties as may be determined by the Board. All Board and Officer positions are voluntary. One person may not simultaneously hold the office of President and Treasurer.

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### **Section 6.2 Election and Term of Office**

Remove: “To be elected and to remain an Officer, the person must be a current Board member.”

This would allow the President, Treasurer, or Secretary to be a non-board member, which is authorized by [CRS Section 7-128-301](#)

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### **Section 6.3 President**

Remove: “chair the Stakeholders Meeting” from duties

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### **Section 6.4 Vice President(s)**

## Vice President role defined in Board Handbook

### Current:

The Vice President(s) will assist the President and will perform such duties as may be assigned by the President or by the Board. In the absence of the President, the Vice President, or, if there is more than one, the Vice Presidents in the order designated by the Board, will have the power and perform the duties of the President.

### Proposed:

The Vice President(s), if any, will assist the President and shall have the duties described from time to time in the Board Handbook or otherwise assigned by the President or by the Board.

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## Section 6.5.1 Record Keeping

Add: "The Secretary shall be the recordkeeper of the corporation"

Add: "However, the Board may designate an employee of the corporation to act as the contact for receiving and filling CORA requests."

### Current:

The Secretary will produce a written form of any records, except the record of an executive session, upon any reasonable request within a reasonable amount of time.

### Proposed:

The Secretary shall be the recordkeeper of the corporation and will produce a written form of any records, except the record of an executive session, upon any reasonable request within a reasonable amount of time. However, the Board may designate an employee of the corporation to act as the contact for receiving and filling CORA requests.

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## Section 7.1 Removal of Officers

Replace "majority of Directors" with "*the affirmative vote of two-thirds of the Directors then in office (excluding the Director who is the subject of the vote at any meeting)* is required to remove an Officer."

### Current:

A majority of Directors voting at any meeting is required to remove an Officer. The Board may fill a vacancy in any office, however occurring.

### Proposed:

The affirmative vote of two-thirds of the Directors then in office (excluding the Director who is the subject of the vote at any meeting) is required to remove an Officer. The Board may fill a vacancy in any office, however occurring

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## Section 7.2 Deemed Resignation of Directors

Replace "by a two-third vote of the entire Board" with "by the affirmative vote of two-third vote of all Directors then in office."

### Current:

Any Director who is found by a two-third vote of the entire Board (excluding the Director who is the subject of the vote) to have...

### Proposed:

Any Director who is found by the affirmative vote of two-third vote of all Directors then in office (excluding the Director who is the subject of the vote) to have...

---

### **Section 7.3 Recall of Directors**

#### **Current:**

Such petition, containing original signatures of at least ten percent of the Members, or a notarized copy thereof, must be submitted to a Board Officer and the subject Director of the recall pursuant to Section 5.7. Within five days of the submission of the petition, the Board, or its designee shall verify that the petition complies with the requirements of this section.

#### **Proposed:**

Such petition, *containing signatures* of at least *fifteen* percent of the Members *must be submitted in writing to an Officer* and the subject Director of the recall. Within *ten days* of the submission of the petition, the Board, or its designee, shall verify that the petition complies with the requirements of this section.

#### **Reason for change:**

- Remove “original” from signature description
  - Increase percentage to more closely align with standard practice
- 

### **Section 7.3.2 Recall Election**

Replace “date of the submission of the petition” with “date of the submission of verification of the validity of the petition.”

#### **Reason for change:**

- Legal clarity
- 

### **NEW: Section 8.1 Limited Liability of Board Members and Officers (includes 8.1.1 and 8.1.2)**

Add standard language for Bylaws

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### **Section 10.1 Amendments to Bylaws and Articles (formerly Amendments)**

#### **Current:**

These Bylaws will be reviewed by the Board for any useful or necessary amendments at least biennially. The Bylaws may be amended through Membership Amendments (10.1.1), Board Amendments (10.1.2.1), and amendments proposed by the Board and submitted to the Membership for a vote (10.1.2.2).

#### **Proposed:**

*The Articles and these Bylaws will be reviewed by the Board for any useful or necessary amendments at least every three years, and any appropriate amendments shall be made as set forth below.*

#### **Reasons for change:**

- Add the Articles of Incorporation to list of documents set for periodic review



- Reduce repetitive language from other sections
- 

### **Section 10.1.1 Membership Amendments**

Remove

#### **Reason for change:**

- Addressed elsewhere in this section
- 

### **Section 10.1.1 (formerly 10.1.2.1 Board Amendments) Bylaw Amendments by Board**

Add 4.2, 4.3. (Meetings of Members, Voting Rights)

Remove 5.1.2 - This language states a fundamental principle of corporate operations (both for profit and nonprofit). No individual board member has authority to bind the entity, or speak for it unless authorized by act of the board or some other resolution or policy. So this likely will never be changed, and should not require member approval to do so. If the law changes, however unlikely, then the language should reflect the state of the law.

Remove 5.4 - Standard process under the Nonprofit Act.

Remove 5.9 - Standard practice under the Nonprofit Act CRS 7-128-205(3). It would never be less than a majority of the directors present, if a quorum exists as that is the statutory minimum (except in the emergency situations addressed by those provisions), but it could be made higher, as it has in specific provisions. This is the standard practice for boards under the law and under Roberts Rules, so again it should not need member vote to alter.

Remove 5.12.2 - Section removed as committee elected vacancies would not need to be addressed considering proposed change to 5.12

Remove 5.13 - Nonprofit Act, CRS 7-128-401 - this is the standard of the duty and the protections to an officer/director and what they are entitled to rely on as a safe harbor. Language tracks the statute; should the statute change we should be able to change without member vote.

Remove 5.15.8 Periodic Review of Agreements as recommended by legal counsel

Update section numbers

List sections in bulleted list

#### **Reasons for change:**

- Require amendment vote for new sections pertaining to members
  - Update section references
  - Eliminate sections unnecessary for member vote as recommended by legal counsel (some cannot be changed due to state statute)
  - Reformat for clarity
- 

### **Section 10.1.2 (formerly 10.1.2.2 Board Amendments Requiring Membership Vote) Bylaw Amendments Requiring Membership Vote**

Current:

If upon review of the Bylaws pursuant to Section 10.1 the Board determines there should be proposed changes to provisions other than those set forth in 10.1.2.1, the Board will submit the proposed changes to the Members for a vote. The Board will publish the proposed changes to

the Membership at least twenty days prior to the vote. In order for any amendment to take effect, at least thirty percent of the Members must vote and at least sixty-seven percent of the ballots must be cast in favor of the amendment.

**Proposed:**

If upon review of the Bylaws pursuant to Section 10.1 the Board determines there should be proposed changes to provisions set forth in 10.1.1 that require Member approval, the Board will submit the proposed changes to the Members for a vote, *as provided in Section 4.3.5 or 4.3.6 above*. The Board will publish the proposed changes to the Members at least twenty days prior to the vote. In order for any amendment to take effect, at least thirty percent of Members must vote and at least sixty-seven percent of the votes must be cast in favor of the amendment.

**Reasons for change:**

- Update section references
  - Refer to voting process as defined in 4.3.5 and 4.3.6
- 
- 

**Section 10.1.3 (formerly Member Amendment Process) Bylaw Amendment by Members: Process**

**Current**

To alter, amend, add or repeal any section of these bylaws, a Member must present a petition reflecting that ten percent of the Members support the amendment. At the next regularly scheduled election, the ballot shall include the proposed amendment(s). In order for any amendment to take effect, at least thirty percent of the Members must vote and at least sixty-seven percent of the ballots cast must be in favor of the amendment.

**Proposed**

*The Members may by a vote as set forth herein alter, amend, add or repeal any section of these Bylaws, except as provided herein. The proposed amendment must be published at least twenty days prior to any vote of the Members. To alter, amend, add or repeal any section of these Bylaws, a Member must present a petition reflecting that fifteen percent of Members support the amendment. The Board shall present a vote to Members if the petition verifies the required threshold of Member support. The Board will submit the proposed changes to the Members for a vote as provided in Section 4.3.5 or 4.3.6. The Board will publish the proposed changes to the Members at least twenty days prior to the vote. In order for any amendment to take effect, thirty percent of Members must vote and at least sixty-seven percent of the votes cast must be in favor of the amendment.*

**Reasons for change:**

- Increase threshold to 15% to align with requirements for Member petitions and participation set forth in 4.2.2 and 4.3.4
- Provides guidance for how the Board will submit the amendments petitioned by Members to all Members

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**NEW: Section 10.1.4 Amendment of Articles**

Articles may be amended by the Board by  $\frac{2}{3}$  vote unless change would impact definitions or rights of Members, including voting rights. If amendment would have such impact, the amendment must be approved in accordance with 4.3.5 or 4.3.6.

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**Section 10.2 Lawful Compliance**

Add “applicable Authorizer policies” and “federal regulations”

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**Section 10.3 Emergency Bylaws**

Add to (a): “but best efforts shall be made to give at least 24 hours’ prior notice if possible, in order to comply with applicable law.”

Change “district” to “Authorizer” in (h)

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**NEW: 10.4 Notice; Waiver of Notice**

Standard language

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**NEW: 10.5 Definitions**

Standard language

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**Standardizations not detailed in above descriptions but made in various sections of the Bylaws, for example:**

“Governance Board of Directors” becomes “Governance Board”

“Colorado’s Open Meetings Law (§24-6-402, C.R.S.)” or “Colorado Sunshine Act” becomes “Open Meetings Law”

Consistent capitalization (i.e. School, Bylaws)

Numerical representation added

“Members of the Board” replaced with “Board members”

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# Summary of 2024 Proposed Amendments to Articles of Incorporation of Stargate School

Stargate's Articles of Incorporation were last filed with the Secretary of State in 2002. Upon review, Ms. Clark recommended several changes to bring us into alignment with our current structure and operation.

The Articles can be amended by resolution of the Board, which is planned for April and May (first and second readings). New Section 10.1.2 of the Amended and Restated Bylaws addresses future amendments to the Articles.

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## Article I - Name

Current:

The name of the corporation is Stargate Charter School.

Proposed:

The name of the corporation is Stargate School

### Reason for change:

- The school has largely operated as "Stargate School" for several years

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## Article II - Purposes

Current:

This purpose of the corporation shall be limited to the operation of a charter school pursuant to the Colorado Charter School Act, Sec 22-30.5-101, et seq., CRS. Further, the corporation is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1988, as amended ("the Code").

The corporation is organized in accordance with the laws of the State of Colorado and, specifically, the Colorado Revised Nonprofit Corporation Act. No part of the accumulations, gains, profits, or net earnings shall inure to the benefit of any person or individual, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse reasonable expenses incurred. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office or in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Proposed:

The purpose of the corporation shall be to provide a differentiated educational opportunity for intellectually gifted and talented students, principally in Adams County, Colorado, to be authorized by Adams 12 Five Star Schools school district, or other lawful Colorado charter school authorizer ("Authorizer") pursuant to the terms and conditions of a Charter School Contract between the corporation and Authorizer, as may be amended or renewed from time to time (the

“Charter Contract”). The corporation’s purposes will be limited to the operation of a charter school pursuant to the Colorado Charter School Act, Colo. Rev. Stat. § 22-30.5-101, et seq. (the Charter Act”), and purposes ancillary thereto, and to be and remain organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1988, as amended from time to time (the “Code”).

The corporation is organized in accordance with the laws of the State of Colorado, specifically including but not limited to the Act and the Charter Act. No part of the accumulations, gains, profits or net earnings shall inure to the benefit of any person or individual, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse reasonable expenses incurred, No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office or in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2)(B) of the Code.

#### Reasons for Changes:

- Align purpose with purpose stated in Bylaws
- Allow Stargate to be authorized by another authorizer without changes to Articles should the need arise

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#### Article III - Duration

No change

The period of duration of the corporation shall be perpetual.

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#### Article IV - Members

Current:

The members of the corporation shall be made up of every parent or legal guardian who has a child currently enrolled in Stargate Charter School (“Members”).

Proposed:

The corporation shall be a membership organization having membership rights as defined in the Bylaws (defined below), and the Colorado Revised Nonprofit Corporation Act, as amended from time to time (the “Act”), if any such rights listed therein may not be altered or waived. Cumulative voting by members shall be prohibited.

#### Reasons for Changes:

- Bring membership terms of Articles and Bylaws into alignment
- Prohibit cumulative voting

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#### Article V - Powers

Current:

The corporation shall have and may exercise all of the rights, powers and privileges now or

hereafter conferred upon nonprofit corporations organized under the laws of Colorado, except and expressly provided in these Articles. In addition, the corporation may do everything necessary, suitable, or proper to the accomplishment of any of its corporate purposes. The corporation may conduct part or all of its business in any other part of Colorado, of the United States or the world and may hold, purchase, lease and convey real and personal property in such places.

**Proposed:**

The corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado, perform all other acts necessary or incidental to the purposes described above, and may do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out such purposes, as set forth in these Articles, including the exercise of all other power and authority enjoyed by corporations by virtue of the provisions of the Act. The corporation's power and authority described herein, are subject, however, to: (i) the limitations of Section 501(c)(3) of the Code, (ii) the terms of the corporation's Charter Contract, and (ii) any limitations contained in these Articles or the Bylaws of the corporation.

**Reason for Changes:**

- Updated for legal best practice

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**Article VI - Limitations for Tax Purposes**

No change

- A. All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under Section 4942 of the Code.
- B. The corporation shall not (i) engage in any self-dealing (as defined in Section 4941(d) of the Code); (ii) return any excess business holdings (as defined in Section 4943(c) of the Code); (iii) make any investment in such manner as to subject the corporation to tax under Section 4944 of the Code; or (iv) make any taxable expenditures (as defined in Section 4945(d) of the Code).

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**Article VII - Governing Board; Bylaws**

**Current:**

- (A) The business and affairs of the corporation shall be managed by a board of directors, which shall be elected as provided by the bylaws.
- (B) The board of directors shall consist of six persons elected by the Members from within the ranks of the members, two persons elected by the Stargate Charter school educational and administrative staff from the ranks of the staff, and the Executive Director.
- (C) The Executive Director shall be hired by the board of directors and shall be a voting member of the board while serving as Executive Director.
- (D) Board members will serve three-year terms and may be removed in accordance with the bylaws.
- (E) Officers of the Board shall be a Chairperson, Vice Chairperson, and a Secretary. Officers of the Corporation shall be a President and a Secretary. Other officers may be elected and appointed in accordance with the bylaws.
- (F) Officers shall be elected by a ballot among the elected board of directors in accordance with the bylaws. Officers may be removed in accordance with the bylaws.

**Proposed:**

The corporation shall be governed by a board of directors, consisting of a range of the number of board members as shall be specified in the Bylaws (defined below) from time to time, but which

shall not be less than three (3) nor more than nine (9). Rules and regulations for the internal affairs of the corporation not otherwise provided for herein shall be set forth in bylaws of the corporation shall be as adopted by the Governing Council from time to time (the "Bylaws"). The Bylaws may only be amended as provided therein.

### Reasons for Changes:

- Align Articles with Bylaws to reflect Board structure
- Provisions are addressed in Bylaws

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## Article VIII - Limitation on Liability; Indemnification

### Current:

No other contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officer or are financially interested shall be either void or voidable solely because such directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because their votes are counted for such purpose if: (a) the face of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

### Formerly Article IX:

No director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except as otherwise provided by the Colorado Revised Nonprofit Corporation Act, as amended.

### Formerly Article X:

- (A) The corporation shall indemnify and defend, to the full extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability,, or expenses arising against or incurred by such person as a result of or alleged to be the result of actions reasonably taken by him in good faith on behalf of the corporation. In addition, the corporation shall to the full extent permitted by law indemnify and defend its directors, officers, agents, fiduciaries and employees for and against any claim, liability or expense arising against or incurred by any of them in all other circumstances related to their official relationship with or status within the corporation. The corporation may maintain insurance providing such defense and indemnification, but the absence of such insurance policy or limits set by such insurance policy shall not limit the indemnity or duty to defend herein. The indemnity herein given by the corporation shall not be valid for any claim for any damages that aeries directly out a criminal violation of law by any indemnitee when such violation is proven in a court of law by conviction of any such indemnitee.
- (B) In no case, however, shall the corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times, no payment shall be made under this Article X if such payment would constitute any act of self-dealing (as defined in Section 4941(d) of the Code) or taxable expenditure (as defined in Section 4945(d) of the Code).



**Proposed:**

- A. No director or officer of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director or officer, except as otherwise provided by the Act, and further set forth in the Bylaws of the corporation, as amended from time to time.
- B. The corporation shall indemnify and defend to the fullest extent permitted by law, any person who, is or was a director, officer, agent, fiduciary or employee of the corporation as provided in the Bylaws from time to time.

**Reasons for Changes:**

- Indemnification and liability provisions included in Bylaws

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**Article IX - Dissolution**

**Current:**

Prior context of Article IX is now incorporated in Article VIII.

(formerly Article XI)

Notwithstanding Article III, the corporation may be dissolved by a  $\frac{2}{3}$  vote of the directors of the corporation. Prior to a vote for dissolution all members, as defined by article IV, shall be notified of the proposal in writing a minimum of two weeks prior to such meeting and an appropriate period for discussion be allowed.

Upon dissolution of the corporation, all assets of the corporation remaining after paying debts and obligations incurred in connection with activities authorized by the bylaws shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to giftee education programs with the Adams County School District 12 or a similar 501(c)(3) non-profit gifted education organization. Any such assets not disposed of shall be disposed of by the court of common Pleas of the county in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**Proposed:**

- A. Notwithstanding Article IV or anything to the contrary in the Act (unless otherwise specifically prohibited therein), the corporation may only be dissolved by a two-thirds ( $\frac{2}{3}$ ) vote of the entire board of directors of the corporation. Prior to a vote for dissolution all members shall be notified of the proposal in writing a minimum of twenty days prior to such meeting when a vote on the matter will occur and an appropriate period for public comment shall be allowed at such meeting.
- B. Upon dissolution of the corporation, all assets remaining after the payment of debts and obligations lawfully incurred by the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal statute, (i) first, that was purchased in whole or in part with funding provided by the Authorizer, including, but not limited to, real property shall be returned to the Authorizer to be used for gifted education programs operated by Authorizer, and further subject to the terms of the corporation's charter contract with Authorizer; and (ii) if not thereto, then to a similar 501(c)(3) non-profit organization for the purpose of gifted education. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine are organized and operated exclusively for such purposes.

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**Article X - Amendment of Articles**

**Current:**

Prior context of Article X now incorporated in Article VIII



(From Article XII)

The articles of incorporation may be altered, amended or repealed with the approval of a  $\frac{2}{3}$  vote of the directors for the corporation then in office. Prior to a vote for dissolution all members, as defined by article IV, shall be notified of the proposal in writing a minimum of two weeks prior to such meeting, and an appropriate period for discussion be allowed.

**Proposed:**

These Restated Articles may only be amended as provided in the Bylaws, as amended from time to time.

**Reason for Changes:**

- Addressed in Bylaws
-