

ADAMS 12 FIVE STAR SCHOOLS
BOARD OF EDUCATION
BYLAWS

1.0 Name and Purpose

- 1.1 The name of the school district shall be Adams 12 Five Star Schools. Its boundaries include all or portions of Broomfield, Federal Heights, Northglenn, Thornton, Westminster and unincorporated areas of western Adams County.
- 1.2 The purpose of the Board of Education is, on behalf of residents of the District, to see to it that Adams 12 Five Star Schools (a) achieves appropriate results for appropriate persons at an appropriate cost, and (b) avoids unacceptable actions and situations.

2.0 Membership of Board

- 2.1 The Board of Education shall be composed of five members or as otherwise provided in state statute.
- 2.2 No member of the Board, including its officers, shall be compensated other than to receive reimbursement for reasonable and necessary expenses.
- 2.3 The Board of Education has adopted Policy 4.5, Board Members' Code of Conduct, regarding Board of Education member conflicts of interest, attached hereto and made a part of these Bylaws by this reference.
 - 2.3.1 A Board member shall not accept a gift or receive an economic benefit from any student, parent, District employee, District vendor (or employee thereof), District consultant (or employee thereof) – other than immediate family members – in excess of \$50 during any year. The phrase “economic benefit” includes, without limitation, a loan to someone at a rate of interest substantially lower (or higher, if a loan from someone) than the prevailing commercial rate, and compensation received for private services rendered at a rate substantially exceeding their fair market value.
 - 2.3.2 A Board member shall not engage in a substantial financial transaction for his or her or any related party's private business purposes with any Board member, the Superintendent or any District employee.
 - 2.3.3 A Board member shall not perform an official act on behalf of the Board or the District which will directly and substantially affect to its economic benefit a business or other undertaking in which he, she, or any related party, either has a substantial financial interest or is engaged as counsel, consultant, representative, or agent.
 - 2.3.4 A Board member who has a personal or private interest in a matter proposed or pending before the Board, or who has a conflicting interest as a result of his or her other fiduciary obligations and responsibilities, shall disclose such interest to the entire Board in writing, shall not vote on the matter, and shall not attempt to influence the decisions of other Board members in voting on the matter.

- 2.3.5 If the Board member's vote is necessary for a quorum, and if the Board member has disclosed the conflict of interest in writing as described above and to the Secretary of State, then he or she may vote and state for the record the fact and summary nature of the conflict of interest.
- 2.3.6 Upon election or appointment, and annually thereafter, each member shall certify in writing his/her knowledge of, past compliance with (if applicable), and agreement to comply in the future with all of the items in the Code of Conduct; the provisions of Policy 4.1, *Governing Style*; the confidentiality requirements and restrictions applicable to executive sessions; and these Bylaws. The certification shall include representations that the Board member is not aware of any past or ongoing conflicts of interest which have not been disclosed to the Board, and that the Board member will promptly disclose to the Board potential conflicts of which the member is aware. The certification shall be prepared by the Superintendent's designee under the direction of the Board Secretary, and the form shall be subject to approval of the Board of Education.
- 2.4 A Board member or the Superintendent may request an advisory opinion concerning issues relating to his or her potential conflict of interest or conduct from District legal counsel or the Secretary of State.
- 2.5 A Board member shall not disclose to anyone for any reason or use confidential information, including anything discussed in executive session or acquired in the course of his or her official duties, without first having obtained the written approval of District legal counsel.

3.0 Officers of the Board

- 3.1 The President and Vice-President of the Board of Education may be selected by secret ballot.
- 3.2 In the absence of the President, the Vice President shall assume these duties. In the absence of the Vice President, the Secretary shall assume his or her duties. In the absence of the Secretary, the senior remaining Board members shall assume the duties of president in order of their seniority.
- 3.3 The President and Vice President shall be elected by the Board following each biennial school director election and shall serve a term as provided by law. The Treasurer and Secretary shall be appointed by the Board and shall serve at the pleasure of the Board.

4.0 Parameters

- 4.1 The Board of Education will speak as one and act as members of a unified whole consistent with its Governance Process Policies and applicable state statutes.
- 4.2 The Board and individual members may have non-official connections to the District or its various parts or staff; for example, as parents, school volunteers, or as friends. These connections are not subject to these provisions, and staff or community members should not construe these relationships or transactions to be an official Board connection, nor should Board members present them as such.

5.0 Meetings of the Board of Education

- 5.1 Regular meetings of the Board of Education shall be held at the time and place posted in the meeting agenda, on the first and third Wednesday of each month, except as otherwise posted at the Educational Support Center. Meetings are not held on the first Wednesday in January, during the month of July or the first Wednesday in August.
 - 5.1.1 The Board of Education may temporarily or permanently modify the time and place or date of the regular meetings of the Board of Education with proper notification.
- 5.2 The President or Board may call special meetings of the Board as they deem necessary for reasons consistent with Board Governance Policies and applicable law.
- 5.3 All Board meetings described in section 5.1 shall be considered regularly scheduled Board meetings at which special, study, discussion, action, or other topics may be brought to the Board's attention if they have been included properly on the Board agenda. Any Board member may propose additions, deletions or changes, if any, to any item on the Board's agenda before that item is considered. The President promptly will refer that proposal as a motion before the Board, which motion shall be acted on accordingly.
- 5.4 Whenever additional meetings are called, the Board will make every effort to hold these meetings on a Wednesday.
- 5.5 Notice of meetings shall be posted at the Educational Support Center, except as the Board may designate otherwise, no less than 24 hours prior to such meeting.
- 5.6 A Board meeting requires the presence of a quorum before official business can be conducted. A quorum will be at least three Board members present, conducted after provision of proper notice by the Superintendent (or his or her designee). The Superintendent is invited to all Board meetings, public or executive session; the President or Board may require the Superintendent to be absent from that portion of executive session when discussions concerning his or her remuneration occur.
- 5.7 Executive sessions may be called at any time during a duly held Board meeting for legally permissible reasons.
- 5.8 The Board of Education president or presiding officer shall recognize Board members individually to ensure that each Board member has the opportunity to present his or her opinions or questions without interruption, to maintain order and to allow for open and thorough discussion of each matter before the Board. Each Board member who wishes to speak on a matter shall so indicate, be recognized by the president, and have the opportunity to address the matter before the Board. Each Board member shall have an opportunity to speak to a matter before the Board president recognizes a Board member to speak for the second time on a matter. The President may use *Robert's Rules of Order*, most recent edition, or consult with the Board or District's attorney at the President's discretion, or if requested to do so by another Board member, for a ruling on a particular question of order or procedure.
- 5.9 Discussion by Board members will be limited to ten (10) minutes per member, per agenda item. The Board may vote to allow more time on special issues.

6.0 Electronic Participation in School Board Meetings

- 6.1 Board members may attend and participate by electronic means in regular or special meetings of the Board in accordance with this policy and state law. For purposes of this policy, “electronic means” shall be defined as attendance via telephone, video or audio conferencing, or other electronic device.
- 6.2 Board members may attend and participate by electronic means in a regular or special Board meeting only when extenuating circumstances prevent the Board member from physically attending the meeting. For purposes of this policy, “extenuating circumstances” means the Board member’s job or military service requires the member to be outside of the district at the time of the meeting, illness, or inclement weather and/or unsafe driving conditions prevent the Board member from physically attending the meeting.
- 6.3 A meeting at which one or more Board members attend and participate by electronic means shall be open to the public, except for periods in which the Board is in executive session. A quorum of the Board must be physically present at the meeting for a Board member to attend and participate by electronic means.
- 6.4 The electronic means used shall allow Board members physically present and the public to hear the comments made by the Board member(s) participating by electronic means and allow the Board member(s) participating by electronic means to hear the comments made by Board members physically present and the public. A Board member participating by electronic means will be included in the recording of the Board meeting.
- 6.5 A Board member who seeks to attend and participate by electronic means in a Board meeting shall notify the Board president, executive assistant to the Board, and superintendent at least three business days prior to the meeting and shall explain the extenuating circumstances that prevent the Board member from physically attending the meeting. If such notification is not possible, the Board member shall notify the Board president and superintendent as soon as is reasonably possible of the request to attend by electronic means.
- 6.6 If the request is approved by the Board president, a Board member who attends and participates by electronic means shall identify the location from which he or she is participating, those present, and the extenuating circumstances that prevented the Board member from physically attending the meeting. If the Board convenes in executive session, the Board member attending and participating by electronic means shall ensure confidentiality during that portion of the meeting.
- 6.7 A Board member may attend and participate by electronic means in a maximum of two Board meetings per calendar year. Unless otherwise approved by the Board, additional requests to attend and participate by electronic means will be denied. In accordance with state law, the Board shall declare a vacancy if a Board member fails to attend three consecutive regular Board meetings, unless the Board member’s absence is otherwise excused by the Board.
- 6.8 A Board member’s failure to comply with this policy may result in the Board’s refusal to allow the member to participate by electronic means in Board meetings.

7.0 Minutes

- 7.1 Minutes shall be kept of all public proceedings of the meetings of the Board of Education and of all executive sessions to the extent required by law.
- 7.2 Minutes of meetings shall be maintained as a permanent record of the school district, except that the minutes of executive sessions may be destroyed 90 days after such meeting as provided by state law.
- 7.3 Recordings of public proceedings of the meeting of the Board of Education and executive session proceedings must be retained for a minimum of 90 days after such meeting as provided by state law.
- 7.4 Copies of the minutes of the preceding Board of Education meeting shall be included with the agenda for each regular meeting, and shall be subject to review and correction by Board members and Board action.

8.0 Actions of the Board: Voting

- 8.1 Actions of the Board of Education shall be initiated by a motion and seconded by a member of the Board of Education.
- 8.2 Board members present shall each have the opportunity to discuss and must each vote “Aye” or “No” on every motion properly made and seconded, unless a member is excused from the vote and discussion by the President due to an actual or perceived conflict of interest. The President may stop discussion if (in his or her opinion) the majority of the Board desires to vote on the motion.
- 8.3 An officially passed motion is one that has been properly included on or added to a Board meeting agenda; has been seconded; has had an opportunity for discussion by all Board members present (including the reading of any comments from Board members not present) and the Superintendent, if present, and has received at least three affirmative voice votes if four or five unconflicted members are present or at least two affirmative voice votes if only three unconflicted members are present.
- 8.4 Except as otherwise provided by law, Board of Education action on any motion shall be by a majority vote of a quorum of the Board of Education. A quorum shall mean at least three Board members present.
- 8.5 Tie votes mean the motion fails. No failed motion may be made again unless supported by a member who previously voted against it or by an unconflicted member who has not voted on it.
- 8.6 If a quorum is not present, no action can be taken by the Board of Education. The motion is automatically tabled until a quorum is present.

9.0 Meeting Procedures: Agenda

- 9.1 For the last meeting of each school year, the President shall submit a proposed agenda format, the proposed general topics for monthly consideration for the next year, and the proposed meeting dates, times and locations for the next year. Board members may comment on these proposals and the President will revise as he/she deems necessary. The President may postpone discussion of agenda items submitted in the initial annual proposal, in his or her discretion, if items are not ready for discussion or if other items are taking longer than expected. Monitoring reports or action items will not be postponed unless there is good cause and the Board is notified. Any postponement will be recorded in the minutes and a new date set.
- 9.2 The President shall determine agenda items and submit them to the Superintendent (or his or her designee.) The Superintendent (or his or her designee) shall compile an agenda for each meeting including specific consent agenda items, and shall publish sufficient copies with appropriate attachments, providing them to Board members and others on a timely basis before the scheduled meeting.
- 9.3 Any Board member or the Superintendent may request that a consent agenda item be considered separately from the routine joint motion. This does not remove the Consent Agenda item from being under the purview of the Superintendent; however, questions about the related monitoring report are proper, as are any other comments or readings, unless those questions, comments or readings disrupt the flow of the meeting in the President's reasonable discretion or violate Board policy.
- 9.4 The order of business of the Board of Education shall be as set out in the Board of Education meeting agenda. Subject to requirements of law, the presiding officer may vary the order of business if there is no objection from any Board of Education member. In the event there is an objection, variations shall be allowed only with consent of a majority of the Board members present.
- 9.5 One period of time shall be scheduled during each regular business meeting for comments and questions from the public. Public comments and input shall be limited to fifteen minutes total, ten minutes per topic, and three minutes per speaker. In the presiding officer's discretion, public input may be received during the discussion of specific items on the agenda. Neither Board members nor the Superintendent are obligated to respond to these comments or input, nor are they prohibited from doing so. In the presiding officer's discretion, time for public, Board member or Superintendent comment may be suspended or increased, or the meeting temporarily recessed, depending on the nature of the comments or the length of the remainder of the meeting agenda.
- 9.6 Individuals wishing to make formal presentations before the Board of Education shall make arrangements with the Superintendent prior to the meeting so that such presentations may be scheduled on the agenda, subject to the discretion of the President. Persons wishing to make such formal presentations to the Board of Education may be asked to fill out a form briefly outlining the subject they wish to discuss. Persons making such presentations may be required to provide background materials in advance to be distributed with the agenda. Presentations are subject to any applicable time limits imposed by the Board.

- 9.7 Public comments and questions at a regular meeting may deal with any topic related to the Board of Education's conduct of the schools. Comments and questions at special meetings must be related to the agenda items. Public comments or questions during other agenda items may be taken or limited at the discretion of the presiding officer or the Board. Comments concerning specific District students shall be received only in executive session.
- 9.8 The Board of Education President or other presiding officer shall be responsible for recognizing all speakers (who shall identify themselves), for maintaining proper order, and for enforcing or allowing variances from any time limits or procedural rules.
- 9.9 Each Board member may lead and facilitate the preparation of materials, speakers, reports, alternatives and presentations for at least one significant area in ownership and one in education for each fiscal year. Each member may request and receive assistance from staff (through the Superintendent) to accomplish these projects.
- 9.10 The President (or his or her designee) shall lead and facilitate the remainder of all other ownership and educational topics and presentations on the agenda with assistance from staff as requested through the Superintendent.

10.0 Meeting Procedures: Video and Audio Recordings of Board Meetings

- 10.1 Any member of the public may record the proceedings of a public meeting of the board provided the audio or video recording does not interrupt the proceedings, inhibit the conduct of the meeting, or distract board members or other observers present at the meeting.
- 10.2 All audio and video recording devices shall be silent in operation, inoffensive, and unobtrusive. A non-obstructing, hand-held video recording device may be used at an individual's seat. Additional lighting may not be used unless approved by the presiding officer prior to the meeting.
- 10.3 The presiding officer may designate an area from which all or some recording devices must be used so as to minimize potential interference with the conduct of the meeting. Such a space may be designated because of the disruptive or obstructive size, lighting, noise or aspects of the recording devices, including the need for an operator to monitor the recording device, or because of the configuration of the meeting space, size of the audience or other need to maintain proper decorum and safe lanes of movement.
- 10.4 The District will create audio recordings of regular and special meetings of the Board at which votes are taken and recorded. When practicable, such recordings will generally be made available on the District website within 2 business days. Such recordings will be available for a period of one year, after which they will no longer be retained.

11.0 Board – Staff Relations

- 11.1 Board member comments to staff shall be offered to staff as statements of opinion or fact with no more or less weight assigned to them than as if they had come from any other community member. Board members shall recognize that staff who believe these comments are intended as instructions will ignore them and report the matter to the Superintendent.

- 11.2 Board members may individually discuss their opinion of the performance of any staff member, supplier, or service provider with the Superintendent privately, to the extent desired by the Superintendent, and this shall not be considered a violation of this section 11.0. Any other such opinion discussed shall be promptly ignored, and the staff or community member hearing such comments shall consider the matter an attempted violation of this provision and relevant Board policy.

12.0 Board Discipline

- 12.1 Any violation, attempted violation or purported violation of governance policies by the Board or any of its members shall be promptly reported to the Superintendent, in any reasonable manner chosen by him or her, including through appropriate supervisors. The Superintendent shall then bring the matter to the attention of the President; or, if the President is the purported violator, the Superintendent may bring the matter to the attention of the unconflicted leader of the Board. The Superintendent and the applicable Board members shall attempt to resolve the issue. If they cannot resolve the issue to their mutual satisfaction, the issue shall be placed on the next Board agenda for Board discussion and action, if necessary. Discussion may be conducted in executive session as permitted by law.
- 12.2 Once the President discovers a potential violation (from the Superintendent or otherwise), he or she shall promptly discuss the matter with the potentially violating member, any other Board member, the Superintendent, the Board as a whole, or any combination, but with no one else. If the potential violator is the President, then any Board member or the Superintendent who discovers the potential violation must do the same. The Board as a whole may take any permissible disciplinary action (or none) that it sees fit.
- 12.3 If the President (or Vice President, if the President is the potential violator) finds that a Board member has a pattern of violating Board policy or Bylaws, then, at the next regular scheduled Board meeting, the President (or Vice President, if the President is the potential violator) shall place a motion on the public portion of the agenda to discuss appropriate consequences.

13.0 Board Development and Performance

- 13.1 The Treasurer shall include governance training and resource materials in the Board's budget for Cost of Governance for all Board members, new or otherwise, and for potential Board members. Potential members shall mean those whose names are expected to be placed on a ballot for the election of Board members, as well as those who have submitted to the President a letter indicating their intention to become a Board member in the near future.
- 13.2 The President shall schedule process improvement discussions on the Board's agenda at least once annually.
- 13.3 Any person may discuss the Board's performance or process, including the President's role, at the conclusion of each meeting.

14.0 Candidates for Election to the Board.

14.1 A person shall officially become a candidate for the Board of Education when (1) he or she has met all of the legal requirements to become a candidate and (2) the District's designated election official notifies that person in writing that he or she has met all of the legal requirements and is an official candidate. Candidacy ends after election results are final.

14.2 The Board shall designate the District's election official.

15.0 Review of Bylaws.

13.1 The Board shall review these Bylaws annually at the second Board meeting in December.

Revised: March 4, 2015
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