

GARDNER VALLEY SCHOOL BYLAWS

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 General Powers. Except as otherwise provided in the Act, the articles of incorporation or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by, its Board of Directors.

Section 3.2 Number, Classification, Election and Tenure.

3.2.1 Initially there shall be five voting directors. The Board amends the bylaws to increase the number to seven voting directors, maintaining the same director classifications as below.

a) Two voting directors shall be parents of students (the term “parents” includes guardians) who are elected by parents. Elected parent board directors shall serve three-year terms. Elections for parent members shall be held each April and their terms shall be staggered. Elections will coincide with school events to increase voter turnout.

b) Two voting directors shall be community members, appointed by the current sitting Board directors. A “community member” shall be a resident of Huerfano County or a resident of a county that is contiguous to Huerfano County. The community board directors shall serve three-year terms. Their terms shall be staggered. The Board shall select community board directors by a simple majority vote of a quorum during the GVS Board meeting in May.

c) Three voting directors shall be directors-at-large, appointed by the current sitting Board directors. The directors-at-large may or may not be parents or community members but will be selected by the Board to ensure a qualified and diversified board. The directors-at-large shall serve a four-year term. The Board shall select the directors-at-large by a simple majority vote of a quorum during the GVS Board meeting in May.

3.2.2 There shall be two non-voting directors.

a) The School Administrator shall be a non-voting board director.

b) A teacher representative shall be a non-voting board director. The teacher representative will be elected by a majority vote of the full-time teachers at the school in May. Teacher representatives will serve one-year terms.

3.2.3 There shall be no term limits for any board director.

Section 3.3 Resignation; Removal; Vacancies. Any board director may resign at any time by giving written notice to the president or to the secretary of the corporation. A board director’s resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the other board directors then in office. Any vacancy of a board director may be filled by an affirmative vote of a majority of the remaining directors though less than a quorum. A board director appointed to fill a vacancy shall hold the office for the unexpired term of such director’s predecessor in office. Any board member position to be filled by reason of an increase in the number of board members shall be filled by the affirmative vote of a majority of the directors then in office, and a director so chosen shall hold office until the next election of the class of board directors for which such director was chosen and thereafter until such director’s successor shall have been elected and qualified, or until such member’s earlier death, resignation or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

Section 3.4 Regular Meetings. The Board of Directors will meet at least once a month when school is in session, with a minimum of ten meetings per calendar year. The Board of Directors may provide by resolution for the holding of additional regular meetings.

Section 3.5 Special Meetings. Special meetings of the Board may be held whenever called by the President or by two of the Directors and will take place within the Huerfano School District. Notice of such a meeting shall be given personally or e-mailed to each Board Member at least three (3) days before the day on which the meeting is to be held. Notices for special meetings shall be published at least 24 hours in advance of the meeting, the notice will state time, place and purpose of the meeting in accordance with Colorado's open meetings law. The notice will be posted on the GVS website and in the administrative offices of the school.

Section 3.6 Notice of Meetings. The corporation shall provide notice of all meetings in compliance with the Colorado Open Meetings Law, C.R.S. § 24-6-401 et seq. Public notice of all meetings shall be posted prominently at the Gardner Valley School campus and in the administrative office of the school no less than 24 hours prior to the holding of the meeting.

Section 3.7 Quorum and Voting. A majority of the directors in office present at a meeting shall constitute a quorum for the transaction of business of the Board of Directors. The vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Act, the articles of incorporation or these bylaws. However, a 2/3 majority vote by the Board of Directors is required to amend these bylaws. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 3.8 Voting by Proxy. No director may vote or act by proxy at any meeting of directors.

Section 3.9 Compensation. Directors shall not receive compensation for their services on the Board.

Section 3.10 Committees. By one or more resolutions adopted by the vote of a majority of the directors present in person at a meeting at which a quorum is present, the Board of Directors may designate from among its members one or more committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board of Directors, except as prohibited by the Act. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the board from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws or the Act for the Board of Directors unless the board or the committee itself determines otherwise.

Section 3.11 Meetings by Electronic Communication. Members of the Board of Directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

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