

**BYLAWS
OF THE
ISABELLA BIRD COMMUNITY SCHOOL COUNCIL**

Article I—Name, Location and Purpose

Section 1: The name of the organization shall be the Isabella Bird Community School Council (IBCS Council).

Section 2: The organization is located at 2701 N Lima St., Denver, CO 80238.

Section 3: The purpose of this organization is to:

- a. Support the education of all Isabella Bird Community School students,
- b. Support Isabella Bird Community School faculty and staff,
- c. Foster positive relationships among parents, staff, and community members, and
- d. Assist Isabella Bird Community School faculty and staff to provide a safe and nurturing environment where all students, families, and faculty can thrive and grow.

Article II – General Policies

Section 1: Purpose. The organization is established exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding Section of any further Federal Tax Code (hereinafter "Internal Revenue Code").

Section 2: Nondiscrimination. The IBCS Council shall be noncommercial, nonsectarian, and nonpartisan and shall operate without regard or preference to gender, sexual orientation, age, race, religion, national origin, or disability and in conformity with the Genetic Information Non-discrimination Act of 2008.

Section 3: Special Interests. Neither the name of the IBCS Council nor the names of any of its members in their official capacities shall be used in connection with any commercial concern or with any partisan interests or for any other purpose not appropriately related to promotion of the purposes of the IBCS Council.

Section 4: Politics. The IBCS Council shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office, nor shall it participate in any activities not expressly permitted of an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. Nor shall it devote more than an insubstantial part of its activities to attempting to influence legislation as mandated by Section 170(c)(2) of the Internal Revenue Code as amended.

Section 5: Child Welfare: The IBCS Council may cooperate with other organizations and agencies concerned with child welfare and education.

Section 6: Earnings. No part of the net earnings of the IBCS Council shall inure to the benefit of, or be distributable to, its directors, officers, other private individuals, or any organization not operated exclusively for charitable, educational or scientific purposes and defined as an exempt organization

under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, except that the IBCS Council shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of its purposes by concordance of voting members of the Council.

Section 7: Concordance. Whenever in these Bylaws *concordance* is used, it shall be defined as a process of resolution in which a unanimous agreement was made to support a decision(s).

Section 8: Quorum. Whenever in these Bylaws a *quorum* is needed, it shall be defined as having a majority (half of the number of board members plus one) of Council Board members present at any Council Board meeting. The Council Board must have a quorum of the Council at every Council meeting.

Section 9: Majority Vote. Whenever in these Bylaws a *majority vote* is referenced, it shall mean a simple majority unless otherwise stated.

Section 10: Term of Office. Whenever in these Bylaws *term of office* is used it shall refer to both elected Staff and elected Parent Board members and Officers. The term of office will be a two-year term. Where referenced, members from the previous year will retain office for another year, while the newly elected members will integrate in at the beginning of the fiscal year. New Board and Operating Officer positions do not have to be filled by new members of the school.

Article III—Members to the General IBCS Council

Section 1: General Council.

- A. Voting Members. Participation as a voting member of the General IBCS Council is open to any parent, guardian, or other adult caring for a current Isabella Bird Community School student, as well as, current faculty and staff, including other organizations and programs within Isabella Bird Community School.
- B. Non-voting Members. Alumni and those living in the DPS designated school boundaries or the Stapleton neighborhood, but without currently enrolled children at the Isabella Bird Community School are eligible for non-voting membership.

Section 2: Nondiscrimination. Members who participation in this organization shall follow the same nondiscriminatory policies as stated in Article I, Section 2 of these Bylaws.

Article IV—Members of the Council Board and Operating Officers

Section 1: The Council Board. The Council Board will be comprised of 8 – 10 (not to exceed 10) elected members who shall be Isabella Bird Community School leaders, staff and parents. The elected positions will be an equal number of staff and parents at all times and will increase or decrease based on the student projections for the upcoming year. Any elections of new Council Board members will be conducted at the May General Council if the district projections of student enrollment shall increase or decrease above or below 400 students to be enrolled.

Section 2: Membership. Participation as a Council Board member or as an Operations Officer for the Board thereon is open to any parent, guardian, or other adult caring for a current Isabella Bird Community School student, as well as, current faculty and staff. The Council Board and its Operation Officers may exercise all such powers of the organization and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these Bylaws.

Section 3: Council Board and Officers. The Council Board shall be equal number staff members to parent members. At least one (1) school Lead Administrator will retain office at all times and is an exception to the term of office. The Operation Officers shall be a secretary, and two treasurers who are not part of the Council Board.

A. Council Board Members. The Council Board consists of equal numbers of staff and parent members, which includes two Co-Chairs. The roles and expectations of a Council Board member are:

- Understand Mission & Vision of IBCS
- Attend monthly meetings
- Participate in deciding vote if concordance cannot be reached
- Help with hiring when applicable

The Council Board shall consist of the following:

- i. Four Staff Board Members (one of whom is a Co-Chair)
 - a. Two school leaders
 - b. Two elected staff members
- ii. Four elected Parent Board Members (one of whom is a Co-Chair)

B. Co-Chair Board. The Co-Chairs shall preside over all IBCS Council meetings of the organization. The Co-Chairs assist board members and carry out leadership duties or communication necessary to address Council and Sub-Committee Chairs in his or her absence. One of the Co-Chairs will preside over the Sub-Committee Chair group and assist in any guidance to maintain the values and mission of the Isabella Bird Community School Innovation Plan.

C. Secretary-Officer. The secretary shall keep all records of the organization, including taking and recording condensed minutes, working with Co-Chair board members to prepare meeting agendas, handling correspondence and sending meeting notices as required. The secretary also keeps a copy of the organization's minutes, bylaws, rules, membership list, council attendance and other necessary information, and brings them to all meetings. Minutes of the meeting shall be distributed to the Isabella Bird Community School no later than a week before each Council meeting. The secretary will also maintain and communicate to the Council Board and Officers any renewals and documentation amendments for the 501(c) (3) application.

D. Treasurer-Officers. The treasurers shall solely receive all funds for IBCS Council and Sub-Committees. The Treasurers will keep an accurate record of receipts and expenditures and pay out funds in accordance with the Council approved budget. At least one of the treasurers will present a financial statement at every Council. A final report will be presented and delivered to the last Council meeting of each school year. Any transactions that may occur between the last Council meeting and the end of the fiscal year will be accounted for in the final report for that year. The treasurers shall ensure that all required Federal and District filings (i.e., Form 990) are filed in a timely manner each year, but no later than 15 days before the end of the fiscal year. The treasurers shall maintain an on-line ledger of all IBCS Council financial transaction. The treasurers do not maintain the district budget in any manner. Review of the district budget is available for any to the Isabella Bird Community School community by appointment only with the school secretary or the lead school administrator.

Section 5. Voting Rights. IBCS Council Board and General Council decisions are made by concordance by eligible voting members of the General Council. Non-voting members (defined in Article III, Section 1) must identify themselves prior to the vote and will be instructed to step back from the eligible voting members during the voting process. If concordance cannot be reached during the General Council meeting, an unresolved decision is referred to the Council Board. The IBCS Council Board reserves the right to vote by majority when a circumstance deems it appropriate due to the sensitivity, confidentiality and/or time restrictions of the decision. In the case of a special

circumstance where the IBCS Council has a split vote, the Council Board will meet within 3 business days following the Council meeting and will begin by deciding by concordance. If concordance of the Council Board cannot be met, then the decision(s) will be dictated by a majority vote of the Council Board.

Section 6. Term of Office. The term of office for both elected Staff and elected Parent Board members will be dictated by Article I, Section 11 of these Bylaws.

Staff: Half of the Staff Board Members will rotate out every year. Two of the Staff Board members will be school leaders, including the Administrator, who will retain consistent positions.

Parent: Half of the elected Parent Board members will rotate out every year.

Secretary: The Secretary Operating Officer will retain a two year term. A newly elected Secretary will be voted in at the May General Council meeting by the General Council and will start at the beginning of the next fiscal year.

Treasurers: The Treasurer Operating Officers will retain a two year term. One from the previous year will retain office while a new position is elected in for the vacant position. The Treasure position will be voted in at the May General Council meeting by the General Council and will start at the beginning of the next fiscal year.

Section 7. Eligibility. To serve as a Council Board member, an Operating Officer or a Sub-Committee Chair, an individual must be a parent or guardian of a currently-enrolled IBCS student at least 30 calendar days before the May election at the May General Council meeting.

Section 8. Elections. Elections for new Council Board members and its Operating Officers will be announced in April of the current school year. All member intentions will be presented to the Council Board and the General Council members through digital correspondence (social media, school journal, school website, or a paper copy if requested from the school Secretary). Elections for both the new Council Board and the Operating Officer positions that are up for election will be held at the May Council meeting. New members will be elected by majority vote from the General Council. New members will take office starting the next fiscal year on July 1.

Section 11. Vacancies.

If, between regularly scheduled elections, there is an at-large vacancy on the Council Board or a vacant Operating Officer position, the General Council will identify and appoint a new member through concordance. The new Council Board or Officer elected to fill that vacancy will serve the remainder of the unexpired term and will then be eligible for election to a full term at the next general election meeting.

Section 9. Transfer of Materials. All Council Board members, Officers and Sub-Committee Chairs shall deliver to their successors all official materials no later than July 1, or 10 days after election of the successor if the office is vacated prior to July 1, whichever comes first.

Section 10. Quorum. Reference Article I Section 8.

Section 12. Resignation and Removal from Office.

A. A Council Board member or any of its Operating Officers may resign at any time. Such resignation shall be made in writing and shall take effect as of the time specified, or if no time is specified, at the time of its receipt by the Co-Chairs. The acceptance of a resignation shall not be mandatory to make it effective.

B. A Council Board member or an Operating Officer can be removed from the positions by concordance of the General Council members.

Article V—Meetings

Section 1. Council Meetings. During the school year, the General Council shall meet at least monthly except in December, during the school year at a time and place determined by the General Council members with approval from the Council Board.

Section 2. Meeting Notification. Members will be notified of a meeting at least fourteen (14) calendar days in advance of each scheduled meeting. In the case of an emergency or act of God, the General Council meeting will be rescheduled within 5 school days and notification will be sent as soon as practicable in that period.

Section 3. Special Meetings. Special meetings may be called within 7 days by at least five General Council members and at least two members of the Council Board by submitting a written request to the Co-Chairs. Operating Officers and the General Council must be notified by digital media, email, and flyers of the special meeting which will occur.

Section 4. Quorum.

A. Council Board Members. See Article 1, Section 8.

B. General Council Members. The two thirds of the members present at the time of the meeting shall constitute a quorum.

Article VI—Sub-Committees

Section 1. Membership. Sub-Committees may consist of any adult, guardian or staff member of the current Isabella Bird Community School community. There shall be no fee for membership. Sub-Committees will vote by concordance on committee chairs independently of the Council. Sub-Committee recommendations will be brought to the Council where a decision will be made by concordance.

Section 2. Standing Sub-Committees. The organization will have the following standing sub-committees: Community Events & Outreach, Classroom Liaisons, and Fundraising. Additional sub-committees may be created as needed.

Article VII—Finances

Section 1. The organization shall operate on a cash basis.

Section 2. The organization's fiscal year shall be July 1 – June 30.

Section 3. A tentative budget shall be drafted during the last quarter of the school year and submitted to Council. Approval will be voted on at the last Council meeting of the school year.

Section 4. The Treasurers shall keep accurate records of all disbursements, income, and bank account information related to the business of the organization. A report of the financials will be provided to the General Council at each monthly meeting. Treasurers will meet at least monthly with the School Leader/Administrator and the School Secretary.

Section 5. The Treasurers are authorized to generate payments for invoices and other expenses insofar as the payment does not exceed authorized budget amounts. Any expenses that exceed the authorized budget amounts must be approved by the General Council prior to payment.

Section 6. Two authorized signatures shall be required on every check over \$500 written on behalf of the organization. Such checks must contain the signatures of one Treasurer and one additional authorized signer. An authorized signer shall be one of the following,

- One of the Council Board Co-Chairs,
- The Council Secretary or
- The IBCS Secretary.

The Treasurers will ensure that all bank documents, transactions, and signature cards are current.

Section 7. The Treasurers shall prepare monthly financial statements as well as a final financial statement during the last quarter of the school year. The Treasurers will also work with the Council Secretary to file all required financial paperwork including Federal and District tax forms in conjunction with the 501(c)(3) application.

Article VIII—Dissolution

Section 1. The organization may be dissolved by a two-third's vote of the voting members present at a General Council meeting provided that previous notice of at least 14 calendar days has been given.

Section 2. In the event of the dissolution of the IBCS Council, its assets shall be distributed for one or more of the allowed purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. All assets will be given to the Isabella Bird Community School.

Article IX—Miscellaneous Provisions

Section 1. Amendment of Bylaws. These bylaws may be amended at any General Council meeting provided notice was given in writing at the prior general meeting and a copy of the proposed amendments have been provided to all members of the organization for review. Copies of the proposed amendments may be disseminated to members via email, fliers, website or telephone. Amendments will be approved by concordance of members present at the next General Council meeting.

Section 2. Gifts. The IBCS community may accept on behalf of the IBCS Council any contribution, gift, bequest, or other object of worth for the general or special purposes of the IBCS Council and its community.

Article X – Conflict of Interest Policy

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Council Board member or an Operating Officer of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

A. **Interested Person.** Any Council Board, Operating Officer, or member of a Sub-Committee with governing board-delegated powers, who has a direct or indirect financial, political or professional interest, as defined below, is an interested person.

B. Financial, Political or Professional Interest. A person has a financial, political or professional interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
- iii. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial, political or professional interest is not necessarily a conflict of interest. Under Section 3(B), a person who has a financial, political or professional interest may have a conflict of interest only if the General Council decides that a conflict of interest exists.

Section 3. Procedures.

A. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial, political or professional interest and be given the opportunity to disclose all material facts to the General Council members who are considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial, political or professional interest and all material facts, and after any discussion with the interested person, he or she shall leave the General Council, Council Board or Sub-Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members shall decide whether a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest.

- i. An interested person may make a presentation at the implicated General Council meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The Co-Chair or Sub-Committee Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the General Council shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the General Council shall determine by concordance whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision(s) as to whether to enter into the transaction or arrangement.

D. Violations of the Conflict of Interest Policy.

i. If the General Council has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the General Council determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the General Council meeting shall contain:

A. The names of the person or people who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the Council Board or General Council decision(s) as to whether a conflict of interest in fact existed.

B. The names of the people who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

A. A member of the General Council who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

B. A member of any sub-committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

C. No voting member of the General Council or any sub-committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each Council Board member, Operating Officer and Sub-Committee Chair shall annually sign a statement which affirms that such person:

- i. Has received a copy of the conflict of interest policy;
- ii. Has read and understood the policy
- iii. Has agreed to comply with the policy.
- iv. Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.