

Do's and Don'ts of Board Bylaws

This resource offers a brief overview of some of the common “do’s and don’ts” to consider when establishing or revising board bylaws. Schools should send proposed revisions to CSI for review and feedback. Changes should also be reviewed by the school attorney, and if desired, by Employers Council. Once approved, please submit your final bylaws to CSI.

Draft and board-approved bylaws should be sent to StephanieAragon@csi.state.co.us.

Board Member Criteria

DO: Consider setting general criteria for board member candidacy, such as age requirements, experience, and background.

DO NOT: Limit yourself by getting too restrictive (e.g., “In order to consider a new board candidate, there must be at least two other board nominees.”)

Example: The following qualifications must be met in order to serve on the Board of Directors:

- 1. The candidate must be at least 18 years of age;*
- 2. The candidate does not have a conviction for an offense involving violence or children, or any other offense described in C.R.S. 22-32-109.8(6.5);*
- 3. The candidate exhibits specific skills to address certain areas of oversight;*
- 4. The candidate is willing to uphold the mission and vision of the School; and,*
- 5. The candidate has the ability to meet the minimum requirements for board participation and uphold the board bylaws.*

In selecting Directors, the Board shall endeavor to be reflective of the local community and include parent and community member representation.

Number of Board Members

DO: Define the minimum and maximum number of board members required. This range should be reasonable, allow for a good probability that you will have a quorum for board meetings, and should not be so expansive that it becomes difficult to manage the board. It is important that boards do not drop below a minimum of three members.

DO NOT: Set an extraordinarily high maximum numbers of board members that it becomes increasingly difficult to operate effectively as a board, or an exceptional low number of board members that could cause you to frequently fail to have a quorum if a board member cannot attend a meeting.

Example: The number of Directors shall not be less than five (5) nor more than nine (9), as determined by the Board of Directors.

Terms and Term Limits

DO: Set term lengths and, if a newer school, stagger the terms so that you are not having an entire slate of board members turn over at the end of the term. Consider setting maximum term limits.

DO NOT: Place all board members on the same term or have such small terms that board membership will turn over frequently.

Example: The founding board shall have staggered terms of two years, three years, and four years. Founding board members shall determine the staggered expiration of their terms prior to the start of the first school year. Upon termination of the first term, all board members shall serve three-year terms. No board members shall serve more than two consecutive terms.

Duties and Expectations

DO: Summarize the key responsibilities of the board. This includes, for example: ensuring compliance with statutory and contractual requirements and enacting related policies as appropriate, ensuring the school is meeting academic, financial and operational requirements, and evaluating the school leader. Establish expectations for board members, including for example: knowledge of essential documents binding or affecting the school, acting in good faith, in the best interest of the school and in alignment with the mission and vision, abiding by the Code of Conduct, etc. This is often accomplished through a board member agreement [[sample](#)], which is signed annually by members.

Establish officer positions and delineate the powers and duties of the officers with some specificity. Include a job description for each officer position. At the same time, include general language to cover unanticipated situations.

DO NOT: Be overly prescriptive, thereby limiting the responsibilities of the board and/or board officers.

Example: In general, the Board shall exercise its powers through:

- *Establishing strategic direction for student achievement and school excellence;*
- *Ensuring the school is meeting academic, financial and operational requirements;*
- *Negotiating, reviewing and approving the charter agreements;*
- *Causing the preparation and delivery of such reports, applications for renewal or other documents as may be required to continue charter status or otherwise comply with law;*
- *Ensuring ongoing compliance with statutory and contractual requirements;*
- *Overseeing the school leader evaluation process; and*
- *Overseeing and reviewing implementation of the budget, agreements and policies governing operation of the school.*

Implementation of day-to-day administrative operations of the school and policies established by the Board shall be the responsibility of contractors, employees or others identified by the Board including but not limited to, a management company.

Board Member Attendance

DO: List clear and specific attendance requirements in both your bylaws and your board member agreement to ensure that attendance requirements are known to all board members.

DO NOT: Fail to set forth a mechanism for monitoring and enforcing attendance requirements (see more on Removal below).

Example: Directors are expected to attend all meetings of the board of directors unless excused. If any Director is not present for two consecutive board meetings without providing prior notice to the Board Chair, that Director shall be deemed to have abandoned his or her board seat and a vacancy shall be created. Missing more than two consecutive board meetings or more than two board meetings in one calendar year without prior approval from the Chair shall be grounds for recommendation of dismissal from the board.

Board Meetings

DO: Outline procedures for board meetings in alignment with [the Colorado Open Meetings Law, including requirements for notices, minutes, and executive sessions.](#) Require a minimum number of meetings per year. Consider requiring an annual board retreat or planning session as well as board governance training and explain any minimum participation requirements for a meeting.

DO NOT: Get overly prescriptive by describing exactly when the board meets as this may require you to amend the bylaws whenever a different meeting schedule is adopted. In addition, avoid using ambiguous terms such as “annual meeting” to define an annual board retreat or strategic planning session.

Example: The Board shall meet at least 10 times per year, including at least one board retreat or strategic planning session per year. Board meeting times, locations, and place for publicly posting meeting notices and agendas will be designated annually at the first regular meeting of each calendar year. Board meetings shall be held in accordance with the Colorado Open Meetings Law (specifically C.R.S. 24-6-402); meaning, in part, that all meetings of a quorum or three or more directors at which any public business is discussed or at which any formal action may be taken are declared open public meetings. Any meeting at which the adoption of any proposed policy, position, resolution, rule, regulation, or formal action occurs or at which a majority or quorum of the Board is in attendance or expected to be in attendance, shall be held only after full and timely notice to the public. Full and timely notice shall be deemed satisfied when the meeting notice and draft agenda are posted in the public place designated at the first regular meeting of the year. This public place shall include the School website.

Special meetings may be called by the Board Chair after gathering input from the entire board regarding board member availability. Special board meetings shall be held at such time and place as may be designated by the Board Chair provided that a quorum is in attendance.

Voting

DO: Define what constitutes a quorum and the manner and procedures for voting. Consider setting a minimum number of board members required to be present for a board meeting to be held. State that votes will only occur during regularly scheduled board business meetings, and not at work sessions or during executive session).

DO NOT: Overlook special considerations like voting by proxy or virtual/phone participation.

Example: A quorum of all seated directors shall be required for any board meeting at which the adoption of a proposed policy or other formal action is expected to occur. Persons present by virtual/phone participation shall be deemed present so long as those persons are able to hear and participate in the discussion of the board. Each director shall have one vote and a majority of the directors present at a meeting at which a quorum is present shall constitute an act of the Board. Directors shall not vote by proxy. Votes will only occur during regularly scheduled board business meetings or other emergency meetings if proper notice has been provided.

Board Committees

DO: Provide for standing committees with jurisdiction over core issues. (All schools are required by statute to have a standing School Accountability Committee outlined in CRS 22-11-401, which may be a board committee, and school boards often have standing finance and governance committees. Some boards add an executive committee so that the board can act quickly between board meetings, if needed.) Allow the board to appoint ad hoc committees if needed.

DO NOT: Oversubscribe board members to committees or overprescribe requirements for committee membership.

Example: The Board shall have the following standing committees, each of which shall operate pursuant to a written charter approved annually by the Board of Directors:

- *Executive Committee, consisting of the elected officers of the Board, and chaired by the president of the Board;*
- *Budget and Financial Oversight Committee, consisting of the treasurer of the Board, the director of the School, and additional Board members as deemed necessary;*
- *School Accountability and Improvement Committee; and*
- *Governance Committee.*

Except as otherwise provided in these bylaws, the Board may designate, discharge, reorganize or dissolve, such committees or subordinate bodies as it deems necessary or appropriate. The resolution designating a committee shall define its membership, purposes, powers and rules of procedure. Except as otherwise provided in these bylaws, the Chair shall appoint the members of committees so designated. The Board may prescribe committee procedures, including requirements for public or confidential meetings, notice, and minutes, by policy.

Code of Conduct

DO: Reference a stand-alone code of conduct policy—outside of the bylaws—that addresses board norms and expectations for board member conduct. Require that board members review and sign the code of conduct policy annually.

Although the location of the policy is not prescribed, keeping the policy outside of the bylaws allows the board to make revisions to the policy without amending the bylaws.

DO NOT: Have board members review this only at the beginning of their term. Instead, have board members review the code of conduct annually as part of the annual board agreement [[sample](#)].

Example: The Board shall adopt a Code of Conduct and each Director and officer shall subscribe to the Code of Conduct, in a manner to be defined by the Board, at least annually. Violation of the Code of Conduct shall be grounds for adverse action against Directors or officers including, but not limited to, remove from directorship and office.

Conflict of Interest

DO: Reference a stand-alone conflict of interest policy—outside of the bylaws—that ensures all conflicts are disclosed and properly addressed. Require that board members review and sign the conflict of interest policy, which should address nepotism, excessive compensation, and any other potential conflicts of interest among school staff, leadership or governing board.

Although the location of the policy is not prescribed, keeping the policy outside of the bylaws allows the board to make revisions to the policy without amending the bylaws.

DO NOT: Forget to define key terms or set a clear process for disclosure.

Example: The Board shall adopt a Conflict of Interest Policy and each Director and officer shall subscribe to the policy in a manner to be defined by the Board, at least annually. Violation of the Conflict of Interest Policy shall be grounds for removal against Directors or officers including, but not limited to, remove from directorship and office.

Board Member Removal

DO: Prepare for the worst-case scenario and ensure that your bylaws are clear on how a board member can be removed.

DO NOT: Get so descriptive that it becomes difficult to remove a board member who is steering the board away from the mission/vision of the school, is just a bad fit, or otherwise.

Example: A Director may be removed, with or without cause, by a two-thirds vote of the Directors present at a meeting at which a quorum is present, or by a majority vote of the Directors present if the entire Board of Directors is present, excluding the Director in question. The Director in question shall not vote on his or her removal and shall not be counted toward a quorum for purposes of this Section. If any Director is not present for two consecutive board meetings without providing prior notice to the Board Chair, that Director shall be deemed to have abandoned his or her board seat and a vacancy shall be created.

Amendments

DO: Ensure that there are systems in place to periodically review the bylaws and make amendments as needed.

DO NOT: Take amendments lightly. They should only be made where needed and should not cause deviation from the charter contract, your articles of incorporation, or your mission and vision.

Example: Amendments to the Articles of Incorporation or Bylaws may be made by a two-thirds vote of the Board of Directors at a regular meeting. Proposed amendments must be submitted to the Secretary to be sent out with the regular Board packet in advance of the board meeting. In no such case shall the Articles of Incorporation or Bylaws be amendment in a way that would conflict with the charter contract or the board-approved mission and vision of the School.

References:

C.R.S. 7-121-101, et seq. Colorado Revised Nonprofit Corporation Act
C.R.S. 24-6-401, et. seq. Colorado Open Meetings Law
C.R.S. 24-18-109 Rules of Conduct for Local Government Officials and Employees