



DENVER LANGUAGE SCHOOL

Bylaws of The Denver Language School

Definitions

The terms set forth below shall have the following meanings:

“Board” shall mean the Board of Directors of the Denver Language School.

“Director” shall mean a member of the Board of Directors of the Denver Language School

“School” and “DLS” shall mean the Denver Language School.

“District” shall mean the Denver Public School District.

“Executive Director” shall mean the Board-appointed School Leader of the Denver Language School.

“Parent” shall mean a parent or legal guardian of a Denver Language School student.

Section 1 – The School

1.1 - Name

The name of this organization shall be the Denver Language School (DLS).

1.2 - Vision and Mission Statement

Mission Statement

To achieve academic excellence and intercultural competence through language immersion education.

Vision Statement

The vision of the school is to:

- A. Become a model of students acquiring superior second language skills as the basis for high overall academic achievement.*
- B. Develop the knowledge and skills in students necessary to be productive and valued citizens in a culturally diverse, global economy.*
- C. Prepare all students to be academically successful in their choice of secondary and post-secondary education options.*
- D. Create an innovative school that can be replicated in Colorado and nationally.*

1.3 – School Legal Status

The Denver Language School is a Colorado charter school organized pursuant to the Colorado Charter Schools Act, Colo. Rev. Stat. §§ 22-30.5-101 et seq. The school operates pursuant to a charter granted by the Board of Education of the District on June 18, 2009, renewed on July 1, 2022.

Under the Charter Schools Act, the school is a public school within the District, and its status as a nonprofit School does not affect its status as a public school. However, for governance, finance and administrative purposes, the school operates as a Colorado nonprofit school.

Section 2 – Members

The School shall have no members. Any action which would otherwise by law require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise, by law, vest in the members, shall vest in the Board.

Section 3 – Board of Directors

3.1 – Purpose

The Denver Language School has been created to serve students. The Board shall represent the vision, mission, and goals of The Denver Language School in its goals, policies, and decisions; always keeping in mind the interest of students.

3.2 – Powers

The Board shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of DLS, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the DLS. The Board may, by majority vote, delegate to committees of its own number or to officers of the School such powers as it may see fit for specified periods of time.

3.3 – Number

The Board shall consist of not less than six (6) nor more than eleven (11) voting Directors. Any action to increase or decrease the number of Directors to no more than eleven (11) nor less than six (6), whether expressly or by implication through appointment of Directors or decisions not to fill vacancies, may be taken by a majority vote of all Directors.

3.4 – Composition

The Board shall maintain to the best of its ability to consist of no more than 60% of parents of students attending the school. The board composition goal should be 40% community members/ 60% DLS parent members.

3.5 – Appointment

Directors shall be appointed by majority vote of Directors then serving on the Board. New appointments shall be made each calendar year or as needed to fill vacancies. A decrease in the number of Directors shall not have the effect of shortening the term of any incumbent Director. Directors may be re-elected. The timing of appointments of the Directors may be arranged by the Board so that the term of Directors are staggered.

3.6 – Term

Appointments shall be to a term of three (3) years, but in any event until such Director's successor has been appointed and qualified, or until the Director's earlier death, resignation or removal. Terms may be staggered so that no more than 1/3 of the Board shall be up for election in any year, unless a vacancy needs to be filled. Appointment to a vacancy thereafter shall be for the remainder of an unexpired term. Directors may be re-appointed, but in no event serve more than six (6) consecutive years.

3.7 – Board Officers & Assistants

The Board shall select from among the Directors a Chair, Vice-Chair, Secretary and Treasurer (“Officers”). Officers shall be selected by a simple majority vote of the Directors. Officers shall serve for a term of one (1) year, but in any event until such Officer’s successor has been appointed and qualified, or until the Officer’s earlier death, resignation or removal.

- a. **Chair.** The Chair shall call and preside over Board meetings and carry out any other function assigned the Chair by these bylaws. The Chair shall have authority to delegate duties and responsibilities to other Board members and committees. The Chair shall be the primary liaison between the Board and the School Leader.
- b. **Vice Chair.** The Vice Chair shall serve as Chair in the absence or inability of the Chair and may be delegated by the Chair any duties or powers of the Chair. The Vice Chair may also serve as either Secretary or Treasurer. Upon full assumption of the office of Chair, the office of Vice Chair and any other office held by that person shall be vacant.
- c. **Secretary.** The Secretary shall keep full minutes of all the meetings of the Governing Board. The Secretary shall attend the meetings of the Governing Board and shall act as clerk thereof and record all the acts and votes and the minutes of all proceedings in one or more books to be kept for that purpose.
- d. **Treasurer.** The Treasurer shall oversee the financial transactions and financial reports prepared for the Board and shall see that proper financial procedures are being followed as established by the Board.
- e. **Assistants.** The Board may appoint assistant secretaries, assistant treasurers, or other assistants who may carry out any action an Officer is required to make provision for, subject to the oversight of such Officer.

3.8 Surety Bonds

The board of directors may require an officer or agent of the School to execute for the School a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person’s duties and for the restoration to the School of all books, papers, vouchers, money, and other property of whatever kind in such person’s possession or under such person’s control belonging to the School.

3.9 Compensation

Members of the Board shall receive no compensation for their services as Directors of DLS. No payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under either Section 4941 or Section 4958 of the Internal Revenue Code.

3.10 – Resignation; Removal

A Director or Officer may resign at any time by submitting a written resignation to the Board Chair or Secretary in the case of the Board Chair. Resignations shall take effect at the time specified and shall be irrevocable upon submission. A Director or Officer may be removed, with or without cause, by vote of a 2/3 vote of all other voting Directors then serving on the Board. Removal shall be made effective on an established date.

3.11 – Vacancies, Absence or Inability to Serve

Upon vacancy of a directorship or an unexpired term in any office, the vacancy may be filled by remaining voting directors to serve the remainder of the unexpired term of his predecessor in office. In the absence or inability of any officer, the Board may delegate the powers and duties of such officer, except as otherwise

provided herein, to any Director. Unless a Director is unable or unwilling to serve, or removed, the Director shall continue in office until a replacement is appointed and qualified.

Section 4 – Board of Directors Meetings

4.1 – Notice

Notice of all regular and special meetings of the Board shall be posted at the Denver Language School no less than twenty-four (24) hours prior to the meeting. Notice of the date, time, place and purpose or purposes of any special meeting of the Board shall be transmitted to each director at least two (2) days prior to said meeting.

4.2 – Notice of Actions Affecting Board Composition & Officers

Meetings at which Directors are appointed, vacancies filled, officers appointed, or officers or Directors removed shall only take place where advance notice has been given, both to the public as required by law, and individually delivered to all Directors no less than seventy-two (72) hours before said meeting.

4.3 – Meetings

Directors must regularly attend Board meetings. Absence from more than two consecutive unexcused Board meetings or more than four Board meetings in a fiscal year shall lead to a notice of probation. The Board shall consider missing four consecutive meetings a resignation.

4.4 – Open Meetings and Executive Sessions

All regular and special Board meetings shall be open to the public as subject to the provisions of the Colorado Open Meetings Law (C.R.S. 24-6-401 et. seq.). Upon a two-thirds (2/3) majority vote, the Board may hold an Executive Session for reasons provided by Colorado Law (C.R.S. 24-6-402 et. seq) at which only members of the Board or those persons invited by the Board may be present.

4.5 – Quorum

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

4.6 – Special Meetings

Special meetings of the board of directors may be called by or at the request of the Chair or Vice-Chair. The person or persons authorized to call special meetings of the board of directors may fix the time and place within Denver County, Colorado, for holding any special meeting called by them.

4.7 – Meetings by Telephonic 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.

Section 5 – Board Responsibilities

5.1 – Board General Responsibilities

The Board is responsible for ensuring that the academic program of DLS is successful, that the school's program and operation are faithful to the terms of its charter, and that the school is a viable organization. The business, property and affairs of this School shall be conducted and managed by the Board. The Board shall have full control and responsibility for the affairs and operation of the School and may exercise any and all corporate and School powers, subject only to the requirements of the Articles of the School and these Bylaws. The Board hires and supervises the School Leader, who is delegated to oversee the operation of the school. Responsibility for day-to-day operations of the School and for implementation of the policies established by the Board shall be the responsibility of contractors, employees or others operating under supervision of the School Leader.

5.2 – Board Self Evaluation

The Board believes that efficient and effective performance of the Board itself can have a significant impact on the overall success of the School. Therefore, the Board shall conduct an annual evaluation of its own work.

Section 6 – Board Committees

6.1 – Establishment

The Board of Trustees may appoint standing committees and/or ad hoc committees as necessary for the effective governing of the school.

6.2 – Standing Committees

Each standing committee shall have a charge specific to its permitted activities. The function of any committee shall be deliberative and advisory to the Board. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school. The standing committees for the Board shall be:

- School Accountability Committee (SAC)
- Development Trustees Advisory Committee (DTAC)
- Finance Committee
- Governance Committee
- Facilities Committee
- Executive Director Evaluation Committee

Section 7 – Board Fiduciary Provisions

7.1 – Bylaw Procedure

The bylaws may be amended, altered or repealed and new bylaws adopted by the 2/3 approval vote by the Board members. The bylaws shall be regularly reviewed, and not less than every 2 years, by the Board to adopt useful or necessary changes which shall serve the School.

7.2 – Indemnification

(a) **Scope of Indemnification.** The School shall indemnify each director, officer, employee, and volunteer of the School to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons

intended to be protected by this Section 3. The School shall have the right, but shall not be obligated, to indemnify any agent of the School not otherwise covered by this Section 3.2 to the fullest extent permissible under the laws of the State of Colorado.

(b) Savings Clause; Limitation. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the School shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the School shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the School as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

7.3 – Conflicts of Interest.

In order to garner trust and public confidence in the Board, and to prevent the use of public office for private gain, the Board shall not contract with Board members and shall follow the Board Conflicts of Interest Policy and Procedure. Board members shall disclose any known or potential conflicts of interest in writing to the Board prior to the time set of voting on any such transaction and shall not vote on the matter or attempt to influence the decisions of any Board members in voting on the matter. The written disclosures will be attached to the minutes of the meeting in which Board action occurred relating to the matter disclosed. A Director may not serve simultaneously on the Board and as a member of the administration, faculty, or staff of the School

7.4 – Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

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Approved 11/29/2022