

The Denver School of
Science and Technology, Inc.

dba



Bylaws

March 2013

MISSION

DSST Public Schools transforms urban public education by eliminating educational inequity and preparing all students for success in college and the 21st century.

VISION

DSST Public Schools will serve 4,500 students in grades 6-12 on 5 campuses and 10 schools. Through our Vision 2020 Growth Plan, we aim to:

- Double the number of college-ready graduates attending four-year colleges from Denver Public Schools by 2020.
- Create an innovative school network where students acquire a rigorous academic foundation that they can apply to the community and world around them in meaningful ways.
- Create an academic program where 100% of our students earn college acceptance and are prepared to successfully earn a college degree.
- Graduate students with character and a sense of civic responsibility of whom a significant percentage will assume leadership positions in an increasingly science-based society.
- Be an innovative charter school network that creates the national model and center for STEM education in the country
- Create a school model that redefines the approach to successful secondary education.
- Work collaboratively with Denver Public Schools to create the leading urban public school system in the country.

CORE VALUES

Our core values are central to our organization. These values are embedded in everything that we do and how we do it. These values include:

core values

Respect: Appreciating the value of a person or an object through your words, actions and attitude - treating people appropriately with common courtesy.

Responsibility: Able to be trusted and or depended upon to complete tasks, follow directions and own up to your actions.

Integrity: Being truthful, fair and trustworthy in your words and actions - doing as you say and saying as you do.

Courage: Possessing confidence and resolve to take risks and make right decisions in the face of pressure and adverse or unfamiliar circumstances.

Curiosity: Eager to learn, explore and question things to gain a deeper understanding.

Doing Your Best: Putting your best effort into everything you do.

ARTICLE I OFFICES

Section 1.1 PRINCIPAL OFFICE

The principal office of Denver School of Science and Technology, Inc. (dba as “DSST Public Schools” and/or “DSST”) in the State of Colorado shall be located at 3401 Quebec Street, Suite 7200, Denver, CO 80207. DSST may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine or as the affairs of DSST may require from time to time.

Section 1.2 REGISTERED OFFICE

The registered office of DSST Public Schools, required by the Colorado Revised Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II MEMBERS

Section 2.1 MEMBERS

DSST Public Schools shall not have members.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 GENERAL POWERS

The business and affairs of DSST Public Schools will be managed by its Board of Directors and all corporate powers will be exercised by or under the direction thereof.

Section 3.2 PERFORMANCE OF DUTIES

A director shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of DSST Public Schools, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by person and groups listed in paragraphs (a), (b), and (c) of this Section 3.2; but he or she shall not be considered to be acting in good faith if he or she has actual knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who performs his or her duties in good faith shall not have any liability by reason of being or having been a director of DSST Public Schools.

Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

- a. One or more officers, employees or agents of DSST Public Schools whom the director reasonably believes to be reliable and competent in the matters presented;

- b. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or
- c. A committee of the Board of Directors upon which he or she does not serve, duly designated in accordance with the provisions of the articles of incorporation or these bylaws, as to matters within its designated authority, which committee the director could reasonably believe to merit confidence.

Section 3.3 NUMBER, TENURE AND QUALIFICATIONS

Unless otherwise provided in the Articles of Incorporation, the authorized number of directors shall be not less than one (1) nor more than twenty (20). Directors shall serve for three year terms. Terms of appointment shall be staggered beginning June 30, 2013, so that the terms of no more than one-third of the board's directors could expire in the same year. Directors shall not serve more than three terms; except in extraordinary circumstances the board may, by a 2/3 majority vote, waive the term limit restrictions.

Each director will hold office in accordance with the terms described above, subject to his or her earlier resignation or removal. However, if a director's term expires, he or she shall continue to serve until his or her successor is elected and qualified or until his or her resignation or removal. Directors do not need to be residents of the State of Colorado.

Section 3.4 REGULAR MEETINGS

A regular annual meeting of the Board of Directors will be held at a date and time to be determined by the Board of Directors. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Colorado, for the holding of additional regular meetings without other notice than such resolutions.

Section 3.5 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the Chair or any two (2) Directors.

Section 3.6 NOTICE

Notice of all regular and special meetings of the Board of Directors shall be posted at the principal office of DSST Public Schools no less than 24 hours prior to the meeting. Notice of the date, time, place and purpose or purposes of any special meeting of the Board of Directors will be transmitted to each director at least two (2) days prior to said meeting. Except as provided by Colorado law, all regular and special Board of Director's meetings will be open to the public; provided, however, as authorized by Colorado law, the Board of Directors may proceed in executive session, at which only members of the Board of Directors or those persons invited by the Board of Directors may be present.

Section 3.7 QUORUM

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

Section 3.8 ADJOURNED MEETING

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place without further notice.

Section 3.9 MANNER OF ACTING

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a

greater number is required by applicable law, the Articles of Incorporation or these Bylaws.

Section 3.10 PARTICIPATION BY ELECTRONIC MEANS

Any or all directors may participate in a Board of Directors or committee meeting by means of telephone conference or any other means of communication by which all persons participating in the meeting may hear each other at the same time. A director participating in a Board of Directors' or committee meeting by this means is deemed to be present at the meeting.

Section 3.11 VACANCIES

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by appointment by the remaining Board of Directors, even if less than a quorum. A director appointed to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.12 RESIGNATION

Any director may resign at any time by giving written notice to the Chair. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and the acceptance of such resignation shall not be necessary to make it effective. If a resignation is made effective at a later date, the Board of Directors may remove the resigning director at any time before the effective date and fill the vacancy.

Section 3.13 REMOVAL

Any director may be removed at any time, with or without cause, by a majority of the directors then in office.

Section 3.14 COMMITTEES

Standing Committees of the Board of Directors shall be:

- The Audit Committee;
- The Development Committee;
- The Executive Committee;
- The Finance Committee; and,
- The Governance and Nominating Committee;

The Board of Directors may form Ad Hoc Committees by resolution. Each Standing Committee shall have a written charter approved annually by the Board of Directors. The Chair of the Board of Directors shall appoint one or more directors to serve on each committee. Except as provided in the Articles of Incorporation, the Colorado Revised Nonprofit Corporation Act or these Bylaws, the committees will have such authority as designated in their respective charters or as otherwise approved by the Board of Directors. The provisions governing the meetings, notice, waiver of notice, quorum, manner of acting, participation and action without a meeting of the Board of Directors set out in this Article III will apply to committees and their members appointed under this Section 3.14.

ARTICLE IV OFFICERS

Section 4.1 NUMBER

The officers of the board shall be a Chair, Vice Chair, a Chief Executive Officer, a Secretary, a Treasurer, and such other officers and assistant officers as may be elected or appointed by the Board of Directors. Except for the Chair, officers of the board are not required to be directors.

Section 4.2 ELECTION, APPOINTMENT AND TERM OF OFFICE

The Chair shall be elected at the annual meeting by a majority of the directors then in office to a term of 2 years. The Vice Chair shall be elected at the annual meeting by a majority of the directors then in office to a term of 2 years. The CEO shall serve in accordance with the terms of his or her contract. The Secretary and Treasurer shall be appointed by the Board of Directors at its annual meeting.

Section 4.3 VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.4 CHAIR

The Chair of the Board of Directors shall preside at all meetings of the Board of Directors. He or she may sign, as may the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time. The Chair shall serve on and preside over the Executive Committee.

Section 4.5 VICE CHAIR

The Vice Chair of the Board of Directors shall serve in the role of Chair in the absence of the Chair. Additionally, it is the expectation of the Board of Directors that the Vice Chair will be elected into the role of Chair upon conclusion

of the Chair's service in that role. In this regard, the Vice Chair will serve as a chair-elect, although service in this role does not preclude the Board of Directors from electing a different Director as Chair at the time of the election. The Vice Chair shall serve on the Executive Committee.

Section 4.5 CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall supervise and control the business affairs of DSST Public Schools. The Board of Directors shall rely on the CEO to provide professional and administrative leadership. The CEO shall be hired by and report directly to the Board of Directors. The CEO will, directly or indirectly, supervise all other staff members employed by DSST Public Schools. He or she will be ultimately responsible for selecting staff members, conducting staff reviews and recommending compensation levels. The Board will annually evaluate the performance of the CEO. The responsibilities of the CEO shall be addressed more specifically in his or her contract.

Section 4.6 TREASURER

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; and (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

Section 4.7 SECRETARY

The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; (d) keep a register of contact information for each Director which shall be furnished to the Secretary by such

Director; (e) and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

ARTICLE V INDEMNIFICATION

Section 5.1 SCOPE OF INDEMNIFICATION

DSST Public Schools shall indemnify to the full extent permitted by the Colorado Revised Nonprofit Corporation Act, including exclusions therein, any director, officer, employee or agent against reasonably incurred expenses (including attorneys' fees), judgments, penalties, fines (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement reasonably incurred by him or her in connection with such action, suit or proceeding if it is determined by the Board of Directors that he or she conducted themselves in good faith and that they reasonably believed: (a) in the case of conduct in his or her official capacity with DSST Public Schools, that his or her conduct was in DSST Public Schools' best interests; (b) in all other cases (except criminal cases), that his or her conduct was at least not opposed to DSST Public Schools' best interests; or (c) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful.

A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement in this Section 5.1.

No indemnification shall be made under this Article V in connection with any proceeding charging that the individual derived an improper personal benefit, whether or not involving action in an official capacity, in which he or she was adjudged liable on the basis that he or she derived an improper personal benefit. Further, indemnification under this Section in connection with a proceeding

brought by or in the right of DSST Public Schools shall be limited to reasonable expenses, including attorneys' fees, incurred in connection with the proceeding.

**Section 5.2 BOARD OF DIRECTORS AUTHORIZED TO MAKE
INDEMNIFICATION DETERMINATION**

Any indemnification shall be made by the Board of Directors by a majority vote of those present at a meeting at which a quorum is present, which quorum shall consist of directors not parties to the proceeding .

Section 5.3 COURT ORDER INDEMNIFICATION

Any individual may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction.

**ARTICLE VI
BOOKS AND RECORDS**

DSST Public Schools shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors; and shall keep at its registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of DSST Public Schools may be inspected by any director or his or her agent or attorney for any proper purpose reasonable at the time.

**ARTICLE VII
FISCAL YEAR**

DSST Public Schools' fiscal year will be July 1st to June 30th unless otherwise determined by the Board of Directors.

**ARTICLE VIII
CORPORATE SEAL**

The Board of Directors will provide a corporate seal which will be circular in form and is inscribed with the Corporation's name, the state of incorporation and the words "CORPORATE SEAL."

**ARTICLE IX
INSURANCE**

DSST Public Schools shall purchase and maintain insurance, in such scope and amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee, fiduciary or agent of DSST Public Schools. Any such insurance may be procured from any insurance company designated by management, whether such insurance company is formed under the laws of Colorado or any other jurisdiction of the United States or elsewhere.

**ARTICLE X
AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted only after a notice of motion of the proposed amendment has been given at the regular board meeting prior to the scheduled action. Waiver of the notice of motion rule shall require a unanimous vote of the Board of Directors. Approval of the proposed amendment shall require affirmative vote of two-thirds of the Board of Directors.

**ARTICLE XI
MISCELLANEOUS PROVISIONS**

Section 11.1 PUBLIC ATTENDANCE AT BOARD MEETINGS.

DSST desires to provide opportunities for any member of the community to express interest in and concern for its schools. Accordingly, the public is cordially invited to attend all open meetings of the Board of Directors. A pre-scheduled time for public comment shall be a part of every regular Board of Directors meeting. The Board of Directors reserves the right to establish reasonable time limits for such public comment.

Section 11.2 EXECUTIVE SESSION

Meetings are closed to the public when the Board of Directors is meeting in executive session. An executive session may be called to discuss matters not appropriate for public discussion in accordance with Section 24-6-402, C.R.S. No formal action of the Board of Directors may be taken in any executive session. Section.

Section 11.3 LOANS

No loans shall be contracted on behalf of DSST Public Schools and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 11.4 GIFTS

The Board of Directors may accept on behalf of the DSST Public Schools any contribution, gift, bequest or devise for the general purposes or for any special purpose of DSST Public Schools.

Section 11.5 BOARD MEMBER COMPENSATION

Directors shall serve without compensation, but may be reimbursed, with prior approval, for any necessary expenses incurred by them performing their duties as members of the Board.

Section 11.6 CONFLICTS OF INTEREST

Consistent with a director's fiduciary duties, a director is expected to exercise his or her powers and duties in the interests of DSST Public Schools and not in the director's own interest or in the interest of another person or entity. A director shall exercise care that the director's independent judgment in the discharge of his or her responsibilities is not impaired as a result of conflicts between the interests of DSST Public Schools and the director's own financial interest, personal interest, or the financial interests or personal interests of the members of the directors' family. In the event a director believes that he or she has a conflict of interest, the director shall disclose the conflict to the board and shall refrain from participating in the matter to which the conflict relates. The minutes of the meeting where the disclosure is made shall reflect the disclosure and the fact that the director abstained from participation in the matter. The board may adopt policies to implement this bylaw.

Section 11.7 BOARD ELECTION PROCEDURES

The Board Governance and Nominating committee shall prepare and submit to the Board at its annual meeting a report of the nominees it recommends for election. The number of seats available shall be determined in accordance with the bylaws. Directors will be elected by a simple majority of the quorum present at the meeting during which elections are held. Each director shall serve from the next scheduled board meeting after the election until the end of his or her term as determined by the Board of Directors.

Section 11.8 NON-DISCRIMINATION

DSST Public Schools does not discriminate on the basis of race, color, national origin, sex, age, disability, religion, sexual orientation or veteran status in admission and access to, and treatment and employment in, its educational programs and activities. All students shall have the same fundamental rights to equal respect, due process, and judgment of them bases solely on factors demonstrably related to performance and expectations of students. All students share equally the obligations to perform their duties and exercise judgments of others in accordance with the basic standards of fairness, equity, and inquiry that should always guide education.