

## KCGPA Board of Directors: Proposed Bylaws Amendments

Article/Topic	Current Text	Proposed Change	Comment
<b>Article III: Board of Directors</b>	<p><b>Section 3.2 Number, Election, Term of Office, and Resignation.</b></p> <p>a. Number and Election. The Board shall consist of at least three but no more than eleven directors, such number to be determined by the Board. The number of directors may be increased or decreased by the Board within the range herein provided.</p> <p>b. Classes and Term of Office. Each member of the founding Board of Directors shall hold office until the first annual meeting of the Board of Directors. Commencing with the first annual meeting of the Board of Directors, three classes shall be established in order to stagger the terms of office for the founding Directors. Based on these classes, the founding Directors shall serve an initial term of one, two, or three years (Class I, Class II, and Class III). Thereafter, each founding Director and each person who is elected as a member of the Board of Directors shall serve a two (2) year term, with no director being allowed to serve more than three (3) consecutive terms, after which</p>	<p><b>Section 3.2 Number, Election, Term of Office, and Resignation.</b></p> <p>a. Number and Election. The Board shall consist of at least <del>seven</del> <del>three</del> <del>three</del> but no more than <del>thirteen</del> <del>eleven</del> <del>eleven</del> directors, such number to be determined by the Board. The number of directors may be increased or decreased by the Board within the range herein provided.</p> <p>b. Classes and Term of Office. Each member of the founding Board of Directors shall hold office until the first annual meeting of the Board of Directors. Commencing with the first annual meeting of the Board of Directors, three classes shall be established in order to stagger the terms of office for the founding Directors. Based on these classes, the founding Directors shall serve an initial term of one, two, or three years (Class I, Class II, and Class III). Thereafter, each founding Director and each person who is elected as a member of the Board of Directors shall serve a two (2) year term, with no director being allowed to serve more than three (3) consecutive terms, after which they must take a</p>	<p>Recommendation from <i>Charter Schools: Creating Effective Governing Boards</i> by the Charter Friends National Network: “The ideal number of board directors is the smallest number that allows the charter school board to be effective. While it is difficult to specify an appropriate size for all charter school boards, in general, a board should range in number from 11 to 21 members.” p. 11-12</p> <p>Preference for gender neutrality</p>

	<p>they must take a minimum of two (2) years off before being reconsidered for nomination as a Director. An exception to this limit may be exercised by one of the founding board members to remain for four (4) consecutive terms. Each director shall hold office for the terms set forth in this section and thereafter until his or her successor shall have been elected and qualified, unless such director earlier resigns or there is a decrease in the number of directors.</p>	<p>minimum of two (2) years off before being reconsidered for nomination as a Director. An exception to this limit may be exercised by one of the founding board members to remain for four (4) consecutive terms. Each director shall hold office for the terms set forth in this section and thereafter until <del>a his or her</del> successor shall have been elected and qualified, unless such director earlier resigns or there is a decrease in the number of directors.</p>	
<p><b>Article V: Officers</b></p>	<p><b>Section 5.1 Number.</b> The officers of the Board shall be a Chair, a Treasurer, and a Secretary and such other officers as may be elected to fill positions created by resolution of the Board of Directors. The Board may, but need not, have a Vice Chair. The Chair must be a member of the Board of Directors. Each officer will fulfill the requirements outlined in the board-approved officer job description.</p>	<p><b>Section 5.1 <u>Positions Number.</u></b> The officers of the Board shall be a Chair, <u>a Vice Chair</u>, a Treasurer, and a Secretary and such other officers as may be elected to fill positions created by resolution of the Board of Directors. <del>The Board may, but need not, have a Vice Chair.</del> The Chair must be a member of the Board of Directors. Each officer will fulfill the requirements outlined in the board-approved officer job description.</p>	<ul style="list-style-type: none"> <li>• Election of a Vice Chair provides clarity about leadership in the absence of the Chair.</li> <li>• The Vice Chair can immediately step in when the Chair has a conflict of interest.</li> <li>• The Vice Chair role/experience is helpful with succession planning</li> <li>• Description of “Chair” position in Section 5.5 provides no authority to delegate responsibilities or designate anyone to act in Chair role.</li> </ul>
	<p><b>Section 5.2 Election and Term of Office.</b> The officers of the Board shall be elected to serve two-year terms by the Board of Directors at its annual meeting. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor</p>	<p><b>Section 5.2 Election and Term of Office.</b> The officers of the Board shall be elected to serve two-year terms by the Board of Directors at its annual meeting. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until <u>a successor is</u></p>	<p>Preference for gender neutrality</p>

	shall have been duly elected or until his or her death or until he or she shall resign or shall have been removed.	<u>duly elected or until the officer's death, resignation, or removal.</u> <del>his or her death or until he or she shall resign or shall have been removed.</del>	
	<b>Section 5.3 Removal.</b> Any officer or agent elected or appointed by the Board of Directors may be removed by a super majority vote of at least 66% of the Board of Directors with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.	<b>Section 5.3 Removal.</b> Any officer or agent elected or appointed by the Board of Directors may be removed by a super majority vote of at least 66% of the Board of Directors with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. <u>The election or appointment of an officer shall not of itself create contract rights.</u>	Narrows and clarifies the reference to "contract rights" in the previous sentence.
		<b>New Provision:</b> <u>Section 5.6 Vice-Chair. The Vice Chair assists and advises the Chair in carrying out the Chair's prescribed responsibilities. The Vice Chair is the secondary leader of the Board and discharges the duties of the Chair in the Chair's absence or by delegation of the Chair.</u>	<ul style="list-style-type: none"> <li>• Designation of a Vice Chair provides clarity about leadership in the absence of the Chair.</li> <li>• The Vice Chair can immediately step in when the Chair has a conflict of interest.</li> <li>• The Vice Chair role is helpful with succession planning</li> <li>• Description of "Chair" position in Section 5.5 provides no authority to delegate responsibilities or designate anyone to act in Chair role.</li> </ul> <p>Note: adoption of this new Section 5.6 will require numerical changes to all subsequent provisions of Article V.</p>
	<b>Section 5.6 Treasurer.</b> The Treasurer shall, subject to the authority and approval of the Board of Directors: (a) have charge and custody of and be responsible for all funds and securities of the School; receive and give receipts for	<b>Section 5.6 Treasurer.</b> The Treasurer shall, subject to the authority and approval of the Board of Directors: (a) have charge and custody of and be responsible for all funds and securities of the School; receive and give receipts for moneys due and	Preference for gender neutrality

	<p>moneys due and payable to the School from any source whatsoever and deposit all such moneys in the name of the School in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; provided, however, that some or all of such duties, as the Board of Directors may determine, may be delegated to a custodian, as provided in said Article VII hereof; 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 by the Chair or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.</p>	<p>payable to the School from any source whatsoever and deposit all such moneys in the name of the School in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; provided, however, that some or all of such duties, as the Board of Directors may determine, may be delegated to a custodian, as provided in said Article VII hereof; 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 <del>to him</del> by the Chair or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of <del>his</del> <u>the prescribed</u> duties in such sum and with such surety or sureties as the Board of Directors shall determine.</p>	
	<p><b>Section 5.7 Secretary.</b> The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one (1) 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 School and see that the seal of the School is affixed to all documents, the execution of which on behalf of the School under its seal is duly authorized in accordance with the provisions of these Bylaws; (d) maintain a</p>	<p><b>Section 5.7 Secretary.</b> The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one (1) 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 School and see that the seal of the School is affixed to all documents, the execution of which on behalf of the School under its seal is duly authorized in accordance with the provisions of these Bylaws; (d) maintain a</p>	<p>Preference for gender neutrality</p>

	permanent record of all disbursements for religious, charitable, scientific, literary or educational purposes made by the Board of Directors and/or its duly appointed officers or agents in behalf of the School; and (e) 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 by the Chair or by the Board of Directors.	permanent record of all disbursements for religious, charitable, scientific, literary or educational purposes made by the Board of Directors and/or its duly appointed officers or agents in behalf of the School; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned <del>to him</del> by the Chair or by the Board of Directors.	

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