

PART I: CONSTITUTION

ARTICLE I Name and Address

The name of this organization shall be the Colorado Digital BOCES ("CDBOCES"), located at 4035 Tutt Blvd, Colorado Springs, Colorado 80922.

ARTICLE II Definitions

For purposes of the Constitution, Bylaws, and Policies of the CDBOCES, the following definitions shall apply:

1. Member districts - those individual school districts or institutions of higher education (IHE) named in Article Five (V) of this document.
2. Associate member - any agency other than a public school district or IHE that is a Board-approved and authorized non-voting member of the Board.
3. BOCES - the CDBOCES.
4. Board – the CDBOCES Board of Directors.
5. Board Member - an individual selected pursuant to the BOCES Constitution and Bylaws by each member district or institution of higher education to serve on the Board, along with such members at large who may be appointed by the Board, provided such individual's seat is not declared vacant by the Board pursuant to said Constitution and Bylaws.

ARTICLE III Legal Status

The BOCES is organized under the provisions of the Boards of Cooperative Services Act of 1965, C.R.S. § 22-5-101 *et seq.*, and it shall have all the powers and duties granted by those provisions. The BOCES shall have perpetual existence, but in the event of its dissolution, all its assets shall be divided among member districts on a prorated basis proportionate to the current year's contribution percentages. The BOCES is not a political subdivision of the State, but is a legal entity separate and apart from its member school districts to which certain governmental decision-making functions have been delegated.

ARTICLE IV Purpose

The purpose of this organization shall generally be to provide those services and functions requested by member districts and authorized by the Board.

ARTICLE V Membership

Section 1, Membership shall be in accordance with the provisions of C.R.S. § 22-5-104, and shall be by school district or by institution of higher education, each member district being entitled one or two voting Board members as permitted by the statute. Member districts and institutions of higher education are:

- Falcon School District 49 (D49)
- Pikes Peak Community College (PPCC)

One or more additional members may be added in accordance with C.R.S. § 22-5-104(3).

Section 2, Associate membership shall be in accordance with the provisions of the Constitution and shall be by agency other than a public school district. Each associate member is entitled to one non-voting member. Associate members are:

- TBD

Section 3, Appointment of Board members:

Each member school district board of education or IHE shall appoint up to two BOCES Board members from its membership in accordance with C.R.S. § 22-5-104(2)(b). The term of office of each voting Board member shall be coterminous with the Board member's term of office on his/her board of education. When a Board member's term of office expires or when he/she resigns, a new member of the Board shall be appointed by the local board of education of the school district he/she represents within 30 days.

It shall be the responsibility of each member school district to notify the BOCES as to the names of the representatives and alternates following local board elections.

In addition, the Board shall appoint at least one (1) and up to four (4) additional Board members at-large.

Section 4, Voting Rights:

Each member school district or IHE shall be entitled to up to two votes on each matter submitted to a vote of the Board. The designated alternate representative, if any, of the local board of education has the right to vote on behalf of that district in the absence of the regular designated representative.

Section 5, Termination of Membership:

The BOCES, by affirmative vote of a 4/5 majority of all the members of the Board, may suspend or expel any member district found to be in default of contractual obligations, or for other good and just cause.

Section 6, Resignation of Membership:

Any member district or IHE may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member district or IHE so resigning of the obligation to pay encumbrances, assessments, or other charges theretofore assumed and unpaid for the ensuing calendar budget year. Upon resignation, a statement of assets of the BOCES will be made reflecting its proportionate share. However, no assets will follow the resigning district or IHE unless at some later date the BOCES organization should be dissolved. Only then could the district or IHE which had previously resigned claim its share of the assets at the time of its resignation, as depreciated by the auditor.

Section 7, Reinstatement of Membership:

The BOCES may, by the affirmative vote of 3/4 of the Board, reinstate a former member district or IHE to membership upon such terms as the Board may deem appropriate. A reinstated district or IHE will be required to pay its pro rata share of any new assets accumulated by the BOCES since the date of its resignation as depreciated by the auditor.

PART II: BYLAWS

SECTION I: OFFICERS

1.0 Officers:

The officers of the Board shall be president, vice-president, secretary and treasurer, whose terms of office shall be for two years, unless their terms of office as board members of their respective districts or IHEs expire earlier (in which case the officership shall similarly expire), or unless they resign. Each officer shall be elected by a majority of the Board. In case of a vacancy, the Board shall, by majority vote, elect another member or members to fill the vacant office or offices. A newly-elected officer shall assume the duties of office immediately upon election. Inasmuch as the selection of a new officer on a three-or-four-officer, five-member board frequently requires a shifting of officers it shall be permissible for a member to be nominated for another office without resigning the current office. Upon election to the new office, the former office shall be declared vacant and another member elected to fill that position.

1.1 President:

The president shall preside over all regular and special meetings of the Board. He/she shall sign any written contract to which the BOCES may be a party when such contract shall have been authorized by the Board and shall sign all official reports of the BOCES except when otherwise provided by law. The Board president shall develop the agenda for board meetings.

1.2 Vice-President:

The vice-president shall be a director of the BOCES. In the absence or inability of the president, the vice-president shall have and perform all the powers and duties of the president.

1.3 Secretary:

The secretary may or may not be a member of the Board.

The secretary or designee authorized by the Board and duly bonded shall:

1. cause written notice to be given to each director of the Board of all special meetings of the Board;
2. cause minutes of each meeting of the Board to be kept and preserved;
3. cause all notices required by law to be published or posted;

4. be custodian of the seal of corporation, shall attest any written contract to which the BOCES may be a party when such contract shall have been authorized by the Board; and
5. perform such other duties as may be assigned by the Board. In the absence or inability of the secretary, an officer of the Board designated by the president shall perform the duties of the secretary.

1.4 Treasurer:

The treasurer may or may not be a member of the Board

The treasurer or designee authorized by the Board and duly bonded shall:

1. account for all moneys belonging to the BOCES, or coming into its possession, shall render a report thereof when so required by the Board; and
2. shall perform such other duties as may be assigned by the Board.

In the absence or inability of the treasurer, an officer of the Board designated by the president shall perform the duties of the treasurer.

As required by law, the treasurer shall give bond for the faithful discharge of his/her duties in such sum and with surety or sureties as the Board shall determine. Cost of said bond shall be borne by the BOCES as determined by the Board.

1.5 Simultaneous Offices: At the Board's discretion, the same individual may hold the offices of secretary and treasurer simultaneously, and is then responsible for the duties of both offices.

1.6 Powers and Duties:

Duties of the president, vice-president, secretary and treasurer shall be the same as those set forth for similar officers of Boards of Education in section C.R.S. § 22-32-105 through 107, as provided in section C.R.S. § 22-5-105.

SECTION II: MEETINGS

2.0 Meetings:

Meetings shall be called, held, and conducted as set forth in C.R.S. § 22-5-105, which requires that such meetings be conducted in accordance with C.R.S. 22-32-108(6), including all actions to be subject to roll call voting. Regular meetings shall be held in accordance with state statute. Additional meetings may be called

by the president at any time, and shall be called by him/her upon written request of a majority of the members of the Board.

The secretary or duly authorized designee of the Board shall cause each member of the Board to be notified of the starting time, place, and purpose of any regular or special meeting no later than 24 hours prior to the hour set for the meeting. If the members are notified by mail, the notice shall be mailed no later than 72 hours prior to the hour set for the meeting.

Any Board member may waive notice of the time, place, and purpose of a special meeting at any time before, during, or after such meeting, and attendance thereat shall be deemed to be a waiver.

A quorum of Board members necessary for transacting business shall be a simple majority.

Effective functioning of the BOCES is dependent upon consistent representation of member districts and IHEs by the BOCES directors. In accordance with state school law (C.R.S. § 22-31-129), if a director is absent for three consecutive meetings without approval of the Board, the school district or IHE represented by that director will be notified, and the BOCES Board may declare a vacancy.

2.1 Meeting Schedule: Board meetings shall occur at least quarterly, in accordance with state statute. (C.R.S. § 22-5-104(4)).

2.3 Notice: Items to be covered shall be enumerated on an agenda distributed to Board members at least 48 hours prior to the meeting time.

2.4 Quorum Required: Board meeting business may be transacted only if a quorum is present.

2.4.1 A quorum shall consist of a simple majority of those members serving on a board of cooperative services. In the absence of a regular member, the alternate may be counted toward the required quorum and assume the prerogatives of the regular member.

2.5 Open Meetings: The BOCES Board is an entity to which certain governmental decision-making functions have been delegated; therefore, Board meetings shall be held open to the public as prescribed by Colorado law.

2.6 Meeting Agenda

2.6.1 The Board president shall prepare the agenda for each Board Meeting and post the same no later than twenty-four hours prior to the meeting.

2.6.2 Upon motion duly made, seconded, and passed by a majority of the quorum present, the Board may delete any item from the agenda, or add any item to the agenda, provided that, in the case of an added item, such item was not anticipated to be on the agenda at the time of posting.

2.7. Public Participation at Board Meetings

2.7.1 Informal Public Comments and Questions:

One period of time shall be scheduled during each regular meeting of the Board for brief comments or questions from the public. Any person addressing the Board shall first give his/her name and address to be recorded in the meeting minutes. Each member of the public will be limited to a total of three (3) minutes for comments, questions, and answers except to the extent a longer time is needed to accommodate an individual with a disability, or unless the meeting Presiding Officer determines that the BOCES' interests would be better served by allowing a longer time.

2.7.2 Formal Presentations:

It is recognized that from time to time members of the public may wish to make a lengthier formal presentation before the Board. In such cases, the person shall make arrangements in advance with the Executive Director so that the presentation may be scheduled on the agenda of an upcoming Board meeting. Any person wishing to make such a formal presentation will be required to provide a brief written statement or outline of the subject of the presentation. Such written statement and any background materials must be submitted in advance by a date specified by the Executive Director, so that they can be provided to the Board in the meeting packet. Formal presentations shall not exceed ten minutes in length, unless the Presiding Officer of the Board determines that the subject matter requires additional time, in which case the Presiding Officer will set an appropriate time limit, taking into account the subject matter and the press of other business.

2.7.3 Content of Comments, Questions, and Presentations; Board Response:

Comments, questions, and formal presentations at a regular meeting may deal with any topic related to BOCES business. Comments, questions, and presentations at a special meeting must be related to the agenda items of that special meeting.

All remarks must be directed to the Chair. Remarks must be appropriate in language and department. Additionally:

- The Board is under no legal obligation to respond to any comment or question from the public, but may do so as a courtesy and to provide the interested public with such factual information as may be reasonably provided within the context of the Board meeting.
- No Board member will be expected to comment upon the reasons for a particular policy decision or vote, or to discuss with the public matters currently under deliberation by the Board.
- The Board will not respond to any question that calls for a legal conclusion, requires advice of legal counsel, or involves information that is privileged or confidential in accordance with law, nor will the Board respond in the public meeting to any complaint or criticism concerning any BOCES or member district employee. The Board will treat all such complaints as personnel matters, and may in its discretion invite the complaining party to address the Board in executive session concerning such complaint, subject to legal requirements and to such time limits as the Board may impose.
- If the meeting's Presiding Officer determines that it is appropriate to answer a particular question at the time it is asked, the Presiding Officer will designate the appropriate Board member, staff member, or other person present to answer the question from the public. Answers to questions from the public shall be kept brief and to the point. If the Presiding Officer determines that the question should be answered, but (a) the answer cannot be provided within the person's time limit, or (b) if for any other reason the Presiding Officer determines that it would not be appropriate to answer the question in the public meeting, he/she may advise the person who to contact to obtain the answer at a later time, or direct the person to submit the question in writing. If the question is so submitted, the BOCES will provide a written response within a reasonable time.
- Criticisms and opinions about "high profile" BOCES or member district employees such as the Executive Director, Director of Exceptional Student

Services, superintendents of member districts, or varsity athletic coaches of member districts may be heard in the public comment period, but specific complaints or allegations against individual BOCES or member district employees should not be made in public. The Presiding Officer may, but is not obligated to, warn any person making such complaints or allegations that the speaker is not protected from potential liability for defamation, and that any potentially defamatory statements about any BOCES or member district employee should be made in writing to the Executive Director or designee, to be addressed by the Board as appropriate in executive session as a personnel matter. The Board is not obligated to invite any complaining party to address the Board in executive session, but may do so at the Board's discretion.

2.7.4 Presiding Officer's Duties and Authority; Appeals:

- The Presiding Officer of the meeting (usually the President or Vice-President) will be responsible for recognizing all speakers, for maintaining proper order, and for adherence to time limits and procedural rules herein set forth.
- Any person who refuses to comply with these rules or who otherwise disturbs the good order of the meeting will be required to leave. The Presiding Officer will implement this provision.
- Any member of the Board who disagrees with the Presiding Officer's decision on any matter hereunder may appeal such decision to the whole Board by motion made and seconded. The appeal must be made immediately after the Chair's ruling and before other business is resumed. No discussion of such appeal motion shall occur unless and until the motion is seconded. If the motion is seconded, discussion may proceed and the vote on the motion will be held in accordance with established practice. A majority vote of the directors present will overrule the decision of the Presiding Officer on the specific matter appealed.

2.8 Board Meetings by Video-Conference

Board meetings may be conducted using video teleconferencing technology. (C.R.S. § 22-5-104(5)).

2.9 Procedures for Video Teleconferencing

1. 2.9.1 Not less than one meeting annually shall be held with a gathering of members of the Board of Directors in a single physical location.

2. 2.9.2 Members of the public shall be allowed access to a meeting of the Board at the location specified for the meeting by the Executive Director. Public involvement in the meeting shall be on the same basis as for a meeting held in a single physical location.
3. 2.9.3 No executive session may be conducted during a meeting of the Board held through video conferencing.
4. 2.9.4 Any public notice or notice to members of the Board regarding a meeting shall designate whether the meeting will be held through video conferencing and at what location public access will be available.

2.10 Executive Session

2.10.1 All meetings of the Board shall be open to the public except that at any regular or special meeting the Board may proceed into executive session upon affirmative vote of two-thirds of the quorum present.

2.10.2 The Board shall not make final policy decisions nor shall any resolution, policy or regulation be adopted or approved nor shall any formal action of any kind be taken during any executive session. The Board is authorized to approve written minutes of an executive session in executive session if written minutes are taken in addition to the electronic recording as required by law.

2.10.3 The Board may hold an executive session for any purpose authorized by law.

2.10.4 The Board may enter executive session by motion made and seconded and passed by two-thirds of the quorum present. The motion should include the topic of the executive session, which shall be reflected in the minutes, and should include as much detail as possible without compromising the purpose for which the executive session is authorized. The motion should also recite the specific citation to statute authorizing it (as set forth above) to meet in executive session. In the event the motion is deficient in either requirement, the Board President shall make a statement meeting both requirements before the Board enters executive session.

2.10.5 Only those persons invited by the Board may be present during any executive session regardless of the topic of the session (including personnel matters).

2.10.6 The Board shall cause an electronic record to be made of the executive session which shall be retained by the Board for 90 days following the session. No electronic record shall be made of an executive session held for the purpose of discussing an individual student matter or a session in which the discussion involves a privileged attorney-client communication. The electronic record must include the specific statutory citation to the executive session law that allows the Board to meet in executive session; therefore, the Board President shall make a statement including the date and time of day, the purpose of the executive session as announced in the motion or otherwise, and the statutory authorization. Such statement shall be made immediately after the recording is activated and before the commencement of the discussion.

2.11 Minutes:

The secretary or some person designated by him/her, shall send out, following each meeting, a copy of the minutes of said meeting to each Board, member including associate members, and to the superintendents of schools of each participating district.

SECTION III: GOVERNANCE

3.1 Governance Model:

The Board of Directors of the Colorado Digital BOCES will employ a cooperative governance model according to the following form:

- Discussion will be encouraged, allowing all board members an equal voice when they choose to voice their viewpoints.
- Consensus will be attempted for each goal or direction the board provides. Where consensus is approached, the board President will state the consensus view or ask another board member to do so, or entertain a motion for vote with the consensus view where a vote is needed or desired.®
- If consensus cannot be achieved and a motion and vote are necessary because a decision is needed, such a vote in the absence of consensus will be used at the discretion of the board chair.
- Nothing in this framework for cooperative governance will be construed to prevent a motion, second, discussion and vote per Robert's Rules of Order.

The board will not restrict itself to policy governance, but may often employ objective setting and specific directives to actively govern the organization.

3.2 Conduct of the Board:

The Board of Directors agrees to conduct itself according to the following guidelines and behavioral norms;

- **Con Ganas:** The work we do is challenging, but every challenge is seen as an opportunity and we do not easily give up.
- **The High Road:** We do the right thing and we treat one another with respect and dignity.
- **Joy Factor:** We work to create a joyful and optimistic governance environment that values kindness and humor.
- **Accountable Action:** We hold clear, high expectations for our work, and we are appropriately held accountable to those expectations by ourselves and others.
- **Growth Mindset:** We continue to develop professionally, and ensure our organization operates with a growth mindset in order to create the best and improving education possible for our students and families.
- **Lean In:** We communicate with one another professionally, appropriately, honestly, and transparently, both in person and in writing.
- **We Serve:** Every day is an opportunity to partner with and learn from our schools and their students and families, whom we serve with grace and humility.

SECTION IV: AMENDMENTS

4.0 Amendments:

These bylaws may be amended or repealed by a 4/5 vote of the entire Board at any regular or special meeting, provided that such change shall not violate provisions of the Boards of Cooperative Services Act of 1965, as amended, and provided written notice of the proposed amendment has been provided to the Board by the means regularly and customarily used for such notices at least 30 days prior to action. If the Board votes unanimously in favor of any amendment, notice as provided herein shall be deemed waived.

Section V: Ratification

5.0 Know All Men By These Presents:


That the undersigned, being all members of the BOCES, hereby assent to the foregoing Bylaws as adopted by them as the Bylaws of the _____ BOCES.

President  _____

Vice-President  _____

Secretary  _____

Treasurer  _____

Member  _____

5.1 Know All Men By These Presents:

That the undersigned secretary and/or treasurer of the BOCES, known as a non-profit board, does hereby certify that the above and foregoing Bylaws, adopted by the BOCES as the Bylaws of said Board on the 22nd Day of January , 2018, and that they do now and hereafter constitute the Bylaws of said BOCES.

ATTESTED:

Secretary and/or Treasurer  _____

