

# Old Sturbridge Academy Charter Public School

## By-laws

### ARTICLE 1

#### *Purpose, Name and Statutory Authority*

Section 1: The purpose of Old Sturbridge Academy Charter Public School is to operate a Commonwealth Charter School with the mission of being to provide K-8 public charter school students with the rigorous, real world learning experiences in a supportive and nurturing school community, helping all students to become reflective inquisitors, articulate communicators, critical thinkers and skilled problem solvers.

Section 2: Old Sturbridge Academy Charter Public School is a public school, operated under a charter granted by the Board of Elementary and Secondary Education of the Commonwealth of Massachusetts (the "Charter"). The name of the School, if ever changed, must include the words "Charter School."

Section 3: Old Sturbridge Academy shall be subject to all applicable provisions of Massachusetts General Laws Chapter 71, Section 89, as amended. The Board of Trustees of Old Sturbridge Academy (the "Board") holds the charter granted by the Commonwealth of Massachusetts, as described in Massachusetts General Laws Chapter 71, Section 89©. The Board is a public entity which operates independently of a school committee. The individual members of the Board are deemed to be special state employees subject to and in accordance with the provisions of Massachusetts General Laws Chapter 71, Section 89 and related applicable laws and regulations. The board is a public employer for the purposes of tort liability (M.G.L. Chapter 258) and for collective bargaining purposes (M.G.L. Chapter 150E).

Section 4: Members of the board of trustees will comply with the Commonwealth's state ethics requirements including, but not limited to, meeting all training requirements; complying with G.L. c. 268A, the conflict of interest law; filing all required disclosures under G.L. c. 268A; and filing all statements of financial interest in a timely fashion as required by G.L. c. 71, § 89(u). Failure to comply with state ethics requirements may result in removal of individual board members by the board of trustees or by the Commissioner. M.G.L. c. 71, § 89(u); 603 CMR 1.06(2)(e)

### ARTICLE 11

#### *Board of Trustees*

Section 1: The Board shall consist of at least seven (7) Trustees and no more than fifteen (15) Trustees. All Trustees shall have identical rights and responsibilities in their capacity as Trustees.

Section 2: The Board will fulfill their fiduciary responsibilities, including but not limited to, the duty of loyalty and duty of care, as well as the obligation to oversee the school's budget. Citation: 603 CMR 1.06(1)

Section 3: The Board of Trustees shall manage the affairs of the School and shall have and may exercise all the powers of the School, except as otherwise provided by law, by the School's Charter or by these

By-Laws. Except as otherwise prohibited by law, the Charter or these By-Laws, the exclusive powers of the Board shall include but not be limited to the power to:

- (a) Successfully completing the opening procedures process in accordance with G.L.c.70, § 89; 603 CMR 1.00; and any guidelines issued by the Department;
- (b) Requesting the Commissioner's appointment of any new trustees and receiving that approval prior to any new trustees beginning their service as members;
- (c) Submitting timely annual reports;
- (d) Submitting timely annual independent audits; hiring, evaluating, and removing, if necessary, qualified personnel to manage the OSACPS's day to day operations and holding these administrators accountable for meeting specified goals;
- (e) Approving and monitoring progress towards meeting the goals of the school's Accountability Plan;
- (f) Adopting and revising school policies, including plans for student recruitment and retention; responding to complaints in writing as required by 603 CMR 1.09;
- (g) Ensuring that members of the board receive an orientation and training regarding their duties and obligations as members of a board of trustees.

The board of trustees shall not:

- (a) Exercise managerial powers over the day-to-day operations of the school.
- (b) Hire any paid employee as trustee(s), unless their position is explicitly stated herein.

Section 4: The Old Sturbridge Academy nominating committee, known as the Governance Committee, shall present a slate of potential Trustees for election by the Board. This slate shall be presented for vote at the annual meeting of the board. Trustees shall be elected by a majority vote of the Trustees then in office.

Section 5: Except as provided for the initial Trustees, Trustees shall serve a term of three (3) years from the date of their appointments, or until their successors are seated; provided, however, that the initial terms of the initial Board members shall be staggered in one (1), two (2) and three (3) year terms to allow for the expiration of terms approximately one-third of the Trustees each year. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. After election, the term of a Trustee may not be reduced, except as specified in these bylaws. No Trustee shall serve more than three (3) consecutive, complete three-year terms.

Section 6: Any vacancy occurring in the Board of Trustees and any position to be filled by reason of an increase in the number of Trustees may be filled, upon the recommendation of a qualified candidate by the Governance Committee, by formal majority vote of the seated Trustees. A Trustee elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 7: A Trustee may resign at any time by filing a written resignation with the Chair of the Board.

Section 8: The Board may remove any Trustee, with or without cause, by a two-thirds (2/3) vote of the entire Board at any regular or special meeting of the Board, provided that a statement of the reason or reasons, if any, shall have been mailed by registered mail to the Trustee proposed for removal at least

thirty (30) days before any final action is taken by the Boards. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Trustee shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 9: The Board of Trustees shall comply with the disclosure and other requirements of the Massachusetts Conflict of Interest Law set forth in Massachusetts General Laws Chapter 268A. In addition to compliance with the provisions of said Chapter 268A, members of the Board shall file a disclosure of any financial interests or business transactions that they (or any immediate family members) have in any charter school in Massachusetts or elsewhere with the State Ethics Commission, the Department of Elementary and Secondary Education, and the Town of Sturbridge clerk within thirty (30) days of joining the Board and by September 1 annually of each year, including the year after service on the Board of Trustees is completed (unless service is less than thirty (30) days that year). The Board shall request the appointment of a person to the Board only that the Board has no reason to know that he/she has a financial interest under Massachusetts General Laws Chapter 268A that may preclude a majority of the members of the Board from participating in deliberations or voting on certain matters that come before the Board. The Board shall exercise due diligence in assessing the suitability of candidates for board membership with respect to potential conflicts of interest and areas of skill and expertise that will be of value to the board of trustees, such due diligence to occur prior to a vote by the board of trustees to request the Commissioner to appoint the proposed member(s).

Section 10: Individuals or groups may complain in writing to the Board of Trustees concerning any claimed violations by the School of the provisions of the applicable charter school laws and regulations, and the Board shall respond in writing to any such complaint to the complaining party within thirty (30) days of receipt of the complaint. If, after presenting their complaint to the Board, the individuals or groups believe that their complaint has not been adequately addressed, they may submit their complaint in writing to the Commissioner of Elementary and Secondary Education who shall investigate such complaint and make a formal response, pursuant to the provisions of Massachusetts General Laws Chapter 71, Section 89(II) 603 CMR 1.06(1)(h) and 1.09.

Section 11: The Board of Trustees may not discriminate against potential members on the basis of age, sex, sexual orientation, race, national origin, ancestry, religion, marital status, or non-disqualifying handicap or mental condition.

### **ARTICLE III**

#### ***Officers***

Section 1: There shall be four (4) Officers of the Board: a Chair, a Vice-Chair, a Secretary and a Treasurer. The responsibilities of the officers are as follows:

- a. Chair of the Board: Except as otherwise provided by law, the Charter or these by-laws, the Chair shall hold office until the next annual meeting of the Board and thereafter until his successor is chosen and qualified, unless a shorter term is specified in the vote electing or appointing her/him. The Chair shall establish the agenda for all meetings of the Board in consultation with the CEO/Executive Director of the School and, as appropriate in the discretion of the Chair, other

members of the Board. The Chair shall preside over all meeting of the Board and shall have such powers as the Board shall determine. In the absence of the Chair at any meeting of the Board, the Vice Chair shall exercise the rights and perform the function of the Chair.

- b. Vice Chair: The Vice Chair shall assist the Chair in overseeing the functions of the Board, and shall have such other powers as the Board shall determine. In the absence of the Chair at any meetings of the Board, the Vice Chair shall exercise the rights and perform the function of the Chair.
- c. Treasurer: The Treasurer shall oversee the general financial affairs of the School, subject to the direction and control of the Board of Trustees. The Treasurer shall have such other powers and duties as are customarily incident to that office and may be vested in that office by these By-laws or by the Board.
- d. Secretary: The Secretary shall record and maintain records of all proceedings of the Board in a book or series of books kept for that purpose and shall give such notices of meeting of Trustees as required by the Charter, these By-Laws or by law. No later than seven (7) days before any meeting of the Board of Trustees, The Secretary shall distribute to the members of the Board of Trustees copies of any minutes of prior meetings of the Board of Trustees that have not been approved by the Board of Trustees. The Secretary shall attest formally to the legitimacy of the records of the proceedings of the Board of Trustees by affixing his/ her signature thereto. The Secretary shall have such other powers and duties as are customarily incident to that office and as may be vested in that office, the By-Laws or by the Board. The Secretary shall be a resident of the Commonwealth of Massachusetts unless Old Sturbridge Academy shall appoint a resident agent for the service of the process. In the absence of the Secretary of any meeting of the Board, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.

Section 2: The Governance Committee shall present a slate of Officers to the Board of Trustees. The nominated Officers shall be drawn from among the members of the Board. The election of Officers shall be held at the annual meeting of the Board by a two-thirds (2/3) vote of the Board.

Section 3: The newly elected Officers shall take office on July 1 following the close of the meeting at which there are elected and the term of office shall be one year or until respective successors assume office. A Trustee may serve more than one (1) term in the same office but not more than three (3) consecutive terms in the same office.

Section 4: In the event that the office of the Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of Vice-Chair, Secretary or Treasurer becomes vacant, the Chair shall appoint interim Officers to fill such vacant offices until a scheduled meeting of the Board can be held.

Section 5: The Board shall remove any Officer, with or without cause, by a majority of the entire Board at any regular or special meeting of the Board, provided that a statement of the reason or reasons, if any, shall have been mailed by registered mail to the Officer proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action of the removal. The Officer shall be

given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

## **ARTICLE IV**

### ***Meetings***

Section 1: The annual meeting of the Board of Trustees shall occur in the last quarter of the fiscal year. There shall be at least seven (7) other regular meetings of the Board held each year. All Board meetings will be held in the Commonwealth of Massachusetts. The Board must meet at least once in any given quarter of the fiscal year. Notice shall be given to each Trustee thirty (30) days prior to the date of every regular meeting of the Board.

Section 2: Special meeting of the Board of Trustees may be called by the Chair or by a majority of the Board filing a written request for such a meeting with the Chair and stating the object, date and hour therefor, due notice having been given each Trustee five (5) calendar days prior to the meeting.

Section 3: A majority of the Trustees then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Trustees; and at any meeting where a quorum is present; the vote of a majority of those Trustees present shall decide any matter except where otherwise required by these By-laws. Absent such a provision defining a quorum, a quorum will be the majority of trustees of the "body as constituted," irrespective of vacancies.

Section 4: The Board shall select its own meeting format in any method allowed by the Commonwealth of Massachusetts. Any such meeting, whether regular or special, complying with Sections 1 or 2 of this Article IV, shall constitute a meeting of the Board of Trustees and shall subscribe to the policies, procedures and rules adopted by the Board.

Section 5: Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Trustees prior to the meeting. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting also shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6: Trustees may use audio or video conferencing to participate in meetings when physical attendance is unreasonably difficult due to personal illness, personal disability, emergency, military service, or geographic distance meeting provided that such participation complies with the requirements of 940 CMR 29.10. Trustees who participate remotely and all persons present at the meeting location must be clearly audible to each other and that when remote participation is used during a meeting, all votes must be taken by roll call. An absentee Trustee may not designate an alternate to represent him/her at a Board meeting. No proxies shall be allowed.

Section 7: All meetings of the Board and its committees, irrespective of what the title may be, will comply in all respects with the open meeting law, G.L. c. 30A, §§ 18-25, and the regulations, guidance, and directives of the Office of the Attorney General. This includes, but is not limited to, training, notice of meetings, records of meetings, and executive sessions. All meetings require that notice be given of

the date, time and location of all meetings as well as the listing of topics the Chair reasonably anticipates will be discussed at the meeting in accordance with the law pertaining to the open meetings of governmental bodies (Mass. Gen. Laws c. 30A, § 11A½ ) as amended from time to time or any successor statute. Except as otherwise permitted by M.G.L.c. 30A § 18-25 (i) any deliberation between or among a quorum of the Trustees with respect to any matter within the Boards' jurisdiction shall be open to the public and (ii) no executive session will be held until (a) the Board of Trustees shall have first convened in an open session for which notice shall have been given in accordance with law (b) a majority of the Trustees at such meeting shall have voted to go into executive session, (c) the vote of each Trustee shall have been recorded on a roll call vote and entered into the minutes, and (d) the Chair (or other person presiding over the meeting) shall have cited the purpose of the executive session, stating all subjects that may be revealed without compromising the purpose of which the executive session was called, and shall have stated whether or not the Board will reconvene after the executive session. Executive sessions may be held only for purposes permitted by law.

Section 8: The Board will require that a record of every meeting be adopted and kept, including the time, date, and location of the meeting, the members present or absent, a summary of the discussion on each subject, a list of documents and other exhibits used at the meeting, decisions made and all action taken at the meeting, including formal votes taken. These records shall comply with the Open Meeting Law (M.G.L. c.30A § 18-25).

## **ARTICLE V**

### ***Committees and Task Forces***

Section 1: A Board resolution shall appoint committees or task forces of the Board, except that that Governance Committee shall be established and maintained in accordance with Article V, Section 2 and 3 below. Committees may be composed of Trustees or community members or both. The Board may prescribe the need and/or the composition of such committees.

Section 2: There shall be a standing nominating committee, known as the Governance Committee. This committee shall be composed of at least three (3) persons elected by the Board at its annual meeting. Each Governance Committee member shall serve a term of two(2) years, and these terms shall be staggered to ensure continuity of committee membership. The Governance Committee shall elect its own chair.

Section 3: The duties of the Governance Committee shall be to:

- a. study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant Trustee positions on the Board;
- b. present a slate of nominees for Officers to the Board for Election at the annual meeting;
- c. recommend candidates to the Board to fill vacancies that arise outside the regular nominating process;
- d. provide ongoing orientation to Trustees;
- e. oversee a Trustee assessment process to ensure optimum performance;

## **ARTICLE VI**

### ***No personal Liability***

The Trustees and Officers of the School shall not be personally liable for any debt, liability or obligation of the School. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the School may look only to the funds and property of the School for the payment of any such contract or claim, or for the payment of the debt, damages, judgement or decree, or of any money that may otherwise become due or payable to them from the School.

## **ARTICLE VII**

### ***Indemnification***

Section 1: The School shall, to the maximum extent legally permissible, indemnify each of its Trustees, officers, employees and other agents (including person who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgements, in compromise or as fines and penalties, and counsel fees reasonably incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a Trustee, director, officer, employee or agent except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith or in the reasonable belief that his action was in the best interests of the School provided, however, that as to any matter disposed of by a compromise payment by such Trustee, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the School, after notice that it involves such indemnification: (a) by a disinterested majority of the Trustees then in office or (b) by a majority of the disinterested majority of the Trustees then in office provided there has been obtained an opinion in writing of independent legal counsel to the effect that such Trustee, director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the School. Expenses including counsel fees, reasonably incurred by any such Trustee, director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the School in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the School if he shall be adjudicated to be not entitled to indemnification hereunder. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Trustee, director officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification or limitation of liability to which Trustees or personnel may be entitled by contract or to otherwise under law. As used in this paragraph, the terms "Trustee", "director", "officer", "employee", and "agent" include their respective heirs, executors and administrators and an "interested" Trustee is one against whom such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

Section 2: The School shall purchase and maintain a Directors and Officers Liability Insurance Policy to provide for coverage in the case of personal liability of a Trustee, director, officer, employee or agent entitle to indemnification hereunder.

Section 3: No amendment or repeal of the provisions of this Article VII which adversely affects the right of a person entitle to indemnification under the provisions of this Article VII shall apply to such person with respect to the acts or omissions of such person that occurred at any time prior to such amendment or repeal.

#### **ARTICLE VIII**

##### ***Fiscal Year***

The fiscal year of Old Sturbridge Academy Charter Public School shall begin on July 1 of each calendar year and terminate on June 30 of the following calendar year.

#### **ARTICLE IX**

##### ***Rules of Order***

In case of conflict or challenge, the rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of Old Sturbridge Academy Charter Public School.

#### **ARTICLE X**

##### ***Amendments***

These Bylaws may be amended at a regular or special meeting by a two-thirds (2/3) vote of all Trustees then in office, provided that notice of the proposed amendment, together with a copy thereof, is mailed to each Trustee at least fifteen (15) days prior to the meeting at which the amendment is to be considered, subject to the approval of the Department of Elementary and Secondary Education.