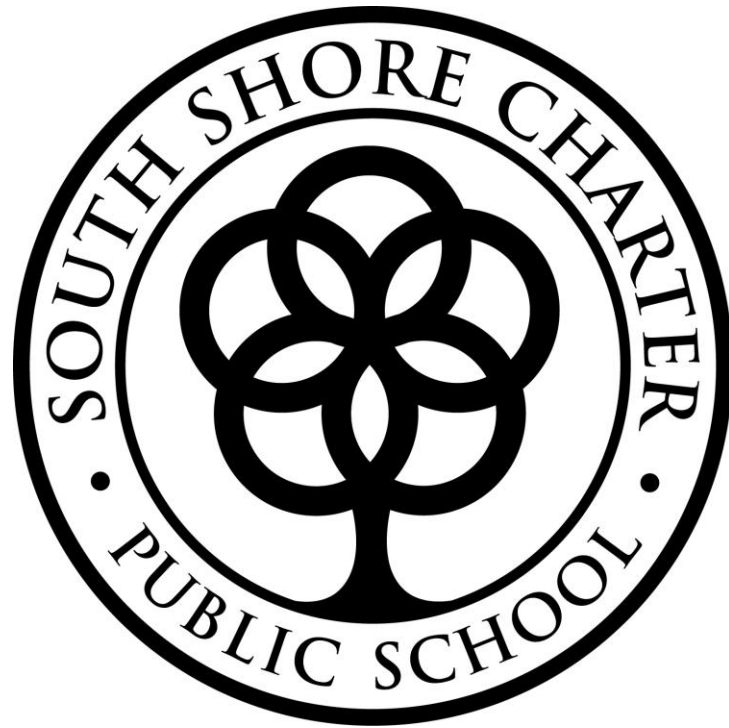


# BY-LAWS



**Approved by the DOE – December 2006**  
**Amended and Approved**  
**May 2007, November 2008, May 2009**

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# **BY – LAWS**

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## **MISSION:**

*The South Shore Charter Public School inspires students to achieve their potential in academics, the arts, career and life. This is accomplished with an innovative curriculum that addresses the learning styles of the individual student and is complemented by a real-life experiential learning program within a community that encourages service, leadership and respect for all.*

## **ARTICLE I:**

### **NAME and LOCATION**

The name of the School is South Shore Charter Public School, located at 100 Longwater Circle, Norwell, Mass. 02061, upon approval of the Department of Education if required.

## **ARTICLE II:**

### **PURPOSE**

The South Shore Charter Public School is a public school chartered by the Commonwealth of Massachusetts created and operated pursuant to Massachusetts General Laws Chapter 71, Section 89, as the same may be amended. It operates a Massachusetts public school pursuant to said statute for grades K-12 in one or more sites.

The Board of Trustees is the public entity that holds the charter, and the individual board members are considered special public employees of the Commonwealth of Massachusetts.

## **ARTICLE III:**

### **VOTING MEMBERS OF THE SCHOOL COMMUNITY**

The Governance Committee shall establish procedures and rules of Voting Members and the confirmation of the integrity of ballots. The Voting Members of the School Community (hereafter referred to as the Voting Members) shall be as follows:

1. All current members of the School's Board of Trustees, School Council, and Committees
2. All parents or guardians of students in the South Shore Charter Public School.
3. All school employees on the payroll at the time when a vote is taken.
4. Members on the Student Board of Directors, the Judicial Council of the Secondary School (limited to eight members), and the President and Vice-president of the Level containing 8<sup>th</sup> Grade, but in no event shall the number of voting students exceed 5% of the student body. Any excess over 5% shall be eliminated from within the Student Board of Directors by internal (SBD) vote.
5. All graduates of the South Shore Charter Public School.
6. All active non-student volunteers for the public charter school as defined by South Shore Charter Public School policy who are mentors, tutors, provide career awareness assistance, or provide other programmatic support functions. The Board of Trustees shall periodically set criteria for determination of the volunteer Voting Members.

## **ARTICLE IV:**

### **MEETINGS OF THE VOTING MEMBERS OF THE SCHOOL**

#### **COMMUNITY**

##### **1. Presiding Officer**

The Presiding Officer at All Meetings of the Voting Members shall be the Board Chair. In his or her absence the Vice Chair or another Officer determined by the Board of Trustees shall preside.

##### **2. Quorum**

**A.** A quorum for all meetings shall be the greater of the number of Voting Members equivalent to 15% of the student body as of the October enrollment report for the fiscal year in which the meeting occurs or fifty (50) Voting Members.

**B.** For any meeting occurring before the October enrollment report is completed, the quorum shall be determined by reference to the enrollment report of the previous June.

**C.** A Quorum shall include all Voting Members who are physically present and all who have submitted pre-cast ballots in accordance with the "Board of Trustees Election and Bylaw Amendment Procedures" attached hereto as Addendum I and incorporated herein by reference.

##### **3. Rules of Meetings**

All meetings of the Voting Members shall adhere to the most recent edition of Robert's Rules of Order, unless in direct conflict with these bylaws or the written policies of the South Shore Charter Public School. The Trustees may adopt written procedural rules that vary from Robert's Rules of Order.

##### **4. Annual Meeting**

**A.** Effective January 1, 2005, and upon approval by the Massachusetts DOE, the Annual Meeting of the Voting Members of the School Community shall be held between April 30 and May 31 of each year. The Board of Trustees

shall determine the date, time and location of (the) said Annual Meeting.

- B.** The Powers of the Annual Meeting of the Voting Members shall be to affirm recommended candidates (as indicated in the attached addendum) to fill approximately one third of the total seats on the Board of Trustees (annually, as well as the amendment of these bylaws) as indicated in Article V, section 1. Pursuant to applicable law the election of Trustees and amendment of bylaws shall be subject to approval by the Massachusetts Department of Education.
- C.** Written Notice for the Annual Meeting, including the ballot as recommended by the Board of Trustees, shall be mailed to all Voting Members at least two weeks before the date of the meeting and shall state the specific purposes for which the meeting is to be held as well as the place, day and hour for the meeting.
- D.** A candidate for the Board of Trustees shall be affirmed if he or she receives at least an amount of votes equal to a majority of the quorum of the Voting Members. Candidates, in turn, are approved or ratified by the Board of Trustees.

## **ARTICLE V:**

### **BOARD OF TRUSTEES**

#### **1. Members of the Board of Trustees**

- A.** The Board of Trustees shall consist of no fewer than twelve or more than eighteen members having the power to vote.
- B.** No more than three available seats on the Board of Trustees may be added (to) or eliminated in any one year.
- C.** There shall be included in the total number of Trustees one student Trustee elected by the students of the secondary school. There shall be no write-in student candidates. As with all Board members, the student Board member shall recuse him/herself from voting on matters which may be perceived as

having a conflict of interest or upon the recommendation of the Chair.

**D.** There shall also be included in the total number of Trustees, one Parent Association Trustee.

**Reference:** Article V 3-d (**Terms**), 4-f (**election**), 5-c (**service on committees**)

**D.** In addition to the above mentioned twelve to eighteen Trustees, two members of the teaching faculty shall serve on the Board of Trustees as ex officio members. The faculty members shall be elected by the teaching faculty. For the purposes hereof the term faculty member shall not include teaching aides or substitutes.

- 1.** The faculty Board members shall have no vote on the Board of Trustees, but shall participate in all public discussions for which there is no conflict of interest as decided by the Board Chair and members.
- 2.** The faculty Board members shall be invited into executive sessions at the discretion of the Board of Trustees.

## **2. Powers and Duties of the Board of Trustees**

**A.** The Powers of the School shall be exercised by the Board of Trustees, who shall set policy, create committees, manage the financial affairs of the School, review and approve the annual budget, and delegate such powers as appropriate.

**B.** The Board of Trustees shall be responsible for hiring, evaluating, determining the compensation of, and terminating the Executive Director.

**C.** The Board of Trustees shall assist in fund raising and public relations for the School.

**D.** Only the Board of Trustees shall have the power by a two-thirds majority vote of those present and voting to remove Board members and Officers, to accept all new members and to fill vacancies until the next Annual Meeting

**E.** The Board Chair shall nominate and the Board shall appoint chairs and members of the Governance, Development, Personnel and Finance committees, as well as other committees



and task forces necessary or appropriate for the school's operation.

**F.** The Board is responsible for ensuring that the school complies with all applicable local, state and federal laws and regulations.

**G.** The Board is responsible for ensuring that the school is an academic success, is faithful to the terms of its charter, earns charter renewal and is organizationally viable.

### 3. **Terms**

**A.** The Terms of the Board of Trustees shall be a maximum of three (3) consecutive three (3) year terms for a maximum of nine (9) consecutive years. Shorter terms (1 or 2 years) may be served at the discretion of the Board.

**B.** The student Trustee shall serve a maximum of two (2), one-year terms.

**C.** The faculty Trustee shall serve a maximum of two (2), two-year terms.

**D.** The Parent Association Trustee will serve for as long as he/she is the elected Chair of the Parents Association.

**E.** The Term of a new Member of the Board of Trustees shall begin on the first day of the new fiscal year, July 1<sup>st</sup>, following the spring Annual Meeting, while the exiting members' terms shall expire at the end of the current fiscal year, June 30<sup>th</sup>.

**Reference:** Art IV 4(a) for the Annual Meeting date range.

**Reference:** Art V 7(c) for mid-term appointment term and subsequent election.

### 4. **Election**

**A.** A vote to recommend candidates equal to approximately one-third of the total Board number of the Board of Trustees shall be conducted each year at the Annual Meeting of the Voting Members by the Voting Members in accordance with the procedures set forth in Addendum 1 attached hereto and deemed incorporated herein by reference.(See Article IX 2 (4)e)

**B.** The Board of Trustees shall present the voting membership with a slate of candidates recommended by the Governance

committee for vacant seats. Individuals not included on the slate of candidates who submit an “Intent to Serve” form with 26 Voting Member signatures to the Nominating Committee at least 3 weeks prior to the scheduled election shall be included on the ballot. The “Intent to Serve” form shall be available from the chair of the nominating committee. There shall also be a place on the ballot for one write-in candidate for each open seat on the Board of Trustees except Student Trustee.

**C.** Ballots shall be mailed to all Voting Members at least two weeks prior to the Annual Meeting. Signed ballots returned by the day, time, and place indicated on the ballot, and properly authenticated by the Tabulation Committee, will be counted. In addition, ballots may be cast by Voting Members present at the Annual Meeting.

**D.** The Board Clerk, Treasurer, and one Voting Member appointed by the South Shore Charter Public School’s Parent Association shall constitute the Tabulation Committee and shall count the ballots using a roster of Voting Members. In the event that the board Clerk or Treasurer is a candidate for election, a replacement member of the board will be appointed by the Board Chair to count ballots.

**E** After Governance recommends and the Community affirms then the Board shall ratify the choices. The Board of Trustees has the final approval of the slate candidates.

**F.** The Parents Association Trustee, elected as its Chair in the spring at their Annual Reorganization Meeting, will become a member of the Board of Trustees on the first day of the ensuing fiscal year.

## **5. Requirements of Service**

**A.** All Trustees are required to sit on two standing committees to fulfill their obligations to the Board.

This requirement may be lowered to service on a single committee by the Board Chair to better meet the needs of and to maximize the effectiveness of individual trustees.

**B.** Trustees shall be subject to removal from office if they fail to fulfill attendance responsibilities. Trustees may not miss more than three consecutive meetings or more than five meetings (regular, special, and annual) in a calendar year. The Board on a case-by-case basis may make exception to these attendance

requirements upon recommendation of the Executive Committee.

—  
**C.** The Parent Association Trustee may be excused from mandatory assignment on standing committees.  
—

## **6. Resignation**

Any Trustee or officer may resign at any time by submitting his or her resignation in writing with an effective date to the Board Chair or Vice Chair. The full Board shall be notified of the resignation within two (2) business days.

## **7. Removals and Filling Vacancies**

- A.** Any Officer or Trustee may be removed from their position at any time at any meeting of the Board of Trustees by a vote of two-thirds of the Trustees present and voting if the Board of Trustees decides that the Officer or Trustee has committed an act materially detrimental to the interests of the School, has failed to fulfill his/her responsibilities as a Trustee, or for repeated non-attendance. The motion to remove the trustee must include a statement of cause.
- B.** No vote to remove any Trustee or officer shall be taken without written notice being given at least two weeks in advance to all members of the Board of Trustees.
- C.** By majority vote the Board of Trustees may fill vacancies created by the removal or resignation of an Officer or Trustee. The appointment shall remain effective only until June 30<sup>th</sup> of the fiscal year in which the board member whose term is being filled expires.

# **ARTICLE VI:**

## **OFFICERS OF THE BOARD**

### **Officers**

The Officers of the Board shall consist of a Chair of the Board, Vice-Chair, a Clerk who is a resident of the Commonwealth of Massachusetts, a Treasurer, and such other Officers of the

Board as the Trustees deem necessary with whatever powers they deem appropriate.

### **Election**

The Board shall elect the officers of the Board from within the membership of the Board of Trustees.

The election of the officers shall occur at the Board's first full meeting after June 30<sup>th</sup>, following the spring Annual Meeting.

### **Terms**

The Terms of the Officers of the Board shall be for one year and/or until their replacement is elected.

## **ARTICLE VII:**

### **DUTIES OF THE OFFICERS**

#### **1. Board Chair**

- A. The Board Chair is elected by the Board of Trustees to Chair meetings of the Voting Membership and the Board of Trustees.
- B. He or she, in consultation with the Executive Director, is responsible for formally communicating decisions of the Board of Trustees to the school community through the official school newsletter.
- C. He or she shall, in consultation with the Executive Director and the Executive Committee, set the agenda for Board Meetings.
- D. The Board Chair shall sign checks, proposals, contracts and other documents that require the signature of the Board Chair as long as they are within the policies, programs and budget of the School.

- E.** The Board Chair shall nominate committee chairs and members, subject to confirmation votes by the Board of Trustees.
- F.** The Board Chair shall draft an annual evaluation of the Executive Director for review and approval by the Board.
- G.** The Board Chair shall undertake other duties as voted by the Board of Trustees.

## **2. Vice Chair**

- A.** The Vice Chair is elected by the Board of Trustees to exercise all of the duties of the Board Chair in his or her absence.
- B.** The Vice Chair shall undertake such other duties as voted by the Board of Trustees.

## **3. Treasurer**

- A.** The Treasurer, who also serves as the Chair of the Finance Committee, is elected by the Board of Trustees, is responsible for the general financial affairs of the School and shall assure that full and accurate records are kept updated and shall always be open to inspection by the Board Chair or other Trustees.
- B.** The Treasurer shall render to the Board Chair or other Trustees whenever they require it, a statement of the accounts of transactions made as Treasurer and of the financial condition of the School.
- C.** The Treasurer shall also be responsible for the filing of, or for facilitating the filing of, all reports, including but not limited to financial reports with government bodies as may be required by applicable law or regulation. This would include the annual audit and DOE financial reports.

## **4. Clerk**

- A.** The Clerk is elected by the Board of Trustees and is responsible for preparing and maintaining the record of the proceedings and votes of all meetings of the Voting Members and of the Board of Trustees. The records must include the time, date and location of all meetings, the members in attendance, and all actions taken, including formal votes taken.

**B.** The Clerk shall be responsible for preparing and disseminating all Annual and Special Meeting ballots in consultation with the Governance Committee.

**C.** The Clerk shall notify the Voting Members and Trustees of all regular meetings in accordance with these bylaws.

**D.** The Clerk shall be responsible for facilitating the filing of reports to the Massachusetts Department of Education, Secretary of State, Attorney General or other government bodies as may be required by applicable law or regulation.

## **ARTICLE VIII:**

### **MEETINGS OF THE BOARD**

#### **1. Meetings**

**A.** The Meetings of the Board of Trustees shall occur at least four times per year on dates selected by the Board Chair and shall be chaired by the Board Chair or in his or her absence, the Vice Chair or another officer.

**B.** Meetings of the Board of Trustees may be called by the Board Chair or by any five current Trustees.

**C.** Trustees shall be given at least one-week advance notice of all regular Board and Board committee meetings. All regular Board and Committee meeting dates, times and location shall be posted at least 48 hours (including Saturdays but not Sundays or legal holidays) prior to the meeting both with the Town of Norwell's Clerk and posted on the School's bulletin board in compliance with the Massachusetts Open Meeting Law.

**D.** All meetings of the Board shall adhere to Robert's Rules of Order, unless in direct conflict with these bylaws or the policies of the South Shore Charter Public School. The Trustees may adopt written procedural rules that vary from Robert's Rules of Order.

**E.** A record shall be kept of every Board and Board committee meeting, stating the time, date and location of the meeting. The minutes shall also indicate all members present or absent and all action taken at the meeting, including formal votes taken.

## **2. Quorum**

- A.** A Quorum of the Board of Trustees shall be a majority of the Board of Trustees then in office.
- B.** Participation in a meeting by telephone, e-mail, proxy or videoconference is not permissible for purposes of having a quorum or for voting.
- C.** If a quorum is present, a majority of the Trustees present may take any action on behalf of the Board of Trustees except to the extent a larger number is required by law.

## **3. Emergency Meetings**

- A.** Emergency meetings may be called by the Chair of the Board in order to take any action or consider any South Shore Charter Public School matter that is a sudden, generally unexpected occurrence or set of circumstances demanding immediate action.
  
- B.** A true Emergency meeting does not require a 48 hour notice; however, all attempts at notification will be made through posting at Town Hall in Norwell, on the School's website, through the School's newsletter and postings in the School building.

## **4. Special Meetings**

- A.** The purpose (and powers) of a Special Meeting (of the Voting Members) shall be the amendment of these bylaws, the removal of Members of the Board of Trustees, or the election of new Members of the Board of Trustees to fill unexpected vacancies.
  - 1.** A Special Meeting of the Board of Trustees called for the purpose of amending these bylaws shall include an open discussion of any proposed bylaw changes.
  - 2.** A Special Meeting of the Board of Trustees for the purpose of removal of a Board member shall include the following: a motion for removal, an opportunity for the moving party to state reasons for the proposed removal, and an opportunity for the Trustee proposed for removal to state an opposition to the motion.

3. The Special Meeting of the Board of Trustees called for the purpose of addition of board member(s) shall include presentation of the credentials of the proposed Board member.

4. Special Meetings of the Voting Members of the School Community may be called in two ways:

- a. By the Board Chair;
- b. By written request from a majority of the Board of Trustees to the Board Chair stating the purpose of the Special Meeting.

B. Special Meetings will be posted in accordance with Massachusetts Open Meeting Laws and written notice of a Special Meeting shall be mailed to Community members and members of the Board of Trustees to the address on record with the school at least one week before the date of the meeting and shall state the specific purpose(s) for which the meeting is to be held and the place, day and hour of the meeting.

## **ARTICLE IX:**

### **COMMITTEES**

***All committee meetings must be held in compliance with Open Meeting Law, Mass G.L. c.30A, 11A ½. This includes notification, open to public and records that are also open to the public***

#### **1. Executive Committee**

There may be an Executive Committee comprised of the officers of the Board and the chairs of the standing committees. The executive committee shall undertake such functions and responsibilities as may be delegated by Board of Trustees and shall report and make recommendations to the Board of Trustees.

#### **2. Standing Committees**



## **A. Governance**

1. There shall be a Governance Committee composed of Board members as the Board of Trustees sees fit with the addition of three (3) representatives, one(1) elected from each of the following bodies: the Parents Association; the employees of the school; and the student governing body of the Secondary School as well as a community member.

2. The Chair of the Governance Committee shall be a member of the Board of Trustees.

### **3. Responsibilities:**

a. Shall be responsible for orientation of new Trustees.

b. Shall be charged with oversight of Board Member assessment.

c. May have two sub-committees: Nominating and Bylaw.

### **4. Nominating Sub-Committee**

a. This group shall be comprised of only those board members who are not up for re-election and Community members as the Governance Committee deems appropriate.

b. This group will work with the Board of Trustees and then present recommendations for a slate of Trustees directly to Board of Trustees for approval and recommendation to the Voting Members at their Annual Meeting. These are subject to approval by the DOE.

c. This group will work with the Board of Trustees and then present an annual slate of Officers directly to the Board of Trustees.

d. The nominating committee shall also be responsible for designing and distributing the ballots of the Special and Annual Meetings.

e. Each year, the Nominating committee shall make a recommendation to the Board of trustees for a maximum number of Trustees for that

year, and the Board shall determine the maximum number, two months prior to the Annual Meeting.

**5. By-law Sub-Committee**

- a.** This group will work with the Board of Trustees and then present recommendations for revisions of the bylaws at their Annual Meeting. These are subject to approval by the DOE.
- b.** This group may include an attorney who is not an otherwise appointed member of the Governance Committee to assist in the review of these bylaws. The chair of the Governance Committee shall approve the selection of an attorney to participate on the bylaw subcommittee.

**B. Finance**

- 1.** The Finance committee shall be comprised of the Treasurer of the Board, the Executive Director, the Business Manager, and other board members, as the trustees may approve.
- 2.** The Treasurer of the Board of Trustees shall be the chair of the Finance committee.
- 3.** The Finance committee
  - a.** Shall be charged with oversight of the ongoing finances of the school and also:
    - 1.** Development of the Annual Budget in consultation with the Executive Director
    - 2.** Appropriation of funds within the Annual Budget in consultation with the Executive Director and the Business Manager.
  - b.** Shall advise Board of Trustees regarding the school's Fiscal practices.
  - c.** Shall advise the Board of Trustees regarding the investment of the financial resources of the school.

**d.** Shall assist and cooperate with the auditor selected by the Board of Trustees to perform the annual audit of the school's financial condition.

**e.** Shall ensure all tax and corporate filings are made in a timely manner.

**f.** Shall ensure that adequate casualty and liability insurance coverage is provided.

### **C. Development**

**1.** The Development Committee shall be comprised of the Executive Director, the School's Development Officer(s), trustees and non-trustee community members as shall be determined by the board.

**2.** The Chair of the Development Committee shall be a member of the Board of Trustees.

**3.** The Development committee shall be charged with initiating and coordinating fundraising and institutional advancement efforts for the benefit of the School.

### **D. Personnel**

**1.** The Personnel Committee shall be comprised of a minimum of three Board members: The Executive Director, the Business Manager and/or the Human Resources Manager, as well as non-trustee community members as determined by the Board.

**2.** The Chair of the Personnel Committee shall be a member of the Board of Trustees

**3.** The Personnel Committee shall be charged with overseeing personnel issues, including but not limited to the following:

- a. Salary schedules, Benefits, Work conditions
- b. Faculty Handbook
- c. Process of evaluating the Executive Director
- d. Personnel policy

### **3. Task Forces**

Task Forces may be created by the Board for a specific time period as is necessary or appropriate for the operation of the school.

## ***ARTICLE X:***

### **EXECUTIVE DIRECTOR**

1. The Board of Trustees shall employ, on behalf of the School, an Executive Director who shall have general charge of the day to day affairs of the School, subject to the policies and budget established by the Board of Trustees.
2. The Executive Director shall be the official spokesperson of the South Shore Charter Public School.
3. The Executive Director shall manage all other School staff.
4. If a vacancy shall occur in the position of Executive Director, the Board shall appoint an interim Executive Director within one month.
5. The Board shall conduct an annual evaluation of the Executive Director.

## ***ARTICLE XI:***

### **DUTIES OF THE EXECUTIVE DIRECTOR**

1. The Executive Director shall carry out the policies of the school and the decisions of the Board of Trustees. The Executive Director shall be expected to anticipate the developing needs of the School and the community, both short-term and long-term, and to interpret those needs and recommend changes for the Board. He/She shall be responsible for keeping the Board well informed on all matters pertaining to the School. The Executive Director

shall be an ex-officio member of all committees related to the School, but shall attend committee meetings as he/she deems necessary.

2. The Executive Director shall be the chief administrator and the educational leader of the School. He/she shall have responsibility for coordination of the academic and administrative operation of the School and subsidiary activities sponsored by the School. The Executive Director, together with the Finance Committee, shall be responsible for the preparation of the annual budget.
3. The Executive Director shall make a report of the school at each regular meeting of the Board of Trustees, and an annual report of the School at the Annual Meeting of the Voting Members.
4. The Executive Director shall be responsible for the hiring and supervision of the entire faculty and other school staff. The Executive Director shall report to the Board of Trustees on all personnel hirings and shall provide their qualifications to the Trustees.

## ***ARTICLE XII:***

### **EXECUTION OF PAPERS**

Except as the Board of Trustees shall generally and annually or in particular cases direct, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted and endorsed by the School, shall be signed by two of the Officers of the Board. The Executive Director shall be considered an officer for the purposes of signing under this article.

## **ARTICLE XIII:**

### **ANNUAL REVIEW OF THE BOOKS**

The Board of Trustees shall annually retain an independent certified public accountant to audit the accounts of the Treasurer. Such audit shall meet all requirements of applicable laws and regulations pertaining to Charter Schools.

## **ARTICLE XIV:**

### **FIVE-YEAR PLAN**

#### **(Accountability Plan)**

- A.** The Board of Trustees shall cause a five-year Accountability plan to be developed and annually reviewed pursuant to requirements of the Massachusetts Department of Education. **603 CMR 1.05(g)**
  
- B.** The Board of Trustees shall cause an annual report of progress against this five-year plan to be developed and disseminated to parents or legal guardians of current or prospective students and to the Department of Education.

## **ARTICLE XV:**

### **NON-DISCRIMINATION**

The South Shore Charter Public School declares that:

- A. Discrimination in student admission** is not permitted on the basis of race, color, national origin, creed, sex, ethnicity, sexual orientation, mental or physical disability, special need, proficiency in the English language, or a foreign language, or academic achievement.

**B. Discrimination against personnel, staff and Board members** on the basis of race, color, national origin, religion, marital status, sex, ethnicity, sexual orientation, mental or physical disability, age, and ancestry is not permitted.

## **ARTICLE XVI:**

### **INDEMNIFICATION OF TRUSTEES**

#### **AND OFFICERS**

The School shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer or Trustee of the School, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of such person's serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless such person is successful on the merits, the proceeding was authorized by the School or the proceeding seeks a declaratory judgment regarding such person's own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which such person shall have been finally adjudicated in any proceeding as not having acted in good faith in the reasonable belief that his or her action was in the best interests of the School and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the School, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction.

Such indemnification shall include payment by the School of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person

indemnified to repay such payment if such person shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

Where indemnification hereunder requires authorization or approval by the School, such authorization or approval shall be conclusively deemed to have been obtained and each Trustee of the School approving such indemnification shall be wholly protected if:

- 1.** the payment has been approved or ratified by
  - (1)** a majority vote of a quorum of the Trustees consisting of persons who are not at that time parties to the proceeding,
  - (2)** a majority vote of a committee of two or more Trustees who are not at that time parties to the proceeding and are selected for this purpose by the full Board of Trustees (in which selection Trustees who are parties may participate), or
  - (3)** a majority vote of a quorum of the Voting Members, which quorum shall consist of Voting Members who are not at that time parties to the proceeding; or
- 2.** the action is taken in reliance upon the opinion or independent legal counsel (who may be counsel to the School) appointed for the purpose by vote of the Trustees or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or
- 3.** the payment is approved by a court of competent jurisdiction; or
- 4.** the Trustees have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the General Laws of Massachusetts.

Any indemnification or advance of expenses under this article shall be paid promptly, and in any event within 30 days, after the receipt by the School of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification the School shall have determined that the person is not entitled to indemnification. Unless otherwise provided by law, the burden of proving that such person is not entitled to indemnification shall be on the School.



The right to indemnification under this article shall be a contract right inuring to the benefit of the Officers and Trustees and no amendment or repeal of this article shall adversely affect any right of such Officer or Trustee existing at the time of such amendment or repeal..

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an Officer or Trustee.

## **ARTICLE XVII:**

### **FISCAL YEAR**

The fiscal year of the South Shore Charter Public School begins on July 1st and ends on June 30<sup>th</sup> of the following calendar year.

## **ADDENDUM I**

SSCPS Board of Trustees Election and Bylaw Amendment  
Procedures  
(5/20/03)

### **A. Balloting Procedures**

#### **i. Board of Trustees Candidates.**

The Nominating Sub-committee shall determine the annual slate of Board of Trustee candidates in accordance with article V.4.B. All members of the school community are encouraged to assist the Nominating Sub-Committee by suggesting possible candidates to the committee and participating in committee meetings. Those candidate suggestions shall be forwarded to the Chair of the Nominating Sub-Committee.

a. A public interview of Trustee candidates will be conducted after receipt of a copy of each individual's resume and completed candidate questionnaire.

b. The Nominating Sub-Committee will evaluate each candidate. The evaluation criteria may include without limitation: financial experience, education, special expertise, previous committee/board work, and ability to fulfill the requirements of service in accordance with the responsibilities set forth in the Massachusetts General Laws and the bylaws of the South Shore Charter Public School.

c. The Nominating Sub-Committee shall determine the slate of recommended candidates and shall present the proposed slate to the Board of Trustees. The proposed slate of candidates shall be put to a vote of approval, as a whole, at a Board of Trustees meeting at least three (3) weeks prior to the scheduled Annual Meeting.

d. The Nominating / Governance Committees determine the slate of candidates. The members of the School Community vote to affirm that recommended slate. The Board of Trustees meets to ratify and formally approve the new members.

"Intent to Serve" candidates, as described below, shall be invited to interview with the Nominating Sub-Committee but shall not be disqualified from being on the ballot if the interview is declined.

## **ii. Process to Make Amendments to the Bylaws.**

The Bylaw Sub-committee should begin a review and evaluation of the Bylaws immediately after the Annual Meeting. Written proposals for changes to the Bylaws brought to the committee by any community member shall be reviewed by the Bylaw Sub-committee. The Bylaw Sub-committee shall present recommended changes to the Board of Trustees. The changes are subject to the approval of the Board of Trustees as well as the Department of Education.

## **iii. Ballot Design**

a. Ballots shall include instructions that identify who is eligible to vote, where and when the ballot should be forwarded, where and when the Annual Meeting or Tabulation Meeting is scheduled, and how the ballot (or ballot envelope) must be signed. The ballot shall have an area to indicate if the voter's category of Voting Membership.

b. The candidate election pages of the ballot shall be separate from any bylaw amendment approval pages. Candidates shall be grouped by the length of term for which they seek election, consistent with Article

V.3.A of the Bylaws. Board endorsed candidates shall be so designated on the ballot. Each length of term section shall include any other candidate who has asked to be placed on the ballot if the candidate has submitted the following to the Board Clerk at least four (4) weeks before the Annual Meeting: the “Intent to Serve” form (including 26 Voting Member signatures) and a 75-word bio/position statement. There shall also be a blank “write-in” line for each open position.

## **B. Voting Procedures**

**i.** Voting Members of the Community are defined in Article III of the SSCPS By-laws.

**ii. Signing of Ballots:**

Ballots cast prior to the Annual or Special meeting (pre-cast ballots) must be received at the address indicated on the ballot by 4PM on the day the Annual Meeting is scheduled and will be collected and held by the Executive Director or his/her appointee. All pre-cast ballots must be signed and secured in a manner to be determined by the Governance Committee so as to best ensure the authenticity of such ballots. Pre-cast ballots will be validated by comparison to the official list and/or registrations of Voting Members. The list of Voting members and/or registrations are to be provided to the Tabulation Committee by the Executive Director.

**iii. Ballot Counting:**

Ballots shall be counted by a Tabulation Committee consisting of at least one member from the Executive Committee and a parent designated by the Parent’s Association. Note: No person running for election can count votes.

Pre-cast ballots may be counted beginning two hours prior to the convening of the Annual Meeting. As a general rule, the actual count of the votes in a contested race shall be announced only on specific written request to the Chair of the Board of Trustees. All ballots shall be kept confidential by the Tabulation Committee.

Newly elected Board members’ names, resumes and financial statements must be forwarded to the Massachusetts Department of Education Charter School Office for approval.

That approval must be received before new members are allowed to  
vote on Board matters.

**iv. Proxy Votes:**

Proxy votes are not allowed at any meetings of the Voting Members of the School Community.

**Note:** SSCPS student/parent names and addresses may not, by law, be distributed by the school to anyone including a write-in candidate, nor should such a candidate use information in the SSCPS directory for this or any similar purpose which is not the original reason for which the directory is distributed.

## **ADDENDUM II**

The Board encourages parent and community involvement in the School. The Board of Trustees encourages non-Board members to serve on standing committees of the Board.

Please contact the Executive Director or a member of the Board of Trustees in order to express the interest of a candidate. The Chair of the Board of Trustees will make the appointment.