

South Shore Charter Public School

BY-LAWS

Approved by the

Commissioner of Elementary and Secondary Education

August 17, 2018

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ARTICLE I: NAME, LOCATION and MISSION

Section 1. NAME and LOCATION

The name of the school is South Shore Charter Public School, located at 100 Longwater Circle and 700 Longwater Drive. Norwell, Massachusetts 02061.

Section 2. 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 real-life experiential learning program within a community that encourages service, leadership and respect for all.

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-121 in one or more sites.

The Board of Trustees is the public entity that holds the charter and operates independently of any school committee. The individual board members are considered special public employees of the Commonwealth of Massachusetts.

ARTICLE III: BOARD of TRUSTEES

Section 1: MEMBERS

The Board of Trustees shall consist of no fewer than 12 and no more than 18 members having the power to vote. No more than three (3) available seats on the Board of Trustees may be added or eliminated in any one year. 'Year' means the *school's fiscal* year as referred to in Art. XIV.

The Board membership also includes the following voting members:

- A.** One(1) student, elected by the students of the high school. Usually this term is two (2) years. There shall be no write-in school candidates.
- B.** The chair of the Parents Association for the duration of his/her term.
- C.** Two (2) faculty members selected by the teaching faculty. The term '*teaching faculty*' shall not include teaching aides or substitutes.

All Board members shall recuse her/himself from voting matters which may be perceived as having a conflict of interest or upon the recommendation of the Board Chair.

Section 2: POWERS and DUTIES of the BOARD of TRUSTEES

The activities and affairs of the School shall be governed by the Board of Trustees, which shall further set policy, create committees, fulfill their fiduciary responsibilities, including but not limited to review and approval of the annual budget. They shall delegate other such powers as appropriate.

The Board shall not exercise managerial authority over the day to day operations of the school.

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

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

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

The Board shall assist in fund raising and public relations for the School.

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

The Board shall nominate, and the Board shall appoint, chairs and members of Governance, Development, Personnel, Finance as well as other committees and task forces as deemed necessary and appropriate for the school's operation.

Section 3: TERMS

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.

The student Trustee shall serve a maximum of two(2) one-year terms, the faculty Trustees shall serve a maximum of two(2) two-year terms, and the Parents Association Trustee shall serve for as long as he /she is the elected Chair of said committee.

The term of the trustees shall commence on July 1st of the year of their election and end on June 30th of the year that their term expires.

Section 4: ELECTION

New trustees shall be elected, and continuing trustees re-elected at the Board's Annual Meeting. A simple majority is required to elect and re-elect trustees. The Governance Committee shall recommend new trustees as well as the slate

of trustees for election and re-election no later than 30 days prior to the Annual Meeting.

The School Community is constituted of the following: faculty, staff and parents.

Following its presentation to the Board, the slate, including information on the background of the candidate(s), shall be made public to the school community. In addition, the public shall be invited to the Annual Meeting and afforded the opportunity to offer their opinions.

The Board of Trustees will exercise due diligence in assessing the suitability of candidates for Board membership. This includes potential conflicts of financial interests (see M.G.L. c.268A for reference) as well as other areas of skill and expertise which will be of value to the Board.

Due diligence is to occur prior to the vote of the full Board by requesting the Commissioner to review and approve the proposed member(s).

The power to elect and re-elect trustee member(s) resides solely with the Board of Trustees.

Section 4.1: CONFLICT OF INTEREST AND DISCLOSURE

Members of the Board of Trustees will comply and be familiar with the Commonwealth's state ethics requirements, including but not limited to training requirements, conflict of interest laws and disclosure (G.L. c. 268A). This includes filing all statements of financial interest in a timely fashion (G.L.c.71,sect 889[u]).

Failure to comply with the State ethics requirements may result in removal of the Board member either by the full Board or the Commissioner.

Section 5: REQUIREMENTS OF SERVICE

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 the individual trustee(s).

Trustees shall be subject to removal from office if they fail to fulfill attendance responsibilities. Trustees may not miss more than three (3) consecutive meetings or more than five (5) meetings (regular, special and annual) in a school year. The Board on a case by case basis may make an exception to these attendance requirements upon the recommendation of the Executive Committee.

The Parent Association trustee may be excused from mandatory assignment on standing committees.

The selection of the Executive Director shall require a two-thirds majority of trustees present and voting.

Section 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.

Section 7: REMOVALS and FILLING VACANCIES

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. Dismissal will occur if the Board 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 written statement of cause.

No vote to remove any trustee or officer shall be taken without written notice being given to all members of the Board of Trustees at least two weeks in advance.

By majority vote the Board of Trustees may fill vacancies throughout the year if it has been created by the removal or resignation of an officer or trustee. The

appointment shall remain effective until June 30th of the school year in which the board member whose term is being filled expires.

ARTICLE IV: OFFICERS OF THE BOARD

Section 1: OFFICERS

The officers shall consist of a Chair of the Board, a Vice-Chair, a Clerk (who must be 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.

Section 2: 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 Annual Meeting.

Section 3: TERMS

The terms of the Officers of the Board shall be for one (1) year, commencing July 1st and ending June 30th of the ensuing year, and/or until their replacement is elected.

ARTICLE V: DUTIES OF THE OFFICERS

Section 1: BOARD CHAIR

The Board Chair shall chair all meetings of the Board of Trustees, regular and special. The Vice Chair or another trustee so designated by the Chair shall chair meetings in the absence of the Chair.

The Board Chair, in consultation with the Executive Director, is responsible for formally communicating decisions of the Board of Trustees to the school community through the school’s electronic newsletter.

The Chair, in consultation with the Executive Director, will set the agenda for the Board meetings.

The 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.

The Board Chair shall nominate committee chairs and members, subject to confirmation votes by the Board.

The Board Chair shall draft an annual evaluation of the Executive Director for review and approval by the Board.

The Board Chair shall draft the End-of-Cycle Summative Report of the Executive Director for review and approval by the Board as adapted from the Superintendent Evaluation of the Massachusetts Model System for Educator Evaluation.

Section 1.1: COMPLAINTS

The Board Chair shall oversee the resolution of complaints that reach the Board level. If a grievance, not satisfied or dealt with through the various school handbooks (student, faculty and personnel), indicates alleged violation(s), then the aggrieved party may file a formal complaint with the Board of Trustees.

Upon receiving the official written complaint, the Board must send a written reply to the aggrieved within 45 days.

Section 2: VICE CHAIR

The Vice Chair is elected by the Board of Trustees to exercise all of the duties of the Board Chair in his/her absence.

The Vice Chair shall undertake such duties as voted by the Board.

Section 3: TREASURER

The Treasurer, who also serves as the chair of the Finance Committee, is elected by the Board, 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.

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 the financial condition of the School.

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.

Section 4: CLERK

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

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

The Clerk shall notify the Trustees of all regular meetings in accordance with these bylaws.

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 VI: MEETINGS of the BOARD

Section 1: MEETINGS

The Meetings of the Board shall occur at least four(4) times per school year on dates selected by the Board Chair and shall be chaired by the Board Chair or, in his/her absence, the Vice Chair or another officer. An Annual meeting shall be held in June of each year.

Meetings of the Board of Trustees may be called by the Board Chair or by any five (5) current members of the Board.

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.

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

All sub-committee decisions are subject to Board review and approval.

Section 1.1: NOTICE of REGULAR MEETINGS

With the exception in an emergency, every public meeting, including those by subcommittees, shall be posted 48 hours prior to such meeting(s), excluding Saturdays, Sundays and legal holidays. The notice shall be filed with the Norwell municipal clerk and posted in a manner conspicuously visible to the public at all hours in the Norwell town building in which the clerk’s office is located. (GL c. 30A section 20 B & C).

Section 2: QUORUM

A quorum of the Board of Trustees shall be a simple majority of the Board then in office. Action by the Board requires a simple majority vote of the quorum of the trustees present and voting. Actions requiring more than a simple majority, including the removal of trustees, require a two-thirds majority of Trustees present and voting, as described in Article III section 7.

Section 2.1: REMOTE PARTICIPATION

Remote participation (reference GL 940 CMR sect. 29.10) is permitted at the Board and sub-committee meetings at all times.

A quorum of the Board including the Chair or, in the Chair's absence, the authorized chair must be physically present at the meeting's location. A remote participant cannot be included in the quorum count.

If there is remote participation, all votes shall be by roll call. There are other considerations and procedures covered in 940CMR sect 29.10 (7 a-e)

Section 3: EMERGENCY MEETINGS

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 and generally unexpected occurrence or set of circumstances demanding immediate action.

The Emergency meeting posting shall be made as soon as reasonably possible with the date, time, place and a listing of topics up for discussion. The posting sites are the same as those for regular meetings (see ART. VI sect 1.1).

Section 4: SPECIAL MEETINGS

A Special Meeting of the Board of Trustees shall be called for the purpose of amending these bylaws and shall include an open discussion of any proposed bylaw changes.

A Special Meeting of the Board 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 in opposition to the motion.

The posting of a Special meeting shall be that as described in Section 1.1 of this Article.

Section 5: EXECUTIVE SESSIONS

An Executive Session is any part of a meeting of a public body closed to the public for deliberation of certain matters. From time to time at the discretion of the chair and under certain circumstances he Board of Trustees shall enter into Executive Session

Upon entering an Executive Session the Board must publically state the purpose for the meeting in accordance with those set forth in *GLc.30A sectr 21 of the OML*. The Executive Session may only meet for the purposes articulated in the aforementioned law.

An Executive Session, folded into the parameters of the Open Meeting, must have minutes taken, conduct roll call voting and adjourn back into the open meeting for purposes of further discussion or adjournment.

ARTICLE VII: COMMITTEES

Section 1: OPEN MEETING LAW

All Board and its committee meetings are subject to the Open Meeting Law (OML) which covers public bodies. This is found in G.L. c. 30A, sections 18-25. Pertinent sections of this statute are referred to throughout this document.

Section 2: 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 the Board and shall report and make recommendations to the Board.

Section 3: STANDING COMMITTEES

The four (4) standing committees shall be Governance, Finance, Personnel and Development. The Board may convene Task Forces and Ad Hoc committees in accordance with Article VII, Section 3.5.

Section 3.1: GOVERNANCE

The Governance Committee shall include trustees and other members from the school community at the discretion of the Board Chair and the Executive Director.

The Governance Committee shall:

- A. Identify, review and recommend candidates for trusteeship in accordance with Article III, Section 4.
- B. Orient new trustees.
- C. Assess the performance of individual trustees and the Board generally.
- D. Receive and recommend revisions and amendments to the bylaws.

Section 3.1: BYLAWS AMENDMENT

The Governance Committee shall review any suggestions and changes and make recommendations to the full Board of Trustees.

Final revisions and amendments are subject to final approval by the Board of Trustees, after being reviewed and approved by the Commissioner of Elementary and Secondary Education.

Section 3.2: FINANCE

The Finance Committee shall include trustee and shall be chaired by the Treasurer of the Board.

The Finance Committee shall be charged with oversight of the ongoing finances of the School including the development of the annual budget and the appropriation of funds within of funds within the annual budget in consultation with the Executive Director and the Business Manager.

The Finance Committee shall also:

- A. Advise the Board regarding the School’s fiscal practices and the investment of the financial resources of the school.**
- B. Recommend to the Board of Trustees appropriately qualified public accountants and assist and cooperate with the independent auditor selected by the Board to perform the annual audit of the school’s financial condition and the adequacy of its systems of financial controls in a timely manner.**
- C. Ensure that all tax and corporate filings are made in a timely manner and that adequate casualty and liability insurance coverage is provided.**

Section 3.3: DEVELOPMENT

The Development Committee shall include trustees and other members of the community at the discretion of the Board Chair and the Executive Director. The Chair of the Development Committee shall be a member of the Board of Trustees.

The Development Committee shall be responsible for setting institutional development strategy, to include securing philanthropic support from individuals, foundations, corporations and government entities. The committee shall offer advice and counsel on external relations, including marketing and brand identity.

Section 3.4: PERSONNEL

The Personnel Committee shall be charged with overseeing the policies and procedures of the school faculty and staff. This includes, but is not limited to, salary schedules, employee benefits, the working environment, the Employment Guidelines manual and general personnel policy. The Personnel Committee shall also oversee the annual process and cycle of evaluating the Executive Director, using select guidelines provided by the Implementation Guide for Superintendent Evaluation of the Massachusetts Model System for Educator Evaluation.

Section 3.4.1: NATURE of EMPLOYMENT

The South Shore Charter Public School is a public employer for the purposes of tort liability (*MGL C.258*) and for collective bargaining purposes (*MGL C. 150E*).

Section 3.5: TASK FORCES and AD HOC

Task Forces and Ad Hoc Committees may be created by the Board for a specific period of time, and for a specific purpose, as is necessary or appropriate for the operation of the school. Task Forces and Ad Hoc committees shall include trustees and other community members at the discretion of the Board Chair and the Executive Director.

ARTICLE VIII: EXECUTIVE DIRECTOR

Section 1: POWERS and DUTIES

The Executive Director shall have general charge of the day to day operations of the school and shall work with the Board of Trustees to set the school's strategic priorities, and articulate the school's mission and educational programs to the internal community, including parents, students, faculty and staff.

Specifically, the Executive Director shall:

- A. Work with the principals in the development and evaluation of all curriculum and instructional services; help assure their alignment with state frameworks, time and learning regulations and state and federal mandates.
- B. Guide the process of fiscal planning, budgetary development and interpretation, including the preparation and presentation of the annual budget with recommendations to the Board of Trustees.
- C. Oversee staff and faculty recruitment, selection and hiring.
- D. Assist in the planning of comprehensive development efforts.
- E. Oversee the management of the school's physical assets, including the building, furnishings, equipment, grounds, parking lot and vehicles.
- F. Act as the official spokesperson of the school.
- G. Make a report of the school at each regular meeting of the Board, and an annual report at the Annual Meeting.

The Executive Director shall have such other tasks and assume such responsibilities that may, from time to time, be assigned by the Board of Trustees.

Section 2: REVIEW

The Executive Director will be evaluated annually by the Board of Trustees. If a vacancy shall occur in the position of Executive Director, the Board shall appoint an interim Executive Director within one (1) month.

ARTICLE IX: 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(2) of the officers of the Board. The Executive Director shall be considered an officer for the purposes of signing under this article.

ARTICLE X: 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 XI: FIVE-YEAR PLAN (Accountability Plan)

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]).

The Board of Trustees shall cause an annual report of progress against this five-year plan to be developed and disseminated to parents and/or legal guardians of current and prospective students as well as to the Commissioner of Elementary and Secondary Education.

ARTICLE XII: NON-DISCRIMINATION

The South Shore Charter Public School and the Board of Trustees may not discriminate against students, staff members, Board members or potential Board members on the basis of race, color, national origin, creed, ancestry, ethnicity, gender identity, religion, marital status, sexual orientation or non-disqualifying handicap or mental condition.

ARTICLE XIII: 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, judgements, 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 judgement 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:

- A. 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(2)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 sat that time parties to the proceeding; or**
- B. 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 A; or**
- C. the payment is approved by a court of competent jurisdiction; or**
- D. 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 XIV: FISCAL YEAR

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

ADDENDUM to ARTICLE V -- Section 1.1

Grievance Procedure

All grievances must be filed in writing within 45 days of the act/condition /incident

In each step of the filing the grievant must:

- A. State with particularity the basis for the grievance.
- B. State the policy /regulation and/or procedure, rule or law believed to have been violated
- C. Specify the remedy/relief being sought

Step 1 -- Conference with Executive Director

Make a written request for a conference to discuss the grievance and seek resolution

The Executive Director shall grant a conference within a five (5) school days after receipt of the written complaint/ grievance.

Within ten (10) school days of the conference, the Executive Director shall respond in writing.

Step 2 -- Appeal to the Chairman of the Board of Trustees

If the grievance is not resolved at Step 1, then a written appeal is to be sent to SSCPS to his/her attention

This appeal must be made within five (5) school days following the receipt of the Executive Director's written response.

Within fifteen (15) school days of receiving the appeal, the Chairman of the Board shall respond in writing.

Step 3 -- Appeal to the Massachusetts Commissioner of Elementary & Secondary Education

If the grievance is not resolved at Step 2 and it involves an alleged violation of local board or State or Federal law, it is to be appealed in writing to the Commissioner of the Massachusetts Department of Elementary & Secondary Education.