



# **BY-LAWS**

**Approved by the  
Massachusetts Department of  
Elementary and Secondary Education**

**March 14, 2013**

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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, Norwell, Massachusetts 02061, upon approval of the Department of Education if required.

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 a 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-12 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 available seats on the Board of Trustees may be added or eliminated in any one year.

One student, elected by the students of the High School, shall serve as a Trustee. 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.

The Parents Association chair shall serve as a Trustee.

Two faculty members shall serve as voting trustees. 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. As with all Board members, the faculty Board members shall recuse themselves from voting on matters which may be perceived as having a conflict of interest or upon the recommendation of the Chair. The faculty Board members shall be invited into executive sessions at the discretion of the Board of Trustees.

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, manage the financial affairs of the School, review and approve the annual budget, and 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 of, 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 renewal 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 and Officers, to accept all new members and to fill vacancies until the next Annual Meeting

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.

### 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.

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

The terms of trustees shall commence on July 1 of the year of their election and end on June 30 of the year 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 a slate of trustees for election and re-election no later than 30 days before the Annual Meeting.

The input of the school community shall be sought regarding the slate. For these purposes, the “school community” shall be defined as:

- Faculty and staff
- Parents
- Alumni

Following its presentation to the Board, the slate, including information on the background of the candidates, shall be made public and the input of the community sought through reasonable electronic or other means. In addition, the school community shall be invited to the Annual Meeting and afforded an opportunity to offer opinions on the slate.

The Board shall request the election of a trustee only when it has no reason to know that the prospective trustee has a financial interest under M.G.L. c.268A, which may preclude a majority of the Board from participating in deliberations or voting on certain matters.

The power to elect and re-elect trustees resides solely with the Board of Trustees.

#### 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 individual trustees.

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.

The Parents Association Trustee may be excused from mandatory assignment on standing committees.

#### 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 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.

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.

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.

Section 9. Conflict of Interest and Disclosure

The Board of Trustees complies with the state conflict of interest law, M.G.L. Chapter 268 A. Board members are required to disclose any financial interest or business transactions that they or any immediate family member have in any charter school in Massachusetts or elsewhere, in accordance with M.G.L. Chapter 71, Section 89(u).

**ARTICLE IV: OFFICERS OF THE BOARD**

Section 1. 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.

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 year, commencing July 1 and ending June 30, and/or until their replacement is elected.

**ARTICLE V: DUTIES OF THE OFFICERS**

Section 1. Board Chair

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

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.

He or she shall, in consultation with the Executive Director and the Executive Committee, set the agenda for Board Meetings.

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.

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

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

The Board Chair shall undertake other duties as voted by the Board of Trustees.

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 or her absence.

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

Section 3. Treasurer

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.

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.

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 all meetings, the members 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 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. An Annual Meeting shall be held in May of each year.

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

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.

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 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.

#### Section 2. Quorum

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

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

Participation in a meeting by telephone, e-mail, proxy or videoconference is not permissible for purposes of having a quorum or for voting.

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.

#### 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, generally unexpected occurrence or set of circumstances demanding immediate action.

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.

#### Section 4. Special Meetings

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.



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.

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.

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.

#### Section 5. Executive Sessions

From time to time the Board or Executive Committee may, at the discretion of the Chair or a majority of trustees, enter executive session. Circumstances under which the Board or Executive Committee may enter executive session include but are not limited to a discussion of the compensation or performance of the executive director; a discussion of the performance of other staff or faculty; or other confidential or potentially sensitive matters.

On entering Executive Session, the board must publicly state the purpose for the executive session, maintain minutes and documents of the executive session, conduct roll call votes, and announce whether open session will reconvene following executive session.

#### Section 6. Complaints

The Board requires that all members of the community seek resolution of complaints and grievances directly with appropriate members of the Administration, in accordance with stated policies and procedures as detailed in the Student Handbook, Faculty Handbook and other publications.

If an individual believes that the school has violated any provision of the charter school law or regulations, he or she may file a formal complaint with the Board of Trustees. After receiving the complaint, the Board must send a written response to the individual within 30 days.

### **ARTICLE VII: COMMITTEES**

#### Section 1. Open Meeting Law

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.

#### 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 Board of Trustees and shall report and make recommendations to the Board of Trustees.

### Section 3. Standing Committees

There shall be four standing committees of the Board:

1. Governance
2. Finance
3. Personnel
4. 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 of the community at the discretion of the Board Chair and Executive Director. The Clerk shall Chair the Governance Committee.

The Governance Committee shall:

- Identify, review and recommend candidates for trusteeship, in accordance with Article III, Section 4
- Orient new trustees
- Assess performance of individual trustees and the board generally
- Receive and recommend revisions and amendments to the bylaws as necessary

##### Section 3.1.1 Bylaws Amendment

Recommendations for revisions and amendments to the bylaws may be made by any community member in writing to the Clerk. The Governance Committee shall review any suggestions and make recommendations to the full Board of Trustees. Revisions and amendments are subject to approval by the full Board of Trustees. Revisions and amendments are subject to final review and approval by the state Department of Education.

#### Section 3.2. Finance

The Finance Committee shall include trustees and other members of the community at the discretion of the Board Chair and Executive Director. The Finance Committee shall be chaired by 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 in consultation with the Executive Director and the appropriation of funds within the annual budget in consultation with the Executive Director and the Business Manager. The Finance Committee shall also:

- Advise Board of Trustees regarding the school's fiscal practices and the investment of the financial resources of the school.
- Recommend to the Board of Trustees appropriately qualified public accountants; assist and cooperate with the 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

- Ensure 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 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 individual, foundations, corporations and government entities. The committee shall also offer advice and counsel on external relations, including marketing and brand identity.

### Section 3.4 Personnel

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

The Personnel Committee shall be charged with overseeing personnel issues, including but not limited to salary schedules, benefits, work conditions, the Faculty Handbook, the process of evaluating the Executive Director, and general personnel policy.

#### Section 3.4.1 Nature of Employment

The South Shore Charter Public School is a public employer for the purposes of tort liability (per M.G.L. Chapter 258) and for collective bargaining purposes and for collective bargaining purposes (M.G.L. Chapter 150E).

### Section 3.5 Task Forces

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

- Work with the principals in the development, implementation and evaluation of all curriculum and instructional services; help assure their alignment with state frameworks, time and learning regulations, and state and federal mandates.

- 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
- Oversee staff and faculty recruitment, selection and hiring.
- Assist in the planning of comprehensive development efforts
- Oversee the management of the school's physical assets, including the building, furnishings, equipment, grounds, parking lot and vehicles.
- Act as the official spokesperson of the school.
- Make a report of the school at each regular meeting of the Board of Trustees, and an annual report at the Annual Meeting.

The Executive Director shall have such other tasks and assume such other 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 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 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 or legal guardians of current or prospective students and to the Department of Education.

**ARTICLE XII: NON-DISCRIMINATION**

The South Shore Charter Public School and 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, age, 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, 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 1; 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 XIV: 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.