

# BY-LAWS OF THE STURGIS CHARTER PUBLIC SCHOOL

## ARTICLE I THE SCHOOL

Section 1. Name. The name of this school is “The Sturgis Charter Public School” of Barnstable, Barnstable County, Massachusetts. This school shall be referred to throughout these By-Laws as the “School”.

Section 2. Purpose. As provided for in Massachusetts General Laws, Chapter 71, 89, and the Charter issued by the Board of Education of the Commonwealth of Massachusetts, the purpose of this school shall be to stimulate the development of innovative programs in public education; to provide opportunities for innovative learning and assessments; to provide parents and students with greater options in choosing schools within and outside the school districts; to provide teachers with a vehicle for establishing schools with alternative, innovative methods of educational instruction and school structure and management; to encourage performance based educational programs; to hold teachers and school administrators accountable for students’ educational outcome; and to provide models for replication in other public schools.

The School is organized exclusively under the provisions of Massachusetts General Laws, Chapter 71, 89, and shall be an independent public high school offering Cape Cod students an intellectually rigorous education in the tradition of the liberal arts and sciences, a course of study aimed at developing independence of thought and generosity of spirit.

## ARTICLE II BOARD OF TRUSTEES

Section 1. Responsibilities and Powers. The affairs and responsibilities of the School shall be directed and controlled by a Board of Trustees which shall be a public entity under the laws of the Commonwealth of Massachusetts, to be constituted in a manner provided in Section 2 of this Article II, which may exercise all the lawful powers of the School. Without limiting the generality of the foregoing, the Board of Trustees shall be responsible for each of the following:

- a) Establishment of short and long-range objectives and goals of the School.
- b) Review and adoption of policies and programs to achieve the established objectives of the School as described in the Massachusetts General Laws, Chapter 71, 89 and these By-Laws and that offer educational methods which provide a curriculum and an education of the highest quality for children.
- c) Establishment of administrative and fiscal controls to ensure successful implementation of approved policies and programs.
- d) Provision of a physical plant and equipment adequate for the immediate and future needs of the School, as well as adoption and implementation of sound plans for the physical development of the School.

- e) Establishment of sound fiscal policy for the School, including but not limited to (i) review and adoption of annual operating and capital budgets; (ii) management of endowments, and (iii) implementation of development and fund raising programs.
- f) Engagement of a qualified Executive Director, who shall be the Chief Executive Officer, responsible for implementing approved policies and programs, and hiring, evaluating, managing and terminating faculty and administrative faculty and personnel as required for the effective operation of the School and cooperating with area educational institutions to insure maximum exchange of ideas and concepts having application to education of children.
- g) Ensuring that the School and the Board shall comply with all applicable laws and regulations.
- h) Ensuring that the School is an academic success, organizationally viable, faithful to its charter and earns charter renewal as required.
- i) Ensuring that Trustees shall not discriminate against potential members of the Board of Trustees on the basis of age, sex, sexual orientation, race, national origin, ancestry, religion, marital status, or non-disqualifying handicap or mental condition.

In addition and in furtherance of all powers conferred on them by law, the Board of Trustees, acting in the name and on behalf of the School, shall have the following powers:

- j) To retain and hold for so long a time as they deem advisable any real or personal property of any kind which the School may receive from any source whatsoever without being liable to any person for such retention, even though such property may not be included in what are generally considered proper investments for fiduciaries or may constitute a larger proportion of the property of the School than is usually considered proper.
- k) To purchase real and personal property; to invest and reinvest the property of the School; to sell at public sale, exchange, transfer, or grant options to purchase the whole or any part of the property of the School, real or personal, at any time held by it, upon such terms and conditions as they may deem best, and consistent with current statutory laws and regulations from time to time promulgated, and to execute, acknowledge and deliver such deeds, contracts or other instruments as they may deem necessary or advisable in connection with any such purchase, sale, exchange, option or transfer.
- l) To determine in accordance with generally accepted accounting principles whether any money or other property, received by the School shall be treated as principal or as income, and to determine in accordance with such principles the extent to which expenses the School shall be borne as between principal and income; and this power shall include, without limitation, the power to determine in case any investment shall at any time be made in any bond or security for money at a premium or in a wasting investment so-called or in non-income producing property, the extent to which such investment shall be dealt with as principal or as income.
- m) With respect to any security which is part of the property of the School, to vote or grant proxies to vote such security, to take any action deemed appropriate in connection with any merger, consolidation or reorganization and to exercise any conversion, subscription, or other right pertaining to such security.
- n) To lease, with or without option to purchase, any real estate at any time held by the School, for such term or terms, and upon such provisions and conditions, as they shall determine, and to alter, repair, demolish, rebuild and improve any building which is at any time part of the property of the School.
- o) To borrow money on such terms as they deem proper and to mortgage or pledge property, real or personal, of the School to secure the same.

- p) To invest in and retain for so long a period as they see fit the shares, preferred or common, of investment companies or investment trusts, whether of the open-end or closed-end type, and without notice to anyone to participate in any common trust or pooled fund.
- q) To invest such portion of the funds of the School as the Trustees may from time to time determine in such securities as the Trustees in their uncontrolled discretion shall consider likely to result in future appreciation of principal, even though the securities so purchased may pay currently only small dividend in proportion to their cost, or no dividend at all, and there is no reasonable prospect of a higher dividend rate, or of any dividend, for an indeterminate or extended time in the future.
- r) To invest such portion of the funds of the School as the Trustees may from time to time determine in securities the income from which is exempt from federal or state income tax, and to hold the same, even though such securities would not normally or usually for any reason be considered proper investments for fiduciaries.
- s) To adjust, settle, arbitrate or compromise any claim or claims of any nature payable to or made against the School, including any claims for taxes upon any terms satisfactory to them.
- t) To hold, retain, purchase, dispose of or otherwise deal with insurance or annuities on the life of any officer or employee of the School for the benefit of the School, and to pay all premiums and costs thereof from the funds of the School.

Section 2. Number and Election of Trustees. The Board of Trustees shall consist of not less than six (6) nor more than eighteen (18) Trustees. Thirty (30) days at least prior to the annual meeting of the Trustees, as established by Section 6 of this Article II, the Trustees then in office shall nominate candidates to succeed any one or more retiring Trustees, and the Trustees shall elect new Trustees by a majority vote at the annual meeting of the Trustees each year. In addition, the Trustees may at any time elect new Trustees by a majority vote at any regular or special meeting of Trustees called for such purpose. The Director of the school shall be an ex-officio member of the Board of Trustees; and one (1) full-time teacher, selected by the teachers, shall be an ex-officio member of the Board of Trustees. The teacher member shall be selected annually, provided that any one teacher may not serve more than three (3) consecutive one-year terms. Ex-officio members shall be full voting members; except when there is a conflict of interest, for example, when there is a teacher contract negotiation.

Each Trustee elected by the serving Trustees at any annual, regular or special meeting shall serve a term of three (3) years, or the remaining term of a vacancy, commencing on the next following board meeting and expiring on the third Annual Meeting after appointment. Once elected, the name of each Trustee shall be published in the School Newsletter or other appropriate publication of general circulation to the School community. The term for Trustees serving on the initial Board of Trustees may be for greater than three years in order that the Board may achieve a coordinated expiration of the Trustee's term of office, as provided for in Section 3 hereof.

At the expiration of each three-year term, any Trustee may thereafter be elected to serve an additional three-year term by a vote of a majority of Trustees. Trustees may serve no more than three (3) consecutive terms (nine (9) consecutive years).

Section 3. Continuity. The term of office for each Trustee and the number of Trustees elected by the Board from time to time should be focused on achieving a Board consisting of not less than one-half ( $\frac{1}{2}$ ) of Trustees with prior service.

Section 4. Resignation. Any Trustee may resign by delivering or causing to be delivered to the Secretary a written resignation which shall take effect upon the acceptance by the Board at any meeting.

Section 5. Removal. Any Trustee may be removed from office with or without cause by the vote of a majority of all the Trustees then in office. A Trustee may be removed for cause only after being afforded reasonable notice and an opportunity to be heard before the Board of Trustees.

Section 6. The Annual Meeting of the Board shall be held on the third Tuesday in June each year at 7:00p.m. at the School or other date and time as may be established by the Board. Seven (7) days written notice of the Annual Meeting shall be given to all Trustees then in office. Other meetings of the Board at least as frequently as quarterly may be held at such places and at such times as the Board may by vote from time to time determine and fix. Notice of the place, date, hour and purpose of any such meeting of the Trustees shall be given by the President or at his/her request by the Secretary to each Trustee by first class mail seven (7) days at least prior to the meeting or by next day delivery or fax at least seventy-two (72) hours before such meeting and shall be open to the public as required by Massachusetts General Laws, Chapter 30A, Section 11A1/2. Special meeting may be held at any time without such notice, if all the Trustees are present or if those not present execute a written waiver of notice before or after the meeting and the Board has fully complied with the provisions of Massachusetts General Laws, Chapter 30A, Section 11A1/2.

Section 7. Quorum A majority of the Trustees in attendance shall constitute a quorum for the transaction of business. Less than a quorum may adjourn a meeting. Except as is otherwise required by law, or these By-laws, the action of a majority of the Trustees present at a meeting in which a quorum is present shall be the action of the Board of Trustees.

Section 8. Minutes. The Trustees shall maintain accurate records of its meetings, setting forth the date, time, place, members present or absent and action taken at each meeting, including executive sessions. The records of each meeting shall become a public record and be available to the public; provided, however, that the records of any executive session may remain secret as long as publication may defeat the lawful purposes of the executive session, but no longer. All votes taken in executive sessions shall be recorded roll call votes and shall become a part of the record of said executive sessions. No votes taken in open session shall be by secret ballot.

Section 9. Special State Employees\_The individual members of the Board of Trustees are considered to be special state employees under the General Laws of the Commonwealth of Massachusetts.

### **ARTICLE III COMMITTEES.**

The Board of Trustees may establish such other committees having such duties, responsibilities and powers and consisting of such number of persons as the Board of Trustees shall determine from time to time; and the members of any such committees shall be appointed by the Board of Trustees from among the Trustees or otherwise as the Board shall deem advisable.

### **ARTICLE IV OFFICERS**

Section 1. Principal Officers: Election Thereof: Eligibility. The officers of the School shall be a President, a Vice President, a Treasurer, a Secretary, and such other officers as the Board of

Trustees may elect or appoint. Each officer, as a condition for election and continued service, must be a Trustee. Such officers shall be elected by the Board of Trustees at the Annual Meeting of the Board or with respect to the initial Board of Trustees at the initial meeting thereof. Subject to the provisions of Sections 2,3 and 4 of this Article IV, the President, the Vice President, the Treasurer and the Secretary shall each hold office until the next Annual Meeting of the Board of Trustees and until their respective successors are elected.

Section 2. President. The President shall be responsible to preside at all meetings of the Board of Trustees. The President shall, upon the advice and counsel of other members of the Board, set the agenda for all meetings and shall conduct the meetings in an orderly, thorough, fair, and proper fashion so as to encourage full discussion and proper action by the Board on all issues to be decided. The President shall have such other powers as the Board of Trustees may determine or designate from time to time.

Section 3. Vice President. The Vice President shall have such powers and perform such duties as may be assigned by the Board of Trustees. In the absence or disability of the President, or in case of an unfilled vacancy in that office, the Vice President shall perform the duties and exercise the powers of the President.

Section 4. Treasurer. The Treasurer shall be responsible for the care and custody of the money, funds, valuable papers and documents of the School and shall have and exercise all the powers and duties commonly incident to such office. The Treasurer may endorse or cause to be endorsed for deposit or collection all checks, notes, drafts and instruments for the payment of money, payable to the School or to its order, and shall cause to be kept accurate books of account of all moneys received and disbursed.

If required by the Board of Trustees, the School shall provide a bond covering the Treasurer in such sum and such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of this office.

Section 5. Secretary The Secretary shall be responsible for maintaining accurate minutes of all meetings of the Board of Trustees, shall perform all the duties commonly incident to this office, and shall perform such other duties and have such other powers as the Board of Trustees shall from time to time designate or as may be otherwise provided for in these By-laws.

In the absence of the Secretary, a Secretary Tempore may be appointed by the Trustees to perform such duties.

Section 6. Additional Officers The Board of Trustees in its discretion may appoint additional Vice Presidents, and Assistant Treasurer and an Assistant Secretary and may prescribe their duties and their terms of office.

## **ARTICLE V 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 may serve as a trustee, 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 he or she may become involved by reason of his or her serving or having served in such

capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the School or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest 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 be unreasonably 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 he or she 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.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation, if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the School, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the School approves payment of indemnification, such director shall be wholly protected by, if:

- i the payment has been approved or ratified (1) by a majority vote or a quorum of the directors consisting of persons who are not at that time parties to the proceeding; (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection directors who are parties may participate), or (3) by the members of the corporation of disinterested; or
- ii the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by a vote of the directors or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or
- iii the payment is approved by a court of competent jurisdiction; or
- iv the directors may have otherwise acted in accordance with the standard of conduct set forth in applicable provisions of the Massachusetts General Laws.

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 therefor 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. If the School denies the request or if payment is not made within such 30-day period, the persons seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the School.

The right of indemnification under this article shall be a contract right inuring to the benefit of the directors, officer and other persons entitled to be indemnified hereunder, and no amendment or

repeal of this article shall adversely affect any right of such director, officer or other person 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 a director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the School, apply to the directors, officers, and other persons associated with constituent Schools that have been merged into or consolidated with the school, who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the School.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such director or officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which School employees or agents other than directors and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

The School shall maintain or cause to be maintained liability insurance with insurance companies authorized to do business in Massachusetts insuring the Trustees and officers against liabilities and expenses incurred in their capacities as Trustees and officers.

#### **ARTICLE VI ROBERT'S RULES**

All meetings of the Board shall be governed by Robert's Rules of Order, except as otherwise provided by these By-Laws.

#### **ARTICLE VII AMENDMENTS OF BY-LAWS**

These By-Laws may be amended at any meeting of the Trustees, the notice of which indicated such purpose by a majority vote of all the Trustees then in office. Any amendment to these By-Laws must be submitted to the Department of Education for its approval prior to final implementation.

#### **ARTICLE VIII FISCAL YEAR**

The fiscal year of the School shall end on the 30th day of June of each year.

#### **ARTICLE IX SEAL**

The Seal of the School shall consist of a flat-faced circular die with the name of the School, the year of charter issuance, and the word "Massachusetts" cut or engraved thereon.

#### **ARTICLE X PROVISIONS FOR DISSOLUTION**

In the event of liquidation or dissolution of the School, all the assets of the School, after paying or making sufficient provision for the payment of all of the liabilities of the School, shall be distributed exclusively as provided for in the Massachusetts General Laws.

*Approved by Board of Trustees of Sturgis Charter Public School: April 23, 2007*