

**BYLAWS of
THE FOXBOROUGH REGIONAL CHARTER SCHOOL**

ARTICLE I

Name

Section 1.1 Name: The name of this public entity shall be the Foxborough Regional Charter School (the "Charter School").

ARTICLE II

Purposes

Section 2.1 Members: The purpose of the Charter School is that the school is a public school, chartered as set forth in its Charter dated February 25, 1998, issued by the Secretary of Education of the Commonwealth of Massachusetts and in Massachusetts General Laws c. 71, S89, as each may be amended from time to time.

ARTICLE III

Board of Trustees

Section 3.1 Number: The Trustees at their annual meeting, or at a special meeting called for that purpose, shall elect a Board of Trustees of not less than three (3) and not more than 15 members, to take office immediately upon election and to hold office until the annual meeting of the Trustees at which their respective terms expire and until their respective successors are elected and qualified.

Section 3.2 Selection and Term of Office: Trustees shall be elected to three (3) year terms. Trustee shall be elected for staggered terms of up to three (3) years, so that the terms of approximately one- third ($1/3$) of the Trustees will expire each year. Each Trustee shall serve until a successor has been elected and qualified. The number of Trustees to be elected each year shall be fixed at the meeting at which they are elected, but the Trustees may, at any meeting held for the purpose during any such year, increase or decrease (within the limits above specified) the number of Trustees as this fixed, and elect new Trustees to complete number so fixed, or remove Trustees to reduce the number of Trustees to the number so fixed. The Board shall include ex officio, as voting member, the Chair of the Charter School. The Board of Trustees may not discriminate against potential 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. The Board of Trustees shall request the appointment of a trustee to the board only where the board has no reason to know the trustee has a financial interest under M.G. L. Chapter 268A which may preclude a majority of the board from participating in deliberations or voting on certain matters that are expected to come before the board. The Board of Trustees must exercise due diligence prior to determining that a proposed trustee does not have such a financial interest.

Section 3.3 Powers/Duties: The Board of Trustees shall have and may exercise all the powers of the Charter School. The Board of Trustees is a public entity, and each member thereof, is a special state employee. The Board of Trustees, holder of the charter from the State of Massachusetts, shall ensure that the school and its Board members shall comply with all applicable laws and regulations regulating charter schools in Massachusetts, shall ensure that the Charter School is academically successful, organizationally viable, faithful to the terms of its charter and earns charter renewal. The Board of Trustees is a public employer for the purposes of tort liability (M.G.L. Chapter 258) and for collective bargaining purposes (M.G.L. Chapter 150E). The Board of Trustees has the responsibility to select, appoint, evaluate, and/or remove the school director, however it is prohibited from exercising managerial powers over the day-to-day operations of the school.

Section 3.4 Regular Meetings: Regular meetings of the Board of Trustees shall be held at such places, within or without the Commonwealth of Massachusetts, and at such times as the Board of Trustees may from time to time determine; however the Board of Trustees must meet at least quarterly. Written notice of a regular meeting of the Board of Trustees shall be given no less than forty eight (48) hours before the meeting by leaving such notice with the Trustee or by email, or at the Trustee's residence or usual place of business, or by mailing it, postage prepaid, addressed to such Trustee at the trustee's address, as it appears upon the records of the Charter School. No notice to the Trustees shall be required for any regular meeting held at a time and place fixed in advance by the Board of Trustees, if notice of the times and places so fixed for regular meetings shall have been given to such Trustee within the same calendar year, in writing, as specified above.

Section 3.5 Executive Sessions: All meetings of the Board of Trustees are open to attendance by the public. However, the board has the right to convene in a closed executive session when it meets the following procedural conditions imposed by state law:

1. The Board will first convene in an open session for which due notice has been given.
2. The Chair (or, in his/her absence, the presiding member) will state the purpose for the executive session by stating all subjects that may be revealed without compromising the purpose for which the executive session was called.
3. A majority of the members must vote to enter the executive session, with the vote taken by roll call and recorded in the official minutes.
4. The Chair or presiding member will state before entering the executive session whether the Board will reconvene in open session after the executive session.

The law puts specific limitations on the purposes for which executive sessions may be convened. The Board may enter executive sessions only to deliberate:

1. The reputation, character, physical condition or mental health, rather than the professional competence, of a single individual.
2. The discipline or dismissal, including the hearing of charges against a member of the Board, a school employee or student, or other individual. The individual has certain rights enumerated in the law including requiring the Board to hold an open session should the individual so request.
3. The deployment of security personnel or devices.
4. Allegations of criminal misconduct or to discuss the filing of criminal complaints.
5. Transactions of real estate, if an open meeting might be detrimental to the negotiating position of the Board or another party.
6. To comply with the provisions of any general or specific law of federal grant-in-aid requirements.
7. To consider and interview applicants for employment (The only position that the Board of Trustees would be involved in that might qualify would be for the position of Executive Director). This exemption only applies if it can be determined that an open meeting will have a detrimental effect in obtaining qualified applicants.
8. To meet or confer with a mediator and/or attorney with respect to any litigation or public business.

(In the first two cases listed, an open meeting will be held if the individual involved so requests.)

Accurate records of the proceedings conducted in executive session will be kept and may remain secret only so long as their publication would defeat the purpose of the session. The Board will review executive session minutes for possible declassification at least once each year.

The Board Chair and the Executive Director will review executive session minutes for possible declassification on, at least, a quarterly basis and, if necessary, will consult with legal counsel. The Board Chair will bring minutes recommended for declassification to the Board of Trustees for a vote either as part of a consent agenda or for individual action. In either case, there shall be an announcement of the declassification of minutes.

When a specific set of executive session minutes, not yet declassified, is requested by a member of the public, the Board of Trustees shall render a decision on declassification at its next meeting or within 30 days after the request, whichever occurs first.

All votes taken in executive session will be recorded roll call votes, and will become part of the minutes of executive sessions.

Section 3.6 Special Meetings: Special meetings of the Board of Trustees may be held at any time and at any place, within or without the Commonwealth of Massachusetts, when called by the Chair or by two (2) or more Trustees, reasonable notice thereof being given to each Trustee by the Secretary, or, in case of the death, absence, incapacity, or refusal of the Secretary, by the Officer or Trustees calling the meeting, or at any time without call or formal notice, provided all the Trustees are present or waive notice thereof by a writing which is filed with the records of the meeting. In any case, it shall be deemed sufficient notice to a Trustee to send notice by mail or by email at least forty-eight (48) hours, before the meeting, addressed to the Trustee at the Trustee's usual or last known business or residence address.

Section 3.7 Annual Meetings: The Annual Meeting of the Trustees shall be held on the second Tuesday in the month of November, if it be not a legal holiday, and if it be a legal holiday, then on the next succeeding day not a legal holiday, at such hour and place as the Chair or the Secretary may determine. Purposes for which an annual meeting is to be held, in addition to those prescribed by law, and by these Bylaws, may be specified by the Board of Trustees or by a writing signed either by the Chair or by any Vice Chair or by a quorum of the Trustees. If such Annual Meeting is omitted on the day herein provided therefore, a Special Meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as *if* transacted or held at the Annual Meeting, and in such case such reference in these Bylaws to the Annual Meeting of the Trustees shall be deemed to refer to such Special Meeting. A written notice of the Annual Meeting or meeting in lieu thereof, stating the place, day and hour thereof and the purposes for which the meeting is called, shall be given by the Chair or Secretary to each Trustee at least forty-eight (48) days before the meeting by leaving such notice with such Trustee or by email, or at such Trustee's residence or usual place of business, or by mailing it, postage prepaid, addressed to such Trustee at such Trustee's address as it appears upon the records of the Charter School. In case of the death, absence, incapacity or refusal of the Secretary, such notice may be given by any other Officer or by a person designated either by the Secretary or by the person or persons calling the meeting or by the Board of Trustees.

Section 3.8 Quorum: At any meeting of the Trustees, a majority of the Trustees then in office shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the affirmative vote of a majority of the Trustees in attendance thereat and voting on the question shall, except where a larger vote is required by law or by these Bylaws, decide any question brought before such meeting.

Section 3.9 Complaints: The Board of Trustees shall hear complaints from any parent, guardian or other individual or groups, filed in writing, and limited to complaints that the School has violated or is violating any of the provisions of M.G.L. c 71 s. 89 or 603 CMR 1.00. The Board of Trustees shall conduct a review of such complaints and respond to the complainant(s) in writing within 30 days. Such response shall inform the complainant(s) of the right to submit the complaint in writing to the Commissioner of the Department of Elementary and Secondary Education should they not be satisfied with the response from the Board of Trustees.

Section 3.10 Waiver of Notice: Notice of any meeting may be waived if each Trustee, by a writing filed with the records of the meeting, waives such notice.

Section 3.11 Open Meeting Law: Notwithstanding the provisions of this Article III, meetings of the Board of Trustees and its committees shall comply with the applicable requirements and its committees shall comply with the applicable requirements of the Massachusetts Open Meeting Law, G.L. c. 39, SS23A and 23B and c 30 A, sec 11 A ½.

Section 3.12 Conflict of Interest Law: The Board of Trustees complies with the Massachusetts Conflict of Interest Law, M.G.L. Chapter 268A.

Section 3.13 Disclosure of Financial Interest: Trustees shall disclose any financial interest or business transactions that they (or any of their immediate members) have in any charter school in Massachusetts or elsewhere with the Massachusetts State Ethics Commission, the Massachusetts Department of Elementary and Secondary Education, and the city or town clerk in which the school is located within 30 days of joining the Board of Trustees and by September 1 annually, including the year after service is completed, unless service is less than 30 days in that year.

ARTICLE IV

Committees

Section 4.1 Committees: The Board of Trustees may from time to time create such committees as it deems necessary or desirable for the conduct of the affairs of the Charter School, to which may be appointed such persons as the Board may determine. Except as the Trustees may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the Trustees or in such rules, its business shall be conducted in a manner similar to that provided in these Bylaws for the Trustees.

Section 4.2 Quorum of Committees: A majority of the members of a committee shall constitute a quorum for the transaction of business, but a lesser number of members may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the members of such committee present thereat shall decide any matter brought before such meeting.

ARTICLE V

Officers

Section 5.1 Election: The Officers of the Charter School shall consist of a Chair, a Vice Chair, a Treasurer and a Secretary. Other Officers, their powers and their terms of office, may be prescribed by a majority of Trustees from time to time as the Board of Trustees may determine. All Officers shall be elected by the Trustees at any meeting thereof.

Section 5.2 Qualification and Powers: Each Officer shall be a Trustee. So far as is permitted by law, any two (2) or more offices may be filled by the same person. Subject to law and to the other provisions of these Bylaws, each Officer shall hold office for a term of one (1) year and until a successor is elected and takes office, or until the Officer sooner dies, resigns, is removed, or becomes disqualified. Each Officer shall, subject to these Bylaws, have in addition to the duties and powers herein set forth, such duties and powers as the Board of Trustees shall from time to time designate.

Section 5.3 Chair: The Chair shall subject to law, to the other provisions of these Bylaws, and to the general supervision of the Board of Trustees, have general charge of the governance of the Charter School. The Chair shall preside at all meetings of the Board of Trustees and the Executive Committee, if there be one. In absence of the Chair, the Vice chair shall preside, and in absence of the Vice Chair, the Chair shall designate a Chair *ad interim*.

Section 5.4 Vice-Chair: In the absence of the Chair, the Vice-Chair shall, subject to law, to the other provisions of these Bylaws, and to the general supervision of the Board of Trustees, have general charge and control over the management of the ordinary affairs of the Charter School and the development of its program. The Vice Chair in the absence of the Chair, shall preside at all meetings of the Board of Trustees and the Executive Committee, if there be one.

Section 5.5 Secretary: The Secretary or a designee shall keep the records of all meetings of the Board of Trustees and committees of the Board.

Section 5.6 Treasurer: The Treasurer shall, subject to the direction and under the supervision of the Board of Trustees, have general charge of the financial concerns of the Charter School and the care and custody of the funds, securities, and valuable papers of the Charter School, except the Treasurer's own bond, if any, and shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations and orders for the payment of money payable to the Charter School or its order, and to accept drafts on behalf of the Charter School. The Treasurer shall keep, or cause to be kept, accurate books of account, which shall be the property of the Charter School, and if required by the Board of Trustees, shall give bond for the faithful performance of the duties of the office in such form, in such sum, and with such sureties as the Board of Trustees shall require.

ARTICLE VI

Resignations, Removals, and Vacancies

Section 6.1 Resignations and Removals: Any Trustee or Officer may resign at any time by delivering written notice of resignation to the Chair or the Secretary or to a meeting of the Board of Trustees. Any Trustee or Trustees may be removed from office, with or without cause, by vote of at least sixty (60%) percent of the number of Trustees then in office, at any meeting called for that purpose with at least fourteen (14) days advance notice, in writing or by email, to all Trustees. The Board of Trustees may, by vote of a majority of the Trustees present at voting, remove from office, with or without cause, any Officer appointed by the Board or terminate or modify the authority of any such Officer.

Section 6.2 Vacancies: If the position of any Trustee becomes vacant, by reason of death, resignation, removal, disqualification or otherwise, a successor may be appointed by a majority of the Trustees then in office, which appointment may be held at the same meeting at which a former Trustee resigns or is removed, provided that the Trustees shall receive at least fourteen (14) days advance written notice or by email of the intent to elect a successor Trustee. Any vacancy on any committee of the Board may be filled by a majority of the Trustees then in office. If any office becomes vacant, the Board of Trustees may appoint a successor, by vote of a majority of the Trustees present and voting. Each such successor shall hold office for the unexpired term and until a successor shall be appointed and qualified or, if sooner, until death, resignation, removal or disqualification. The Board of Trustees shall have and may exercise all its power notwithstanding the existence of one (1) or more vacancies in its number. The Board of Trustees shall notify the Massachusetts Department of Elementary and Secondary Education of the appointment of any new trustee.

ARTICLE VII

Indemnification

Section 7.1: The Charter School shall, to the extent legally permissible, indemnify its Officers and Trustees, and their respective heirs, executors, administrators or other representatives from any costs, expenses, attorney's fees, amounts reasonably paid in settlement, fines, penalties, liabilities and judgments incurred while in office or thereafter by reason of any such Officer or Trustee's being or having been an Officer or Trustee of the Charter School or by reason of such Officer or Trustee's serving or having served at the request of the Charter School as Executive Director, Trustee, Officer, employee, or other agent of another organization, or in any capacity with respect to any employee benefit plan, unless with respect to the matter as to which indemnification is sought the Officer or Trustee shall have been or is adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Charter School. Such indemnification may include payment by the Charter School of expenses incurred in defending a civil or criminal action or proceeding, upon receipt of an undertaking by the person to be indemnified to repay such payment if he or she shall be not entitled to indemnification under this paragraph.

Section 7.2: The Charter School, the extent legally permissible, may indemnify its employees and other agents, including but not limited to its volunteers, from any costs, expenses, attorney's fees, amounts reasonably paid in settlement, fines, penalties, liabilities and judgments incurred while in office or thereafter by reason of any such person's being or having been an employee or agent of the Charter School or by reason of such person's serving or having served at the request of the Charter School as Executive Director, Trustee, Officer, employee, or other agent of any other organization, or in any capacity with respect to any employee benefit plan, unless with respect to the matter as to which indemnification is sought the employee shall have been or is adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the Trustee's action was in the best interests of the Charter School. Such indemnification may include a payment by the Charter School of expenses incurred in defending a civil or criminal action or proceeding, upon receipt of an undertaking by the person to be indemnified to repay such payment if he or she shall be not entitled to indemnification under this section. In determining whether to provide indemnification under this paragraph, the Charter School may consider, among other factors, whether and to what extent insurance is or was available to the person seeking indemnification and whether and to what extent insurance is available to the Charter School such indemnification.

Section 7.3: The determination whether an Officer or Trustee is entitled to indemnification and the determination whether the Charter School will indemnify an employee or other agent shall be made at a meeting of the Board of Trustees by a disinterested majority of the Trustees present thereat, provided that there is an opinion in writing of counsel retained by the Charter School to the effect that such Officer or Trustee appears to have acted in good faith in the reasonable belief that the Trustee's action was in the best interests of the Charter School.

ARTICLE VIII

Non-Discrimination

Section 8.1: The Charter School shall not discriminate against any person in admission to its school or in obtaining the advantages, privileges and courses of study of its school on account of race, color, gender, religion, national or ethnic origin or sexual orientation.

ARTICLE IX

Fiscal Year

Section 9.1: Except as from time to time otherwise may be prescribed by the Board of Trustees, the fiscal year of the Charter School shall begin on July 1 and end on June 30.

ARTICLE X

Statutory Provisions

Section 10.1: The provisions of Massachusetts G.L. c. 71, S89, as amended from time to time, are incorporated into these Bylaws by reference. In the event of any conflict between these Bylaws and G.L. c. 71, S89, (Massachusetts' Education Reform Act of 1993) the provisions of G.L. c. 71, S89 shall prevail.

Section 10.2: The provisions of Massachusetts G.L. c.30A, S11 A 1/2 and Massachusetts G.L. c.39, S23 A and S 23B,(Open Meeting Laws) as amended from time to time, are incorporated into these Bylaws by reference. In the event of any conflict between these Bylaws and G.L. c.30A, S11 A 1/2 and G.L. c.39, S23 A and S 23B, the provisions of G.L. c.30A, S11 A 1/2 and G.L. c.39, S23 A and S23B, shall prevail.

ARTICLE XI

Amendments

Section 11.1: These Bylaws may be altered, amended or repealed in whole or in part by the affirmative vote of two-thirds of the Trustees then in office, present at any regular or special meeting of the Board of Trustees, duly called at which a quorum is present, and the notice of which specifies that one of the purposes of the meeting is the amendment of these Bylaws, subject to approval by DESE.

Approved and adopted September 10, 2013