

COMMUNITY REGIONAL CHARTER SCHOOL BYLAWS

ARTICLE I Name and Incorporation

Section 1. Name. The name of the corporation is Community Regional Charter School. It is hereinafter referred to as “the Corporation.”

Section 2. Location. The principal location of the Corporation facility shall be 48 South Factory Street, Skowhegan, Maine 04976.

Section 3. Statute and Code. The corporation shall operate in accordance with Title 20-A, Chapter 112 of the Maine Revised Statutes.

Section 4. Non-discrimination. The Corporation shall not discriminate on the basis of race, religion, national origin, gender or age in either the hiring and other employment practices of the school or in its admission policies for students. Further, the Corporation shall be open to all students in its authorized geographic area on a space available basis and shall not discriminate in its admission policies or practices. The Corporation shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter public schools in the State of Maine.

ARTICLE II Purposes

Section 1. General Purposes. The Corporation is a non-profit corporation organized under the laws of the State of Maine and its purposes are exclusively educational as set forth in the Articles of Incorporation. More specifically, the Corporation is organized to fulfill the mission and vision described in the Charter Contract with the Maine Charter School Commission.

Section 2. Powers. The Corporation shall have all such powers as are authorized under Maine law or as otherwise limited by the Board of Directors.

Section 3. Prohibition of the Inurement of Assets and Income to Private Persons. All the assets and income of the Corporation shall be used exclusively for its 501(c)(3) purposes, and no part thereof shall inure to the benefit of any private individual; provided, however, that nothing contained herein shall be construed to prevent the payment by the Corporation of reasonable compensation to employees of the Corporation.

Section 4. Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended, or successor provisions of federal tax law (the “Code”) as an organization described in Section 501(c)(3) the Code, and to which contributions are deductible under Section 170(c)(2), 2055(a)(2), and 2522(a) of the Code which is other than

a private foundation as defined in Section 509(a) of the Code. The Articles of Incorporation and these Bylaws shall be construed accordingly and all powers and activities shall be limited accordingly. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, provided that the Corporation shall have the power to make an election under Section 501(h) of the Code. Likewise, the Corporation shall not participate or intervene in any manner or to any extent in any political campaign on behalf of any candidate for public office. Furthermore, the Corporation shall not engage in any activities that are unlawful under applicable federal, state or local laws, including, but not limited to, activities prohibited for an organization exempt from federal income taxation under Section 501(c)(3) of the Code and regulations thereunder as they now exist or as they may hereafter be amended.

ARTICLE III Members

Section 1. Non-membership Corporation. The Corporation shall have no members. The Board of Directors shall have all powers and duties for the conduct of the activities of the Corporation.

ARTICLE IV Board of Directors

Section 1. Members. Board members shall be reflective of those living in the communities served by CRCS, provided that individuals residing outside of those communities shall be eligible for Board membership.

Section 2. Number. The Board of Directors shall consist of not less than five and not more than nine persons. The Executive Director of the charter school shall be a non-voting member of the Board of Directors.

Section 3. Term. Directors shall be elected by the CRCS Board of Directors for three year terms. Terms shall be staggered so that no more than 1/3 of the Board shall be up for election in any year, unless a vacancy(ies) needs to be filled.

Section 4. Powers. The Board of Directors shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of the Corporation, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Board of Directors may, by general resolution, delegate to committees of its own number or to officers of the Corporation such powers as it may see fit for specified periods of time.

Section 5. Election. The names of the initial Directors are set forth in the Articles of Incorporation. All successor Directors shall be elected by the Board from nominations by existing Directors and voted on by a majority of the Board of Directors. Each new Director shall assume his or her Board position immediately upon his/her appointment by the Board or at such time as specified by the Board.

Section 6. Resignation and Removal of a Director. A Director may resign by submitting his or her resignation in writing to the Chair of the Board of Directors. A Director may be removed for cause at a meeting of Directors by an affirmative vote of two-thirds of the remaining Board of Directors. Directors being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 7. Annual Meeting. An Annual meeting of the Board of Directors for the election of Officers shall occur during the regularly scheduled Business Meeting held in June. Written notice of the time, place, and purposes of the meeting shall be given not less than 10 days nor more than 50 days prior to the meeting. The meeting shall be held at the principal location of the Corporation or such other place as shall be specified in the meeting notice. The notice shall comply with Maine's Freedom of Access statute Title 1 Chapter 13, which applies to chartered public schools.

Section 8. Regular Meetings. In addition to the Annual Meeting, there will be no less than 6 regular meetings annually of the Board of Directors which shall be held at a time agreed up by members of the Board. Timely public notice of all such regular meetings shall be provided as specified in Title 1, Chapter 13, Subchapter 1 § 406 of Maine Revised Statutes.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair or by a petition signed by a majority of the Board of Directors. Notice of such meetings shall be held upon not less than two business days' notice given personally or by telephone, telephone facsimile, or electronic mail or upon not less than four business days' notice given by depositing notice in the United States mails, postage prepaid. Such notice shall specify the time, place and purpose of the meeting and in all respects comply with the notice requirements contained in Title 1, Chapter 13, Subchapter 1 § 406 of Maine Revised Statutes.

Section 10. Emergency Meetings. Emergency meetings of the Board of Directors may be called by the Chair upon less than two business days' notice given personally or by telephone or electronic mail. Such notice shall specify the time, place and purpose of the meeting and in all respects comply with the notice requirements contained in Title 1, Chapter 13, Subchapter 1 § 406 of Maine Revised Statutes.

Section 11. Open Public Meetings Act. All meetings of the Board of Directors shall be held in accordance with Maine's Freedom of Access statute Title 1 Chapter 13, which applies to chartered public schools. Adequate public notice of all meetings subject to the Act shall generally be posted not less than five days before any such meeting, provided that this time frame may be shortened based on emergency or other compelling circumstances.

Section 12. Quorum. A majority of the full number of Directors shall constitute a quorum of the Board for the transaction of business. When a quorum is present, a majority of the Directors present may take any action on behalf of the Board, except to the extent that a larger number is

required by law, by the Charter, or by these bylaws. Every act of a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.

Section 13. Vacancies. Any vacancy on the Board of Directors may be filled by the Board for the unexpired portion of the term. If any Director is appointed to fill a vacancy for an unexpired term, the unexpired portion of the term he or she is filling shall not count toward the three year term imposed by Article III, Section 2.

Section 14. Meeting Attendance. Directors are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any Director after such Director's three unexcused absences in one year to ascertain the Director's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board of Directors.

ARTICLE V Committees

Section 1. Establishment. The Board of Directors may appoint such standing committees and/or ad hoc committees as it thinks necessary for the effective governing of the school.

Section 2. Standing Committees. Each standing committee shall have a charge specific to its permitted activities and such charges shall be incorporated into the charter school policy manual. The function of any committee so established shall be fact-finding, deliberative, and advisory to the Board of Directors. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school. Standing committees shall be made up of no more than one less than a quorum of the Board of Directors. The chair shall be an ex officio member of each committee. The Executive Director of the charter school shall be an ex officio member of each committee, except where their evaluation, tenure, or salary are to be deliberated. Standing committees shall be:

- Governance
- Finance & Facilities
- Executive Committee
- Academic Excellence

Section 3. Ad Hoc Committees. Each ad hoc committee shall have a charge specific to its permitted activities and that charge shall include the date on which the committee is to present its final report to the Board of Directors and be dissolved. Members of Ad Hoc committees shall be drawn from those parents, community members, and staff of the school community who indicate interest in serving on the Ad Hoc committee and from such others as may be deemed

appropriate by the Board of Directors. Ad Hoc committees shall be made up of no less than three members provided that the number of Board members on an ad hoc committee shall include no more than one less than a quorum of the Board of Directors.

ARTICLE VI Officers

Section 1. Titles. The Officers of the Corporation are a Chair, a Vice Chair, and a Treasurer. The Board of Directors will have a secretary designee and may create such other officer positions as it thinks necessary. Each officer position shall have its duties and responsibilities specified and included in these By-laws. No Officer may hold more than one position at the same time.

Section 2. Election. The Officers shall be elected from among the Board of Directors at the annual meeting of the Directors.

Section 3. Duties. Officers shall have the duties and responsibilities belonging to their office, including those that follow.

(a) The Chair serves as the board's point of contact with the Executive Director and shall be responsible, along with their fellow Directors, for the oversight of CRCS' business and affairs. They shall preside at all meetings of the Board. The Chair shall have full and equal vote as accorded to all Directors. The Chair may enter into and execute in the name of the Corporation contracts or other instruments that are authorized by the Board of Directors. The Chair may delegate, as needed, to any other officer any or all of the duties of the Chair. They shall have such other powers and duties as may be prescribed by the Board of Directors or by these By-laws.

(b) The Vice Chair shall have such duties and responsibilities as may be delegated to them by the Chair. The Vice Chair shall have full and equal vote as accorded to all Directors. In the absence of the Chair, the Vice Chair shall perform all the duties of the Chair and, when so acting, shall have all the responsibilities of and be subject to all the restrictions as fall upon the Chair, including presiding at meetings of the Board of Directors. They shall have such other powers and duties as may be prescribed by the Board of Directors or by these By-laws.

(c) The Treasurer shall be the chief financial officer of the Corporation and shall have oversight of the Executive Director as that employee takes responsibility for the financial records, investments, and other evidence of school properties and assets. The Treasurer shall ensure that the Executive Director keeps regular books of account for the Corporation that set out business transactions of the Corporation, such books to be

at all times open to inspection at their place of keeping to any Board of Director member. The Treasurer shall be the chair of the Financial Committee, and shall review the annual budget, which is prepared by the Principal and the Executive Director, for the consideration and approval of the Board of Directors. The Treasurer shall ensure that the Executive Director deposits all monies and other valuables in the name and to the credit of the Corporation with such depositaries as shall be designated by the Board of Directors. The Treasurer shall provide oversight to the Executive Director in the investment and reinvestment of funds of the Corporation and the disbursement of funds of the Corporation as may be ordered by the Board of Directors. The Executive Director shall render to the Board of Directors and the members of the school community, at the Annual Meeting, statements evidencing the current financial condition of the Corporation. The Treasurer shall ensure that the Executive Director establishes a system of adequate financial recording showing quarterly income, expenditures, and balance and shall, at the first meeting following the end of each quarter, submit to the Board of Directors a detailed written financial report in compliance with the Maine statutes and regulations relating to charter schools.

(d) The secretary designee shall cause notices of all meetings to be served to all members of the Board of Directors and the Director and shall keep or cause to be kept the minutes of all meetings of the Board, including the time and place, the names of those present, the actions taken, and the votes on such actions. The Secretary shall present the minutes of the previous meeting at the subsequent meeting to be voted on by the Board and duly noted in the minutes of the instant meeting. The Secretary shall keep the Seal of the Corporation. They shall have such other powers and duties as may be prescribed by the Board or by these By-laws.

Section 4. Removal of Board Officers. Any officer may be removed from office, with or without cause, by an affirmative vote of two thirds of the full membership of the Board of Directors at a special meeting called for that purpose. Any officer proposed to be removed shall be entitled to at least five business days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE VII Fiscal Year and Execution of Instruments

Section 1. Fiscal Year. The fiscal year of the Corporation shall be July 1st to June 30th.

Section 2. Check Signing. All notes, drafts, acceptances, checks, endorsements and all evidences of indebtedness of the Corporation shall be signed by the Chair, Executive

Director or other such person or persons as the Board of Directors may from time to time determine. Checks will be reviewed by the Treasurer and/or Board Chair at board meetings.

Section 3. Contracts. Contracts and other instruments (not including routine instruments) to be executed by the Corporation shall be signed, unless otherwise required by law, by the Chair. The Chair, signing alone, is also authorized and empowered to execute in the name of the Corporation all routine instruments arising in the day to day operation of the business of the Corporation. The Board of Directors may authorize any person or persons, whether or not an officer of the Corporation, to sign any contract or other instruments, and may authorize any such officer or other person to delegate, in writing, all or any part of such authority to any other person or persons.

ARTICLE VIII Amendments to By-laws

Section 1. Amendments. The Board of Directors shall have the power to make, amend, or repeal the By-laws of the charter school, either in whole or in part. The By-laws may be amended at any regular meeting of the Board of Directors or any special meeting called for that purpose. Written notice stating the time and location of the regular meeting or special meeting must be given to all Directors and posted in all places as required by Maine's Freedom of Access Act not less than ten (10) days prior to the meeting at which such change(s) shall be proposed and voted upon. Any change shall require the approval by a two-thirds (2/3rds) vote of the full membership of the board.

ARTICLE IX Dissolution

Section 1. Revocation of Charter. If, at any time and for any reason, the Corporation's charter is revoked or the Corporation becomes insolvent, all assets of the charter school, after satisfaction of all outstanding claims by creditors, will be distributed in accordance with the requirements of Section 501(c) (3) of the Internal Revenue Code, the Articles of Incorporation and the Maine Charter School Commission's Charter School Closure Plan .

Section 2. Voluntary Dissolution. Should the Corporation choose to dissolve for reasons other than the revocation of its charter or financial insolvency, all assets of the charter school, after satisfaction of all outstanding claims by creditors and governmental grantors, will be distributed in accordance with the requirements of Section 501(c) (3) of the Internal Revenue Code, the Articles of Incorporation and the Maine Charter School Commission's Charter School Closure Plan.

ARTICLE X Additional Provisions

Section 1. Indemnification of Officers and Directors. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by, Sections 714 of the Maine Nonprofit Corporation Act (Title 13-B Chapter 7). A Director or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries, or its Board of Directors, except that nothing contained herein shall relieve a Director or officer from liability for breach of a duty based on an act of omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of an improper personal benefit.

Section 2. Compensation. No Director or officer shall receive any fee, salary, or remuneration of any kind for services rendered to the Corporation, except that Directors and officers may be reimbursed for proven expenses incurred in the business of the Corporation and approved by formal vote of the Board of Directors.

Section 3. Insurance. The Board of Directors ensures that the Executive Director provides for the liability and other forms of insurance considered to be necessary and prudent as protection against possible claims.

Section 4. Audit. At the close of each fiscal year, the accounts of the Corporation shall be audited by an independent auditor, who is a Certified Public Accountant or public accountant licensed by the Maine Board of Accountancy, and who has expertise in accounting of tax-exempt organizations generally. The auditor shall be hired for this purpose by a majority vote of the members of the Board of Directors present at the regular public meeting at which the motion to hire the auditor is being considered. The audit shall be done in compliance with Maine statutes governing Charter Schools and with all applicable state and federal laws controlling non-profit tax-exempt corporations.

These By-laws were adopted by the Board of Directors at its meeting held on 5/30/2012 by a vote of 5-0.

Amended: 2/20/2013
Amended: 8/6/2014
Amended: 1/20/2016
Amended: 4/11/22

