

*BYLAWS of Foxborough Regional Charter School Change Log- May 23, 2023*

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| Article | Number | Page | Change |
| II | 2.1 | 1 | Section 2.1 Members: The purpose of Foxborough Regional Charter School is to operate a K-12 public school in the town of Foxborough, Massachusetts, 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. The Board of Trustees holds the charter granted by the Commonwealth of Massachusetts. |
| III | 3.3 | 1 | 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, which operates independently of any school committee, 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. |
| III | 3.12 | 4 | Section 3.12 Conflict of Interest Law: The Board of Trustees complies with the Massachusetts Conflict of Interest Law, M.G.L. Chapter 268A.  Members of the board of trustees will comply with the Commonwealth's state ethics requirements including, but not limited to, meeting all training requirements; complying with G.L. c. 268A, the conflict of interest law; filing all required disclosures under G.L. c. 268A; and filing all statements of financial interest in a timely fashion as required by G.L. c. 71, § 89(u). Failure to comply with state ethics requirements may result in removal of individual board members by the board of trustees or by the Commissioner.  G.L. c. 71, § 89(u); 603 CMR 1.06(2)(e) |
| III | 3.4 | 2 | Section 3.4 Regular Meetings: Regular meetings of the Board of Trustees shall be held at such  places, within (or without of – was removed) 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. |
| IV | 4.1 | 4 | 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. The board of trustees and its committees, irrespective of what the title may be, will comply in all respects with the open meeting law, G.L. c. 30A, §§ 18-25, and the regulations, guidance, and directives of the Office of the Attorney General. This includes, but is not limited to, training, notice of meetings, records of meetings, and executive sessions. G.L. c. 30A, § 18-25 |
| III | 3.11 | 4 | 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.   A member of the board of trustees may participate remotely in a meeting provided that such participation complies with the requirements of 940 CMR 29.10 including, but not limited to, meeting the permissible reasons for remote participation. |
| III | 3.3 | 2 | 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. The board of trustees will fulfill their fiduciary responsibilities, including but not limited to, the duty of loyalty and duty of care, as well as the obligation to oversee the school's budget. 603 CMR 1.06(1) |
| III | 3.4 ADDED NEW | 2 | Section 3.4 the boards of trustees must ensure that school operates in compliance with all applicable state and federal laws including, but not limited to (*please include each component in the school’s bylaws)*: * Successfully completing the opening procedures process in accordance with G.L. c. 70, § 89; 603 CMR 1.00; and any guidelines issued by the Department;
* Requesting the Commissioner's appointment of any new trustees and receiving that approval prior to any new trustees beginning their service as members;
* Submitting timely annual reports;
* Submitting timely annual independent audits;
* Hiring, evaluating, and removing, if necessary, qualified personnel to manage the charter school's day-to-day operations and holding these administrators accountable for meeting specified goals;
* Approving and monitoring progress towards meeting the goals of the school's Accountability Plan;
* Adopting and revising school policies, including plans for student recruitment and retention;
* Responding to complaints in writing as required by 603 CMR 1.09; and
* Ensuring that members of the board receive an orientation and training regarding their duties and obligations as members of a board of trustees. 603 CMR 1.06(1)(a-i)
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| III | 3.1 | 1 | 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 five (5) 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.  |
| III | 3.2 | 1 | Section 3.2 Selection and Term of Office: Trustees shall be elected to three (3) year terms with a limit of 4 successive and total terms that a board member may serve.  603 CMR 1.06(2)(a) |
| VI | 6.2 | 6 |  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.  The board of trustees will exercise due diligence in assessing the suitability of candidates for board membership with respect to potential conflicts of interest and areas of skill and expertise that will be of value to the board of trustees, such due diligence to occur prior to a vote by the board of trustees to request the Commissioner to appoint the proposed member(s). Prior to submitting a candidate to the Commissioner for approval, the board of trustees must determine that no financial interests under G.L. c. 268A exist which may preclude a majority of the board from participating in deliberations or voting on certain matters within the scope of the board’s authority. 603 CMR 1.06(2)(b) |
| III | 3.9 | 4 | Section 3.9 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. Action by the board requires a majority vote of a quorum of trustees and, to the degree required, specify the situations for which approval may require a special majority. Specify that a quorum is a majority of the trustees serving on the board.  Absent such a provision defining a quorum, a quorum will be the majority of trustees of the “body as constituted,” irrespective of vacancies. |
| VI | 6.1 | 6 | The Board of Trustees may, by vote of a majority of the Trustees present at voting, remove or censure from office, with or without cause, any Officer appointed by the Board or terminate or modify the authority of any such Officer.  |