

**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 Charter: 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.

ARTICLE III

Board of Trustees

Section 3.1 Number and Election: The Board of Trustees shall consist of not fewer than five (5) and not more than 15 members. Trustees shall be elected at the annual meeting or at a meeting called for that purpose to take office immediately upon appointment by the Commissioner of Elementary and Secondary Education and hold office until the annual meeting of the Trustees at which their respective terms expire.

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 Trustee may serve. Trustees 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. 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 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).

Section 3.3 Powers/Duties: The Board of Trustees shall have and may exercise all the powers of the Charter School as set forth in Massachusetts General Laws c. 71, S89 and 603 CMR 1.00, as each may be amended from time to time. The Board of Trustees is a public entity, and each member thereof, is a special state employee. The Board of Trustees, 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. The Board of Trustees 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 Executive 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)

The Board of Trustees must ensure that school operates in compliance with all applicable state and federal laws including, but not limited to:

* 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)

Section 3.4 Regular Meetings: Regular meetings of the Board of Trustees shall be held at such places, within 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 Posting the meeting and agenda to the Board’s current electronic platform, via email and web postings. ~~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 Special Meetings: Special meetings of the Board of Trustees may be held at any time and at any place, within 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 email at least forty-eight (48) hours, before the meeting, addressed to the Trustee at the Trustee's usual email address.

Section 3.6 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 the 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. Written notice of the annual meeting of the Board of Trustees shall be given no less than forty-eight (48) hours before the meeting by posting the meeting and agenda to the Board’s current electronic platform, via email and web postings. 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 3.7 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, without notice other than the announcement of adjournment at the meeting, until a quorum is present. When a quorum is present at any meeting, the affirmative vote of a majority of the Trustees in attendance shall, except where a special majority vote is required by law or by these Bylaws, decide any question brought before such meeting.

Section 3.8 Complaints: A parent, guardian, or other individuals or groups who believe that the school has violated or is violating any provision of M.G.L. c. 71, § 89, or 603 CMR 1.00 may file a complaint, in writing, with the Board of Trustees. Upon receipt, the Board of Trustees shall conduct a review of such complaints and respond to the complainant(s) in writing within 45 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 3.9 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 3.10 Open Meeting Law: 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

Section 3.11 Remote Participation: 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.

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)

Section 3.13 Disclosure of Financial Interest: Trustees shall disclose any financial interest or business transactions that they (or any of their immediate family) 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.

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. Subject to law and to the other provisions of these Bylaws, each Officer shall hold office for a term of one (1) year. 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, and 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 Vice Chair shall preside at all meetings of the Board of Trustees and the Executive Committee, if there be one. In absence of the Vice Chair, the Secretary or Treasurer shall preside, and in absence of the Vice Chair, the Chair shall designate a Chair *ad interim.*

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. The Secretary maintains agendas and meeting notes and oversees compliance to Open Meeting Law.

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, censure or 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. The Board of Trustees shall have and may exercise all its power notwithstanding the existence of one (1) or more vacancies in its number.

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

Fiscal Year

Section 9.1: The fiscal year of the Charter School shall begin on July 1 and end on June 30 of the following calendar year.

ARTICLE IX

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 the commissioner of elementary and secondary education.