



Maine Charter School Commission

Executive Committee Meeting

Published on December 4, 2024 at 7:31 PM EST

Date and Time

Thursday December 5, 2024 at 1:00 PM EST

Location

Zoom

Agenda

	Purpose	Presenter
I. Opening Items		
A. Record Attendance		Susan Whipkey
B. Call the Meeting to Order		Norm Higgins
II. Agenda Items		
A. School Performance Committee and Finance Committee Report	Discuss	Lana Ewing
B. Amend 20-A MRSA, §2405 sub-§8 to establish the Commission as a body corporate and politic and a public instrumentality of the State	Vote	Lana Ewing

	Purpose	Presenter
• Commission Meeting Vote: Pursue next to find a sponsor to support the initiative		
C. Potential legislative change to expand charter school access	Discuss	Lana Ewing
D. ELC By-Law Amendment Request	Discuss	Lana Ewing
III. Updates / Reminders		
A. Strategic Plan Meeting will be held December 10th from 10-12pm before the Commission Meeting	FYI	Lana Ewing
IV. Next Month's Topics		
V. Next Meeting		
January 9, 2025 (Zoom)		
VI. Closing Items		
A. Adjourn Meeting	FYI	

The Charter School Commission does not allow airing of complaints in public meetings regarding Commission and charter school employees or school employment matters, in order to protect employee privacy, to comply with Maine law and pursuant to our contractual relation with the schools. To the extent that the Commission receives complaints and concerns relating to school employees in writing, those concerns will be reviewed and addressed by the Commission and its staff outside of a public meeting. This meeting is not the appropriate forum for such comments. You are free to direct your concerns in writing to the Commission's Executive Director, if you have not done so already.

Coversheet

ELC By-Law Amendment Request

Section:	II. Agenda Items
Item:	D. ELC By-Law Amendment Request
Purpose:	Discuss
Submitted by:	
Related Material:	ELC Amendment for Change in School ByLaws (Part 1).pdf ELC Amendment for Change in School ByLaws (Part 2).pdf ELC Amendment for Change in School ByLaws (Part 3).pdf



Charter Amendment Guide for Amending the School's Bylaws

Please Note – The school's Amendment Request must be submitted at least 3 weeks prior to the next MCSC Business Meeting (held on the 2nd Tuesday of each month) in order to make it onto the agenda. In some cases, 3 weeks may not allow enough time for review and schools are encouraged to contact the office with questions.

Maine Charter School Commission
182 State House Station
Augusta, Maine
04333-0182
www.maine.gov/csc

Maine Charter School Commission Charter Amendment Cover Sheet Request to Amend Bylaws

School Information

Date of Request	10.31.24
School Name and Mailing Address	Ecology Learning Center 230 Main St Unity, ME 04988
Contact	Beth Alma
Contact telephone number	207-322-6332
Contact email address	beth.alma@ecologylearningcenter.org

Provide a brief narrative description of the request.

The Ecology Learning Center Board has approved four updates to the Bylaws **for clarity**. The changes are in Article III, Sections 2, 4 and 10, plus the suggested renumbering of Articles VIII-X.

The Board wants to specifically reference that there is a process for prospective board members to be considered. (Article III Section 4)

During bylaws review, it became apparent that two Bylaws changes approved in 2022 had not been sent to the Commission nor were the Bylaws updated then. The two changes refer to consecutive board term limits (Article III Section 2) and meetings/minutes for a public charter school (Article III Section 10). These changes have been reviewed and approved again.

During review, an error in the numbering of Article VII was noticed. The board has approved renumbering Articles VIII-X.

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The completed Amendment Request must be uploaded and submitted to the Maine Charter School Commission through Epicenter.

On an additional page, please address the following criteria in your request, as applicable.

- o Provide a redlined copy of the proposed changes to the current bylaws.
- o Provide a finalized, clean version of the bylaws with the proposed changes included.
- o Describe why the school has proposed the changes to its bylaws.
- o Describe the desired improvements that will result from the change in the school's bylaws.

ECOLOGY LEARNING CENTER BY-LAWS

Version Date: 3-3-19

ARTICLE I Name and Incorporation

Section 1. Name. The name of the corporation is Ecology Learning Center. It is herein after referred to as “the Corporation.”

Section 2. Location. The principal location of the Ecology Learning Center facility shall be located in Waldo County Maine, selected by the board of directors.

Section 3. Purposes. The Corporation is a non-profit corporation organized under the laws of the State of Maine. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purposes to be promoted or carried out by the Corporation, are as follows:

to deeply root students in Maine’s ecological and cultural landscapes, foster authentic real-world learning through mentorship and craft, and cultivate compassionate and resilient leaders prepared to engage in the challenges of today and tomorrow.

Section 4. Statute and Code. In the event that the Corporation is an authorized public charter school, the Corporation shall operate in accordance with Title 20-A, Chapter 112 of the Maine Revised Statutes.

Section 5. Non-discrimination. The Corporation shall not discriminate on the basis of race, religion, national origin, gender, sexual orientation, or age in either the hiring and other employment practices of the learning center 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.

ARTICLE II 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 III Board of Directors

Section 1. Number. The Board of Directors shall consist of no fewer than five and no more than twenty-one persons.

Section 2. Term. Directors shall be elected for **two consecutive** 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 3. Powers. The Board of Directors shall have all powers and authority 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 4. Election. The initial Directors shall be appointed by the Incorporator at the first meeting of the Board of Directors. All other Directors shall be elected by the Board **after meeting the requirements of the Board Approval Process, being nominated from nominations** by existing Directors and voted on by a majority of the Board of Directors. Each new Director shall assume their Board position immediately upon their appointment by the Board or at such time as specified by the

Board.

Section 5. Resignation and Removal of a Director. A Director may resign by submitting their resignation in writing to the Chair of the Board of Directors. A Director or Officer may be removed if, in the sole discretion of the Board of Directors, such removal would be in the best interests of the Corporation. Said removal shall occur at any meeting of the Board of Directors, and upon a two-thirds (2/3) vote of those disinterested Directors present in person. The Director or Officer considered for removal shall be given at least five days written notice of the proposed removal, as well as an opportunity to be present and to be heard at said meeting. An Officer may be removed from only his or her Officer position, or from both the Officer position and the Board. Notwithstanding the foregoing, a Director and Officer shall be automatically removed if s/he is or has been adjudged mentally incompetent.

Section 6. Annual Meeting. An annual meeting of the Board of Directors for the election of Officers and such other business as may come before the meeting shall be held at a time and place set by the board of directors.

Section 7. Regular Meetings. In addition to the Annual Meeting, Regular meetings of the Board of Directors shall be held once a month at a date and time determined by the Board of Directors or at such other times as the Board may, from time to time, determine.

Section 8. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair or by a petition signed by a majority of the full Board of Directors.

Section 9. Notice. Notice of all meetings of the Board of Directors shall be sent at least ten (10) days previously thereto (except for Special Meetings, in which case at least two (2) days previously thereto) by written notice delivered by first class mail, fax, personal delivery, or electronic mail. It shall be the responsibility of each Director to provide a current electronic mail and regular mail address to the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws In the event that the Corporation is an authorized public charter school, public notice shall be provided as specified in Title 1, Chapter 13, Subchapter 1 § 406 of Maine Revised Statutes, as amended.

Section 10. Meetings and Minutes. ~~Meetings of the Board of the Directors shall not be open to the public, although the Board may choose, in its sole discretion, to invite guests to all or portions of such meetings. Minutes of meetings shall not be available to the public, although the Board may choose, in its sole discretion, to share all or portions of minutes with specific third parties or with the public. Notwithstanding the foregoing, in~~ In the event that the Corporation is an authorized public charter school, all meetings and records of the Board of Directors shall be held in accordance with Maine's Freedom of Access statute Title 1 Chapter 13.-

Section 11. 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 or by these By-laws. 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 12. 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 they are filling shall not count toward the three year term imposed by Article III, Section 2.

Section 13. 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, consecutive absences or five total 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.

Section 14. Teleconference Meetings: Members of the Board of Directors or a committee of the Board may participate in a meeting by means of a conference telephone or similar communication equipment. Participation in a meeting by these means constitutes presence in person at the meeting. Members of the Board of Directors, participating by teleconference shall be "with vote".

Section 15. Meeting Rules. Meetings of the Board of Directors shall be conducted in accordance with the Rules for Meetings, attached hereto and incorporated herein as Exhibit A. Amendments to the Rules for Meetings shall not be deemed amendments to the Bylaws under Article X. Any procedural issue not resolved by the attached Rules for Meetings may be resolved by a majority vote of the Board of Directors.

ARTICLE IV 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 Corporation.

Section 2. Standing Committees. Each standing committee shall have a charge specific to its permitted activities and such charges shall be incorporated into the Corporation's 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 learning center.

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 learning center 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.

ARTICLE V Officers

Section 1. Titles. The Officers of the Corporation are a Chair, a Vice Chair, a Secretary, and a Treasurer. The Board of Directors 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.

Bylaws of Ecology Learning Center

Section 2. Election. The Officers shall be elected from among the Board of Directors at the annual meeting of the Directors and shall serve for one year and until their successors are elected and qualified.

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

(a) The Chair shall be responsible, along with their fellow Directors, for the oversight of its 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 Secretary 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.

(d) The Treasurer shall be the chief financial officer of the Corporation and shall have oversight of the Executive Director as that employee takes responsibility of the financial records, investments, and other evidences 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 Executive Director, for the consideration and approval of the Board of Directors. The Treasurer shall ensure that the Executive Director deposits all moneys 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.

Section 4: Conduct. Officers and Directors are expected to perform their duties in an ethical and professional manner. Confidential internal discussions among Officers and Directors are not to be shared outside the Board of Directors. Conduct of leadership and attendance criteria will be established by the Board of Directors. Matters of conduct and conflict resolution shall be addressed in

policies developed by the Board.

ARTICLE VI Fiscal Year and Check Signing

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

Section 2. Check Signing. The Chair, Executive Director and/or designee are authorized and required to sign all checks. Checks will be reviewed by the Treasurer at board meetings.

Section 3. Internal Controls. The Board of Directors shall ensure that customary financial internal controls are established and followed. The funds of the Corporation shall be deposited in one or more banks or other investment institutions as designated by the Board of Directors.

ARTICLE VII Executive Director

The Board of Directors shall determine the staffing needs of the Corporation, and may select, evaluate, and supervise an Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation and shall be in charge of and shall exercise general management of the business of the Corporation with such powers and functions as the Board of Directors may direct. The Executive Director shall act as an advisor to the Board and its committees and shall attend Board meetings but shall not be a Director or Officer and shall have no vote. The Executive Director shall be responsible for hiring, terminating, and determining the terms and duties of all other employees and consultants, in consultation with the Board of Directors.

ARTICLE ~~VII~~ 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 Corporation, 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. Any change shall require the approval by a two-thirds (2/3rds) vote of the full membership of the board.

ARTICLE ~~VIII~~ IX Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine, or shall be distributed to the federal government, or to a state or local government, for a public purpose. In the event that the Corporation is an authorized public charter school at the time of dissolution, all assets shall be distributed to the State of Maine in accordance with the provisions of 20-A M.R.S. § 2411(8)(B).

ARTICLE ~~IX~~ 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

Bylaws of Ecology Learning Center

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 reasonable expenses incurred in the business of the Corporation.

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.

CERTIFICATION

I, the undersigned, do hereby certify that the above and foregoing Bylaws were duly adopted on 3.3.19 by the Ecology Learning Center at a regular meeting of the Board of Directors held on due notice and in compliance with its Articles of Incorporation at which time a quorum was present.



Solomon Heifets, Secretary

Date: 3.3.19

Exhibit A to Bylaws

Rules for Meetings

Ecology Learning Center

Rule 1: Use of Rules

(a) These Rules for Meetings (the “Rules”) are to be used as the regular meeting method for the Board of Directors and committees, teams, or task forces and other decision-making groups of the Ecology Learning Center (the “Corporation”). The Rules are subordinate to (1) the Corporation’s bylaws, (2) the Articles of Incorporation and any applicable Restated Articles of Incorporation or Amended Articles of Incorporation, and (3) current state and federal laws for nonprofit public benefit corporations.

(b) These Rules may be further modified by a two-thirds majority of the Board of Directors. This voting threshold does not prevent striving for consensus.

(c) In the case of committees, teams, task forces, or other decision-making groups, the role of President will be assumed by the Chair of the group, and any reference to Directors shall be read as a reference to the members of the group.

Rule 2: Meeting Roles

(a) The President (or Chair, where applicable) of the Board or a Director that she or he appoints, will preside at the meeting. The President is responsible for conducting a focused and fair meeting, and may appoint a Facilitator to assist with this role. The President will make final decisions regarding the meeting content and Agenda after gathering input.

(b) The Secretary, or a person designated by the Secretary, shall be the Minutes Taker.

(c) The President will appoint a Timekeeper. The Timekeeper will keep the President and the group aware of time. If the group has agreed upon a specified time limit for any individual to speak, the Timekeeper will give the speaker a one-minute warning. At the end of the time, the speaker will be asked to stop. This person cannot speak again until all the other Directors have had an opportunity to speak.

(d) All participants in meetings are expected to conduct themselves courteously. Courtesy is demonstrated by, among other practices, active listening, waiting until others are finished before speaking, and being punctual. Whenever possible, Directors who cannot attend a meeting are expected to communicate their absence in advance to the President.

Rule 3: Agenda

(a) The President, with suggestions from the other Directors, will draft an Agenda. It will include the meeting purpose (if other than a regular meeting), and the meeting outcomes or

intended results. The Agenda will focus on accomplishing the current major strategies or goals of the Corporation.

(b) The Agenda will state expected start and end times, topics in order of priority, estimated time limits in minutes for each topic, and the name of the person leading the presentation and dialogue on each topic.

(c) Whenever possible the Agenda and other pertinent material will be distributed in advance.

Rule 4: Starting the Meeting

(a) The tone of the meeting will be informal and friendly.

(b) Anyone visiting a meeting at the discretion of the Board or committee will be introduced to everyone, and the group members to the visitor, with every attempt to include the visitor quickly.

(c) If desired there may be an invocation, spiritual practice, or moment of meditation or reflection to set a positive tone.

(d) Directors will be given a chance to read and modify the Agenda at the beginning of the meeting.

Rule 5: Routine Reports and Consent Agenda

(a) The minutes of the previous meeting and routine reports not requiring individual consideration will be placed on the Agenda at the beginning in a Consent Agenda section. This information will be provided to participants ahead of time or before the start of the meeting.

(b) The Consent Agenda items will not be discussed individually unless any member requests that an item be removed from this section and placed on the regular Agenda as a separate item for discussion. The President will check with the Board for agreement to file routine reports as part of the Corporation's records.

Rule 6: Discussion of Issues

(a) Any item may be discussed that is on or added to the Agenda prior to or at the beginning of the meeting. A motion or a second is not required.

(b) The Director(s) who presents an issue for decision should present it in the form of a Simple (verbal) or Structured (written) Proposal. Proposals are encouraged to address the problem and its causes before the solution.

(c) When possible, Structured Proposals will be available for Directors to read in advance.

(d) All Directors will be given an opportunity to speak or ask questions. No one member may speak a second time until all wanting to speak have spoken once.

(e) When considering a Proposal, the President or Facilitator will structure the process to move from opening (idea generation) to narrowing (evaluating ideas) to closing (making decisions).

(f) The President or Facilitator will ensure that the discussion is balanced between pros and cons and that all points of views are encouraged. Directors understand that respectful disagreement is a mark of a healthy Board.

(g) Any Director can suggest changes to a Proposal. The Proposal can be modified by Board agreement.

Rule 7: Decision Making

(a) All Directors will be given an opportunity to speak at least once and not more than twice on each Proposal.

(b) After a Proposal has been presented and thoroughly discussed, the President will ask if the Board is ready to vote on the Proposal. No one Director or a minority may block a decision.

(c) If the Board is not ready to vote, the President may call for a nonbinding simple straw poll (show of hands) and further discussion. As a result of the discussion, the President may suggest or request modifications and check again for agreement on whether to vote.

(d) Votes shall be by a show of hands, but if the Board agrees, votes can be by written ballot.

Rule 8: Ending the Meeting

(a) There will be time on the Agenda at the end of the meeting for the President to summarize the progress made at the meeting.

(b) The Minute Taker will summarize agreements made and the follow-up action steps agreed to by the Board, clarifying the tasks, the person(s) responsible, and the task time limits.

(c) The Directors will remark on their personal experience (meaning, learning, or impressions) during the meeting and make suggestions on what to continue doing and what to change to improve future meetings. The President and Facilitator will implement feasible ideas at the next meeting.

(d) When the Agenda is complete, or the time established for the end of the meeting is reached, the President will close the meeting. However, the meeting can continue after the established time limit if there is at least two-third majority agreement to extend the meeting for a specified time period.

ECOLOGY LEARNING CENTER BY-LAWS

Version Date: 10.21.24

ARTICLE I Name and Incorporation

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Bylaws of Ecology Learning Center

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Section 14. Teleconference Meetings: Members of the Board of Directors or a committee of the Board may participate in a meeting by means of a conference telephone or similar communication equipment. Participation in a meeting by these means constitutes presence in person at the meeting. Members of the Board of Directors, participating by teleconference shall be "with vote".

Section 15. Meeting Rules. Meetings of the Board of Directors shall be conducted in accordance with the Rules for Meetings, attached hereto and incorporated herein as Exhibit A. Amendments to the Rules for Meetings shall not be deemed amendments to the Bylaws under Article X. Any procedural issue not resolved by the attached Rules for Meetings may be resolved by a majority vote of the Board of Directors.

ARTICLE IV 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 Corporation.

Section 2. Standing Committees. Each standing committee shall have a charge specific to its permitted activities and such charges shall be incorporated into the Corporation's 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 learning center.

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 learning center 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.

ARTICLE V Officers

Section 1. Titles. The Officers of the Corporation are a Chair, a Vice Chair, a Secretary, and a Treasurer. The Board of Directors 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.

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Section 2. Election. The Officers shall be elected from among the Board of Directors at the annual meeting of the Directors and shall serve for one year and until their successors are elected and qualified.

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

(a) The Chair shall be responsible, along with their fellow Directors, for the oversight of its 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 Secretary 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.

(d) The Treasurer shall be the chief financial officer of the Corporation and shall have oversight of the Executive Director as that employee takes responsibility of the financial records, investments, and other evidences 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 Executive Director, for the consideration and approval of the Board of Directors. The Treasurer shall ensure that the Executive Director deposits all moneys 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.

Section 4: Conduct. Officers and Directors are expected to perform their duties in an ethical and professional manner. Confidential internal discussions among Officers and Directors are not to be shared outside the Board of Directors. Conduct of leadership and attendance criteria will be established by the Board of Directors. Matters of conduct and conflict resolution shall be addressed in

policies developed by the Board.

ARTICLE VI Fiscal Year and Check Signing

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

Section 2. Check Signing. The Chair, Executive Director and/or designee are authorized and required to sign all checks. Checks will be reviewed by the Treasurer at board meetings.

Section 3. Internal Controls. The Board of Directors shall ensure that customary financial internal controls are established and followed. The funds of the Corporation shall be deposited in one or more banks or other investment institutions as designated by the Board of Directors.

ARTICLE VII Executive Director

The Board of Directors shall determine the staffing needs of the Corporation, and may select, evaluate, and supervise an Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation and shall be in charge of and shall exercise general management of the business of the Corporation with such powers and functions as the Board of Directors may direct. The Executive Director shall act as an advisor to the Board and its committees and shall attend Board meetings but shall not be a Director or Officer and shall have no vote. The Executive Director shall be responsible for hiring, terminating, and determining the terms and duties of all other employees and consultants, in consultation with the Board of Directors.

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 Corporation, 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. Any change shall require the approval by a two-thirds (2/3rds) vote of the full membership of the board.

ARTICLE IX Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine, or shall be distributed to the federal government, or to a state or local government, for a public purpose. In the event that the Corporation is an authorized public charter school at the time of dissolution, all assets shall be distributed to the State of Maine in accordance with the provisions of 20-A M.R.S. § 2411(8)(B).

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

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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 reasonable expenses incurred in the business of the Corporation.

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.

CERTIFICATION

I, the undersigned, do hereby certify that the above and foregoing Bylaws were duly adopted on 10.21.24 by the Ecology Learning Center at a regular meeting of the Board of Directors held on due notice and in compliance with its Articles of Incorporation at which time a quorum was present.

Tia Poulin, Secretary

Date: _____

Exhibit A to Bylaws

Rules for Meetings

Ecology Learning Center

Rule 1: Use of Rules

(a) These Rules for Meetings (the “Rules”) are to be used as the regular meeting method for the Board of Directors and committees, teams, or task forces and other decision-making groups of the Ecology Learning Center (the “Corporation”). The Rules are subordinate to (1) the Corporation’s bylaws, (2) the Articles of Incorporation and any applicable Restated Articles of Incorporation or Amended Articles of Incorporation, and (3) current state and federal laws for nonprofit public benefit corporations.

(b) These Rules may be further modified by a two-thirds majority of the Board of Directors. This voting threshold does not prevent striving for consensus.

(c) In the case of committees, teams, task forces, or other decision-making groups, the role of President will be assumed by the Chair of the group, and any reference to Directors shall be read as a reference to the members of the group.

Rule 2: Meeting Roles

(a) The President (or Chair, where applicable) of the Board or a Director that she or he appoints, will preside at the meeting. The President is responsible for conducting a focused and fair meeting, and may appoint a Facilitator to assist with this role. The President will make final decisions regarding the meeting content and Agenda after gathering input.

(b) The Secretary, or a person designated by the Secretary, shall be the Minutes Taker.

(c) The President will appoint a Timekeeper. The Timekeeper will keep the President and the group aware of time. If the group has agreed upon a specified time limit for any individual to speak, the Timekeeper will give the speaker a one-minute warning. At the end of the time, the speaker will be asked to stop. This person cannot speak again until all the other Directors have had an opportunity to speak.

(d) All participants in meetings are expected to conduct themselves courteously. Courtesy is demonstrated by, among other practices, active listening, waiting until others are finished before speaking, and being punctual. Whenever possible, Directors who cannot attend a meeting are expected to communicate their absence in advance to the President.

Rule 3: Agenda

(a) The President, with suggestions from the other Directors, will draft an Agenda. It will include the meeting purpose (if other than a regular meeting), and the meeting outcomes or

intended results. The Agenda will focus on accomplishing the current major strategies or goals of the Corporation.

(b) The Agenda will state expected start and end times, topics in order of priority, estimated time limits in minutes for each topic, and the name of the person leading the presentation and dialogue on each topic.

(c) Whenever possible the Agenda and other pertinent material will be distributed in advance.

Rule 4: Starting the Meeting

(a) The tone of the meeting will be informal and friendly.

(b) Anyone visiting a meeting at the discretion of the Board or committee will be introduced to everyone, and the group members to the visitor, with every attempt to include the visitor quickly.

(c) If desired there may be an invocation, spiritual practice, or moment of meditation or reflection to set a positive tone.

(d) Directors will be given a chance to read and modify the Agenda at the beginning of the meeting.

Rule 5: Routine Reports and Consent Agenda

(a) The minutes of the previous meeting and routine reports not requiring individual consideration will be placed on the Agenda at the beginning in a Consent Agenda section. This information will be provided to participants ahead of time or before the start of the meeting.

(b) The Consent Agenda items will not be discussed individually unless any member requests that an item be removed from this section and placed on the regular Agenda as a separate item for discussion. The President will check with the Board for agreement to file routine reports as part of the Corporation's records.

Rule 6: Discussion of Issues

(a) Any item may be discussed that is on or added to the Agenda prior to or at the beginning of the meeting. A motion or a second is not required.

(b) The Director(s) who presents an issue for decision should present it in the form of a Simple (verbal) or Structured (written) Proposal. Proposals are encouraged to address the problem and its causes before the solution.

(c) When possible, Structured Proposals will be available for Directors to read in advance.

(d) All Directors will be given an opportunity to speak or ask questions. No one member may speak a second time until all wanting to speak have spoken once.

(e) When considering a Proposal, the President or Facilitator will structure the process to move from opening (idea generation) to narrowing (evaluating ideas) to closing (making decisions).

(f) The President or Facilitator will ensure that the discussion is balanced between pros and cons and that all points of views are encouraged. Directors understand that respectful disagreement is a mark of a healthy Board.

(g) Any Director can suggest changes to a Proposal. The Proposal can be modified by Board agreement.

Rule 7: Decision Making

(a) All Directors will be given an opportunity to speak at least once and not more than twice on each Proposal.

(b) After a Proposal has been presented and thoroughly discussed, the President will ask if the Board is ready to vote on the Proposal. No one Director or a minority may block a decision.

(c) If the Board is not ready to vote, the President may call for a nonbinding simple straw poll (show of hands) and further discussion. As a result of the discussion, the President may suggest or request modifications and check again for agreement on whether to vote.

(d) Votes shall be by a show of hands, but if the Board agrees, votes can be by written ballot.

Rule 8: Ending the Meeting

(a) There will be time on the Agenda at the end of the meeting for the President to summarize the progress made at the meeting.

(b) The Minute Taker will summarize agreements made and the follow-up action steps agreed to by the Board, clarifying the tasks, the person(s) responsible, and the task time limits.

(c) The Directors will remark on their personal experience (meaning, learning, or impressions) during the meeting and make suggestions on what to continue doing and what to change to improve future meetings. The President and Facilitator will implement feasible ideas at the next meeting.

(d) When the Agenda is complete, or the time established for the end of the meeting is reached, the President will close the meeting. However, the meeting can continue after the established time limit if there is at least two-third majority agreement to extend the meeting for a specified time period.