



# MCCPS Board of Trustees

## By Laws Task Force Meeting

Published on September 30, 2019 at 12:23 PM EDT

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### Date and Time

Wednesday October 9, 2019 at 7:00 PM EDT

### Location

MCCPS, 17 Lime St

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### Agenda

	Purpose	Presenter	Time
<b>I. Opening Items</b>			<b>7:00 PM</b>
Opening Items			
<b>A.</b> Record Attendance and Guests			1 m
<b>B.</b> Call the Meeting to Order			
<b>C.</b> Approve Minutes	Approve Minutes		1 m
<b>II. Bylaws Review Task Force</b>			<b>7:02 PM</b>
Bylaws Review Task Force			
<b>A.</b> Discussion	Discuss	Artie Sullivan	90 m
Discussion of By-Laws			
<b>III. Other Business</b>			
<b>IV. Closing Items</b>			
<b>A.</b> Adjourn Meeting	Vote		

# Coversheet

## Discussion

**Section:** II. Bylaws Review Task Force  
**Item:** A. Discussion  
**Purpose:** Discuss  
**Submitted by:**  
**Related Material:** BYLAWS Working Copy, 2019.doc.docx  
MCCPS BYLAWS DESE Approved 4-3-08.pdf

**By-Laws of the Marblehead Community Charter Public School**

**ARTICLE I**

***Purposes***

**Section 1:** Recognizing that it takes an entire community to educate a child, the mission of the Marblehead Community Charter Public School is to create a partnership among community members, teachers, parents, and students that will provide our early adolescents with the support necessary to reach their highest individual potential intellectually, artistically, socially, emotionally, and physically, so they are highly contributing members of our democratic society; and to provide a laboratory for examining, developing, and fostering the interrelatedness of the school as a learning community and the community as a learning environment.

**Section 2:** The Marblehead Community Charter Public School (hereinafter the School) is a public entity established by the granting of a charter by the Commonwealth of Massachusetts (hereinafter the State), pursuant to MGL Chapter.71, §89.

**ARTICLE II**

***Board of Trustees***

**Section 1:** The Board of Trustees (hereinafter the Board) shall consist of at least nine (9) Trustees and not more than fifteen (15) Trustees. In alignment with the School’s Charter, “MCCPS is to be a teacher-led, student-focused school, staff members will be an integral part of every aspect of school operations.” Marblehead Community Charter Public School Teachers and staff members (hereinafter “Teachers”) are encouraged to serve on the Board. The Board of Trustees shall include at least one current Teacher, and one parent of a current Charter School student as members. Teachers can hold up to three of the seats on the Board. The Teacher Trustees will comply with the State Conflict of Interest Laws, M.G.L. 268A. The Chief Staff Person, as an ex officio member of the Board, is not considered a “Teacher” for the purpose of this limitation. All Trustees shall have identical rights and responsibilities, except where otherwise determined in these By-Laws. The Board is a public entity and its members are each considered special state employees pursuant to Massachusetts law. The Board holds the charter from the state and is responsible for ensuring that the policies of the School:

- (a) comply with all applicable laws and regulations; and
- (b) ensure that the school is an academic success, organizationally viable, faithful to the terms of its charter, and earns charter renewal.

**Section 2:** Board members shall be sought who reflect the qualities, qualifications, and diversity determined by the needs of the Board. The Board of Trustees may not discriminate against potential members on the basis of age, sex, sexual orientation, gender identity, race, national origin, ancestry, religion, marital status, or non-disqualifying handicap or mental condition.

**Section 3:** The Governance Committee shall present the qualifications of potential Trustees to the Board for review, discussion, and vote at any regularly scheduled Board meeting. Any Trustee positions to be filled on the Board shall be by an affirmative vote of a majority of the sitting Trustees.

**Section 4:** Trustees shall take office upon approval by the State. Trustees shall serve a term of three (3) years from the date of their appointments, or until their successors are seated. A full three-year term shall be considered to have been served upon the passage of three (3) regular January Board meetings. After election, the term of a Trustee may not be reduced, except for cause as specified in these By-Laws. No Trustee shall serve more than two (2) consecutive,

**Comment [1]:** Not knowing if this was drawn from specific text in the Charter (I couldn't find it at a glance), suggest: "In alignment with the School's Charter, "MCCPS is to be a teacher-led, student-focused school. Staff members will be..."

**Comment [2]:** Not sure teachers and staff members should be lumped together here.

**Comment [3]:** add "political affiliation"?

**Comment [4]:** replace with gender

**Comment [5]:** change to Trustees who are present

**Comment [6]:** What does this mean? This has not been our practice.

**Comment [7]:** What does this mean?

**Comment [8]:** In the beginning it was by election one became BoT member - this seems to be a remnant of older text that was overlooked in revision ....

**Comment [9]:** capital L?

three- year terms. Fulfilling an incomplete term is not considered part of the term limit. Trustees shall serve staggered terms in order to maintain Board continuity and ensure new perspectives.

**Section 5:** Any vacancy occurring in the Board of Trustees may be filled, upon recommendation of a qualified candidate by the Governance Committee, by the affirmative vote of the majority of the seated Trustees. A Trustee elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Comment [10]: ditto section 3

**Section 6:** A Trustee may resign at any time by filing a written resignation with the Chair or the Clerk of the Board. Such resignations shall be effective upon receipt. A Trustee who misses three regularly scheduled meetings of the Board of Trustees without cause during one academic year shall be deemed to have resigned and his/her place on the Board of Trustees shall be filled pursuant to Section 5 above.

Comment [11]: reword to explicitly account for discretion of the Chair?

**Section 7:** The Board may remove any Trustee for cause by two-thirds (2/3) vote of the entire Board of Trustees at any regular or special meeting of the Board, provided that a statement of the reason or reasons for removal shall have been mailed by Registered Mail to the Trustee proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a "Notice" of the date, time, and location the Board is to vote on the removal. The Trustee shall be given an opportunity to be heard and the reasons for his/her removal are to be discussed and considered by the Board at the date, time and location designated in the "Notice".

**Section 8:** Members of the Board of Trustees:

- (a) Shall receive no payment or honoraria for services provided as a Trustee, except for reimbursement for reasonable out-of-pocket expenses incurred in the performance of voluntary School activities in accordance with School policies.
- (b) Shall serve the School with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the School.
- (c) Shall comply with any and all State law governing Conflicts of Interest.
- (d) Shall have no direct or indirect financial interest in the assets or leases of the School; any Trustee who individually or as part of a business or professional firm is involved in business transactions or provides professional services to the School shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.

**Section 9:** Powers

The Board of Trustees shall oversee the affairs of the School and shall exercise all of the powers of the School, except as otherwise provided by law, by the Charter, or by these By-Laws. The Board of Trustees reserves itself alone the power:

- (a) to ensure that the School's focus and mission is in accordance with the Charter and By-Laws;
- (b) to purchase or sell real estate;
- (c) to pledge, assign, create liens on or security interests in the real or personal property of the School;
- (d) to establish or modify investment policies;
- (e) to ensure the School is in compliance with the State requirements for core curriculum;
- (f) to select, appoint, evaluate and/or remove the School's Chief Staff Person; ~~chief staff person~~;
- (g) to delegate, from time to time, powers to the School's Chief Staff Person; ~~chief staff person~~ in accordance with these By-Laws except as otherwise provided by law or by the Charter;
- (h) ~~(h) to~~ propose amendments to the Charter to the State;

Comment [12]: Capital L?

Comment [13]: add wording concerning rental/lease of property/contracts

- (i) ~~to~~ determine that school policies are in compliance with federal and state laws; and
- (j) ~~to~~ oversee the financial affairs of the school and approve the annual budget.

**ARTICLE III**  
**Officers**

**Section 1:** There shall be four (4) elective Officers of the Board: a Chair, a Vice Chair, a Treasurer, and a Clerk.

**Section 2:** The ~~Officers~~ shall be nominated from among members of the Board. Members of the Board shall present qualifications of potential ~~Officers~~ to the Board for review discussion, and vote at the Board’s annual meeting. Officers shall be elected by an affirmative vote of a majority of the Trustees in attendance at the annual meeting. The School’s ~~Chief Staff Person~~ may not serve as an ~~Officer~~ of the Board.

**Section 3:** The newly elected Officers shall take office on July 1 following the close of the previous fiscal year. Officers shall be elected for a term of one year or until respective successors assume office. A Trustee may serve more than one (1) term in the same office, ~~but not more than three (3) consecutive terms in the same office.~~

Comment [14]: When will Karl hit 3 years?

**Section 4:** The ~~Trustees~~ may remove any ~~Officer~~, without cause, by an affirmative vote of a majority of the ~~Trustees~~ in attendance at a publicly posted meeting. Any ~~Officer~~ may resign from their position at any time by providing oral notice at any meeting of the Board and/or by providing written notice to ~~any Board member~~. ~~Any time an Officer’s position becomes vacant due to removal or resignation, the Trustees shall review and discuss the qualifications of potential Officers to fill that vacancy from among the members of the Board. Any new Officers shall be elected by an affirmative vote of a majority of Trustees then in attendance. Any newly elected Officers shall serve out the term of their predecessor. Fulfilling an incomplete term is not considered part of the term limit as an Officer.~~

Comment [15]: Board Chair?

**Section 5:** The Chair shall prepare the agenda and be responsible for disseminating necessary documents to be discussed at regular, special, and emergency meetings of the Board. The Chair shall preside at all meetings of the Trustees except as the Trustees shall otherwise determine. The Chair is responsible for managing the Board’s development of strategic and accountability plans. The Chair shall work in collaboration with the School’s ~~Chief Staff Person~~ to develop such reports as are necessary to keep the Board and community informed about the School’s operations. The Chair shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the Trustees. A member of the School’s faculty or staff may not serve as the Board Chair.

**Section 6:** The Vice-Chair shall understand and fulfill the responsibilities of the Board Chair in ~~the event the office of the Chair becomes vacant, or the Chair is unable to perform his or her duties.~~ The Vice-Chair shall have such powers and duties as are usually incident to that office and as the Trustees may from time to time designate.

Comment [16]: As a spouse of an employee, can our current Vice-Chair serve as Chair?

**Section 7:** The Treasurer shall be the chief financial officer and chief accounting officer of the School and shall be subject to the direction and control of the Board. The Treasurer shall oversee and ensure that full and accurate books and records of the accounts of the School are maintained and shall oversee all School funds, securities, and valuable documents in accordance with School policies, as well as federal and state laws. The Treasurer shall prepare or oversee all preparation of and filings of financial documents required by federal law, state law, the Internal Revenue Service and any other governmental or regulatory agency. The Treasurer shall serve as the Chair of the School’s Finance Committee or recommend to the Board for appointment an alternative Chair of the

School's Finance Committee; and ensure that the Finance Committee complies with School policies, as well as federal and state laws. The Treasurer shall present reports to the Board at its regularly scheduled meetings, or whenever else a report may be required, updating the Board on all financial matters and including a balance sheet which sets forth current assets and liabilities of the School. The Treasurer should also provide reports on income statements and cash flow projections, as well as provide an explanation of the expenditures of the School in which the Board may have an interest or which may be of interest to the Community. All such reports shall be made available to the Trustees and are considered public record. A member of the School's faculty or staff may not serve as the Treasurer.

**Section 8:** The Clerk shall record and maintain accurate records of the Board's meetings, including special meetings, emergency meetings, and executive sessions. It shall be the Clerk's duty to prepare a record of each meeting setting forth the date, time and place of the meeting, and recording the members present or absent, and action taken at each meeting, including the results of any votes. Records from executive sessions shall be withheld from public inspection for so long as the need for secrecy that justifies the executive session in the first place still applies, but no longer. The Clerk shall ensure that all records of the Board are maintained in a book or series of books kept for that purpose and are in compliance with MGL Chapter 30A, §11A 1/2. The Clerk shall provide Notice of meetings of the Board as is required in these By-Laws and in compliance with the MGL Chapter 30A, §11A 1/2. In the absence of the Clerk at any meeting of the Board, the presiding Officer shall designate a Trustee to perform any and all of the duties of the Clerk for that meeting and thereafter until the elected Clerk is able to resume his/her duties, or a new Clerk is elected by the Board in accordance with Article III, Section 4. In the event there are vacancies in the positions of Chair and Vice-Chair of the Board, the Clerk shall assume the duties of the Chair until such time as a new Chair is elected by the Board in accordance with Article III, Section 4.

**Section 9:** In the event that the office of the Chair becomes vacant, the Vice-Chair shall become interim Chair until a scheduled meeting of the Board can be held. In the event that the office of Vice-Chair, Clerk, or Treasurer becomes vacant, the Chair shall appoint interim Officers to fill such vacant offices until a scheduled meeting of the Board can be held. Vacancies will be filled at that scheduled meeting in accordance with Article III, Section 4 of these By-Laws.

**Comment [17]:** As the spouse of an employee, can our Vice-Chair serve as chair?

#### ARTICLE IV *Meetings*

**Section 1:** The annual meeting of the Board of Trustees shall occur in June. The Board of Trustees will meet monthly during the year for what shall be known as a regular meeting. Notice shall be given to each Trustee thirty (30) days prior to the date of every regular meeting of the Board. Public notice of said meetings shall be given pursuant to MGL Chapter 30A, §11A 1/2.

**Comment [18]:** The annual meeting has been held in April for several years and will be in March this year. There has been discussion about doing it in the fall. Does the Charter still require 2 Stakeholder meetings?

**Section 2:** Special meetings of the Board of Trustees may be called by the Chair or by a majority of the Board filing a written request for such a meeting with the Chair and stating the agenda, date, and hour of the meeting. Notice of said meetings shall be posted pursuant to MGL Chapter 30A, §11A ½ to the public. The Trustees will be notified by the Chair.

**Comment [19]:** There is interest in changing this language to at least 12 times per year instead of monthly.

**Section 3:** The Board may call Emergency Meetings in compliance with MGL Chapter 30A, §11A ½ and applicable case law. An emergency meeting is a public meeting, although, the Board need not comply with the Notice requirements as set forth in these By-Laws and/or pursuant to MGL Chapter 30A, §11A 1/2. Notice of an emergency meeting should, however, be posted to the extent possible. An "emergency" is a pressing necessity, an exigency, a sudden and unexpected happening, an unforeseen occurrence or condition, an event or combination of circumstances that calls for immediate action. The subject matter to be discussed at the emergency meeting is strictly limited to that necessitated by the emergency. No other business may be discussed at an emergency

meeting.

**Section 4:** A majority of the Trustees then in office shall constitute a quorum for the transaction of business at any regular, special, or emergency meeting of the Board of Trustees, except where otherwise required by these By-Laws. ~~For purposes of determining a quorum, Trustee participation must occur in person.~~

**Comment [20]:** As the OML allows for remote participation, there is interest in changing this to allow for remote participation.

**Section 5:** The Board shall select its own meeting format in any method allowed by State law. Any such meeting, whether regular, special, or emergency complying with Sections 1, 2, or 3 of Article IV, shall constitute a meeting of the Board of Trustees and shall subscribe to the policies, procedures, and rules approved by the Board.

**Section 6:** Notice of all annual, regular or special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Trustees prior to the meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 7:** Provided a quorum of the Board is present, any action by the Board requires a majority vote of the Trustees in attendance at that meeting, except as otherwise required in these By-Laws.

**Section 8:** The Board shall not allow Trustees to vote by proxy.

**Section 9:** ~~Trustee participation must occur in person.~~ Voting by Trustees can only take place in person. An absent Board member may not designate an alternate to represent him or her at a Board meeting, or use any technological or manual means of conveying his or her vote to a meeting where they are not in attendance.

**Comment [21]:** OML allows for remote participation now, so there is interest in changing this.

**Section 10:** The Board will approve and keep a record of every meeting including the time, date, and location of the meeting, the members present or absent, and all actions taken at the meeting, including formal votes taken.

**ARTICLE V**  
**Staff**

**Comment [22]:** add a clause her or in Article V -- alternatively, a new article -- re: establishment and maintenance of a succession plan for the Chief Staff Person

**Section 1:** The Board of Trustees shall appoint a ~~Chief Staff Person~~~~chief staff person~~, who shall be responsible for carrying out the work of the School in accordance with the policies established from time to time by the Board of Trustees and pursuant to applicable federal and state laws. The School's ~~Chief Staff Person~~~~chief staff person~~ will be an ex officio member of the Board of Trustees, with all rights and responsibilities as other Trustees, except that the ~~Chief Staff Person~~~~chief staff person~~ may not vote on any matter regarding his/her own employment, compensation, discipline, retention, or removal and may not serve as an ~~Officer~~~~officer~~ of the Board. As an Ex officio member, the ~~Chief Staff Person~~~~chief staff person~~ has exactly the same rights and privileges as do all other Trustee except as otherwise stated in these By-Laws, including the right to vote on matters and to be counted when determining whether a quorum is present.

**Comment [23]:** Should there be something about a succession plan for the CEO?

**Section 2.** The School's ~~Chief Staff Person~~~~chief staff person~~ shall have sole authority to exercise managerial powers over the day to day operations of the school and to select, appoint, evaluate, and/or remove the school faculty and staff in accordance with applicable federal and state laws and general School policies.

## ARTICLE VI

### Committees and Task Forces

**Section 1** The Board shall have the power to create Board Committees or Task Forces as it may from time to time deem necessary, pursuant to a vote by a majority of the Trustees in attendance at the time of the vote. Committees or Task Forces shall be composed of at least two members, one of which must be a Trustee, and may include other Trustees and community members, as determined by the Board. The Board Chair shall appoint ~~Committee~~committees or ~~Task F~~task Force members, except the ~~G~~governance and Finance committees. The Board shall define and delegate the powers and duties of each Committee or Task Force it creates. Every Committee or Task Force shall prepare reports to be submitted and presented by a representative of that group to the Board at each regularly scheduled Board meeting, or as may be required by the Board at special and/or emergency meetings. The reports shall inform the Board of the members on the Committee or Task Force, what work the Committee or Task Force has done, what work still needs to be accomplished, and the time frame for completion of remaining work. The Board shall regularly assess and evaluate the need for continuation of specific Task Forces or Committees, and dissolve them when they are no longer necessary or fulfilling the needs of the Board. The duties of an existing Task Force or Committee may be expanded to meet new requirements as defined by the Board.

**Section 2:** There shall be a committee of the Board known as the Governance Committee. Committee members shall be appointed, and may be removed, by a majority vote of the Board at a regular or special meeting. The Governance Committee shall prepare reports to be submitted and presented by its chair, or a representative designated by its chair, to the Board at each regularly scheduled Board meeting, or as may be required by the Board at special and/or emergency meetings. The reports shall inform the Board of work done by the Committee, what it is working on, the time frame for completion of remaining work, and of any other matters that are within its jurisdiction. The Governance Committee shall prepare reports to be submitted and presented to the Board at each regularly scheduled Board meeting. ~~The Committee shall elect its own chair.~~

**Section 3:** The duties of the Governance Committee shall include but not be limited to the following:

- (a) ~~R~~~~F~~~~e~~review and recommend changes of the Schools By-Laws, Charter, policies, and procedures as may be necessary or efficacious;
- (b) ~~D~~~~F~~~~e~~determine skills and qualities that would be useful for future Board members and identify potential candidates who possess those skills and qualities and present the best qualified candidates to the Board as nominees to fill vacant positions on the Board as they become available;
- (c) ~~P~~~~F~~~~e~~provide training and orientation to new Trustees on the Charter, By-Laws, policies and procedures;
- (d) ~~P~~~~F~~~~e~~provide training to Trustees as may be needed on the Charter, By-Laws, policies and procedures;
- (e) ~~D~~~~F~~~~e~~develop and oversee a Trustee assessment process to ensure optimum performance
- (f) ~~C~~~~F~~~~e~~conduct an annual review of these By-Laws;
- (g) ~~C~~~~F~~~~e~~conduct a periodic review of the Charter;
- (h) ~~S~~~~F~~~~e~~study and make recommendations to the Board on governance issues that the Board identifies and on which it requests assistance;
- (i) Annually submit objectives as part of the planning process;
- (j) Annually evaluate its work as a ~~C~~committee and the objectives it has committed itself to and report on same to the Board;
- (k) Report to the Board at each regular meeting in a manner determined by the Board; and
- (l) Develop necessary policies and procedures, which shall be approved by the Board, to

**Comment [24]:** All committees revised their job descriptions

**Comment [25]:** Should a requirement about the frequency of meeting for committees be established

**Comment [26]:** Board on Track recommends that committees are chaired by board members. What's the reasoning for this committee being different?



accomplish these duties.

**Section 4:** There shall be a Finance Committee which is commissioned by and responsible to the Board. Ex-officio members of the Finance Committee shall be the Treasurer of the Board, the Chair of the Board and the School's ~~Chief Staff Person~~ who shall serve along with other ~~Trustees~~ and non-~~Trustees~~ who shall be appointed, and may be removed, by a majority vote of the Board at a regular or special meeting. Except for the ~~Chief Staff Person~~, the ex officio members have exactly the same rights and privileges as do all other Finance Committee members, including the right to vote on matters and to be counted when determining whether a quorum is present. The ~~Chief Staff Person~~ shall have no voting privilege. The Treasurer shall serve as Chair of the Finance Committee or will recommend to the Board an alternate Chair for appointment, who shall be elected by an affirmative vote of a majority of Trustees then in attendance. The Finance Committee shall ensure compliance with all appropriate federal and state laws.

**Section 5:** The duties of the Finance Committee shall include but not be limited to the following:

- (a) Assist and advise in preparing an annual budget for the charter school in collaboration with the School's ~~C~~hief ~~S~~taff ~~P~~erson.
- (b) Develop and annually revise a five-year financial forecast and develop long-range financial plans based on the forecast in collaboration with the School's ~~Chief Staff Person~~
- (c) Review all unanticipated expenditures over limits set by policy and inform the Board.
- (d) Annually submit objectives as part of the planning and budgeting process.
- (e) Annually evaluate its work as a ~~C~~ommittee and the objectives it has committed itself to and report results on same to the Board.
- (f) Recommend to the Board appropriate policies for the management of the School's assets.
- (g) Arrange for an annual independent audit with submission of same to the Board.
- (h) Report financial status and/or results for the most recent current period, year-to-date activity and forecasted cash flows for the end of the next reporting period to the Board at regular meetings of the Board.
- (i) Develop necessary policies and procedures, which shall be approved by the Board, to accomplish these duties.

**Section 6:** There shall be a ~~Personnel Committee~~ which is created by and responsible to the Board. The Chair of the ~~C~~ommittee shall be a member of the Board, and shall be chosen from among the current Trustees. This ~~C~~ommittee assumes the responsibility for advising the Board on matters pertaining to the School's ~~C~~hief ~~S~~taff ~~P~~erson. This responsibility shall, in no way, interfere with the authority of the School ~~Chief Staff Person~~ to hire, supervise and terminate the remaining staff of the ~~charter S~~chool, in accordance with federal and state laws and School personnel policies.

**Section 7:** The duties of the Personnel Committee shall include but not be limited to the following:

- (a) Develop for Board review and approval the annual process for the evaluation of the School's ~~Chief Staff Person~~
- (b) ~~Review and propose recommendations for amendments to policies as they pertain to legal issues relating to employees, employee benefits, employee relations and recruitment.~~
- (c) Annually submit objectives as part of the planning process.
- (d) Annually evaluate its work as a ~~C~~ommittee and the objectives it has committed itself to and report on same to the ~~B~~oard of ~~T~~rustees.
- (e) Report to the ~~B~~oard of ~~T~~rustees on at each regular meeting in a manner determined by the Board.

**Comment [27]:** PC voted to recommends changing name to Head of School Support and Evaluation Committee  
- Rationale for name change: Confusion among stakeholders regarding the responsibilities of the committee. Aside from the HOS, the Personnel Committee did not deal with school personnel or issues normally handled by HR

**Comment [28]:** PC recommends removal

- (f) Develop necessary policies and procedures, which shall be approved by the Board, to accomplish these duties.

**ARTICLE VII**  
***Fiscal Year***

The fiscal year of the School shall begin on July 1 of each year and terminate on June 30 of the following year.

**ARTICLE VIII**  
***Rules of Order***

Except where they may be in conflict with the laws of the State or the Charter or By-Laws of the School, the rules of order in the current edition of Robert's Rules of Order, Newly Revised (10th Edition) RONR, dated November 14, 2000 shall govern the conduct of all meetings of the School.

**ARTICLE IX**  
***Indemnification***

The School shall indemnify its Trustees, Officers, employees, and volunteers to the fullest extent permitted by the laws of the State and/or pursuant to any School insurance policies.

**ARTICLE X**  
***Amendments***

The Charter or these By-Laws may be amended at a regular or special meeting by a two-thirds (2/3) vote of all Trustees ~~(then in office)~~, provided that notice of the proposed amendment, together with a copy thereof, is mailed to each Trustee at least fifteen (15) days prior to the meeting at which the amendment is to be considered. Public notice of said meeting shall be given pursuant to MGL Chapter 30A, §11A 1/2. -All amendments to these By-Laws are subject to the approval of the State. All amendments approved by the Board shall be submitted to the State for approval within thirty (30) day of the affirmative vote of the Board.

Comment [29]: or in attendance if a meeting?

**ARTICLE XI**  
***Miscellaneous***

These By-Laws are intended to supersede all prior By-Laws. These By-Laws take effect upon the approval of the Commissioner of Education.

## **By-laws of the Marblehead Community Charter Public School**

### **ARTICLE I**

#### ***Purposes***

**Section 1:** Recognizing that it takes an entire community to educate a child, the mission of the Marblehead Community Charter Public School is to create a partnership among community members, teachers, parents, and students that will provide our early adolescents with the support necessary to reach their highest individual potential intellectually, socially, emotionally, and physically, so they are highly contributing members of our democratic society; and to provide a laboratory for examining, developing and fostering the interrelatedness of the school as a learning community and the community as a learning environment.

**Section 2:** The Marblehead Community Charter Public School (hereinafter the School) is a public entity established by the granting of a charter by the Commonwealth of Massachusetts (hereinafter the State), pursuant to MGL Chapter.71, §89.

### **ARTICLE II**

#### ***Board of Trustees***

**Section 1:** The Board of Trustees (hereinafter the Board) shall consist of at least nine (9) Trustees and not more than fifteen (15) Trustees. In alignment with the School's Charter, "MCCPS is to be a teacher-led, student-focused school, staff members will be an integral part of every aspect of school operations." Marblehead Community Charter Public School Teachers and staff members (hereinafter "Teachers") are encouraged to serve on the Board. The Board of Trustees shall include at least one current Teacher, and one parent of a current Charter School student as members. Teachers can hold up to three of the seats on the Board. The Teacher Trustees will comply with the State Conflict of Interest Laws, M.G.L. 268A. The Chief Staff Person, as an ex officio member of the Board, is not considered a "Teacher" for the purpose of this limitation. All Trustees shall have identical rights and responsibilities, except where otherwise determined in these By-Laws. The Board is a public entity and its members are each considered special state employees pursuant to Massachusetts law. The Board holds the charter from the state and is responsible for ensuring that the policies of the School:

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- (b) ensure that the school is an academic success, organizationally viable, faithful to the terms of its charter, and earns charter renewal.

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**Section 3:** The Governance Committee shall present the qualifications of potential Trustees to the Board for review, discussion, and vote at any regularly scheduled Board meeting. Any Trustee positions to be filled on the Board shall be by an affirmative vote of a majority of the sitting Trustees.

**Section 4:** Trustees shall take office upon approval by the State. Trustees shall serve a term of three (3) years from the date of their appointments, or until their successors are seated. A full three-year term shall be considered to have been served upon the passage of three (3) regular

Commissioner of Education Approved as of April 3, 2008

January Board meetings. After election, the term of a Trustee may not be reduced, except for cause as specified in these By-Laws. No Trustee shall serve more than two (2) consecutive, three-year terms. Fulfilling an incomplete term is not considered part of the term limit. Trustees shall serve staggered terms in order to maintain Board continuity and ensure new perspectives.

**Section 5:** Any vacancy occurring in the Board of Trustees may be filled, upon recommendation of a qualified candidate by the Governance Committee, by the affirmative vote of the majority of the seated Trustees. A Trustee elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

**Section 6:** A Trustee may resign at any time by filing a written resignation with the Chair or the Clerk of the Board. Such resignations shall be effective upon receipt. A Trustee who misses three regularly scheduled meetings of the Board of Trustees without cause during one academic year shall be deemed to have resigned and his/her place on the Board of Trustees shall be filled pursuant to Section 5 above.

**Section 7:** The Board may remove any Trustee for cause by two-thirds (2/3) vote of the entire Board of Trustees at any regular or special meeting of the Board, provided that a statement of the reason or reasons for removal shall have been mailed by Registered Mail to the Trustee proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a "Notice" of the date, time, and location the Board is to vote on the removal. The Trustee shall be given an opportunity to be heard and the reasons for his/her removal are to be discussed and considered by the Board at the date, time and location designated in the "Notice".

**Section 8:** Members of the Board of Trustees:

- (a) Shall receive no payment or honoraria for services provided as a Trustee, except for reimbursement for reasonable out-of-pocket expenses incurred in the performance of voluntary School activities in accordance with School policies.
- (b) Shall serve the School with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the School.
- (c) Shall comply with any and all State law governing Conflicts of Interest.
- (d) Shall have no direct or indirect financial interest in the assets or leases of the School; any Trustee who individually or as part of a business or professional firm is involved in business transactions or provides professional services to the School shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.

**Section 9:** Powers

The Board of Trustees shall oversee the affairs of the School and shall exercise all of the powers of the School, except as otherwise provided by law, by the Charter, or by these By-laws. The Board of Trustees reserves itself alone the power

- (a) to ensure that the School's focus and mission is in accordance with the Charter and By-Laws;
- (b) to purchase or sell real estate;
- (c) to pledge, assign, create liens on or security interests in the real or personal property of the School;
- (d) to establish or modify investment policies;
- (e) to ensure the School is in compliance with the State requirements for core curriculum;
- (f) to select, appoint, evaluate and/or remove the School's chief staff person;
- (g) to delegate, from time to time, powers to the School's chief staff person in accordance with these By-Laws except as otherwise provided by law or by the Charter;

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- (h) propose amendments to the Charter to the State;
- (i) determine that school policies are in compliance with federal and state laws; and
- (j) oversee the financial affairs of the school and approve the annual budget.

### **ARTICLE III** *Officers*

**Section 1:** There shall be four (4) elective Officers of the Board: a Chair, a Vice Chair, a Treasurer, and a Clerk.

**Section 2:** The officers shall be nominated from among members of the Board. Members of the Board shall present qualifications of potential officers to the Board for review discussion, and vote at the Board's annual meeting. Officers shall be elected by an affirmative vote of a majority of the Trustees in attendance at the annual meeting. The School's chief staff person may not serve as an officer of the Board.

**Section 3:** The newly elected Officers shall take office on July 1 following the close of the previous fiscal year. Officers shall be elected for a term of one year or until respective successors assume office. A Trustee may serve more than one (1) term in the same office, but not more than three (3) consecutive terms in the same office.

**Section 4:** The trustees may remove any officer, without cause, by an affirmative vote of a majority of the trustees in attendance at a publicly posted meeting. Any officer may resign from their position at any time by providing oral notice at any meeting of the Board and/or by providing written notice to any Board member. Any time an officer's position becomes vacant due to removal or resignation, the Trustees shall review and discuss the qualifications of potential officers to fill that vacancy from among the members of the Board. Any new officers shall be elected by an affirmative vote of a majority of Trustees then in attendance. Any newly elected officers shall serve out the term of their predecessor. Fulfilling an incomplete term is not considered part of the term limit as an officer.

**Section 5:** The Chair shall prepare the agenda and be responsible for disseminating necessary documents to be discussed at regular, special, and emergency meetings of the Board. The Chair shall preside at all meetings of the Trustees except as the Trustees shall otherwise determine. The Chair is responsible for managing the Board's development of strategic and accountability plans. The Chair shall work in collaboration with the School's chief staff person to develop such reports as are necessary to keep the Board and community informed about the School's operations. The Chair shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the Trustees. A member of the School's faculty or staff may not serve as the Board Chair.

**Section 6:** The Vice-Chair shall understand and fulfill the responsibilities of the Board Chair in the event the office of the Chair becomes vacant, or the Chair is unable to perform his or her duties. The Vice-Chair shall have such powers and duties as are usually incident to that office and as the Trustees may from time to time designate.

**Section 7:** The Treasurer shall be the chief financial officer and chief accounting officer of the School and shall be subject to the direction and control of the Board. The Treasurer shall oversee and ensure that full and accurate books and records of the accounts of the School are maintained and shall oversee all School funds, securities, and valuable documents in accordance with School policies, as well as federal and state laws. The Treasurer shall prepare or oversee all preparation

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of and filings of financial documents required by federal law, state law, the Internal Revenue Service and any other governmental or regulatory agency. The Treasurer shall serve as the Chair of the School's Finance Committee or recommend to the Board for appointment an alternative Chair of the School's Finance Committee; and ensure that the Finance committee complies with School policies, as well as federal and state laws. The Treasurer shall present reports to the Board at its regularly scheduled meetings, or whenever else a report may be required, updating the Board on all financial matters and including a balance sheet which sets forth current assets and liabilities of the School. The Treasurer should also provide reports on income statements and cash flow projections, as well as provide an explanation of the expenditures of the School in which the Board may have an interest or which may be of interest to the Community. All such reports shall be made available to the Trustees and are considered public record. A member of the School's faculty or staff may not serve as the Treasurer.

**Section 8:** The Clerk shall record and maintain accurate records of the Board's meetings, including special meetings, emergency meetings, and executive sessions. It shall be the Clerk's duty to prepare a record of each meeting setting forth the date, time and place of the meeting, and recording the members present or absent, and action taken at each meeting, including the results of any votes. Records from executive sessions shall be withheld from public inspection for so long as the need for secrecy that justifies the executive session in the first place still applies, but no longer. The Clerk shall ensure that all records of the Board are maintained in a book or series of books kept for that purpose and are in compliance with MGL Chapter 30A, §11A 1/2. The Clerk shall provide Notice of meetings of the Board as is required in these By-Laws and in compliance with the MGL Chapter 30A, §11A 1/2. In the absence of the Clerk at any meeting of the Board, the presiding Officer shall designate a Trustee to perform any and all of the duties of the Clerk for that meeting and thereafter until the elected Clerk is able to resume his/her duties, or a new Clerk is elected by the Board in accordance with Article III, Section 4. In the event there are vacancies in the positions of Chair and Vice-Chair of the Board, the Clerk shall assume the duties of the Chair until such time as a new Chair is elected by the Board in accordance with Article III, Section 4.

**Section 9:** In the event that the office of the Chair becomes vacant, the Vice-Chair shall become interim Chair until a scheduled meeting of the Board can be held. In the event that the office of Vice-Chair, Clerk, or Treasurer becomes vacant, the Chair shall appoint interim Officers to fill such vacant offices until a scheduled meeting of the Board can be held. Vacancies will be filled at that scheduled meeting in accordance with Article III, Section 4 of these By-Laws.

#### **ARTICLE IV** *Meetings*

**Section 1:** The annual meeting of the Board of Trustees shall occur in June. The Board of Trustees will meet monthly during the year for what shall be known as a regular meeting. Notice shall be given to each Trustee thirty (30) days prior to the date of every regular meeting of the Board. Public notice of said meetings shall be given pursuant to MGL Chapter 30A, §11A 1/2.

**Section 2:** Special meetings of the Board of Trustees may be called by the Chair or by a majority of the Board filing a written request for such a meeting with the Chair and stating the agenda, date, and hour of the meeting. Notice of said meetings shall be posted pursuant to MGL Chapter 30A, §11A ½ to the public. The Trustees will be notified by the Chair.

**Section 3:** The Board may call Emergency Meetings in compliance with MGL Chapter 30A, §11A ½ and applicable case law. An emergency meeting is a public meeting, although, the Board

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need not comply with the Notice requirements as set forth in these By-Laws and/or pursuant to MGL Chapter 30A, §11A 1/2. Notice of an emergency meeting should, however, be posted to the extent possible. An “emergency” is a pressing necessity, an exigency, a sudden and unexpected happening, an unforeseen occurrence or condition, an event or combination of circumstances that calls for immediate action. The subject matter to be discussed at the emergency meeting is strictly limited to that necessitated by the emergency. No other business may be discussed at an emergency meeting.

**Section 4:** A majority of the Trustees then in office shall constitute a quorum for the transaction of business at any regular, special, or emergency meeting of the Board of Trustees, except where otherwise required by these By-Laws. For purposes of determining a quorum, Trustee participation must occur in person.

**Section 5:** The Board shall select its own meeting format in any method allowed by State law. Any such meeting, whether regular, special, or emergency complying with Sections 1, 2, or 3 of Article IV, shall constitute a meeting of the Board of Trustees and shall subscribe to the policies, procedures, and rules approved by the Board.

**Section 6:** Notice of all annual, regular or special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Trustees prior to the meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 7:** Provided a quorum of the Board is present, any action by the Board requires a majority vote of the Trustees in attendance at that meeting, except as otherwise required in these By-Laws.

**Section 8:** The Board shall not allow Trustees to vote by proxy.

**Section 9:** Trustee participation must occur in person. Voting by Trustees can only take place in person. An absent Board member may not designate an alternate to represent him or her at a Board meeting, or use any technological or manual means of conveying his or her vote to a meeting where they are not in attendance.

**Section 10:** The Board will approve and keep a record of every meeting including the time, date, and location of the meeting, the members present or absent, and all actions taken at the meeting, including formal votes taken.

## **ARTICLE V**

### ***Staff***

**Section 1:** The Board of Trustees shall appoint a chief staff person, who shall be responsible for carrying out the work of the School in accordance with the policies established from time to time by the Board of Trustees and pursuant to applicable federal and state laws. The School’s chief staff person will be an ex officio member of the Board of Trustees, with all rights and responsibilities as other Trustees, except that the chief staff person may not vote on any matter regarding his/her own employment, compensation, discipline, retention, or removal and may not serve as an officer of the Board. As an Ex officio member, the chief staff person has exactly the same rights and privileges as do all other Trustee except as otherwise stated in these By-Laws,

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including the right to vote on matters and to be counted when determining whether a quorum is present.

**Section 2.** The School's chief staff person shall have sole authority to exercise managerial powers over the day to day operations of the school and to select, appoint, evaluate, and/or remove the school faculty and staff in accordance with applicable federal and state laws and general School policies.

## **ARTICLE VI**

### ***Committees and Task Forces***

**Section 1** The Board shall have the power to create Board Committees or Task Forces as it may from time to time deem necessary, pursuant to a vote by a majority of the Trustees in attendance at the time of the vote. Committees or Task Forces shall be composed of at least two members, one of which must be a Trustee, and may include other Trustees and community members, as determined by the Board. The Board Chair shall appoint committees or task force members, except the governance and Finance committees. The Board shall define and delegate the powers and duties of each Committee or Task Force it creates. Every Committee or Task Force shall prepare reports to be submitted and presented by a representative of that group to the Board at each regularly scheduled Board meeting, or as may be required by the Board at special and/or emergency meetings. The reports shall inform the Board of the members on the Committee or Task Force, what work the Committee or Task Force has done, what work still needs to be accomplished, and the time frame for completion of remaining work. The Board shall regularly assess and evaluate the need for continuation of specific Task Forces or Committees, and dissolve them when they are no longer necessary or fulfilling the needs of the Board. The duties of an existing Task Force or Committee may be expanded to meet new requirements as defined by the Board.

**Section 2:** There shall be a committee of the Board known as the Governance Committee. Committee members shall be appointed, and may be removed, by a majority vote of the Board at a regular or special meeting. The Governance Committee shall prepare reports to be submitted and presented by its chair, or a representative designated by its chair, to the Board at each regularly scheduled Board meeting, or as may be required by the Board at special and/or emergency meetings. The reports shall inform the Board of work done by the Committee, what it is working on, the time frame for completion of remaining work, and of any other matters that are within its jurisdiction. The Governance Committee shall prepare reports to be submitted and presented to the Board at each regularly scheduled Board meeting. The Committee shall elect its own chair

**Section 3:** The duties of the Governance Committee shall include but not be limited to the following:

- (a) To review and recommend changes of the Schools By-Laws, Charter, policies and procedures as may be necessary or efficacious;
- (b) To determine skills and qualities that would be useful for future Board members and identify potential candidates who possess those skills and qualities and present the best qualified candidates to the Board as nominees to fill vacant positions on the Board as they become available;
- (c) To provide training and orientation to new Trustees on the Charter, By-Laws, policies and procedures;
- (d) To provide training to Trustees as may be needed on the Charter, By-Laws, policies and procedures;

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- (e) To develop and oversee a Trustee assessment process to ensure optimum performance;
- (f) To conduct an annual review of these By-Laws;
- (g) To conduct a periodic review of the Charter;
- (h) To study and make recommendations to the Board on governance issues that the Board identifies and on which it requests assistance;
- (i) Annually submit objectives as part of the planning process;
- (j) Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board;
- (k) Report to the Board at each regular meeting in a manner determined by the Board; and
- (l) Develop necessary policies and procedures, which shall be approved by the Board, to accomplish these duties.

**Section 4:** There shall be a Finance Committee which is commissioned by and responsible to the Board. Ex-officio members of the Finance Committee shall be the Treasurer of the Board, the Chair of the Board and the School's chief staff person who shall serve along with other trustees and non-trustees who shall be appointed, and may be removed, by a majority vote of the Board at a regular or special meeting. Except for the chief staff person, the ex officio members have exactly the same rights and privileges as do all other Finance Committee members, including the right to vote on matters and to be counted when determining whether a quorum is present. The chief staff person shall have no voting privilege. The Treasurer shall serve as Chair of the Finance Committee or will recommend to the Board an alternate Chair for appointment, who shall be elected by an affirmative vote of a majority of Trustees then in attendance. The Finance Committee shall ensure compliance with all appropriate federal and state laws.

**Section 5:** The duties of the Finance Committee shall include but not be limited to the following:

- (a) Assist and advise in preparing an annual budget for the charter school in collaboration with the School's chief staff person.
- (b) Develop and annually revise a five-year financial forecast and develop long-range financial plans based on the forecast in collaboration with the School's chief staff person
- (c) Review all unanticipated expenditures over limits set by policy and inform the Board.
- (d) Annually submit objectives as part of the planning and budgeting process.
- (e) Annually evaluate its work as a committee and the objectives it has committed itself to and report results on same to the Board.
- (f) Recommend to the Board appropriate policies for the management of the School's assets.
- (g) Arrange for an annual independent audit with submission of same to the Board.
- (h) Report financial status and/or results for the most recent current period, year-to-date activity and forecasted cash flows for the end of the next reporting period to the Board at regular meetings of the Board.
- (i) Develop necessary policies and procedures, which shall be approved by the Board, to accomplish these duties.

**Section 6:** There shall be a Personnel Committee which is created by and responsible to the Board. The Chair of the committee shall be a member of the Board, and shall be chosen from among the current Trustees. This committee assumes the responsibility for advising the Board on matters pertaining to the School's chief staff person. This responsibility shall, in no way, interfere with the authority of the School chief staff person to hire, supervise and terminate the remaining staff of the charter school, in accordance with federal and state laws and School personnel policies.

**Section 7:** The duties of the Personnel Committee shall include but not be limited to the following:

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- (a) Develop for Board review and approval the annual process for the evaluation of the School's chief staff person
- (b) Review and propose recommendations for amendments to policies as they pertain to legal issues relating to employees, employee benefits, employee relations and recruitment.
- (c) Annually submit objectives as part of the planning process.
- (d) Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the board of trustees.
- (e) Report to the board of trustees on at each regular meeting in a manner determined by the Board.
- (f) Develop necessary policies and procedures, which shall be approved by the Board, to accomplish these duties.

**ARTICLE VII**  
***Fiscal Year***

The fiscal year of the School shall begin on July 1 of each year and terminate on June 30 of the following year.

**ARTICLE VIII**  
***Rules of Order***

Except where they may be in conflict with the laws of the State or the Charter or By-Laws of the School, the rules of order in the current edition of Robert's Rules of Order, Newly Revised (10th Edition) RONR, dated November 14, 2000 shall govern the conduct of all meetings of the School.

**ARTICLE IX**  
***Indemnification***

The School shall indemnify its Trustees, Officers, employees, and volunteers to the fullest extent permitted by the laws of the State and/or pursuant to any School insurance policies.

**ARTICLE X**  
***Amendments***

The Charter or these By-Laws may be amended at a regular or special meeting by a two-thirds (2/3) vote of all Trustees then in office; provided that notice of the proposed amendment, together with a copy thereof, is mailed to each Trustee at least fifteen (15) days prior to the meeting at which the amendment is to be considered. Public notice of said meeting shall be given pursuant to MGL Chapter 30A, §11A 1/2. All amendments to these By-Laws are subject to the approval of the State. All amendments approved by the Board shall be submitted to the State for approval within thirty (30) day of the affirmative vote of the Board.

**ARTICLE XI**  
***Miscellaneous***

These By-Laws are intended to supersede all prior By-Laws. These By-Laws take effect upon the approval of the Commissioner of Education.

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