

# LEARNING FIRST CHARTER PUBLIC SCHOOL

## LEARNING FIRST CHARTER PUBLIC SCHOOL BYLAWS

### ARTICLE 1 – General Provisions

#### 1.1 Legal Status.

This organization is a public school chartered by the Commonwealth of Massachusetts pursuant to Massachusetts General Laws, Chapter 71, Section 89; the Board of Trustees is a public entity and the members thereof are considered special state employees which operates independently of a school committee. The board is a public employer for the purposes of tort liability (M.G.L. Chapter 258) and for collective bargaining purposes (M.G. L. Chapter 150E).

#### 1.2 Name and Purpose.

The name of the organization is the Learning First Charter Public School (“the School”). As set forth in the Charter, the mission of the School is to prepare a diverse cross-section of Worcester children for success as students, workers, and citizens by providing them a high quality education at prevailing public school costs. The educational program of the school emphasizes the core subject areas, arts and music education, the use of technology, and character development based on the school’s core values.

### ARTICLE 2 – Board of Trustees

#### 2.1 Number.

The Board of Trustees (“the Board”) shall consist of an odd number of members of no fewer than five (5) nor more than twenty-five (25) trustees (“Trustees”). All Trustees shall have identical rights and responsibilities.

#### 2.2 Characteristics.

Board members shall be sought who reflect the qualities, qualifications and diversity determined by the Board.

#### 2.3 Nomination.

The Governance Committee of the Board of Trustees shall present names of potential Trustees at any regular meeting of the Board for election and a slate of officers for election at the annual meeting of the Board.

#### 2.4 Election.

Trustees shall be elected by a majority of the Trustees present at any regularly scheduled meeting of the Board. The Chair shall notify Trustees in writing that they have been elected within 10 days of the election meeting.

#### 2.5 Terms.

Trustees shall serve a term of three (3) years from the date of their appointments, or for up to six months until their successors are seated. A full three-year term shall be considered to have been served upon the passage of eleven (11) annual meetings, 33 meetings total over three years. After election, the term of a Trustee may not be reduced, except for cause as specified in these bylaws. Trustees shall be eligible to vote at the first board meeting following their approval by the Commissioner of Elementary and Secondary Education.

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## **2.6 Term Limit.**

Trustees are limited to serving no more than two (2) consecutive terms without taking at least a one-year sabbatical from serving on the Board. Fulfilling an incomplete term is not considered part of the term limit.

## **2.7 Vacancies.**

Any vacancy occurring in the Board of Trustees and any position resulting from an increase in the number of Trustees may be filled, upon recommendation by the Governance Committee, by the affirmative vote of the majority of the seated Trustees. The term of office for a new Trustee resulting from a decision to increase the number of trustees will be determined by the Governance Committee in accordance with maintaining a balance of staggered terms. The Board of Trustees will exercise due diligence in assessing the suitability of the candidates for Board membership with respect to potential conflicts of interest and areas of skill and expertise that will be of value to the Board of Trustees, such due diligence to occur prior to board vote by the Board of Trustees to request the Commissioner to appoint proposed member(s). Prior to submitting a candidate to the Commissioner for approval, the Board of Trustees must determine that no financial interests under G.L. c. 268A exist which may preclude a majority of the Board from participating in deliberations or voting on certain matters within the scope of the Board's authority.

## **2.8 Resignation.**

A Trustee may resign at any time by filing a written resignation with the Chair of the Board.

## **2.9 Removal.**

The Board may remove any Officer or Trustee with or without 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 shall have been mailed by Registered Mail to the Officer or 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 time when, and the place where, the Board is to take action on the removal. The Officer or Trustee shall be given an opportunity to be heard, and the matter shall be considered by the Board at the time and place mentioned in the notice. Failure to comply with state ethics requirements may result in removal of individual Board members by the Board of Trustees or the Commissioner.

## **2.10 Responsibilities.**

Members of the Board of Trustees shall:

(a) receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of their duties on the Board of Trustees in accordance with the school's policies.

(b) serve the school with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally.

(c) be bound by the Code of Conduct, Conflict of Interest and Confidentiality policy statements of the school. The Board will comply with the Commonwealth's state ethics requirements including, but not limited to, meeting all training requirements; complying with G.L.c.268A, the conflict of interest law; filing all required disclosures under G.L.c.268A; and filing all statements of financial interest in a timely fashion as required by G.L.c.71, 89(u). Failure to comply with state ethics requirements may result in removal of individual Board members by the Board of Trustees.

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(d) 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 the business transactions or current professional services of the School shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services. Board members must provide an annual financial disclosure form by September 1<sup>st</sup>, including the year after service is completed (unless service is less than 30 days in that year).

(e) comply with all laws and regulations applicable to this Board and to all boards of trustees. Since the Board holds the charter from the state, members are responsible for ensuring that the school complies with all applicable laws and regulations.

(f) will fulfill their fiduciary responsibilities, including but not limited to, the duty of loyalty and duty of care, as well as the obligation to oversee the school's budget.

(g) is an academic success, organizationally viable, faithful to the terms of its charter, and earns charter renewal.

(h) participate in orientation and ongoing training opportunities. Failure to comply with state ethics requirements may result in removal of individual Board members by the Board of Trustees or the Commissioner.

## **2.11 Powers.**

The following powers are exclusively delegated to the Board:

(a) To adopt, amend or repeal the Bylaws of the School. Any changes to the Bylaws shall not take effect, however, until approved by the Commissioner of Elementary and Secondary Education.

(b) To amend the material terms of the school's charter (contingent upon approval by the Commissioner of Elementary and Secondary Education), and submit charter amendments to the state.

(c) To determine the general policies of the School in accordance with the school's charter, and to see their faithful execution.

(d) To manage the financial affairs of the School so as to ensure the School's financial stability and the continued integrity of its academic programs, including the power to borrow and incur indebtedness for the purposes of the School, and to approve its annual operating and capital budgets.

(e) To select, appoint, or remove the Superintendent, and to set the terms and conditions of her or his employment.

## **2.12 Operations.**

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

(a) successfully completing the opening procedures process in accordance with G.L. c.70, 603 CMR 1.00; and any guidelines issued by the Department;

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- (b) Requesting the Commissioner's appointment of any new trustees and receiving that approval prior to any new trustees beginning their service as members;
- (c) submitting timely annual reports;
- (d) submitting timely annual independent audits;
- (e) hiring, evaluating, and removing, if necessary, qualified personnel to manage the charter school's day to day operations, and holding those administrators accountable for meeting specified goals. The Board will not exercise managerial powers over the day to day operations of the school.
- (f) approving and monitoring progress towards meeting the goals of the school's Accountability Plan;
- (g) Adopting and revising school policies, including plans for student recruitment and retention;
- (h) Responding to complaints in writing as required by 603 CMR 1.09; and
- (i) Ensuring that members of the board receive an orientation and training regarding their duties and obligations as members of a board of trustees.

## **2.13 Complaint Procedures.**

- a) A parent, guardian, or other individuals or groups who believe that a charter school has violated or is violating any provision of M.G.L. c. 71, § 89, or 603 CMR 1.00 may file a complaint with the charter school's board of trustees.
  
- (b) The board of trustees shall respond in writing to the complaining party no later than 45 days from receipt of the complaint.
  
- (c) The board of trustees shall, pursuant to a complaint received under 603 CMR 1.09, or on its own initiative, conduct reviews to ensure compliance with M.G.L. c. 71, § 89, and 603 CMR 1.00. The charter school and the specific individuals involved shall cooperate to the fullest extent with such review.
  
- (d) A complaining party who believes a complaint pursuant to 603 CMR 1.09(1) has not been adequately addressed by the charter school board of trustees may submit the complaint in writing to the Commissioner, who shall investigate such complaint and make a written response.
  
- (e) In the event the charter school is found in violation of M.G.L. c. 71, § 89, or 603 CMR 1.00, the Commissioner or Board may take such action deemed appropriate including, but not limited to, suspension or revocation of the charter, or referral of the matter to the District Attorney, the Office of the Attorney General, or other appropriate agencies for action.
  
- (f) A parent, guardian, or other individuals or groups who believe that a charter school has violated or is violating any state or federal law or regulation regarding special education may file a complaint directly with the Department.

## **ARTICLE 3 - Officers**

### **3.1 Officers.**

There shall be four (4) elective Officers of the Board: a Chair, a Vice Chair, a Secretary, and a Treasurer. The Chair shall prepare the agenda and be responsible for disseminating necessary

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documents to be discussed at regular meetings of the Board; he or she shall chair all meetings of the Board. The Vice Chair shall take on the responsibilities of the Chair in his or her absence. The Secretary shall assure that all minutes of Board meetings are recorded and disseminated and assure the keeping of the non-financial records of the Board in a central location. The Treasurer shall assure the keeping of all financial records of the Board, assure that an annual audit is conducted, and ensure all applicable tax forms are submitted, and sign checks as appropriate.

### **3.2 Election.**

The Governance Committee shall present a slate of Officers to the Board of Trustees at the annual meeting. The nominated Officers shall be drawn from among the members of the Board of Trustees. The election of Officers shall be held at the annual meeting of the Board.

### **3.3 Terms.**

The newly elected Officers shall take office at the close of the meeting at which they are elected and the term of office shall be one year. A Trustee may serve more than one (1) term in the same office, but not more than three consecutive terms in the same office, or until respective successors assume office.

### **3.4 Vacancies.**

In the event that the office of the Chair becomes vacant, the Vice-Chair shall become Chair for the un-expired portion of the term. In the event that the office of Vice-Chair or Secretary 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.

## **ARTICLE 4 - Meetings**

### **4.1 Number and Schedule.**

There shall be at least one (4) regular meetings of the Board held quarterly during the school year. An annual meeting (“Annual Meeting”) of the Board of Trustees shall be held at the meeting of the Board of Trustees that is regularly scheduled for May of each year, or at any other time that the Board shall designate. The Board of Trustees shall set a schedule of meetings for the upcoming year at each Annual Meeting.

### **4.2 Special Meetings.**

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 object, date, and hour therefore, due notice having been given each Trustee two (2) calendar days prior to the meeting.

### **4.3 Quorum.**

A minimum of half the Board of the Trustees, plus one, then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Trustees, except where otherwise required by these Bylaws.

### **4.4 Format.**

The Board shall select its own meeting format in any method allowed by the laws of the state of Massachusetts. Any such meeting, irrespective of what the title may be, will comply in all aspects of open meeting law, G.L.c. 30A. The Board of Trustees shall subscribe to the policies,

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procedures, and rules adopted by the Board. All meetings will comply with the Open Meeting Law and the regulations, guidance and directives of the Office of the Attorney General. This includes, but is not limited to, training, notice of meetings, records of meetings, and executive sessions.

#### **4.5 Notice.**

Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings, and summaries of issues to be voted upon shall be circulated to all Trustees, and public notice and accommodation made, at least two (2) days prior to the meeting. All meetings of the Board, whether regular, special or annual, require that public notice be given of the time, date, and location of each meeting in accordance with Open Meeting Law (MGL Ch. 30a, Sections 18-25). Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting also 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.

#### **4.6 Executive Session.**

When going into executive session (M.G.L Chapter 30A, Section 21 (a) all rules and purposes as outlined in the Mass. Open Meeting Law Guide must be followed.

#### **4.7 Records.**

The Board will maintain a record of every meeting including the date, time and location of the meeting, the members present or absent, and all action taken at the meeting, including formal votes taken. These records shall comply with the Open Meeting Law.

#### **4.8 Proxies.**

Voting by Trustees by proxies shall not be permitted.

**4.9** A member of the board of trustees may participate remotely in a meeting provided that such participation complies with requirements of 940 CMR 29.10, including but not limited to, meeting the permissible reasons for remote participation.

#### **4.10 Alternates.**

An absentee Board member may not designate an alternate to represent him or her at a Board meeting.

#### **4.11 Actions.**

Unless otherwise specified in these by-laws, a majority of those voting (assuming quorum) at any meeting shall be required to take action.

## **ARTICLE 5 - Staff**

#### **5.1 Superintendent.**

The Board of Trustees shall have the responsibility to appoint a Superintendent who, subject to the control of the Board, shall be the chief executive officer of the school and supervise and control all of the business and affairs of the school. The Superintendent shall be appointed by the Board to serve at the pleasure of the Board, provided that the Superintendent may be engaged to serve for a term of years subject to such terms and conditions as the Board shall adopt. The Superintendent shall, in accordance with the policies established from time to time by the Board

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of Trustees, appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of all agents and employees of the School. In the event of the absence of the Superintendent or said person's disability to act, the Board will appoint an Interim Superintendent.

## **ARTICLE 6 - Executive Committee**

### **6.1 Membership and Meetings.**

There shall be an Executive Committee composed of the officers of the Board. The Executive Committee shall be convened by the Chair when it is not possible to convene the Board in a timely fashion, and may be authorized to act on behalf of the Board by action of the Board. Actions of the Executive Committee shall require ratification by the full Board of Trustees at its next meeting. The Executive Committee shall keep regular minutes of its proceedings, and these minutes shall be sent to the Trustees after each of the Executive Committee's meetings.

### **6.2 Powers and Authority.**

The Executive Committee shall not serve as an intermediary between the Board and its committees or task forces. The Board of Trustees may delegate to the Executive Committee, to the extent provided in a specific resolution, any of the Board's powers and authority, except with respect to:

- (a) the filling of vacancies on the Board of Trustees;
- (b) the hiring or dismissing of staff;
- (c) the amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) the amendment or repeal of any resolution of the Board of Trustees which provides that such resolution may not be amendable or repeal able by the Executive Committee;
- (e) the approval of any self-dealing transactions;
- (f) the sale, transfer, or distribution of all or substantially all of the assets of the organization;
- (g) the sale, transfer, or purchase of real property;
- (h) the merger or dissolution of the organization;
- (i) the appointment of committees of the Board of Trustees or the members thereof;
- (j) the setting of the budget or approval of audits; and
- (k) any action prohibited by the Charter, these Bylaws, or the laws of the state of Massachusetts;
- (l) the approval of evaluation of the school leader, and their employment contract, salary, etc..;
- (m) the approval charter amendments.

## **ARTICLE 7 - Committees**

### **7.1 Committees.**

The Board shall establish committees and task forces as it may determine necessary. The Chair shall appoint members to committees and task forces of the Board, except the Governance Committee. Committees may be composed of Trustees and community members. The Board may prescribe the need and/or the composition of such committees and task forces. All committees shall be chaired by a Trustee.

### **7.2 Standing Committees.**

The Board shall establish the following standing committees:

- (a) Finance Committee, which shall have oversight of the School's financial affairs and work with the School Director to develop the annual budget.
- (b) Governance Committee, which shall identify, recruit, and nominate persons to serve as members and officers of the Board and provide development opportunities for the Board. The



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Governance Committee shall be composed of five (5) persons recommended by the Chair and elected by the Board of Trustees at its annual meeting. The Governance Committee shall elect its own chair. The duties of the Governance Committee shall be to:

- (i) study the qualifications of candidates and present a slate of the best qualified for vacant Trustee positions on the Board;
- (ii) present a slate of nominees for Officers to the Board for election at the annual meeting;
- (iii) recommend candidates to the Board to fill vacancies that arise outside the regular nominating process;
- (iv) provide ongoing orientation to Trustees;
- (v) oversee a board evaluation process to ensure optimum performance; and
- (vi) recommend the appointment of a past Chair to the Board, if necessary, in the interests of continuity.

### **7.3 Committee Governance.**

Board committees and taskforces will develop a job description and action plan for approval by the Board. Standing committees of the Board may adopt rules for their own governance and procedures not inconsistent with law, these bylaws, or the rules and regulations adopted by the Board. The Board shall select its own meeting format in any method allowed by the laws of the state of Massachusetts. Any such meeting, irrespective of what the title may be, will comply in all aspects of open meeting law, G.L.c. 30A. The Board of Trustees shall subscribe to the policies, procedures, and rules adopted by the Board. All meetings will comply with the Open Meeting Law and the regulations, guidance and directives of the Office of the Attorney General. This includes, but is not limited to, training, notice of meetings, records of meetings, and executive sessions.

### **7.4 Committee Meetings.**

All meetings of committees require that notice be given of the time, date, and location of each meeting in accordance with Open Meeting Law (MGL Ch. 30a, Section 11a1/2). Further, a record of all such meetings shall be kept.

## **ARTICLE 8 - Fiscal Year**

### **8.1 Fiscal Year.**

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

## **ARTICLE 9 - Rules of Order**

### **9.1 Rules of Order.**

Except where they may be in conflict with the Articles of Incorporation or Bylaws of the School, the rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of the School.

## **ARTICLE 10 – Compensation and Liability**

### **10.1 Compensation.**



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No Trustee or Officer shall receive any compensation for services rendered as a Trustee or Officer. A Trustee may, if authorized by the Board, be reimbursed for necessary expenses reasonably incurred in the performance of duties as a Trustee or officer.

## **10.2 Personal Liability.**

The Trustees and Officers of the School shall not be personally liable for any debt, liability or obligation of the School. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the School may look only to the funds and property of the School for the payment of any such contract or claim, or of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the School.

## **10.3 Indemnification.**

The School shall, to the extent legally permissible under M.G.L. Chapter 258, § 9, indemnify each person who serves or who has served at any time as a member of the Board of Trustees (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against and for any and all certain threatened or pending claims or administrative or judicial proceedings to which he or she may be or become subject by reason of their service as a member of the Board of Trustees; provided, however, that such Indemnified Officer acted (i) within the scope of their role as a member of the Board of Trustees, (ii) in good faith, and (iii) in the reasonable belief that their actions were in the best interests of the School, and further provided, that any such Indemnified Officer cooperates with the School in defending against any threatened or pending claim or administrative or judicial proceedings. Indemnification shall not be provided if not permitted under M.G.L. Chapter 258, § 9, and shall not be provided if such Indemnified Officer acted in a grossly negligent, willful, or malicious manner.

**10.3.1 Expenses.** Indemnified Officers shall be indemnified against all expenses and liabilities permitted under M.G.L. Chapter 258, § 9, including counsel fees, in an amount not to exceed \$1,000,000 arising out of any claim, action, award, compromise, settlement or judgment, as provided in and consistent with M.G.L. Chapter 258, § 9 and these By-Laws.

**10.3.2 Advances; Repayment.** Such indemnification may, to the extent authorized by the Board of Trustees, include payment by the School of expenses, including attorneys' fees, reasonably incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Officer to repay such payment if not entitled to indemnification under M.G.L Chapter 258 or this Article. which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

**10.3.3 Authorization.** The payment of any indemnification or advance shall be conclusively deemed authorized by the School under this Article, and each Trustee approving such payment shall be wholly protected, if:

- (i) the payment has been approved or ratified by a majority vote of the Trustees who are not at the time parties to the proceeding; or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the School) appointed for the purpose by vote of the Trustees in the manner specified in subparagraph (i) or, if that manner is not possible, appointed by a majority of the Trustees then in office; or

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(iii) a court having jurisdiction shall have approved the payment.

**10.3.4 Heirs, Executors, and Administrators.** The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of any Indemnified Officer entitled to indemnification hereunder.

**10.3.5 Non-Exclusive Rights.** The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which the School employees, agents, Trustees, Officers and other persons may be entitled by contract or otherwise under law.

**10.3.6 Adverse Amendments.** No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to that Indemnified Officer with respect to the acts of omissions of such Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by, or was made with, the written consent of such Indemnified Officer.

**10.3.7 Sovereign Immunity.** Nothing in this Article shall be construed to constitute a waiver of the School's sovereign immunity as a state entity.

## ARTICLE 11 - Bylaws

### 11.1 Bylaws.

These Bylaws shall become effective upon approval by the Commissioner of Elementary and Secondary Education. .

### 11.2 Amendments.

These Bylaws may be amended at a regular meeting by a two-thirds 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. Amendments to these Bylaws shall become effective immediately on their adoption or at such later time as specified in the amendment, contingent upon approval by the Commissioner of Elementary and Secondary Education. 603 CMR 1.11.

## ARTICLE 12 - Non-Discrimination

### 12.1 Non-Discrimination.

In the employment of persons, in the enrollment of students, membership on the board of Trustees and the conduct of its programs, and in the administration of public assemblies, performances, exhibits and events, the School and its board of trustees will not discriminate on the basis of age, sex, sexual orientation, **gender identity**, race, color, national origin, creed, ancestry, ethnicity, proficiency in English Language, religion, marital status, or non-disqualifying handicap or mental condition.