

# SEACOAST CHARTER SCHOOL REVISED BYLAWS

## ARTICLE I Location

1. **Name.** The name of the corporation is "Seacoast Charter School" (the "Corporation"). It is and shall remain a voluntary corporation duly organized and existing under the laws of the State of New Hampshire.
2. **Location.** The location of the Corporation is 171 Watson Rd., Dover, NH 03820.

## ARTICLE II Purposes

1. **Charitable Purposes.** The purpose of the Corporation is to be a public charter school, pursuant to N.H. RSA 194-B.

The Corporation is organized exclusively for education and charitable purposes, to be exempt from Federal taxation as a political subdivision under Section 115(1) of the Internal Revenue Code, as amended, or the corresponding section of any future Federal tax code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under the Internal Revenue Code, as amended, or the corresponding section of any future Federal tax code.

In furtherance of the purposes set forth in the preceding paragraphs, this Corporation shall have and exercise all the powers conferred by the laws of New Hampshire upon corporations formed under the voluntary corporation law of New Hampshire; to do any or all things hereinbefore set forth to the extent as natural persons might or could do; to do any and all other acts, matters and things necessary or incidental or convenient to these purposes which are not contrary to the laws of the State of New Hampshire; provided, however, that all of the activities and actions set forth in Section 1 shall be carried out strictly in furtherance of those corporate purposes set forth in this Section 1.

2. **Limitations.** Notwithstanding anything to the contrary in these articles, the activities and actions of the Corporation shall be limited and restricted by the following provisions:
  - (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, its trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
  - (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
  - (c) In extending its services to persons using the facilities of the Corporation and in all of



its other activities, the Corporation shall not engage in any activity in violation of State or Federal Civil Rights Acts, including, but not limited to, any act of discrimination on the basis of race, color, religion, sex, age, national origin, sexual orientation, gender identity, or expression, disability, veteran status, or marital status. This applies to admission to, access to, treatment within, or employment in programs or activities.

### **ARTICLE III Membership**

1. **Members.** There shall be no voting members of the Corporation. However, the Board may vote to establish a membership, and in so doing shall establish criteria for membership, such membership dues if any, provide for membership meetings and notice thereof, determine voting rights of members, and to determine membership quorum requirements. If the Board establishes a membership pursuant to this article of the By-Laws, it shall thereupon amend the Articles of Agreement and these By-Laws accordingly.

### **ARTICLE IV Board of Trustees**

1. **Board of Trustees/Legal Status and Obligations.** The School Board of Trustees derives its authority from the New Hampshire education statutes, RSA Chapter 194-B and applicable charter school rules of the State Board of Education, as well as the voluntary corporation laws, NH RSA Chapter 292. State law provides that charter public schools will be governed by a Board of Trustees who "shall have general supervisory control and authority over the operations of the school". NH RSA 194-B:5, I. The New Hampshire education laws shall govern the procedures for the School. The property and business of the Corporation shall be managed, and the policies of the Corporation shall be set by a Board of Trustees (the "Board"). The Board shall be composed of not less than five (5) nor more than nineteen (19) Board members appointed by the Board as described in "Elections" below.
2. **Board of Trustees Powers; Responsibilities; Accountability**
  - (a) The business and affairs of the Corporation shall be managed by the Board which shall have and may exercise all the powers to which the Corporation may be entitled pursuant to applicable law, the Articles of Agreement and the Bylaws of the Corporation.
  - (b) The Board shall have "general supervisory control and authority over the operations of the school". NH RSA 914-B:5, I. The Board's role is one of strategic leadership in defining and maintaining fidelity to the vision, mission and core values of the Corporation. It shall adopt policies to ensure the effective stewardship and management of the Corporation's human and financial resources and shall also oversee management's adherence to these policies.
  - (c) The Board shall be fully accountable to both the Corporation and the community at large for its stewardship of the Corporation and for the accomplishment of the Corporation's charitable mission and purposes.

3.



**Board Member Qualifications.** As required by New Hampshire law, no more than one member of the Board of Trustees, nor more than twenty five percent of the total Board membership, whichever is greater, may also serve on any other school board. RSA 194-B:5, II. At least two parents of pupils attending the Seacoast Charter School, or twenty-five percent of the Board, whichever is greater, shall serve on the Board of the Corporation. RSA 194-B:5, II. The voting members of the Board may not be part of the same immediate family nor related by blood or marriage. RSA 292:6-a. The teachers of the Seacoast Charter School may serve on the Board, RSA 194-B:5, II., but no employee of the Corporation may serve as Chairperson of the Board. RSA 292:6-a. All other qualifications shall be determined and assessed by the Governance Committee and Board at the time of recommendation and election of the Board member.

4. **Board Member Authority.** Because all power and legal authority of the Board of Trustees lies in its action as a group of the whole, individual members exercise authority over charter school affairs only as they vote, reach consensus, or delegate as a group of the whole at a legal meeting of the Board.

In specific instances, a member, including the Chairperson, may have authority to act but only when the majority of the Board delegates such specific authority to him/her. In all other instances, an individual member has no power or authority.

The Board shall provide this information to its members, the faculty, administration, and public so all are aware that only the Board as a whole has authority to take official action.

5. **Board Member Conflict of Interest.** The Board of Trustees is committed to high ethical standards that secure the public's trust. Accordingly, the Board has adopted a Conflict of Interest Policy. The Board members are bound by the requirements of Federal law and N.H.RSA 7:19, II, and RSA 7:19-A, pertaining to pecuniary benefit transactions.

A conflict of interest exists when a Board member has one or more personal, business, or financial interests or relationships which could cause a reasonable individual with knowledge of the relevant facts to question the member's integrity or impartiality in his/her decisions. Whether or not a Board member disqualifies him/herself from a discussion or decision by the Board is based on whether an actual or potential conflict of interest exists, that person's ability to be an impartial decision-maker, and/or the appearance of a conflict of interest or of the inability to render an impartial decision. Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a Board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested trustees is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested trustees and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

No member of the Board may have any direct pecuniary interest in a contract with the School or in the purchase or sale of any School property or equipment. This provision does not apply to compensation paid to a teacher employed by the School who also serves as a member of



the Board of Trustees. In a particular circumstance and for good reason, the Board reserves the right to solicit paid services from a member when those services are not available elsewhere or are in the best interests of the school. The Board shall approve such agreements on a two-thirds majority vote and follow the requirements outlined above.

A Board member must abstain and absent themselves from any portion of a meeting or discussion or vote regarding family members employed by the Board in any capacity or applying to the School for admission.

No member of the Board will solicit any favor, gift, or other items of monetary value, improperly use School property, use his/her School Board status for personal benefit, or make unauthorized promises or commitments on behalf of the Board.

Every new member of the Board will be advised of the Conflict of Interest Policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of, and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

6. **Compensation.** Board members shall not receive compensation for their services as Board members but can receive reimbursement for expenses and can be engaged to perform other services, as long as the compensation is not excessive as that term is used in 26 U.S. Code § 4941(d)(2)(E) or as long as such compensation is not prohibited by New Hampshire law, and in accordance with the Conflict of Interest Policy as stated herein.
7. **Elections and Classes of Trustees.** The Board shall be composed of not less than five (5) nor more than nineteen (19) Board members appointed by the Board as provided below, plus the Head of School, who shall serve as a non-voting ex officio Board member for the duration of his or her employment with the school. There shall be four classes of trustees in accordance with the following provisions:
  - (a) Parents of pupils attending the Seacoast Charter School. Trustees serving under this subsection shall have a term of two (2) years. Elections of these trustee positions shall occur at the August meeting of the year when such term expires. Members elected under this subsection shall forfeit their membership immediately and without any further Board action, if at any time the member no longer has a child attending the Seacoast Charter School.
  - (b) Community members. Any Member occupying a community Member position whose child subsequently attends the Seacoast Charter School shall not affect his or her eligibility to continue serving in a Community Member position. Trustees serving under this subsection shall have a term of three (3) years. Elections of these trustee positions shall occur at the August meeting of the year when such term expires.
  - (c) Teacher members. There may be one teacher representative, if any, from the elementary school grades, and one teacher representative from the middle school grades, if any. Elections for these trustee positions shall occur at the first official Board meeting following the start of the school year and terms shall continue until the



meeting occurring after the start of the following school year or until the member is no longer employed by the Charter School, whichever occurs first.

- (d) **Trustee Emeritus members.** This class is for former Board members in good standing whose terms have expired and have served with distinction. This may include, but is not limited to, five (5) years or more of service as a parent, community, or teacher Board member; demonstrated leadership through Committee Chairmanship(s) or Board Officer positions; specific professional expertise or institutional knowledge; or consistent interest in and/or support of the institution through volunteer work or philanthropic commitment. Nominations for Trustee Emeritus status shall be initiated by a current Board member. Trustees serving under this subsection shall have a term of one year. Elections of these trustee positions shall occur at the August meeting of the year when such term expires. Trustees emeriti shall be included in all board meetings and correspondence but shall be nonvoting members.
  - (e) Unless appointed to fill a vacancy as an interim member, all terms (except teacher terms) are calculated from the August meeting at which the Board member was elected and shall continue until the August meeting of the year in which the respective Board member's term expires. Each Board member's term shall be staggered so that, as nearly as possible, one half of the Board members shall be elected in each year.
  - (f) Board members shall be elected by the existing Board members. The Board shall receive nominations for Board members no later than one month prior to the expiration of a Board member's term. The Board shall seek, to the greatest extent possible, to procure nominations for new Board members of persons from a broad range of geographical areas in the area surrounding the school and from varied socio-economic and ethnic backgrounds to ensure the greatest diversity possible on the Board.
8. **Quorum.** A majority of the voting Board members elected and serving shall constitute a quorum of the Board for any meeting. A quorum must also include at least one (1) officer of the Corporation. Any action taken must have the concurrence of a majority of the voting board members present.
9. **Vacancies.** Any vacancy on the Board between the annual meetings may be filled by a majority vote of the remaining Board members, subject to the qualifications stated above. Members elected to fill vacancies shall serve the remainder of the term of which said member was elected to fill.
10. **Recording.** The Governance Committee Chair shall be responsible for recording and documenting the Board's compliance with Sections 6 through 8 of Article IV pertaining to the elections, length of terms, and qualifications pertaining to the Board members.



## ARTICLE V Board Officers

1. **Officers.** The officers of the Corporation shall consist of a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary. The terms of all such officers shall be for one (1) year beginning at the August meeting, or until their successors are duly elected and qualified. Either the Board Secretary or the school's administrator shall serve as Clerk of the Board, as the Secretary may designate.
2. **Election.** All officers shall be elected by the Board, from among those Board members duly elected and serving in office, ~~at the annual meeting of the Corporation.~~
3. **Vacancies.** If any of the offices shall become vacant for any reason, the Board members may elect a successor to hold said office for the unexpired term provided that all members of the Board have been so notified prior to any meeting at which a Board officer vacancy will be filled.
4. **Chairperson.** In fulfilling all duties and providing leadership to the Board of Trustees, the Chairperson ("Chair") must follow, and assure that others follow, Board policy and all laws that apply.

The Chair shall preside at all meetings of the Corporation and of the Board in accordance with Board policy and orderly procedure. Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and to the point.

Other duties include, but are not limited to, the following:

- Keep the Board informed concerning the activities of the Corporation, and may sign, in the name of the Corporation, all contracts and documents authorized by the Board.
- Determine the agenda with the assigned school coordinator/administrator,
- Sign contracts and other instruments on behalf of the Board, but only if so authorized by the Board,
- Appoint a member to act as Secretary when the Board's assigned Secretary is absent,
- Appoint members of Board subcommittees and assign a chairperson,
- Serve as a member of the Governance and Finance Committees,
- Coordinate a review of the by-laws every five years
- Coordinate a review of the policy manual every two years
- Appoint Board members to represent the Board with government offices, organizations, or school districts,
- Select members of advisory committees to the Board, in consultation with the Board,
- Present the Board a roster of Board subcommittees and advisory committees at the annual organizational meeting so the Board can determine if continuation is desired or necessary,
- Cancel and/or reschedule Board meetings for good cause after consultation with Board members and the school coordinator/administrator,
- Direct the school's administrator to call special meetings and/or emergency meetings of the Board, as necessary,
- Maintain communication with the school's lead teacher or administrator, as needed. The Chair of the Board shall have such other powers and duties as the Board may from time to time determine.



5. **Vice-Chairperson/Chair Elect.** The Vice Chairperson/Chair Elect is defined as the person who has been elected as chairman but who has not yet started the job. Chair Elect of the Board shall: Perform such duties as the Chair may determine; in the absence of the Chair, shall perform the duties of the Chair;
6. **Secretary.** The Secretary shall record or cause to have recorded the minutes of all organizational, regular, special Board meetings, and any non-public sessions.

Procedures for recording minutes are outlined as follows:

- Record in the minutes of all public meetings and other proceedings the full names of members and persons appearing before the meeting (persons in the audience do not need names recorded),
- Record a brief description of the subject matter discussed,
- Record final decision(s) of any Board action,
- Provide draft minutes for public inspection, so labeled, within required timelines,
- Make any corrections to the draft minutes that may be necessary following the Board meeting where minutes are reviewed and approved,
- Sign the final copy with any adjustments after acceptance by the Board, and return original, approved copy to the school's administrative office for filing in the permanent school record.
- Notify members of each meeting,
- Assure that any meeting of the Board is properly posted,
- Prepare the meeting agenda with the Board Chair,
- Notify members of agenda corrections, if known,
- Provide each member with a copy of the minutes of the previous meeting(s), together with an agenda for each meeting, in advance of each regular meeting (and, as is possible, in advance of each special meeting),
- See that all policies adopted by the Board are shared,
- Annually appoint a Clerk of the Board at each annual meeting in accordance with this section and Article V, Section 7.

The Secretary shall have such other powers and duties as the Board may from time to time determine and shall perform all duties customarily incident to the office of a corporate secretary. The Secretary may delegate to the Clerk the responsibilities for handling correspondence with other persons and organizations when required and for sending out and posting notice of upcoming meetings, in compliance with law.

7. **Clerk.** At the Annual Meeting, the Secretary shall appoint the Clerk of the Board. The Clerk does not need to be a member of the Board of Trustees, but may be an employee of the School, such as the Head of School or the Business Administrator.

The Clerk shall receive all communications addressed to the Board, present such communications to the Board, keep Board apprised of critical topics in context with communications addressed to the Board, ensure all communications to the Board provide an explanation for any communication that may be redirected. The clerk shall have such other powers and duties as Clerk, as the Board may from time to time determine.



- 8. Treasurer.** The Treasurer shall be responsible for the administration of the financial policies of the Corporation, shall have custody of all funds and securities of the Corporation and provide support to business management in an effort to achieve Corporation's financial goals. The Treasurer shall perform such duties as are customarily incident to the office of a corporate treasurer.
- 9. Resignation.** Any Board member or officer may resign his or her office at any time. Such resignation is to be made in writing and to take effect from the time of its receipt by the Board unless some other time is fixed in the resignation.

Any Board member or officer who for any reason cannot fulfill the term of his/her office should provide timely notice in writing to the Board Chair.

Appointments to unexpired terms on the Board of Trustees will be made by the Board as follows:

- An announcement of the vacancy will be published within the school community and to any to other parties or businesses the Board desires to contact. Such announcement can precede the effective date of resignation by a Board member,
  - At the Board's discretion, the announcement of vacancy will provide information for any individual to communicate interest to the Board, c/o the school coordinator's office,
  - The Board, or a subcommittee of the Board, will interview potential appointees. If still a member of the Board, the resigning member may participate in this process,
  - In certain circumstances, as prescribed in RSA 91-A:1, the Board may meet in non-public session to discuss the potential appointees,
  - The Board will appoint the new member at a public meeting. Such action will be noticed on the agenda for that meeting,
  - Newly appointed Board members shall serve until the completion of the unexpired term.
- 10. Removal.** Any Board member may at any time be removed from the office for any cause deemed sufficient by the Board by the affirmative vote of two-thirds of the full membership of the Board in office acting at a meeting of the Board, the notice of which meeting has specified the removal. In addition, three consecutive absences from regular meetings of the Board shall constitute an automatic resignation without any further action of the Board, unless the Chair of the Board has excused those absences.

## **ARTICLE VI Meetings/Orientation**

- 1. Meetings/Notice.** In order to allow for full participation by all Board members and the public, regular meetings of the Board of Trustees will be held each month at a consistent day, time, and place.

If the Board members vote to hold regular monthly meetings, no notice of such regular monthly meetings shall be required, but posting pursuant to the NH open meetings law, RSA Chapter 91-A, is required. Notice and posting in compliance with RSA Chapter 91-A shall be required for the annual meetings. Notice of the annual meetings shall be in writing and shall be mailed, faxed or e-mailed to the Board members at least seven (7) days before the annual meeting. Notice shall also be required for all special meetings. Notice for special meetings



shall be in writing and shall be mailed, faxed, or e-mailed to the Board members at least seven (7) days before such special meetings. Attendance at meetings shall constitute a waiver of notice, except if a Board member attends the meeting for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Meetings may be held by telephone conference in the discretion of the Board. If all Board members sign a waiver of notice as to any meeting, actions taken thereat shall be deemed proper.

Regular meetings may be canceled or moved to another day for good cause by the Chair, after consultation with the other Board members and the school's administrator. Under exceptional circumstances, an individual Board member may request at a regular meeting that a subsequent meeting be rescheduled. Consideration by the full Board will be given to such requests.

It is anticipated that less frequent meetings will be required when school is not in session.

2. **Agenda.** The Board of Trustees supports having a planned agenda which keeps the public advised of Board business and allows the Board to address its priorities and items of importance as they arise. The following guidelines will guide agenda.

The order of business set forth in the meeting agenda may be changed by general consent or majority vote of the members present. Requests for reordering or revising the agenda should be directed to the Chair and be considered at the beginning of the meeting.

In the interest of time, certain housekeeping agenda items may be organized as one agenda item: Consent Agenda. Generally, these items have been reviewed by Board members through documentation received prior to the meeting and require no discussion. At the beginning of the meeting, the Board Chair will make suggestions of Board consent agenda items to be addressed with one motion. Board members have the option of accepting or rejecting the agenda items for the consent agenda. Only items receiving a unanimous vote may be on the consent agenda.

Suggested agenda items should be submitted to the school coordinator's office at least seven (7) calendar days prior to the meeting. The agenda will be set by the Chair and the school's coordinator. Each board meeting agenda will include Next Agenda, where board members can offer topics for consideration. Board members will receive the agenda with supporting materials prior to the meeting.

In accordance with RSA 91-A:2, meeting notice shall be posted in at least two (2) places, warning each Board meeting at least 24 hours in advance. The Seacoast Charter School will post within the charter school and on the school's website. An agenda will be offered for posting and provided to the school staff as well.

3. **Annual Organizational Meeting.** The Board of Trustees shall organize annually at its first regularly scheduled meeting after September 1st of each year. Every Board member shall be notified of the meeting as described above, and the meeting shall be posted in compliance with RSA Chapter 91-A.

- 4.



**Special Meetings.** Occasionally the business of the Board cannot be completed or adequately handled at regular meetings and special meetings are required.

It is the intent of the Board to allow flexibility for scheduling additional or special meetings, as needed. Special meetings shall be called by the Clerk or his/her designee either when so directed by the Chair, or by the formal request in writing by two members of the Board. At least twenty-four hours' notice of a special meeting shall be given each member and the meeting notice shall also be posted in accordance with RSA 91-A:2.

Any action taken at special meetings must have the concurrence of a majority of the entire Board. Any special or emergency meeting without notice shall be valid only if all of the members attend such meeting or waive participation or notice thereof in writing either before or after the meeting.

- 5. Non-Public Session.** The Board of Trustees reserves the right to sit in non-public session, closed to the public and media, when a majority of the members present and voting so vote. The Board may entertain a motion to hold a non-public session only for those specific purposes which the law recognizes. For the list of reasons permitted by law, see RSA 91-A:3. As required by law, the motion calling for a non-public session will indicate the nature of the items to be discussed and the statutory subsection authorizing non-public sessions.

No official, final action may be taken by the Board at a non-public session except as allowed by RSA 91-A:3. In order to act upon most items considered during a non-public session, the Board will convene or reconvene in open session. That such a meeting was, or will be held, will be recorded in the minutes of the preceding or subsequent open session of the Board. Board members and any persons attending a non-public session are duty-bound not to disclose any details of the discussion held. Minutes of all non-public sessions shall be made public pursuant to RSA 91-A:3, III, unless a two-thirds majority vote of the Board members present votes pursuant to that statute not to make the minutes public.

It shall be the policy of the Board to notify individuals or parents of students discussed in nonpublic session of that discussion which seven calendar days of the non-public session meeting. It shall also be the policy of the Board to require the administration to make the best attempt to notify individuals or parents of students whom they intend to discuss in detail in non-public session at least forty-eight hours prior to the planned meeting.

The intent of this policy is to provide the Board with as much input as possible on all issues as well as to protect the rights of the individuals discussed. The Board may reserve part of the non-public session for an exclusive meeting attended by Board members and administration only.

- 6. New Member Orientation.** Prior to the first Board meeting of a new Board member, or as soon as can be scheduled, the new trustee shall be provided concise orientation with supporting materials. Such orientation shall include the following:
- Copy of the school's charter and recent Board meeting minutes, with explanation,
  - Pertinent statutory matters of Board authority to supervise and manage a chartered public school and public funding,
  - Pertinent Board policies, including policies on Board organization and function,



- Roles and responsibilities of Board and Board officers, school leadership personnel, and other advisors,
- Budget and insurance provisions,
- Other materials the Board and/or school advisors deem pertinent.

The purpose of orientation is to assist new Board members in understanding the Board's governance philosophy; the role, responsibilities, and limitations of individual Board members; the mission and charter of the school; the status of finances; and functions of the Board as a whole.

## **ARTICLE VII Board Advisory Committees**

- 1. Committees of the Board.** The Board may, by resolution adopted by a majority of the Trustees then in office, create any committee (standing, special, or ad hoc), determine purpose and composition, and change the composition of the committees.

Unless otherwise provided by these Bylaws or restricted by law, each committee shall have members who are Trustees; and a majority of any committee shall constitute a quorum. However, the Board of Trustees Chair or the Board as a whole may appoint individuals as advisory members of any committee, provided, however, that such advisory members shall not be entitled to vote with regard to any matter which is committed to or delegated to such committee. Unless the Board otherwise designates, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Board.

The authority to make decisions, issue contracts (with the exception of vendor contracts which may be issued by the head of school), obligate school funds etc., continues to reside in the Board as imposed by statute and these Bylaws.

- 2. Determination/Formation:** The need for advisory committees shall be determined by the Board as a whole. The Board shall:
  - Determine need and establish the advisory committee,
  - Clarify the reason and charge for advisory committee,
  - Determine the size and composition of the advisory committee,
  - Designate the interval at which it will receive reports,
  - Provide guidelines regarding encumbrance/expenditure of funds, decision-making, timelines, report requirements, etc.,
  - Clarify need for support, e.g. space to meet, postage, reference materials.
- 3. Advisory Committee Responsibility (Chairperson):** The advisory committee's chairperson shall:
  - Establish schedule of meetings, providing advance notice of meeting times to the Board for posting purposes,
  - Keep minutes of meetings,
  - Keep the Board informed of the activities of the committee,
  - Seek clarification from the Board as a whole whenever role or responsibility is unclear to



- self or others or whenever an opinion or decision of the Board is needed,
- Ensure no opinion, decision, or commitment on behalf of the Board is given unless specifically authorized to do so by the Board as a whole,
- Ensure any announcement or press release is cleared with the Board Chair or his/her designee,
- Prepare a task-completion report or year-end report to submit to the Board.

**4. Dissolution of Advisory Committees:** Advisory committees shall be dissolved in the following circumstances:

- Advisory committees appointed to accomplish a specific goal shall be dissolved upon accomplishment of the goal,
- Advisory committees appointed for the school year shall be dissolved at the close of school in the school year in which they are established,
- Advisory committees may be dissolved or extended at any time by majority vote of the Board,
- If requested, the dissolving advisory committee will provide a summary of activities or any other requested report for the Board.

The Board Chair, school coordinator/administrator, and Board technical advisor are non-voting, *ex officio* members of all advisory committees of the Board. Additionally, any Board member may attend and participate in the discussion of any meeting of an advisory committee, whether said member is appointed or not; however, only the appointed committee member shall have the right to vote on committee consensus decisions. All advisory committee meetings shall be open to the public.

## **ARTICLE VIII General Provisions**

- 1. Contracts.** The Board may authorize any officer or officers in addition to the Chair to enter into any contracts on behalf of the Corporation; such authority must be in writing.
- 2. Checks, drafts, etc.** The Treasurer or the Chair shall sign all checks, drafts and other orders for payment of money on behalf of the Corporation.
- 3. Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for general purpose or for any special purpose of the Corporation.
- 4. Records.** There shall be kept in the office of the Clerk correct records of the activities and financial transactions of the Corporation including copies of the Articles of Agreement, the By-Laws, policies, and all minutes of the meetings of the Corporation and the Board.
- 5. Indemnification.** Each present and future Board member and officer, whether or not then in office, shall be indemnified by the Corporation against expenses actually and reasonably incurred by or imposed upon him or her (including, but without being limited to, settlements, judgments, costs and counsel fees) in connection with the defense of any administrative, civil or criminal action, suit or proceeding in which he or she is made a party by reason of being or having been a Board member or officer of the Corporation, except in relation to matters as to which he or she shall be actually adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be




which he or she shall be actually adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such Board member or officer may be entitled, under any other by-law, agreement, or as a matter of law or otherwise.

6. **Fiscal Year.** The fiscal year shall be from July 1 to June 30.
7. **Adoption of Initial By-laws.** The initial By-laws shall be adopted by a two-thirds majority of the signers of the Articles of Agreement.
8. **Amendments.** These By-laws shall be reviewed every five years by a committee appointed by the Chair to ensure that the by-laws are consistent with current federal and state regulations and legislation governing charter schools, and current practices of the Corporation. In addition, the by-laws may be amended as needed, according to the following procedures. The by-laws may be amended by a majority vote at any meeting of the Board. A notice of any amendment proposed for adoption shall be circulated to all Board members at least seven (7) days in advance of a meeting called to act thereon and included on the agenda for that meeting a list of the By-laws to be amended. All meetings to amend Bylaws must be properly noticed.

These By-Laws were adopted by a majority vote of the Board of Trustees on October 16, 2018.

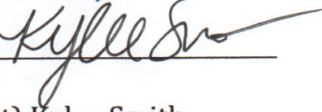
Dated: October 16, 2018

Chair Signature



Chair Name (print): Amy Costello

Clerk Signature



Clerk Name (print) Kylee Smith



I (a) Public bodies shall not meet in nonpublic session, except for one of the purposes set out in paragraph II. No session at which evidence, information, or testimony in any form is received shall be closed to the public, except as provided in paragraph II. No public body may enter nonpublic session, except pursuant to a motion properly made and seconded.

(b) Any motion to enter nonpublic session shall state on its face the specific exemption under paragraph II which is relied upon as foundation for the nonpublic session. The vote on any such motion shall be by roll call and shall require the affirmative vote of the majority of members present.

(c) All discussions held and decisions made during nonpublic session shall be confined to the matters set out in the motion.

II. Only the following matters shall be considered or acted upon in nonpublic session:

- (a) The dismissal, promotion, or compensation of any public employee or the disciplining of such employee, or the investigation of any charges against him or her, unless the employee affected (1) has a right to a meeting and (2) requests that the meeting be open, in which case the request shall be granted.
- (b) The hiring of any person as a public employee.
- (c) Matters which, if discussed in public, would likely affect adversely the reputation of any person, other than a member of the public body itself, unless such person requests an open meeting. This exemption shall extend to any application for assistance or tax abatement or waiver of a fee, fine, or other levy, if based on inability to pay or poverty of the applicant.
- (d) Consideration of the acquisition, sale, or lease of real or personal property which, if discussed in public, would likely benefit a party or parties whose interests are adverse to those of the general community.
- (e) Consideration or negotiation of pending claims or litigation which has been threatened in writing or filed against the public body or any subdivision thereof, or against any member thereof because of his or her membership in such public body, until the claim or litigation has been fully adjudicated or otherwise settled. Any application filed for tax abatement, pursuant to law, with anybody or board shall not constitute a threatened or filed litigation against any public body for the purposes of this subparagraph.
- (f) Consideration of applications by the adult parole board under RSA 651-A.
- (g) Consideration of security-related issues bearing on the immediate safety of security personnel or inmates at the county correctional facilities by county correctional superintendents or their designees.
- (h) Consideration of applications by the business finance authority under RSA 162-A:7-10 and 162-A:13, where consideration of an application in public session would cause harm to the applicant or would inhibit full discussion of the application.
- (i) Consideration of matters relating to the preparation for and the carrying out of emergency functions, including training to carry out such functions, developed by local or state safety officials that are directly intended to thwart a deliberate act that is intended to result in widespread or severe damage to property or widespread injury or loss of life.



III. Minutes of meetings in nonpublic session shall be kept and the record of all actions shall be promptly made available for public inspection, except as provided in this section. Minutes and decisions reached in nonpublic session shall be publicly disclosed within 72 hours of the meeting, unless, by recorded vote of 2/3 of the members present, it is determined that divulgence of the information likely would affect adversely the reputation of any person other than a member of the public body itself, or render the proposed action ineffective, or pertain to terrorism, more specifically, to matters relating to the preparation for and the carrying out of all emergency functions, developed by local or state safety officials that are directly intended to thwart a deliberate act that is intended to result in widespread or severe damage to property or widespread injury or loss of life. This shall include training to carry out such functions. In the event of such circumstances, information may be withheld until, in the opinion of a majority of members, the aforesaid circumstances no longer apply.