

**SEVEN HILLS 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 public officials of Massachusetts.

1.2 Name and Purpose. The name of the organization is the Seven Hills 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 nine (9) 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, and the newly elected Trustees shall indicate their acceptance of election in writing within sixty (60) days of the date of the mailing of the notice. If a newly elected Trustee fails to give notice of acceptance within that period, the Trustee shall be considered to have declined election and the position will be regarded as vacant.

2.5 Terms. 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) annual meetings. 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 Massachusetts Department of Education.

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 Staggering. Trustees shall serve staggered terms to balance continuity with new perspective. At the first annual meeting after these bylaws are adopted, the Board of Trustees shall be divided into three groups with one-third of the Trustees receiving an initial one year term, one-third receiving an initial two year term, and the remaining one-third receiving a three year term. The length of the term of each initial Trustee shall be determined by the Chair. Regardless of length, these initial terms shall be considered a full term for the purpose of the term limit.

2.8 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. A Trustee elected to fill a vacancy shall be elected for the un-expired term of his/her predecessor in office. 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.

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

2.10 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.

2.11 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 establish and follow a policy on Conflict-of-Interest for trustees, members of trustee committees and officers. The policy will be reviewed annually by the Board, and affected persons will be required to indicate that they have reviewed the current policy and to disclose any potential conflict-of-interest.

(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.

(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.

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

2.12 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 Department of Education.

(b) To amend the material terms of the school's charter (contingent upon approval by the Department of 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 Executive Superintendent, and to set the terms and conditions of her or his employment.

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 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 all financial records of the Board, assure that an annual audit is conducted, and ensure that 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, or until respective successors assume office. A Trustee may serve more than one (1) term in the same office, but not more than three consecutive terms in the same 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 (1) regular meeting of the Board held each month 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 October 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. One-half of the Trustees 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, whether regular or special, complying with Sections 1 or 2 of Article 4 shall constitute a meeting of the Board of Trustees and shall subscribe to the policies, procedures, and rules adopted by the Board. All meetings will comply with the Open Meeting Law.

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 notice be given of the time, date, and location of each meeting in accordance with Open Meeting Law (MGL Ch. 30a, Section 11a1/2). 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 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.

4.7 Proxies. Voting by Trustees by proxies shall not be permitted.

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

4.9 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 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 or in any committee which has the authority of the Board;
- (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 repealable 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.

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 or community members, or both. 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 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 founding Board may elect members to the Governance Committee at a regularly scheduled board meeting prior to the first 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 Trustee 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.

7.2 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.

7.3 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.

7.3 Advisory Councils: The Board may appoint persons to Advisory Councils, and those appointed shall use their parental, professional, technical, and/or educational expertise to advise the School on relevant matters.

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. The Board of Trustees may alter the term of the fiscal year at any meeting for which notice consistent with these bylaws has been given.

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. 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 by the law of the state of Massachusetts, indemnify each of its Trustees, Officers, employees, and volunteers against all liabilities and expenses reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civic or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her having been such a Trustee, Officer, employee or agent, provided, however, that no indemnification shall be provided to such Indemnified Officer with respect to any matter in which such indemnified officer shall have been finally adjudicated in any proceeding (i) to have breached the Indemnified Officer's duty of loyalty to the School, (ii) not to have acted in good faith in the reasonable belief that such indemnified officer's action was in the best interest of the School, (iii) to have engaged in intentional misconduct or a knowing violation of law, or (iv) to have engaged in any transaction from which the Indemnified Officer derived improper personal benefit; and further provided that any compromise or settlement payment shall be approved by the School in the same manner as provided below for the authorization of indemnification.

ARTICLE 11 - Bylaws

11.1 Bylaws. These Bylaws shall become effective upon adoption by the Board.

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 Department of Education.

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 will not discriminate on the basis of age, sex, sexual orientation, race, national origin, ancestry, religion, marital status, or non-disqualifying handicap or mental condition.