

MICROSOCIETY ACADEMY CHARTER SCHOOL FOUNDATION  
BYLAWS

Approved 3/15/17 Amended 7/27/17

The undersigned, being all persons of lawful age, associate under the provisions of the New Hampshire revised statutes, annotated, Chapter 292 by the following.

ARTICLE I Name, Purpose, Location

NAME: The name of the corporation shall be MicroSociety Academy Charter School Foundation

PURPOSE: MicroSociety Academy Charter School (“the Corporation”) shall remain a voluntary corporation duly organized and existing under the laws of the State of New Hampshire. The purpose of the Corporation is to be a public charter school pursuant to NH RSA 194-B.

LOCATION: 591 West Hollis Street, Nashua, NH 03062.

ARTICLE II Charitable Purposes

CHARITABLE PURPOSES: MicroSociety Academy Charter School Foundation is organized for education and charitable purposes, to be exempt from Federal taxation under Section 501 (c)(3) of the current Internal Revenue Code, or the corresponding section of any future Federal tax code. In furtherance of the purposes set forth in the preceding paragraphs, the 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; it may do any or all things set forth herein to the same extent as natural persons might or could do them; it may do any and all other acts, matters and things necessary or incidental or convenient to these purposes which are not contrary to New Hampshire law; provided, however, that all activities and actions set forth in this Section shall be carried out strictly in furtherance of the corporate purposes recited in this provision.

**TAX EXEMPT STATUS:** Notwithstanding anything to the contrary in these articles, all 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 distributed to, its Members, Officers or other private persons. However, 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 in Article I,2 hereof.

(b) No material part of the activities of the Corporation shall include carrying on of propaganda, or otherwise attempting to influence legislation; and, the Corporation shall not participate in, or intervene in any political campaign on the behalf of any candidate for public office. However, this does not preclude the Corporation from permitting bona fide political candidates from speaking at the School as a part of the history or civic curriculum.

(c) In extending its services to persons using facilities of the Corporation and in all of its 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 based on race, color, religion, sex, national origin or sexual preference.

### ARTICLE III Membership

**DUES AND COMPENSATION:** Membership shall consist of the Members of the Board of Trustees. Membership is voluntary and there shall be no dues or fees paid by Members, or no Dollar amount paid to be elected to the Board. Members will receive no compensation for their service, other than reimbursement for reasonable expenses related to the operations of the Board of Trustees. Members can be engaged to perform other services for the Corporation, as long as the compensation is not excessive as that term is used in 26 U.S. Code Section 4941(d)(2)(E) or as long as such compensation is not prohibited under New Hampshire law.

### ARTICLE IV Board of Trustees

**1. LEGAL OBLIGATIONS:** The Board of Trustees (“the Board”) for the MicroSociety Academy Charter School derives its authority from New

Hampshire statutes RSA 194-B (Chartered Public Schools) and RSA 292 (Voluntary Corporations and Associations).

As stated in RSA 194-B: IV, the Board of Trustees will report publicly at least quarterly regarding the progress of the School's achievement of its stated goals. The Board of Trustees shall adopt acceptable content requirements for the quarterly report which shall include, but not be limited to, a financial statement. Additionally, the Board shall ensure that all other reporting requirements for the Corporation and the Board as outlined by the New Hampshire Department of Education or other State or Federal laws are met.

2. MEMBER QUALIFICATIONS: Pursuant to RSA 292:6-a, in the interest of encouraging diversity of discussion, connection with the public and public confidence, the Board of Directors of MACS shall have no voting members who are of the same immediate family or related by blood or marriage. No employee of a charitable nonprofit corporation shall hold the position of chairperson or presiding officer of the Board.

Pursuant to RSA 194-B:5,II, no greater than 25 percent of the membership of a school board, or one Member, whichever number is greater, may simultaneously serve as Members of the Board of Trustees of a charter or charter conversion school. No greater than 25 percent of the membership of the Board of Trustees of a charter or charter conversion school, or one Member, whichever is greater, may simultaneously serve as Members of any school board. A chartered public school board of trustees shall include no fewer than 25 percent or 2 parents of pupils attending the chartered public school, whichever is greater.

Additionally, the initial board has determined that no employees of the charter school shall act as a voting member of the board but could hold an advisory role on said board without voting power.

3. AUTHORITY: Pursuant to RSA 292, all power and legal authority of the Board lies in its action as a group in entirety. Individual Members exercise authority over the Corporation only as they cast vote over specific matters and reach consensus at a legal meeting of the Board. In specific instances, the Board may vote to grant a specific Member authority to act on a decision for the entire Board but only when majority vote grants such authority. 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 the public so all are aware that only the Board as a whole has the authority to take actions that bind the Corporation.

4. CONFLICT OF INTEREST: The MACS Conflict of Interest Statement is attached hereto and incorporated by reference. In addition, pursuant to RSA 7 in its entirety, commitment to high ethical standards secures public trust and ensures sustainability of the Corporation. Board Members are bound by all New Hampshire and Federal laws. RSA 7:19,II additionally states and reads, "Directors, officers, and trustees of charitable trusts shall serve on the governing boards of such charitable trusts only for the charitable purposes of the organization.

If such directors, officers or trustees are serving for any other expressed or intended reasons, they shall not serve on the governing board of the organization. Board Members serving in this classification shall forfeit their membership immediately and without any further Board action if at any time the Member no longer has a child attending the School. The remainder of the Board will be comprised of Members with the following areas of professional expertise as much as possible: education, school administration, higher education, finance, grant-writing, legal and marketing. During the first five years, there shall be no less than one (1) and no more than three (3) Planning Team Members as Members on the Board of Trustees.

The purpose of the attached Conflict of Interest statement is to protect the Board and the Corporation when contemplating a transaction or agreement that could benefit the private interests of one member of the Board. This statement is intended to supplement, but not replace, any applicable state and federal laws governing nonprofit and charitable organizations.

5. STATEMENT OF NONDISCRIMINATION: MicroSociety Academy Charter School strives to provide a positive learning environment for all its students and does not discriminate on the basis of gender, race, color, national origin, religion, disability, familial status, parental status, or sexual orientation in its employment policies, enrollment policies and educational programs.

6. MEMBER RECRUITMENT, APPOINTMENT AND ELECTIONS: A three-person committee will recruit Members to the Board who have a

commitment to the mission of the charter school and who possess the personal and professional backgrounds needed to ensure sustainability of the Corporation. The initial Board will be appointed by the MicroSociety Academy Charter School Start-Up Committee. Subsequent Board members will be interviewed by a three-person committee and the candidate presented to the Board for election by a majority vote of the sitting Board of Trustees.

The Board shall conduct an annual meeting at which new Board Members shall be elected by the sitting Board of Trustees. Unless appointed to fill a vacancy as an interim member, all terms are calculated from the date of the annual meeting in which the Board Member was elected and shall continue until the date of the annual meeting in 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 third of the Board Members shall be elected in each year. During the start-up operations of the school there will be some variance in this area.

The Board will obtain, to the extent possible, nominations for new Board Members from a broad range of localities that comprise Southern New Hampshire. Nominees will, to the greatest extent possible, represent varied socioeconomic backgrounds, races, colors, religions, national origins and sexual preferences to ensure diversity on the Board.

7. CLASSES OF TRUSTEES: A Nine Member Board of Trustees will govern MicroSociety Academy Charter School with statutory responsibilities under RSA 194-B:5 for "general supervisory control and authority over operations of the charter school. The MACS Board of Trustees will be comprised of at least 9 and no more than 15 members. At least two (2) or 25 percent of the Trustee positions, whichever number is greater, will be for parents of children attending MicroSociety Academy Charter School.

8. TERMS: Subject to the language set forth in Section 5 above relative to staggered Board terms, Board Members will serve three (3) year terms, with the option of serving up to three (3) congruent terms. Parent Members of the Board of Trustees will serve one one-year renewable term, to allow for the broadest representation of parents on the Board. Terms can be renewed by nomination and 2/3 vote of the Board.

START-UP TERMS: Board Members will agree at the start-up of the initial Board of Trustees to the number of terms they want to serve. This will allow for Members to serve a consecutive three, six or nine years to stagger the Board terms, avoiding the entire Board from changing at one time. The Start-Up Treasurer will agree to a consecutive six years of service (two consecutive terms). If a Board Member at Start-Up agrees to one term, he/she may sit out a year and return to Board Membership subject to a 2/3 majority vote of the Board.

9. QUORUM: 51% of the voting Members of the Board present at a legally declared meeting may declare themselves a quorum by unanimous vote for the transaction of the business of the Corporation. A quorum must also include the Chairperson or designee and one other Board Officer for the Board to sustain a legal vote. Presence by virtual mean including but not limited to: video and teleconference shall be considered attendance for meeting purposes and voting can be conducted virtually as well as via email.

10. ORIENTATION: The purpose of orientation is to provide new Board Members with information and understanding of the Board's governance philosophy; the roles, responsibilities and limitations of individual Board Members; the function of the Board as a whole; the mission and charter of the school; and, the status of the School's finances. Prior to the first Board meeting for a new Board member, he/she will be provided the following orientation materials:

- Copy of the MicroSociety Academy Charter School Charter
- Copy of the Bylaws and all Contracts that govern the School
- Copy of Board Policies & Procedures
- Roles and Responsibilities of the Board and the Board Officers
- Organizational Chart
- Descriptions of School Administration and Staff Responsibilities
- Copy of the School Policies and Procedures

- Budget and Insurance Provisions
- Conflict of Interest Statement
- Staff and Student Handbooks

11.VACANCIES: In the event that a Board Member resigns or is removed before a term has expired and in before the Annual Meeting has occurred, a 2/3 majority vote by the full remaining Board may fill the vacant Board seat, subject to the aforementioned qualifications.

In the event that a Board Member resigns before a term has expired or to fill a Board Member seat at the end of a term of service, appointment will proceed as follows:

- Advertisement of the Board seat via school newsletter, website, and other public media options
- Potential Candidates will be asked to complete the Board of trustees Application Form noting their personal and professional experience and their interest in MicroSociety Academy Charter School
- A three (3) person Board Committee will interview the candidate
- The Board Committee will present the final candidate to the full Board for a final 2/3 majority vote to appoint the new Board Member

12.RESIGNATION: If a Board Member resigns for any reason at any time, he/she will submit a statement of intent to the Board Chairperson at least forty-five (45) continuous days prior to the end of service to ensure that the Board is able to identify a qualified candidate to fill the vacancy.

13.REMOVAL: Should a Board member need to recuse themselves for personal or professional reasons, a letter to Chair of the Board with a copy to the Secretary shall be an acceptable means of notice. Said request, shall be voted on by the remaining board members at the next scheduled, as well as filling said vacancy as set forth in this document. In the event of a death of a board member, said vacancy will be accepted upon confirmation of said death by any acceptable means such as death certificate, formal

letter or electronic means or obituary, said vacancy will be filled as set forth in this document. To remove a Board Member from service, a written petition must be filed with the Chairperson of the Board. It is the responsibility of the Chairperson to inform the Board Member named in the petition of the request for his/her removal via USPS first class mail within five (5) days of receiving the petition. The Board member named in the petition will be given ten (10) days from the postmark on the letter to offer a written response to the Chairperson. No meeting notice for the vote will be included in agenda before the ten (10) day response period. Remaining Board members will be given the petition and the named Board member's written response for review along with the meeting agenda prior to the meeting. The Board member named in the petition will have opportunity to address the Board and answer questions prior to the Board vote. As described in RSA 91-A:3, certain discussion pertaining to the removal of the Board member may occur in a non-public session. The Member shall be removed from the Board by a 2/3 majority vote of the full Board.

## ARTICLE V Meetings

1. MEETINGS: Regular meeting of the Board will occur monthly on a consistent day, time, and place. As a public charter school, and under the definition of RSA 91-A:1-a, the Board and the Corporation are considered "Public Agencies," and will adhere to all laws pertaining to public officers and employees. Parents of the charter school and the general public have the right to attend general Board meetings and inspect minutes and are encouraged to do so.

In accordance with RSA 91-A:2,II, notice of time and place for meetings will be posted in two (2) appropriate places (ie; school web site, social media sites, and/or school main office) at least 24 hours (excluding Sundays and Holidays) prior to the meeting. Board members shall be permitted to attend meetings by virtual means including but not limited to: video and teleconference and in doing so they shall be considered in attendance and may vote accordingly, except for the purposes of defining a quorum.

2. AGENDA: A planned agenda will be prepared three (3) working days prior to the monthly scheduled Board Meeting. Having a planned agenda allows the Board to set priorities, make the best of time during a meeting

and advise the public of Board business. Anyone wishing to address the Board with an issue not on the agenda pertaining to the Corporation must make a written request to the Board Chairperson at least five (5) working days prior to the scheduled monthly meeting in order to be put on the agenda. The Agenda will be published via the school website. The Board Chair or their designee will distribute the Agenda with supporting materials to all Board Members 72 hours prior to the meeting. This document distribution shall be made via email unless individual Members request receipt via USPS mail.

Requests for reordering or revising the agenda should be directed to the Chairperson and shall be considered at the beginning of the meeting and approved by majority vote. A vote to approve the agenda will occur at the start of each meeting.

The last item of every agenda will be “Next Agenda” where Board members may suggest topics for the next meeting agenda.

3. VOTING: If the question is not debatable, or debate on the matter has closed, the Board Chair shall pose a question to the Board asking for a motion to vote on the matter. Another Board Member shall make a motion. A different Board member shall second the motion. The vote shall be taken by asking, first, for a show of hands and a verbal “aye” for all in favor, then, for a show of hands and a verbal “no” for all opposed. The Board Chair shall count and verbally announce the tally. The Board Secretary shall keep a written record of each motion and vote, and it shall be recorded in the meeting minutes. A vote may be made by a Member participating via virtual means. Once a vote has been recorded, the matter shall be considered closed.

4. ANNUAL ORGANIZATIONAL MEETING: The first regularly scheduled meeting after January 1<sup>st</sup> shall be the Annual Organizational Meeting in which new Officers are elected. The meeting will be presided over by the Outgoing Board Chair until a new Chair and/or Officers are elected.

5. SPECIAL MEETINGS: Occasionally the business of the Board cannot be completed at a regular monthly meeting or new business must be addressed prior to the next scheduled meeting. In these cases, a special meeting is required. The Board Chair alone OR any two (2) Board

members can request a special meeting. This must be done in writing to the Board Chairperson at least 72 hours in advance of the meeting. The Board Secretary will inform all Board members of the meeting and notice of the meeting will be made public as stated in RSA 91-A:2.

Any action taken at the special meeting requires the majority vote of the Board. Any Board Member can waive participation in writing either before or after the meeting.

6. NON-PUBLIC SESSION: The Board of Trustees reserves the right to sit in non-public session, closed to the public and media, when topics of discussion are within the definition provided by RSA 91-A:3,II. To enter a non-public session, a nomination by a Board Member must be made and seconded and an affirmative vote of the Majority of Members present is necessary to enter a non-public session.

All discussion and any decision made during a non-public session will be confined to the matters set out in the motion. Board Members and any persons attending a non-public session are duty-bound to non-disclosure of any discussion held. Minutes will be kept and the record of all actions will be made available for public inspection pursuant to RSA 91-A:3,III unless a two-thirds majority vote of the Board members present determines that divulgence of the information would be harmful pursuant to the statute.

For discussions related to the disciplinary action of a School Administrator or a Teacher, every attempt will be made to notify the person at least seven working (7) days prior to the meeting. Employees of the corporation or other individuals or parties will be notified at least seven (7) days prior to a meeting of the intent to discuss in non-public session matters of their involvement.

If a parent wishes to grieve a decision of discipline made by School Administration regarding their child, they must complete a School Grievance Form and it will be reviewed by the Board Chairperson within 72 hours. The Grievance will be reviewed by a Board Grievance Committee and Grievance Procedures will be followed.

7. MINUTES: It shall be the job of the Board Secretary to take detailed Minutes at each and every Board Meeting. Minutes will follow the agenda format and will list roll call, description of motions filed, a brief description of

matters of discussion, roll call of votes and decisions made. Pursuant to RSA 91-A, Minutes from a Board Meeting will be made available for public inspection at the completion of the Meeting.

## ARTICLE VI Board Officers

1. OFFICERS: The officers of the Corporation shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer. The terms of all such officers shall be for up to three (3) years beginning at the Annual Organizational Meeting.

2. ELECTION: At the Annual Organization Meeting, Board Members will nominate from amongst its Members a candidate for each office and each officer elected by a 2/3 vote of the Board Members.

3. VACANCIES: Should a Board office become vacant for any reason at any time, the Board Members will elect a successor to fill the unexpired term. Vacancy and election must be announced in the agenda prior to the meeting.

### 4. DESCRIPTIONS:

#### Chairperson

- Responsible for providing leadership to the Board
- Follow Board Bylaws, Policies and procedures and ensure that Board Members adhere
- Preside at all meetings relying on the most current version of *Robert's Rules of Order*
- Sign contracts as required and approved of by the Board
- Receive all communication for the Board
- Appoint Subcommittees and assign a Chairperson to each committee
- Determine Meeting Agendas

- Maintain weekly communications with School Director
- Cancel and/or reschedule Meetings as needed
- Appoint a Member to act as Secretary in the absence of the Board Secretary

#### Vice Chairperson

- Assumes responsibilities of the Chairperson in his or her absence
- Facilitate orientation of new Board Members
- Prepare for the role of Chairperson

#### Secretary

- Record Meeting Minutes in the manner described in the Bylaws
- Record all Votes
- Provide Minutes for public inspection
- Notify Members of scheduled meeting
- Provide all Board members with minutes from the previous meeting as well as the next meeting agenda
- Advertise via the School website and other public mediums all Board Meetings and School events

#### Treasurer

- Meets monthly with the School Director to review the School's finances; Ensures that the cash flow is accurate; adjusts the Balance Sheet.

- Meets monthly with the Finance Committee to analyze Reports
- Reports monthly on the overall finances of the organization
- Review all Financial Reports before they are filed
- Supports Fundraising efforts to ensure Return on Investment

## ARTICLE VII Committees

**1. COMMITTEES:** The Board will have five (5) fixed committees, as listed below. When needed, an AD HOC committee may be implemented by the Board to conduct research and make recommendations.

### **2. DESCRIPTIONS:**

- **Finance:** Responsible for overseeing the financial health and stability of the organization.
- **Audit:** Responsible for the oversight of the school's yearly audit and for reporting audit findings to the school board.
- **Governance:** Create and implement policy related to school abilities, employment and assure admissions policies are fair. Develop a plan for assessing the school's overall academic performance as well as its adherence to the charter's mission and philosophy.
- **Human Resources:** Addresses human resources concerns, oversees the evaluation of the Director, and reviews and develops contract and benefits for all staff.
- **Development:** Create and execute a strategy for marketing the School and outreach to the Business Community. Research and assist with grants and fundraising.

- Facilities: Develops and oversees the school facility plan. Assists the School Director with contractor communications/building projects and maintenance.
- Executive Committee: Consists of Board Officers and serve as voting members in an emergency and will report their decisions at the next possible board meeting.

## ARTICLE VIII Fiscal Policies and Indemnification

1. FISCAL YEAR: The fiscal year shall be from July 1<sup>st</sup> to June 30<sup>th</sup>.
2. CONTRACTS: The Board Chairperson, or other Board Member when authority is granted by majority vote of the Board, shall enter a contract on behalf of the Corporation.
3. CHECKS/DRAFTS: The School Director shall sign all checks on behalf of the Corporation, with Treasurer and Board Chair oversight, per the school's finance policy.
4. CORPORATE BOOKS: There shall be kept in the school administration office correct and accurate books of account of all activities and transactions of the Corporation.

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 deemed exclusive of any other rights to which such Board Member or officer may be entitled, under any other bylaw, agreement, or as matter of law or otherwise.

## ARTICLE IX Amendments

1. These by-laws may be amended by a 2/3 majority vote of Board members present at any meeting, provided a 51% quorum is present. A copy of the proposed amendment(s) shall be provided to each Board Member at least thirty (30) calendar days prior to the Meeting.

These By-Laws were adopted by a two-thirds majority vote on March 30, 2014 and amended March 15, 2017 and July 27, 2017

Officers:

Chair: Thomas F. Malone

Vice Chair: Dick Gagnon

Treasurer: Cheryl McNamara Bean

Secretary: Lauren Giardina