

# **MICROSOCIETY ACADEMY CHARTER SCHOOL FOUNDATION**

## **BYLAWS**

**Approved 3/15/17 Last Amended 10/9/2019**

### **ARTICLE I. Name, Purposes, Location**

1. NAME: The name of the corporation shall be MicroSociety Academy Charter School Foundation (the “Corporation”).

2. PURPOSES: The Corporation is a voluntary corporation duly organized and existing under the laws of the State of New Hampshire. The purpose of the Corporation is to establish and operate a public charter school or schools pursuant to NH RSA 194-B in accordance with the purposes set forth in its Articles of Agreement.

In particular, the Corporation 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.

3. LOCATION: The principal office of the school shall be at 591 West Hollis Street, Nashua, NH 03062 or such other location as determined by the Board of Directors.

### **ARTICLE II. Nondiscrimination and Tax-Exempt Status**

Notwithstanding anything to the contrary in these Bylaws, 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 above.

(b) No material part of the activities of the Corporation shall include carrying on of propaganda 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) The Corporation shall not engage in any activity in violation of state or federal Civil Rights Acts, including, without limitation, discriminate on the basis of gender, race, color, national origin, religion, disability, familial status, parental status, or sexual orientation or preference in any of its activities, including, without limitation, its employment policies, enrollment policies and educational programs.

### **ARTICLE III Board of Trustees**

1. **LEGAL AUTHORITY:** The Board of Trustees (“the Board”) for the Corporation derives its authority from New Hampshire statutes RSA 194-B (Chartered Public Schools) and RSA 292 (Voluntary Corporations and Associations).

2. **MEMBER RECRUITMENT, APPOINTMENT AND ELECTIONS:** A committee of at least three Board Members will interview new Board of Trustee candidates. Upon the committee’s recommendation, new candidates shall be elected to the Board at any regular or special meeting, by a majority vote of the sitting Board of Trustees.

The Board will seek nominations for new Board Members from individuals with diverse personal and professional backgrounds with relevant experience to meet the Board’s needs.

3. **NUMBER OF TRUSTEES:** The Board of Trustees will be comprised of at least 9 and no more than 15 members, excluding any ex officio non-voting members. The Director of the School shall serve on the Board as a non-voting, ex officio member.

4. **MEMBERSHIP QUALIFICATIONS.** The Corporation shall comply with relevant New Hampshire law regarding its membership. Specifically, in accordance with RSA 292:6-a, no two Board Members shall be of the same

immediate family or related by blood or marriage and the chairperson of the Board shall not be an employee of the Corporation.

In addition, in accordance with RSA 194-B:5, II, at least two (2) or 25 percent of the Trustees, whichever number is greater, will be parents of children currently attending MicroSociety Academy Charter School. At least one (1) member of the Board will be selected in accordance with the Corporation's Parent Board Seat Selection Policy. Any parent member appointed in such manner is hereinafter referred to as a "One-Year Parent Representative". Each year, the Board shall determine how many One-Year Parent Representatives will serve on the Board, but in no event shall there be less than one (1) One-Year Parent Representative in any year. A Board Member who is not a One-Year Parent Representative, but who instead is serving a three (3) year term as a general Board Member, who is also a parent of a current student or students attending MicroSociety Academy Charter School, shall also be included when determining whether the Board's composition meets the requirements of RSA 194-B:5, II.

5. TERMS: Except for One-Year Parent Representatives, Board Members will serve a three-year term, which may be renewed for up to two (2) three-year extensions. A One-Year Parent Representative of the Board will serve a one-year term, which may be renewed for one (1) one-year extension term, to allow for the broadest representation of parents on the Board. For a Board Member's (including a One-Year Parent Representative's) term to be renewed, another Board Member must nominate the Board Member for renewal at the Annual Meeting when that Member's term is set to expire and the renewal must be approved by a majority vote of the Board. 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 such Board Member's term expires. Board Members' terms shall be staggered so that, if possible, the terms of approximately one third of the Board Members shall expire each year.

6. QUORUM: At least fifty-one percent (51%) of the voting Members of the Board present at a legally declared meeting shall constitute a quorum 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 vote on any matters. Presence by virtual means including but not limited to video and teleconference shall be considered attendance for meeting purposes and Members attending virtually may vote as if they were present in person; provided, that presence by

virtual means shall not count for purposes of establishing a quorum, except in the case of an emergency meeting.

7. DUES AND COMPENSATION: Membership on the Board is voluntary and there shall be no required dues or fees paid by Members or 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 Corporation. Members may be engaged to perform other services for the Corporation, subject to the Corporation's conflict of interest policy, and as long as the compensation is not excessive as that term is used in 26 U.S. Code Section 4941(d)(2)(E) or prohibited under New Hampshire law.

8. ORIENTATION: The Board shall provide an orientation for new Board Members, the manner of which shall be set forth in a policy.

9. VACANCIES: In the event that a Board Member resigns or is removed before his or her term has expired, before the next Annual Meeting has occurred, a new Board Member may be appointed to the vacant seat by a majority vote by the full remaining Board, subject to the procedures and requirements set forth in Sections 2, 4 and 5 of this Article III. At the discretion of the Board, such new Board Member may be appointed to a full three (3) year term or to an interim term which lasts only until the next Annual Meeting. To fill a Board Member seat at the end of a term of service, new Board Members shall be appointed in accordance with Section 2, 4 and 5 of this Article III.

10. RESIGNATION: A Board Member may resign from the Board for any reason at any time. To do so, the Board Member shall submit a written resignation letter to the Board Chairperson.

11. REMOVAL: To remove a Board Member from the Board, the Chairperson or Vice Chairperson of the Board shall provide written notice to such Member of the Board's intent to remove such Member and the scheduled meeting at which such topic will be discussed and voted on. The Board Member to be removed may submit a written response at any time prior to the meeting, which written response will be provided to the other Board Members. At the meeting, the Board Member to be removed shall have an 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. Upon a

vote of 2/3rds of the Board, the Member shall be removed from the Board effective immediately.

A Board Member may be suspended from the Board by vote of the Executive Committee, if the Executive Committee determines that (1) the Member has violated his or her fiduciary duty, federal or state law, or Board policy, or (2) the Member's continued presence on the Board would negatively affect the reputation of the Corporation. During such suspension, the Board shall undertake the procedures to remove such Board Member described above and such suspension shall last until the meeting at which the Board votes on such Member's removal. If the Board does not vote to remove the Board member, then the suspension shall be lifted.

12. RECUSAL. Should a Board member need to recuse themselves from a meeting or from voting on a particular matter for personal or professional reasons, such Board Member shall announce his or her recusal prior to the start of such meeting or the taking of such vote, and a record of such recusal shall be made by the Secretary in the minutes of such meeting.

## **ARTICLE V Meetings**

1. MEETINGS: Regular meetings of the Board will occur monthly on a day, time, and place as determined by the Board. 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 (i.e. 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; provided, that presence by virtual means shall not count for purposes of establishing a quorum, except in the case of an emergency meeting.

2. AGENDA: A planned agenda will be prepared three (3) days prior to the monthly scheduled Board Meeting. Having a planned agenda allows the Board to

set priorities, make the best use 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) 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 3 days prior to the meeting. This document distribution shall be made via email unless individual Members request receipt via USPS mail.

3. VOTING: Voting shall be conducted in accordance with Robert's Rules of Order. Except as otherwise set forth in these Bylaws, the vote of a majority of the Members shall be sufficient to approve a motion. 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.

4. ANNUAL ORGANIZATIONAL MEETING: The first regularly scheduled meeting after January 1<sup>st</sup> shall be the Annual Organizational Meeting (the "Annual 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.

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 not to publicly disclose the minutes in accordance with RSA 91-A:3, III.

When the Board plans to discuss matters related to the action of an employee of the Corporation in a non-public session, the Board Chairperson shall notify the employee as soon as possible prior to the date of the meeting, and in no event less than 24 hours prior to the meeting.

Any grievances regarding student discipline must be made following the relevant policies of the Corporation.

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 attendance, description of motions made, 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 following 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) one (1) year terms, which shall begin at the Annual Meeting. The Board may decide to elect more than one Member to serve as co-officers (e.g. the Board could elect two Co-Vice Chairpersons).

2. ELECTION: At the Annual Meeting, Board Members will nominate from amongst its Members a candidate for each office. Each officer shall be 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 at which such election occurs.

### **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 communications for the Board
- Appoint Committees and assign a Chairperson to each committee
- Determine Meeting Agendas
- Maintain weekly communications with School Director
- Schedule, cancel and/or reschedule Meetings as needed, notify Members of upcoming meeting schedule, and work with school administration to post meeting notices
- 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, including all votes
- Provide Minutes for public inspection
- Provide all Board members with minutes from the previous meeting

## 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 financial reports
- Reports to the Board monthly on the overall finances of the Corporation
- Review all financial reports before they are filed

## **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.
- Governance/HR: Create and implement policies related to school admissions, employment and operations. Develop a plan for assessing the school's overall academic performance as well as its adherence to the charter's mission and philosophy. Address human resources concerns, oversees the evaluation of the Director, and reviews and develops contracts 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. Identify and support fundraising opportunities.
- Facilities: Develops and oversees the school facility plan. Assists the School Director with contractor communications/building projects, repairs, and maintenance.

- Executive Committee: Consists of Board Officers and serves as voting body in an emergency. Reports any emergency decisions at the next 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, may enter a contract on behalf of the Corporation if such contract is approved by the Board. The Board may delegate to the Director the authority to enter into contracts on behalf of the Corporation, subject to any limit the Board may place on the Director's authority to do so.
3. CHECKS/DRAFTS: The School Director shall sign all checks on behalf of the Corporation, with Treasurer 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.
5. INDEMNIFICATION: Each present and future Board Member and officer, whether or not then in office, shall be indemnified by the Corporation to the fullest extent of the law 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 willful or wanton negligence or gross 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 Conflicts of Interest**

At each Annual Meeting, and at a Board member's first meeting when he or she is appointed (if such appointment is not at an Annual Meeting), each Board member will be provided a copy of the Corporation's Conflict of Interest policy and shall sign a statement acknowledging understanding of and agreement to such policy.

Board members shall comply with all requirements of New Hampshire law with respect to conflicts of interest.

#### **ARTICLE X Amendments**

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; provided, that this requirement may be waived by a 2/3 majority vote of Board members present at any meeting, provided a 51% quorum is present.

These By-Laws were adopted by a two-thirds majority vote on March 30, 2014 and amended March 15, 2017, July 27, 2017, and October 9, 2019.