

Revised: 2023
By-Laws of the Codman Academy Charter Public School

ARTICLE I

NAME: The name of the public school is

CODMAN ACADEMY CHARTER PUBLIC SCHOOL

LOCATION: The principal location of the school in the Commonwealth of Massachusetts shall be located at 637 Washington Street, Dorchester, Massachusetts, 02124. The Directors may change the location of the principal office in the Commonwealth of Massachusetts upon filing a notification with the Executive Office of Education of the Commonwealth.

SCHOOL SEAL: The directors may adopt and alter the seal of the school.

FISCAL YEAR: The fiscal year of the school shall begin on July 1 and end on June 30 of the following year.

ARTICLE II

PURPOSE:

- 1.) To create, develop, and operate a charter school pursuant to the Educational Reform Act of 1993
- 2.) To hold the charter granted by the Commonwealth of Massachusetts
- 3.) In furtherance of said purpose, to exercise any and all other acts such as are permitted to a corporation organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts (or the corresponding provision of future laws) and to a corporation organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the 1954 Internal Revenue Code (or the corresponding provisions of future laws)

ARTICLE III

MEMBERSHIP:

- 1.) There shall be one (1) class of members which shall consist of those persons serving from time to time as Trustees of the Corporation
- 2.) The original members of the corporation are those individuals elected by the incorporator and listed in Article VII b. of the Articles of Organization as officers and directors, hereinafter referred to as the Trustees of the Corporation [NOTE: For the purposes of these By-Laws, the term "director" as used in the Articles of Organization shall be synonymous with the term "Trustee."]

- 3.) In addition to the right to elect Trustees as provided in Article IV, Section 7 and such other powers and rights as are vested in them by law, the articles of organization or these by-laws, the members shall have such other powers and rights as the Trustees may designate.
- 4.) A member may resign by delivering resignation to the President, Treasurer, or Clerk of the Corporation to a meeting of the members or Board of Trustees, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states. A member may be suspended or removed with cause by vote of majority of the members then holding office as Trustees. A member may be removed for cause only after reasonable notice and opportunity to be heard.
- 5.) The provisions of the By-Laws will be applicable to Trustees and members alike.

ARTICLE IV

ANNUAL MEETING OF MEMBERS:

- 1.) The annual meeting of the members shall be held the 1st Tuesday of June each year, the hour and place to be determined by the President of the Corporation. If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these By-Laws except in this Section—to the annual meeting of the members shall be deemed to refer to such special meeting
- 2.) There shall be no voting by proxy permitted at the annual meeting
- 3.) Current records of members by name and address will be kept by the Clerk of the Board of Trustees and also in the office of the Head of School, unless designated otherwise by the board of Trustees
- 4.) A notice signed by the President and stating the time and place of the meeting whether annual or special, shall be mailed to each member of the corporation and to all parents and faculty by notices postmarked not less than ten (10) days prior to the date of the meeting.
- 5.) At any annual or special meeting of the members, action by the Board of Trustees requires a majority vote of a quorum of trustees and the vote of the majority of the members present shall prevail. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and from place to place.
- 6.) Every member of the corporation, in good standing, shall have the right and be entitled to one vote upon every proposal properly submitted to vote at any meeting of the corporation.
- 7.) At the annual meeting of the Corporation, the members shall elect for a term of three (3) years the appropriate number of successor Trustees to the group of Trustees whose terms are expiring. Members are limited to

serving three full terms consecutively, and must renew their term at the completion of each term.

- 8.) At the annual meeting of the Corporation, the members of the Corporation shall elect Trustees by majority of the votes cast. Nominations shall be made in writing to the director of the school thirty (30) days prior to the date of the annual meeting. The director and any committee on trustees as he may appoint shall be encouraged to seek candidates and nominations particularly from parents and sponsors of the children, and also from friends of the school, resource partners, and such other sources as may be deemed appropriate. The Board of Trustees will exercise due diligence in assessing the suitability of candidates for board membership with respect to potential conflicts of interest and areas of skill and expertise that will be of value to the board of trustees, such due diligence to occur prior to a vote by the board of trustees to request the Commissioner to appoint the proposed member(s). Prior to submitting a candidate to the Commissioner for approval, the Board of Trustees must determine that no financial interests under G.L. c. 268A exist which may preclude a majority of the board from participating in deliberations or voting on certain matters within the scope of the board's authority. The names of all nominees shall be incorporated in the call to the annual meeting. Nominations shall not be received from the floor. The terms of the office of Trustees shall expire on 1st Tuesday in June, and the terms of office of the Trustees elected to replace them shall begin on 1st Wednesday in June, or in the event that the annual meeting occurs subsequent to 1st Tuesday in June, the terms of office of Trustees shall expire on the date that successor Trustees are elected and the terms of office of the successor Trustees shall begin immediately upon their election. Trustees elected to fill vacancies shall begin to serve immediately upon their election by the Board of Trustees to fill the unexpired term.
- 9.) The Head of School shall automatically be an ex-officio, non voting member of the Board of Trustees by virtue of his/her position in the school.
- 10.) At the annual meeting of the members, parents, sponsors, or guardians of students currently enrolled and faculty currently employed shall be invited to hear annual reports of the Board, the Head of School, and any committees of the Head of School requested by him/her to report.
- 11.) The Board of Trustees and its committees, irrespective of what the title may be, will comply in all respects with the open meeting law, G.L. c. 30A, §§ 18-25, and the regulations, guidance, and directives of the Office of the Attorney General. This includes, but is not limited to, training, notice of meetings, records of meetings, and executive sessions.

ARTICLE V

BOARD OF TRUSTEES:

- 1.) The government and direction of business of Codman Academy Charter School, Inc. shall be vested in the Board of Trustees, which is a public employer and public entity and operates independently of any school committee. Individual Board members are considered special state employees. Members of the Board of Trustees will comply with the Commonwealth's state ethics requirements including, but not limited to, meeting all training requirements; complying with G.L. c. 268A, the conflict of interest law; filing all required disclosures under G.L. c. 268A; and filing all statements of financial interest in a timely fashion as required by G.L. c. 71, § 89(u). Failure to comply with state ethics requirements may result in removal of individual board members by the board of trustees or by the Commissioner. The Board of Trustees is a public employer for the purposes of tort liability under Chapter 258 of the General Laws and for collective bargaining purposes under Chapter 150E of the General Laws.
- 2.) The Board shall have and may exercise all the powers of the Corporation except for those powers reserved to the members by law, the articles of organization, or these by-laws. The Board will not exercise managerial powers over the day-to-day operations of the school. The Board of Trustees will fulfill their fiduciary responsibilities, including but not limited to, the duty of loyalty and duty of care, as well as the obligation to oversee the school's budget.
- 3.) The Board of Trustees shall be elected as provided for herein.
- 4.) The Board of Trustees shall consist of not less than five (5) and not more than fifteen (15) members. The Trustees shall be divided into three groups of approximately equal size, the terms of office of Trustees in each group to expire each successive year.
- 5.) The Board of Trustees shall have the power of appointment to fill any vacancy on the Board of Trustees. Such appointment shall be for the unexpired term of the member being succeeded.
- 6.) A Trustee shall hold office for the term for which s/he is elected and/or appointed until his/her successor shall be duly elected or appointed and qualified except as may be otherwise provided in these by-laws.
- 7.) The Board of Trustees shall actively pursue fund raising on an ongoing basis, with the objective of raising operating and capital funds through the solicitation of cash and in kind gifts and grants from parents, alumni, friends of the school, and from other potential donors and grantors, as well as through parent- and school-sponsored fundraising events.
- 8.) All members of board of trustees shall sign a conflict of interest statement on an annual basis

ARTICLE VI

OFFICERS OF THE BOARD OF TRUSTEES:

- 1.) The officers of the Board of Trustees shall consist of a President of the Board, Vice President, a Clerk who shall be a resident of the Commonwealth of Massachusetts, a Treasurer, and such other officers as the Board may from time to time deem necessary and convenient.
- 2.) All such officers shall be elected annually by majority vote of the Trustees at the annual meeting of the Corporation.
- 3.) The term of officers elected shall commence immediately and expire at the following annual meeting.
- 4.) In the event of death, resignation, or inability of any officer to serve, the Board of Trustees shall have the power to fill any vacancy so caused thereby for the remainder of the unexpired term.

ARTICLE VII

DUTIES OF THE OFFICERS OF THE BOARD OF TRUSTEES:

- 1.) The President or the Vice President shall call meetings of the board of Trustees. The President or the Vice President shall preside at all meetings or, in their absence, a President Pro Tempore shall be elected. The President or the Vice President shall have a charge of the operation of the Corporation's affairs, subject to the direction of the Board of Trustees.
- 2.) The duties of the Vice President shall be to perform the duties of the President in the absence of the President.
- 3.) The Clerk shall keep the minutes of all the Board meetings, shall attest to all documents of the Board, and shall be the custodian of the seal and the record books, papers, and documents of the Corporation. Notice of the particular date of regular meetings shall be given to various Trustees in writing not less than five (5) days prior to the meeting in accordance with Article V paragraph 2 of these By-laws. Copies of all Board minutes shall be given by the Clerk to each Board member at the beginning of each meeting. Whenever possible, the meeting agenda and minutes of the previous meeting will be mailed with the notice. The mailing of notices may be delegated or assigned to the Director by the President of the Board.
- 4.) The Treasurer shall keep full accounts of receipts and disbursements in books belonging to the Corporation and his/her agent shall deposit all monies in the name and to the credit of the corporation in such depository as shall be authorized by the board. S/he shall render to the President and the Board such statements of the transactions and accounts as may be required of him/her. The Treasurer shall serve as an ex-officio member on any Finance Committee appointed by the Director, and shall keep record of all special funds and make a report of such funds to the Board at each meeting. When duly authorized by resolution of the Board of Trustees, the President or Treasurer may borrow money for the

purpose of meeting school expense, and give a note or notes therefore and pledge such securities as may be necessary to secure such note or notes.

ARTICLE VIII

MEETINGS OF THE BOARD OF TRUSTEES:

- 1.) The Board of Trustees shall meet at least four (4) times a year at quarterly intervals in Massachusetts. If a quarterly meeting is not held as herein required, a special meeting may be held in place thereof with the same force and effect as a quarterly meeting and, in such case all references in these By-laws—except in this section—to a quarterly meeting shall be deemed to refer to such special meeting. Special meetings of the Board may be called at any time by the President and shall be called by him/her when requested in writing by three Trustees, who shall specify in their request the business for which they desire the meeting called.
- 2.) At any regular or special meeting of the Board of Trustees, a majority of Trustees shall constitute a quorum for the transaction of business. The vote of the majority of Trustees present at any meeting shall prevail.
- 3.) If any Trustee shall fail to attend two consecutive meetings of the Board without excuse and, after having been notified by the Clerk of such failure to attend, shall fail to be present at the next regular meeting after such notification an excuse for said absence acceptable to the Board, said absent Trustee shall, in that case, be deemed to have resigned. However, the Board shall have the power to excuse the absence of any Trustee.
- 4.) The Board of Trustees may from time to time appoint to the position of Honorary Trustee such individuals as they may designate. Honorary Trustees shall be entitled to attend and participate in all regular meetings of the Board but shall not be vested with the responsibility of Trustees, nor vote, nor be counted toward a quorum.
- 5.) Unless otherwise required by law, all motions, with the exception of amendments to the articles of organization or these by-laws, shall be passed upon a majority vote of the members present and voting.
- 6.) There shall be no voting by proxy permitted at Board of Trustees meetings.
- 7.) The annual meeting of the Board of Trustees shall be held directly following the annual meeting of the members.
- 8.) The Board of Trustees and its committees, irrespective of what the title may be, will comply in all respects with the open meeting law, G.L. c. 30A, §§ 18-25, and the regulations, guidance, and directives of the Office of the Attorney General. This includes, but is not limited to, training, notice of meetings, records of meetings, and executive sessions.

ARTICLE IX

THE HEAD OF SCHOOL:

The Head of School shall be hired by the Board of Trustees on such terms and conditions as are mutually agreeable to the parties and shall have general authority over the day-to-day management and operation of the school.

ARTICLE X

DUTIES OF THE HEAD OF SCHOOL:

- 1.) The Head of School shall carry out the policies of the school and the decisions of the Board of Trustees are established from time to time by the Board. S/he shall be expected to anticipate the developing needs of the school and the community, both short- and long-term, and to interpret those needs and changes for the Board. S/he shall be responsible for keeping the Board well informed on all matters pertaining to the school at all times. The Head of School shall be an ex-officio member of all committees related to the school.
- 2.) The Head of School shall be the administrator and an educational leader of the school. S/he shall have responsibility for the coordination of the academic and administrative operation of the school and subsidiary activities sponsored by the school. The Head of School, working with the Treasurer, shall be responsible for the preparation of the annual budget.
- 3.) At each regular meeting of the Board of Trustees, the Head of School shall make a report of the school, and an annual report of the school at the annual meeting of the Board of trustees held on the 1st Tuesday of every June.
- 4.) The Head of School shall have the power to appoint committees and assign them such duties as s/he may deem necessary or advisable to advance the objectives and purposes of the school. The committees shall report to and advise the Head of School who in turn shall report to the Board of Trustees. The Head of School is encouraged to seek committee members from the Board of Trustees, faculty, parents, and sponsors of the children enrolled in the school, friends of the school, resource partners, and such other sources as may seem appropriate to him/her. Committee members may participate remotely in a meeting provided that such participation complies with the requirements of 940 CMR 29.10 including, but not limited to, meeting the permissible reasons for remote participation.
- 5.) The Head of School shall be responsible for coordinating the screening, interviewing, and hiring the full-time teaching and other school staff subject to approval of the Board of Trustees, and with the assistance of a hiring committee appointed by the Head of School and the approval of the Treasurer shall be responsible for hiring part time teachers and staff at his/her own discretion.

ARTICLE XI

ADVISORS OF THE CORPORATION:

The Trustees may designate certain persons or groups of persons as advisors of the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Trustees shall otherwise designate, shall in such capacity have no right to notice of or vote at any meeting, shall not be considered for purposes of a quorum, and shall have no other rights or responsibilities.

ARTICLE XII

EXECUTION OF PAPERS:

Except as the Trustees may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Corporation shall be signed by the President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two (2) of its officers, in whom one (1) is the President or Vice President and the other is the Treasurer or an Assistant Treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any consistent provisions of the Articles of Organization, By-Laws, resolutions, or votes of the Corporation

ARTICLE XIII

PERSONAL LIABILITY:

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

ARTICLE XIV

NON-DISCRIMINATION:

This Corporation declares that no candidate for admissions, personnel, or staff shall be denied because of gender, race, sexual orientation, creed, national origin, cultural heritage, religion, marital status, or disability.

ARTICLE XV

FISCAL YEAR:

The fiscal year shall extend from July 1 through June 30 of each year.

ARTICLE XVI

DISPOSITION OF ASSETS:

Upon dissolution of the Corporation, any assets remaining shall be disposed of in strict compliance with the requirements, Section 501 (c) (3), of the Internal Revenue Code of 1986 or the corresponding provisions at that time.

ARTIVLE XVII

COMPLAINT PROCEDURE

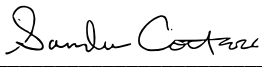
- (1) A parent, guardian, or other individuals or groups who believe that Codman Academy Charter Public School has violated or is violating any provision of M.G.L. c. 71, § 89, or 603 CMR 1.00 may file a complaint with the Codman Academy Charter Public School Board of Trustees.
- (2) The Board of Trustees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

ARTICLE XVIII


AMENDMENTS:

The Board of Trustees may amend these by-laws by a majority vote of all the members of the Board at any meeting of the Board, provided that notice of the proposed change(s) shall have been given at least fifteen (15) days before the meeting, or by unanimous waiver and consent in writing by all the members of the Board.

Dated this 18th day of July, 2023.



Sandra Cotterell, Clerk



Diana Lam, Ex-officio