

MOUNTAIN VILLAGE CHARTER SCHOOL  
BOARD OF TRUSTEES BYLAWS

ARTICLE I

Name

The name of this Organization, a New Hampshire non-profit Organization, shall be Mountain Village Charter School (the "Organization").

ARTICLE II

Location

Section 2.1. The principal office of the Organization for the transaction of its business is located at 13 Route 25 Plymouth, NH 03264.

Section 2.2. The Organization may also have offices at such other places, within or without the State of New Hampshire, where it is qualified to do business, as its business may require and as the Board of Trustees may from time to time designate.

ARTICLE III

Powers and Purposes

Section 3.1. Purpose. The purposes of the Organization shall be to provide a public, tuition-free, nature-based Montessori K-8 charter school.

Section 3.2. Powers. The Organization shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit Organizations organized under the laws of the State of New Hampshire.

Section 3.3. Limitations.

(a) The Organization shall be an equal opportunity employer, and it shall not discriminate on the basis of age, race, color, creed, sex, disabilities, financial status, or national origin (i) in the persons serviced, or in the manner of service; (ii) in the hiring, assignment, promotion, salary determination, or other conditions of staff employment; or (iii) in the membership of its Board of Trustees.

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(b) The Organization shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor provision.

(c) The Organization is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer, Trustee of the Organization, or any other individual, partnership or organization, and reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

(d) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

(e) No substantial part of the activities of the Organization shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

## ARTICLE IV

### Members

The Organization shall have no members. The Board shall have all powers and duties for the conduct of the activities of Mountain Village Charter School.

## ARTICLE V

### Trustees

Section 5.1. Powers. The Trustees shall supervise and control the business, property and

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affairs of the Organization, except as otherwise provided by law, the Articles of Agreement of the Organization, or these Bylaws.

Section 5.2. Number. There shall be a Board of Trustees of the Organization of not less than five (5) persons and not more than twelve (12) persons. The signers of the Articles of Agreement shall elect the initial Board of Trustees of the Organization, and thereafter the members of the Board of Trustees shall be elected at the annual meeting of Trustees.

Section 5.3. Election Term. Trustees of the Organization shall be elected at the annual meeting of the Board of Trustees to serve for a term of three (3) years or until their successors are elected and qualified. No Trustee shall serve more than two consecutive three-year terms, but may be reelected after a lapse of one year.

Section 5.4 Service Requirements. Each Trustee is required to serve on at least one Committee per year during their three-year term, as well as perform duties in service to the business of the Board. Trustees shall:

- a. Attend all board and committee meetings and functions, such as special events
- b. Stay informed about the organization's mission, services, policies and programs
- c. Review agenda and supporting materials prior to board and committee meetings
- d. Serve on committees or task forces and offer to take on special assignments
- e. Make a personal financial contribution to the organization of any amount
- f. Inform others about the organization
- g. Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization
- h. Keep up-to-date on developments in the organization's field
- i. Follow conflict of interest and confidentiality policies
- j. Refrain from making special requests of the staff
- k. Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements

Section 5.5. Vacancies and Newly Created Trusteeships. Any newly created Trusteeships and any vacancies on the Board of Trustees arising at any time and from any cause may be filled at any meeting of the Board of Trustees by a majority of the Trustees then in office. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the member's predecessor in

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office.

Section 5.6. Removal. Any Trustee may at any time be removed from office for any cause deemed sufficient by the Board of Trustees by the affirmative vote of two-thirds of the full number of Trustees then in office acting at a meeting of the Board, the notice of which has specified the proposed removal. In addition, three consecutive absences from regular meetings of the Board shall constitute an automatic resignation without any further action of the Board of Trustees, unless the President of the Board has excused the absences.

Section 5.7. Compensation. Trustees shall not receive salaries for their services, but by resolution of the Board of Trustees, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. The Organization shall not provide personal loans to any Trustee.

### ARTICLE VI

#### Meetings of the Trustees

Section 6.1. Annual Meeting. A regular annual meeting of the Board of Trustees shall take place each year at such time, date and place as shall be designated by the Board of Trustees. The purpose of the annual meeting shall be to elect Trustees and officers of the Organization and to transact such other business as may properly come before the meeting.

Section 6.2. Regular Meetings. Regular meetings of the Board of Trustees shall be held at least six (6) times per year upon call of the Chair.

Section 6.3. Special Meetings. Special meetings of the Board of Trustees may be called by the Chair, or by one-third of the current Trustees, on two (2) days' notice to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 6.4. Notice of Meetings. The time, day and place of any regular or special meeting of the Board of Trustees shall be specified in the notice of the meeting, but no such specification is required in a waiver of notice of such meeting. Notice shall be given as provided in Section 7.1.

Section 6.5. Remote Meetings. Any one or more Trustees may participate in a meeting of the Board of Trustees by remote means by which all persons participating in the meeting can communicate with each other. Remote participation shall be equivalent to presence in person at

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a meeting for purposes of determining if a quorum is present.

Section 6.6. Record of Meetings. The Secretary or, in the absence of the Secretary, one of the Trustees designated by the Board of Trustees and participating in the meeting, shall keep a record of the meeting.

Section 6.7. Quorum; Vote Required. Quorum. A majority of the number of Trustees fixed by Article 5.2 of these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. A quorum shall not be established if more than 50 percent of such quorum is related by blood or marriage or otherwise have joint financial interests, such as business partnerships, etc. If less than a majority is present at a meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

Section 6.8. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Trustees may be taken without a meeting if:

- a. Consents in writing, setting forth the action so taken, shall be signed by all of the Trustees and filed by the Secretary with the minutes of the meetings of the Board of Trustees. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent.
- b. Consents by electronic mail, setting forth the action so taken, are submitted by all the Trustees, received by the Organization and filed by the Secretary with the minutes of the meetings of the Board of Trustees.

## ARTICLE VII

### Notice

Section 7.1. General. Whenever under the provisions of law or these Bylaws, notice is required to be given to any person, such notice may be given via U.S. mail or overnight delivery service with postage prepaid, and shall be deemed given when deposited in the mail or the delivery service addressed to such person at such person's address as it appears on the records of the Organization. Notice may also be given by electronic mail, facsimile, or hand delivery, and such notice will be deemed given when received.

## ARTICLE VIII

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### Officers and Agents

Section 8.1. Officers. The officers of the Organization shall minimally consist of a Chair, a Vice Chair, a Secretary, and a Treasurer. One person shall not hold two offices with the permissible exception of a Secretary-Treasurer.

Section 8.2. Other Officers and Agents. The Board of Trustees:

- a. Shall retain a chief executive officer (“Head of School”), who shall serve as staff to the Board
- b. May appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees.

Section 8.3. Election; Term of Officers; Resignation; Removal; Vacancies. The Board of Trustees shall elect the officers of the Organization at the annual meeting in January. The officers of the Organization shall hold office for terms of one (1) year; elections will be held annually. Any officer may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. Any officer may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the Board of Trustees at any regular or special meeting of the Board called expressly for that purpose. The Trustees shall fill any vacancy occurring in any office of the Organization for the unexpired term. No officer may serve more than two (2) successive terms unless deemed necessary by reason of emergency by the Board of Trustees for one additional term. An officer whose term of office has not expired may continue in such office, and continue for such term as a Trustee, regardless of the Trustee term limitations in Section 5.3.

Section 8.4 Chair. The Chair of the Board shall preside at meetings of the Board of Trustees, and shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe. The Chair of the Board shall:

- a. Facilitate the Board of Trustees and Executive Committee meetings
- b. Lead in partnership with the Head of School
- c. Call special meetings if necessary
- d. Appoint committee chairs
- e. Gather input from Head of School in preparing agenda for board meetings
- f. Facilitate searches for a new Head of School
- g. Coordinate Head of School annual performance evaluation
- h. Work with the Governance Committee to recruit new board members
- i. Act as an alternate spokesperson for the organization
- j. Periodically consult with board members on their roles and help them assess their

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performance

Section 8.5. Vice Chair. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe. The Vice Chair, should they choose, may run as a candidate for the following year for Chair, pending successful nomination and majority vote of the Board. The Vice Chair of the Board shall:

- a. Attend all board meetings
- b. Serve on the Executive Committee if one exists
- c. Carry out special assignments as requested by the Board Chair
- d. Understand the responsibilities of the Board Chair and be able to perform these duties in the Chair's absence
- e. Participate as a vital part of the Board leadership

Section 8.6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Trustees, and perform all other duties usually incident to the office, and such other duties as may be assigned by the Board of Trustees. The Secretary shall:

- a. Attend all board meetings
- b. Serve on the Executive Committee, if one exists
- c. Ensure the safety and accuracy of all board records
- d. Review board minutes and ensure their access to the public
- e. Assume responsibilities of the Chair in the absence of the Board Chair and Chair-elect
- f. Provide notice of meetings of the board and/or of a committee when such notice is required

Section 8.7. Treasurer. The Treasurer shall cause regular books of account to be kept, and shall render to the Board of Trustees, from time to time as may be required, an account of the financial condition of the Organization, shall deliver an annual report at the annual meeting, and shall perform all other duties properly required of the Treasurer by the Board of Trustees. The Treasurer shall:

- a. Attend all board meetings
- b. Maintain knowledge of the organization and personal commitment to its goals and objectives
- c. Ensure that every Trustees have a working understanding of the finances of the school
- d. Understand financial accounting for nonprofit organizations
- e. Serve as the chair of the finance committee

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- f. Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities
- g. Work with the Head of School and the Board Chair to ensure that appropriate financial reports are made available to the board on a timely basis
- h. Present the annual budget to the board for approval

Section 8.8. Bonding of Officers. The Board of Trustees may require any officer, or other person entrusted with the handling of funds or valuable property of the Organization to give bond to the Organization, with sufficient surety or sureties, conditioned upon the faithful performance of such person's duties.

Section 8.9 Faculty Liaison. The Faculty Liaison is a participating and non-voting member of the board that is a current full-time faculty or staff member of MVCS. The Faculty Liaison shall:

- a. Attend all Board of Trustee meetings
- b. Collaborate and communicate successfully with other staff members of the school
- c. Work with other faculty and staff members to develop a greater understanding of the Board of Trustees and any issues that arise
- d. Develop and foster relationships with the community
- e. Collect feedback to identify opportunities to improve the relationship between the board and staff
- f. Compile questions or updates about any important issue/s from the staff to the board

of trustees

### ARTICLE IX

#### Committees

Section 9.1. Committees. Committees serve as the starting point for policies, initiatives, or planning, and make recommendations for action of approval by the full Board. They meet monthly (remote or in person); the Committee Chair reports out at the monthly Board of Trustees Meeting. The Head of School serves as staff to the committees, but she does not sit as a committee member and is not required to attend all committee meetings.

Each committee has a Chair, who is appointed by the Chair of the Board as outlined in Sec.8.3.d. Committee Chairs serve for one year. Committee chairs are responsible for adding discussion and/or action items to the agenda for Board approval.

Each committee will have a Secretary, appointed by the Committee Chair, who is

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responsible for keeping accurate meeting minutes and submitting them to the Board Chair. A Committee Secretary does not need to be a Trustee. Non-trustee Committee membership is determined on a committee-by-committee basis. To join a Committee, the interested party expresses interest to the Committee Chair and the Committee Chair presents the nomination to the Board of Trustees for approval. Non-trustee members of a committee are non-voting members. Non-trustee committee members serve annually, and may serve indefinitely with Board approval.

Section 9.2 Executive Committee. The Board of Trustees shall establish an Executive Committee, consisting of at least four (4) Board members, including the incumbent officers. The Head of School shall serve as staff to the Committee. Except as provided in Section 9.2(a) below, the Executive Committee shall have the full power of the Board of Trustees to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such nature as to require action prior to the next regular meeting of the Board of Trustees but do not require a calling of a special meeting of the Board of Trustees. Any action taken by the Committee involving the exercise of the powers of the Board of Trustees shall be reported promptly to the Board, and ratified at the next meeting of the Board following such action. The Executive Committee shall be subject to the authority of the Board of Trustees in all matters. The Executive Committee shall present to the Board of Trustees an annual evaluation of the performance of the Head of School.

Section 9.2(a) Limitations. The Executive Committee shall not have the power to:

1. Amend the Bylaws;
2. Appoint or remove Trustees, or the Head of School;
3. Approve dissolution or merger or the sale of all the Organization's assets;
4. Adopt the budget; or
5. Take any action that is appropriate contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Organization.

Section 9.3 Governance Committee. The Board of Trustees shall establish a standing Governance Committee to develop policies that relate to the governance of the Organization and the Board of Trustees. The Committee consists of no fewer than one (2) Board members. The Committee may include other non-Trustee persons whose experience in policy development, non-profit board governance, education, or other field is determined to assist the Committee and the Board in the performance of the Committee's duties. The Head of School shall serve as staff to the Committee. The Governance Committee shall:

- a. Criteria for Board membership (experience, competencies, community

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involvement, skills, expertise, etc.)

- b. A Board recruitment matrix to ensure appropriate skills and values are represented on the Board of Trustees.
- c. Nominate and present a slate Board candidates for election by the Board.
- d. Nominate and present a slate of officers for election by the Board.
- e. Develop and execute a process of orientation for new members of the Board.
- f. Periodically review the bylaws of the organization and recommended amendments to the Board.
- g. Periodically (minimally every 3 years) initiate a Board Assessment process

Section 9.4. Finance Committee. The Board of Trustees shall establish a standing Finance Committee, consisting of no fewer than two (2) voting Board members, inclusive of the Board Treasurer, and the Head of School, as staff to the Committee. The Committee may include, as non-voting members, other staff, or other non-Trustee persons whose experience in accounting, finance or business may assist the Committee and the Board in the performance of their financial oversight responsibilities. The Committee oversees the appointment and performance of the independent auditor, as needed. The Committee reports to the full Board. The Finance Committee shall:

- a. Complete a preliminary review of monthly financial statements prior to monthly Board Meetings
- b. Presents financial statements to Board for discussion
- c. Ensures that the annual budget is prepared in a timely manner, allocates resources to support the school's strategic direction, and drives student achievement
- d. Review and recommend to the full board approval of the annual budget e. Recommend the selection of an auditor, ensuring the school changes auditors (or audit partner) every 5 years
- f. Meet with auditor prior to full board audit review and approval
- g. Ensure that either the Finance Committee or the full board annually meets in executive session with the auditor
- h. Provide recommendations to ensure appropriate financial policies and procedures are in place
- i. Identify strategic and long-term financial issues to address before they become urgent issues
- j. Set annual committee goals and regularly monitor progress against those goals
- k. Serves as an ongoing resource and advisor to staff on financial issues
- l. Work closely with staff on financial issues / oversight

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Section 9.5. Other Committees. The Board of Trustees may also designate such other committees as they deem necessary for the efficient conduct of the business of the Organization, which committees may consist either of members of the Board of Trustees or such other persons as are designated in the resolution authorizing the creation of that committee. Such committees may be discontinued when no longer necessary.

### ARTICLE X

Section 10.1. Policy Governing Conflict of Interest and Pecuniary Benefits Transactions. The Organization shall adopt, implement, enforce and regularly review Policies and Procedures governing conflicts of interest and pecuniary benefits transactions. The Policies and Procedures shall, at a minimum, meet the requirements of New Hampshire law as then in effect, and comply with Guidelines established by the Office of the NH Attorney General, Charitable Trust Unit. Each Trustee, Officer, or Committee member shall have an affirmative duty to disclose to the Organization each transaction with the Organization that would be a Pecuniary Benefit Transaction (as defined by RSA 7:19-a) as to that Officer, Trustee, or Committee member, and shall be prohibited from participating in the discussion or voting on the transaction. The Organization shall enter into Pecuniary Benefit Transactions only in accordance with the applicable provisions of RSA 7:19-a, as they may exist from time to time.

Section 10.2. Policy on Pecuniary Benefits Transactions. Transactions that provide a direct or indirect pecuniary benefit to any Officer or Trustee of the Organization or any member of his or her immediate family; his or her employer; or any person or organization of which he or she is a Proprietor, Partner, Officer, or Trustee, are prohibited unless they (1) satisfy RSA 7:19-a; (2) are in the Organization's best interest; and (3) all of the following conditions are met:

(a) The transaction is made in the ordinary course of the Organization's business or operation and the transaction is fair to the Organization.

Any transaction with any one Officer or Trustee that exceeds \$500.00 must be approved by the greater of a quorum of the Board of Trustees or 2/3 of the members of the Board of Trustees who have not had a pecuniary benefit transaction with the Organization during the fiscal year.

(b) The Organization shall list in its records each transaction with any one Officer or Trustee which exceeds \$500.00 in any one fiscal year and report them to the NH Director of Charitable Trusts annually as part of its annual report required under RSA 7:28, including the names of those benefiting from each transaction and the amount of the benefit. This list shall be available for inspection by Officers, Trustees and all contributors;

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(c) The Organization shall publish a notice of any transactions with any one Officer or Trustee which alone or in the aggregate exceeds \$5,000.00 in any one fiscal year, in the newspaper of general circulation in Concord, NH and give a copy of the notice to the NH Director of Charitable Trusts before the transaction takes place. The name of the Officer or Trustee, the amount of the transaction, and any other information required by RSA 7:19-a II (d) must be stated in the notice;

(d) The Organization shall receive the prior approval and requisite finding of the Probate Court as to any transactions involving the sale, lease for a term of greater than 5 years, purchase or conveyance of any interest in real estate to or from any Officer or Trustee; and,

(e) The transaction does not involve a loan of money or property to an Officer or Trustee.

ARTICLE XI

Contributions and Depositories

Section 11.1. Voluntary Contributions. The Organization may accept gifts, grants, legacies and contributions from any source including persons, corporations, trusts, charities, and governments and governmental agencies.

Section 11.2. Depositories. The Board of Trustees shall determine what depositories shall be used by the Organization as long as such depositories are located within the State of New Hampshire and are authorized to transact business by the State of New Hampshire and are federally insured. All checks and orders for the payment of money from said depository shall be signed by such signatories as have been authorized and required in advance by the Board of Trustees.

ARTICLE XII

Dissolution

Section 12.1. Dissolution. The Organization may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the Board of Trustees of the Organization then in office taken at a meeting of the Board of Trustees called for that purpose, or upon the written consent of all members of the Board of Trustees entitled to vote thereon. No Trustee, officer or employee or person connected with the Organization shall be entitled to share in the distribution of any of the Organization assets upon its dissolution.

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ARTICLE XIII

General

Section 13.1. Fiscal year. The Organization shall operate on a fiscal year ending June 30. Alteration of the fiscal year (by the Board of Trustees) shall not require amendments of these Bylaws.

Section 13.2. Execution of Contracts and Documents. All contracts and evidence of debt may be executed only as directed by the Board of Trustees.

ARTICLE XIV

Indemnification

The Organization may indemnify a person who is or was a Trustee, officer, employee or agent of the Organization or who is or was serving in another capacity at the request of the Organization, to the extent authorized by law, and will purchase and maintain insurance to protect itself and such persons against liability.

ARTICLE XV

Amendments

These Bylaws may be amended or repealed or new Bylaws adopted by the Trustees at any meeting by the affirmative vote of not less than two-thirds of all the Trustees of the Organization, provided notice of the proposed change is given in the notice, which must be given not less than ten (10) days prior to such meeting.

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Policy History:

Date adopted: \_\_\_\_\_06/01/2015\_\_\_\_\_

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Revision History: 03/21/2023

Legal References:

*In text*

Legal References Disclaimer: These references are not intended to be considered part of this policy, nor should they be taken as a comprehensive statement of the legal basis for the Board to enact this policy, nor as a complete recitation of related legal authority. Instead, they are provided as additional resources for those interested in the subject matter of the policy.