River Valley Charter School

Board of Trustees By-Laws

Revised June 18, 2019

SECTION 1 Name, Address, and Nature of School

1.1 Legal Status

The River Valley Charter School is a Regional Public Charter School under the provisions of Massachusetts General Law Chapter 71, Section 89(c) and 89(k)(1) and 603 CMR 1.00. The Board of Trustees holds the charter of River Valley Charter School granted by the Commonwealth of Massachusetts.

1.2 Purpose

The mission of the River Valley Charter School is to provide a rigorous academic program based on the Montessori philosophy and rooted in the history, culture, and ecology of the Merrimack River Valley. Students will reach their full potential as scholars and become self-reliant, productive members of society. They will be adept at critical thinking and creative problem solving and will be fully prepared to succeed in future schools, careers, and civic life.

1.3 Location

The location of the River Valley Charter School is 2 Perry Way, Newburyport, MA 01950.

1.4 Corporate Seal

The Board may adopt a corporate seal, which may be affixed to all official documents.

1.5 Fiscal Year

The fiscal year of the School, unless amended by the Board, will begin on July 1 and end on June 30 of the following calendar year.

1.6 By-Laws

At a meeting of the River Valley Charter School Board of Trustees held on July 13, 1999 at the Newburyport Police Station Community Conference Room, it was voted that the By-Laws pertaining to the River Valley Charter School be accepted.

If any Article or Section of any Articles of these By-Laws is declared unconstitutional or illegal by any court, or is disapproved by any state authority having jurisdiction, the validity of the remaining provisions of these By-Laws shall not be affected.

The By-Laws may be amended by a two-thirds vote of the entire voting Board at any regular or special meeting, provided the text of such amendment has been given to each member at least seven days in advance, and shall take effect upon approval of the Massachusetts Department of Elementary and Secondary Education.

1.7 Amendment History

These by-laws were approved as amended on April 9, 2002, May 13, 2003, July 8, 2003, September 9, 2008, and June 18, 2019 at the School.

SECTION 2 Board of Trustees

The Board of Trustees ("the Board") is a public employer for purposes of tort liability under M.G.L. c.258, and for collective bargaining purposes under M.G.L c. 150E, and the Individual Trustees shall be considered special State employees. The Board of a charter school is a public entity, which operates independently of any school committee.

2.1 General Powers

The Board of Trustees will not exercise managerial powers over the day-to-day operations of the school. The Board shall fulfill their fiduciary responsibilities, including but not limited to, the duty of loyalty and duty of care[1], as well as the obligation to oversee the school's budget. The affairs of the School shall be governed by the trustees, who shall have and exercise all the powers of the School, except as otherwise provided by law, by the Charter or by these By-Laws. The Board must ensure that the school operates in compliance with all applicable state and federal laws including, but not limited to:

- Successfully completing the opening procedures process in accordance with G.L. c. 70, § 89; 603 CMR 1.00; and any guidelines issued by the Department;
- Requesting the Commissioner's appointment of any new trustees and receiving that approval prior to any new trustees beginning their service as members;
- Submitting timely annual reports;
- Submitting timely annual independent audits;
- Hiring, evaluating, and removing, if necessary, the Director of the School, who will be responsible for the day-to-day administration of the School. The Board of Trustees may not select, appoint, evaluate, and/or remove the school staff other than the school Director.
- Approving and monitoring progress towards meeting the goals of the school's Accountability Plan;
- Reviewing, revising and adopting school policies, including plans for student recruitment and retention;
- Respond to complaints as per the Complaint policy approved by the BOT and in compliance with 603 CMR 1.09 and as referenced in Section 4.7 of these bylaws; and
- Ensuring that members of the board receive an orientation and training regarding their duties and obligations as members of a board of trustees.

Citation: 603 CMR 1.06(1)(a-i)

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[1] Although charter schools are public entities rather than private non-profit organizations, Board members should be guided in part by the same principles that guide board members of private non-profit organizations. Like board members of non-profit organizations, members of Boards of Trustees of charter schools have a **duty of care** to the school – they must be diligent about fulfilling their Board responsibilities and make decisions carefully, based upon full and complete information. The **duty of loyalty**, another duty of non-profit board members, forbids board members from profiting personally because of their involvement in an organization.

The Board of Trustees is furthermore responsible for ensuring that the School Administration and Board members:

- Uphold and remain faithful to the Charter granted by the Board of the Massachusetts Department of Elementary and Secondary Education;
- Ensure the School's academic success;
- Maintain the organization's viability;
- Develop by-laws by which the Board will be governed;
- Working through the Director, ensure that all laws and regulations are being followed and that day-to-day operation is consistent with the mission of the School;
- Working through the Director and the teachers, determine the School's curriculum, develop, approve and oversee the School's annual budget and calendar;
- Working with the Director and representatives of the School's constituency groups, take a leadership role in the process of on-going strategic planning and self-study;
- Assume a key role in fundraising by working in conjunction with the River Valley Charter School Foundation;
- Serve as ambassadors for the School.

If the School plans to change its program, governance, or operations, the Board shall request an amendment to its charter per Massachusetts Charter School Law and Regulations 603 CMR 1.00, section 1.11.

2.2 Number and Tenure

The Board will have between eleven and twenty members who will be drawn from the parents and the community, based on individual expertise and commitment to the mission of the School.

The Director of the School shall serve as an ex-officio non-voting member of the Board, as well as other senior staff as deemed necessary and appropriate by the Board.

The Board will appoint one faculty member at its annual meeting to serve as a full voting member of the Board of Trustees for a one-year term. The faculty member shall not be expected or required to participate in a Board committee, unless he/she so desires. The faculty member will be recused from any votes that create a conflict of interest as defined by the state's ethics guidelines.

The Board of Trustees complies with all applicable Commonwealth of Massachusetts and federal law having to do with non-discrimination on the basis of age, race, religion, color or national origin, ethnicity, ancestry, creed sex, sexual orientation, gender identity, and mental or physical disability or any other status protected by Commonwealth and federal law having to do with non-discrimination.

Trustees will be elected for a term of three years.

2.3 Nomination and Election

At least thirty days prior to the Annual Meeting of the Board, nominations of new trustees shall be distributed to each member of the Committee on Trustees. Trustees shall be elected by resolution of a majority of the entire voting Board. Any vacancy in the Board shall be filled by majority vote of the entire voting Board upon recommendation of the candidate by the Committee on Trustees. The Board 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. This due diligence shall occur prior to a vote by the Board. A trustee appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.

A trustee may serve for up to six consecutive years at a time. The Board my reappoint that trustee after a hiatus of at least one year.

2.4 Resignation and Removal

Any trustee may resign by delivering a written resignation to the Chairperson of the Board or the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time.

Any trustee absent from three regular meetings in succession or four regular meetings within a fiscal year is automatically terminated. If, after automatic termination, a trustee requests reinstatement within two months from the notice of termination, the Board may reinstate the trustee, though this provision may not be used more than once per term per trustee.

Any trustee may be removed from the Board, with or without cause, upon recommendation by the Committee on Trustees and with an affirmative vote of two-thirds of the entire voting Board after reasonable notice and an opportunity to be heard by the Board.

2.5 Annual Meeting

The annual meeting of the Board shall take place in June at the School or at such a date, place, and time as the Board shall determine. Notice of the annual meeting, including the date, time and place of such meeting shall be given to all trustees not less than thirty days prior to the date of the meeting.

2.6 Regular Meetings

Regular meetings of the Board can be held at such places, in Massachusetts, and times as the trustees may determine. The Board will meet at least on a quarterly basis or as needed. No individual call or notice shall be required for the regular meetings of the Board, provided that any trustee who is absent when such determination is made shall be given notice at least seven days in advance of the meeting.

2.7 Special Meetings

Special meetings of the Board may be called by the Chair of the Board or at the request of at least two trustees then in office. Notice of the meeting shall be given to each trustee by the Secretary in person or by E-mail at least forty-eight hours in advance of the meeting.

2.8 Notice of Meetings

The meetings of the Board, and its committees shall comply in all respects with the open meeting law, Massachusetts General Law Chapter 30A, Sections 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. Notice of every meeting must be filed with the Department of Education, Executive Office for Administration and Finance, Secretary of State, and the Clerk of Amesbury, Newbury, Newburyport, Salisbury, and West Newbury at least forty-eight hours prior to the meeting, stating the date, time, and place of such meeting.

2.9 Action at Meetings

A simple majority of the voting trustees then in office shall constitute a quorum. At any meeting of the Board at which a quorum is present, the vote of a majority of the trustees present shall decide any matter unless otherwise provided by the Charter or these by-laws.

A special majority of two-thirds of the entire voting Board is required for: hiring or firing the Director of the School, approval of the annual budget, amendment of these by-laws as described in Section 1.6, removal of a Board officer, and removal of a Board member.

2.10 Conflict of Interest

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 trustees shall exercise the utmost good faith in all transactions touching upon their duties to the organization and its property. In their dealing with and on behalf of River Valley Charter School, they are held to a strict rule of honest and fair dealings between themselves and the organization. They shall not use their positions as trustees, or knowledge gained therefrom, so that a conflict might arise between the School's interest and that of any trustee.

2.11 Remote Participation

On March 12, 2019, the Board voted to allow remote participation in meetings when physical attendance is deemed to be unreasonably difficult. The goal of allowing remote participation is to promote full engagement in Board meetings for all members. Remote participation will follow the guidance provided in state Open Meeting Law Regulations, 940 CMR 29.10.

SECTION 3 Officers

3.1 Number and Tenure

The officers of the School shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. Officers are elected from membership of the Board of Trustees who are not employees of the school. The Board may elect or appoint other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable. Such officers will have the authority to perform the duties prescribed from time to time by the Board.

No more than one office may be held by the same person.

Each officer shall hold office for one year at the pleasure of the Board or until his/her successors has been duly elected and qualified, not to exceed four consecutive years in the same position, except by a two-thirds approval vote of the entire voting Board.

3.2 Election

The officers of the School shall be elected annually by the Board at its regular annual meeting. New officers may be created and filled at any meeting of the Board.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board at any duly called meeting.

Nominations for officers are made by the Board at the meeting prior to the annual meeting. Officers are elected by a simple majority of the Board.

3.3 Resignation and Removal

Any officer may resign his or her office by delivering a written resignation to the Chairperson of the Board or the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time.

Any officer elected by the Board may be removed from that office by a two-thirds vote of the entire voting Board whenever, in its judgement, the best interests of the School are not being served.

3.4 Chair

The Chair shall preside over the meetings of the Board, shall call special meetings on his/her own initiative, shall be responsible for preparing the agenda for Board meetings, and shall be responsible for tracking and expediting the work of the Board and its Committees. The Chair shall appoint, with a confirmation vote from the Board, the Chairperson of all committees and may serve as an ex-officio, voting member of all committees. The Chair shall be the official spokesperson for the Board.

3.5 Vice-Chair

The Vice-Chair shall assume the powers and duties of the Chair in the Chair's absence, shall chair the Committee on Trustees, and shall have such other duties as the Chair and Board assigns.

3.6 Secretary

The Secretary shall attend all meetings of the Board and record all of the proceedings of such meetings in an electronic file folder to be kept for that purpose. The Secretary shall also maintain a Board policy folder that includes all policies adopted by the Board. The Secretary shall give public notice of all meetings in accordance with Massachusetts General Law Chapter 30A, Sections 18-25, as amended from time to time, or any successor statute. The Secretary will also distribute the minutes to the Board members within one to two weeks of the meetings, as well as post the minutes in a common area of the School and on the school's website. The Secretary shall ensure appropriate housing and tracking of all important Board documents, such as policies, contracts, reports, and minutes. The Secretary shall have custody of the corporate seal of the School and he/she shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his/her signature.

The Chair may appoint an Assistant Secretary to assist in the work ordinarily done by the Secretary. The Assistant Secretary need not be a member of the Board.

3.7 Treasurer

The Treasurer shall fulfill the Board's responsibility to ensure the sound financial condition of the School, shall chair the Finance Committee, shall review the annual budget prior to its presentation to the Board, and shall have such other duties as the Board may assign. The Treasurer is responsible for overseeing the school's annual financial audit.

The Treasurer shall have general oversight of the financial affairs of the School. The Treasurer shall confirm that the school ensures proper custody of all funds, securities and valuable financial documents for the school. The Treasurer shall confirm that the school complies with all financial filings required by the Commonwealth of Massachusetts, the Internal Revenue Service and any other governmental agency.

The Treasurer shall make periodic reviews of the school's financial condition and regularly report such to the Board.

The Chair may appoint an Assistant Treasurer who must be a member of the Board, and who shall, in the absence of the Treasurer, perform the duties and shall have the powers and be subject to applicable requirements and penalties.

SECTION 4 Committees

4.1 Formation and Membership

The Board shall appoint five standing committees. They are: an Executive Committee, Committee on Trustees, Finance Committee, Development Committee, and Accountability Committee. The Board will convene a Complaint Committee on an ad-hoc basis when a complaint is received. The Board, by a majority vote, may establish additional standing committees. The Board may also appoint ad-hoc committees, as it deems necessary or advisable from time to time. The Chairperson of each Committee shall be a member of the Board. Other committee members need not necessarily be trustees. Committee Chairperson shall hold office at the pleasure of the Board; all other Committee members shall be appointed for a term of one year.

The powers extended to the committees are limited to making recommendations to the Board.

The Chair of the committee shall appoint members to serve and participate on the committee. The members of any committee serve at the pleasure of the Board.

Qualifications for membership on committees shall be as determined by the Board and these by-laws, to reflect the particular blend of skills, expertise, perspectives, energy and enthusiasm best suited to the purpose of the committee.

4.2 Executive Committee

The Executive Committee shall be chaired by the Chair of the Board and shall consist of the Director of the School and the officers of the Board. The Executive Committee shall be responsible for ensuring the efficient and lawful operation of the School in the periods between meetings of the Board.

4.3 Committee on Trustees

The Committee on Trustees shall consist entirely of voting members of the Board and shall be chaired by the Vice-Chair of the Board. The Committee on Trustees shall be responsible for nominating new trustees, coordinating the process of selecting officers, orienting new trustees, monitoring completion of required forms and paperwork of all Board members and submitting required documents to the relevant government offices, leading the evaluation of the Board and Board members, and organizing Board retreats. The Committee will also ensure that a majority of the Board's membership will not be bound or affected by any other entity. 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.

4.4 Finance Committee

The Finance Committee shall be chaired by the Treasurer of the Board and shall submit the annual operating budget to the Board. The Finance Committee recommends to the Board policies regarding the financial management and operation of the School, including but not limited to, policies on purchasing, collection of accounts receivable, accounts payable, deposits and investments. The Finance Committee, with the Treasurer, will actively review the annual financial audit.

4.5 Development Committee

The Development Committee shall oversee the coordination of all fundraising efforts within the school and shall oversee public relations and community outreach as pertains to the development of funding sources. The development committee shall also work closely with the Parents Alliance to coordinate board and parent community building activities.

4.6 Accountability Committee

The Accountability Committee shall be responsible for ensuring compliance with the school's charter and for developing, maintaining, and overseeing implementation of the school's accountability plan.

4.7 Complaint Committee

The Complaint Committee shall be composed entirely of River Valley Charter School trustees. The Committee shall at all times include at least one officer of the Board. The Committee shall at all times be chaired by a trustee other than an officer of the Board. The Committee shall have no fewer than five members. The Board will convene a complaint committee on an ad-hoc basis when a complaint is received. The role of the Complaint Committee is to review a complaint that has not been resolved at the staff or administrative levels. The Committee must balance their duty to protect the interests of the Charter and the school as a whole with the concerns of the party filing the complaint. The Complaint Committee shall follow the guidance for its proceedings provided in the River Valley Charter School- Complaint Policy adopted on May 6, 2015, or any updated version approved thereafter and in compliance with 603 CMR 1.09 and section 2.1 of bylaws.

SECTION 5 Compensation and Personal Liability

5.1 Compensation

No trustee shall receive payment of honoraria, excepting reimbursement for expenses incurred in performance of voluntary School activities in accordance with School policies. The members of the Board shall fulfill their fiduciary responsibilities, serve the School with the highest degree of undivided duty, loyalty, and care, and shall undertake no enterprise to profit personally from their position with the School.

5.2 Personal Liability

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

SECTION 6 Miscellaneous

6.1 Books and Records

The School shall keep correct and complete books and records of and relating to all accounts and funds maintained by it or on its behalf and shall also keep and maintain correct and complete minutes of the proceedings of its Board. The minutes shall include the time, date, and location of the meeting, the members present or absent, and all actions, including formal votes taken. The records of the Board shall be kept in the office at the School.

6.2 Execution of Papers

The school's annual budget shall identify all anticipated contractual and grant obligations for the fiscal year and shall be reviewed by the Finance Committee prior to approval of the entire Board. All contracts entered into by the school, and grants awarded to the school, will be available for review by the Board of Trustees and reflected in the school's financial reporting. The Board or the Executive Committee must approve in writing, prior to execution, any loans, mortgages, deeds to secure debt, other deeds or notes made or secured on behalf of the School, and any legal action initiated by the School. All deeds, leases, bonds, notes, checks, drafts, or orders made, accepted or endorsed by the School for under $5,000 shall be signed by the Director. Any such obligation over $5,000, shall be signed by the Director and one Board officer.

6.3 Indemnification

Right to Indemnification. The Board shall indemnify, to the extent permitted under M.G.L. c. 258, §9, any person who at any time serves or served as a Trustee of the Board (collectively referred to as "Indemnitees") against and for any and all certain threatened or pending claims or administrative or judicial proceedings to which he or she may be or become subject by reason of his or her service as a Trustee of the Board; provided, however, that such Indemnitee acted (i) within the scope of his or her role as a Trustee of the Board, (ii) in good faith, and (iii) in the reasonable belief that his or her actions were in the best interests of the School, and further provided, that any such Indemnitee cooperates with the School in defending against any threatened or pending claims or administrative or judicial proceedings. Indemnification shall not be provided if not permitted under M.G.L. c. 258,

§9, and shall not be provided if such Indemnitee acted in a grossly negligent, willful, or malicious manner.

Expenses. Indemnitees shall be indemnified against those costs permitted under M.G.L. c. 258, §9, including personal financial loss and all damages and expenses, including attorneys' fees and costs, in an amount not to exceed $1,000,000 arising out of any claim, action, award, compromise, settlement, or judgement, as provided in and consistent with M.G.L. c. 258, §9 and these Bylaws.

Advances. Indemnification may, to the extent authorized by the Board, include payment by the School of expenses, including attorneys' fees, reasonably incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnitee to repay such payment if such Indemnitee acted in a grossly negligent, willful, or malicious manner or is not otherwise entitled to indemnification under M.G.L. c. 258 or these Bylaws, which undertaking may be accepted without regard to the financial ability of such Indemnitee to make repayment.

Authorization. Any Indemnitee claiming indemnification pursuant to these Bylaws shall notify the Board in writing to the Chair or the Secretary within thirty (30) business days after learning of the occurrence of an event that such Indemnitee asserts is an indemnifiable event pursuant to this Article VIII. Such written notice shall include all relevant facts regarding the alleged indemnifiable event, and shall be sent by U.S. mail, facsimile, or electronic mail addressed to the Chair or the Secretary at his or her last post office address appearing in the records of the Board. Failure to provide such written notice within thirty (30) business days after the Indemnitee has been placed on reasonable notice regarding the alleged indemnifiable event shall be construed as a waiver or relinquishment to any extent of such Indemnitee's right to indemnification or any other right provided in this Article VIII.

Upon receipt of this written notice, the Board shall determine whether such indemnification request is permitted under M.G.L. c. 258, §9 and these Bylaws. In addition, the Board shall also approve in advance a proposed settlement of threatened or pending claims or administrative or judicial proceedings.

The Board shall approve any decision required under this Article VIII by a majority vote of the Trustees who are not at that time parties to the proceeding.

Personal Liability. A Trustee shall not be personally liable for monetary damages for any action taken or any failure to take any action, unless (a) such Trustee has breached or failed to perform his or her duties as a Trustee, including his or her duties as a member of any committee of the Board upon which he or she may serve, as provided in these Bylaws or by law, and (b) such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Insurance. The Board may purchase and maintain insurance on behalf of any Indemnitee against any liability incurred by the Board or any Indemnitee in any such capacity, or arising out of an Indemnitee's status as a Trustee of the Board, whether or not the School has the authority to indemnify such Indemnitee against such liability.

Sovereign Immunity. Nothing in this Article VIII shall be construed to constitute a waiver of the School's sovereign immunity as a state entity.

True Copy Attested: ____

At a meeting of the River Valley Charter School Board of Trustees held on June 18, 2019 at the School, it was voted that the above revised By-Laws pertaining to River Valley Charter School be and are hereby accepted.