

Explorations, Inc.
Explorations Charter School
BY-LAWS

Article 1
General Provisions

I.1 Charter: The name and purpose of the school shall be set forth in its Charter, as amended from time to time. The Charter is hereby made a part of these By-Laws, and the powers of the School, and of its Governing Board and officers, and all matters concerning the conduct and regulation of the affairs of the School, shall be subject to such provisions in regard thereto, if any, as set forth in the Charter. In the event of any inconsistency between the Charter and the By-Laws, the Charter shall be controlling. All references in the By-Laws to the Charter shall be construed to mean the Charter as from time to time amended. These By-Laws govern all operations of Explorations, Inc.

1.2 Location: The main office of the School shall be located at 71 Spencer Street, Winsted, CT 06098.

1.3 Fiscal Year: The school's fiscal year shall end on the 30th of June each year unless otherwise decided by the Governing Board.

Article II
Governing Board

2.1 Powers: The Governing Board shall be responsible for the oversight of the overall affairs of the School and be responsible for setting the budget and adopting policies to guide all activities, along with such powers set forth in state laws governing charter schools, as further set forth in Article IV.

2.2 Number and Composition: Membership on the Governing Board shall include:
At least one (1) parent/guardian representative; at least one (1) faculty representative, at least one (1) non-voting student representative, the Superintendent of schools from Winchester, and community members and other stakeholders. The terms of the members shall be staggered such that the members each serve a 2-year term. The Director shall also be a non-voting member of the Board.

2.3 Election of the Members: As members' terms expire, new members shall be elected by majority vote of the remaining members then in office. Members whose term is up are eligible for re-election. All Members' eligibility is subject to Explorations By-Laws and school policy.

2.3.I Parent/Guardian Representative(s): The parent/guardian Member(s) shall be nominated to the Governing Board by any Member currently serving on the Board.

2.3.2 Faculty Representative(s): The faculty representative(s) shall be nominated by a faculty member or Governing Board Member. Each faculty representative must be a certified faculty member of the School.

2.3.3 Community Representative: Candidates for the community representative positions shall be nominated by any Governing Board Member. Ideally a community Board representative should have some of the following experience:

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|---------------------------------------|--|
| *Fundraising expertise | *Business expertise |
| *Political/public relations expertise | *Knowledge of buildings and grounds issues |
| *Technological expertise | *Financial expertise |
| *Management expertise | *Legal expertise |
| *Knowledge of public education | *Passion for schools of choice |
| *Youth/community advocate experience | |

2.4 Resignation and Removal: Any Governing Board Member may resign by delivering notification to the Director or the Board Chair. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Notification should be written, electronic or hard copy. Any Board Member missing two successive regular meetings without notice or communication with the Board Chair or the Director will be presumed to have resigned. To facilitate the election of new Members, the School formally encourages Members intending to resign or to decline nomination to provide notice of the Member's intent before June and to serve until the annual meeting. A Member may be removed for cause, by a majority vote, only after reasonable notice and an opportunity to be heard by the Governing Board.

2.5 Conflict of Interest: See Board Policy #9270

2.6 Restriction of Interested Directors: Not more than forty nine percent (49%) of the persons serving on the Board at any time may be "interested persons". An "interested person" is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise excluding any reasonable compensation paid to a Director as a Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

2.6.1 Each member of the Board shall complete training related to Connecticut charter school governing council responsibilities and best practices at least once during the term of the charter. In addition, each member shall comply with all applicable legal requirements for membership on the Board, including but not limited to any applicable background check requirements.

Article III

Meetings

3.1 Regular Meeting: Regular meetings of the Governing Board may be held monthly during the school year, and as needed over the summer. A written notice of each meeting of the Governing Board stating place, date and time shall be given via e-mail at least ten (10) days prior to the meeting to each Member. The agenda shall be posted on the website and emailed to the board members at least 2 days prior to the meeting, and shall otherwise be posted and noticed in accordance with the Connecticut Freedom of Information Act.. The schedule for the subsequent year will be set and approved at the annual meeting of the organization.

3.2 Special Meetings: Special meetings of the Governing Board may be held at any time when called by the Chairperson, Executive Director, or by two or more Members, reasonable notice thereof given by the Secretary or Executive Director, or at any time as may be permitted by (and consistent with) the Connecticut Freedom of Information Act . The agenda and items to be voted at the Special Meetings of the Governing Board shall be included in the announcement of the meeting.

3.3 Quorum: At any meeting of the Governing Board, a majority of the Members then in office shall constitute a quorum for the transaction of business. When a quorum is present at any meeting, the affirmative vote of a majority of the Members in attendance and voting on the question shall decide any question brought before such meeting, except where a larger vote is required by law, or by these By-Laws. Each Member shall have one (1) vote.

Article IV

Responsibilities of Governing Board

4.1 Responsibilities: The responsibilities of the Governing Board shall be to:

- a. exercise the powers of the members of the corporation, except as otherwise provided by law or by these By-Laws.
- b. fulfill responsibilities as a Board of Education under applicable statutes.
- c. determine the philosophy and direction of the School.
- d. hire and set the terms of employment of the Executive Director, teachers and other employees.
- e. maintain and seek to improve the financial condition of the organization.
- f. assess the School's practice in relation to its educational philosophy and direction.
- g. serve as a review platform which must hold open hearings and produce a written report of findings on any matter brought forth by 25% of the members of the staff, the Executive director or a majority of the membership of the Governing Board.
- h. approve a budget and monitor revenues and expenditures in compliance thereto.
- i. enter into contracts or enter into other agreements for purposes of administrative or other support services, transportation, plant services or leasing facilities or equipment,

- j. receive and expend private funds or public funds, including funds from local or regional boards of education for school purposes.
- k. fulfil such additional obligations imposed by law on the governing boards/councils for Connecticut charter schools, including but not limited to any reporting requirements.

4.2 Chairperson/Co-Chairpersons: The Members will elect a Chairperson or 2 Co-Chairpersons of the Governing Board. Except as otherwise provided by law, the Charter or these By-Laws, the Chair/Co-Chair shall hold office until the next annual meeting of the Members or the special meeting held in lieu of thereof, and thereafter until their respective successors are chosen and qualified, unless a shorter term is specified in the vote electing them or appointing them. The Chair/Co-Chairperson may not serve in the same capacity for more than five (5) consecutive terms. The Chair/Co-Chairperson shall establish an agenda for all meetings of the Governing Board in consultation with the Executive Director and other members of the Governing Board. The Chair/Co-Chairperson shall preside over all meetings of the Governing Board, be considered an Officer of the Board, act as an Ex-officio member of all Board committees, and shall have such other powers as the Governing Board shall determine. The Chair/Co-Chair shall review and sign contracts for major expenditures including, but not limited to, capital improvements, supply purchases and employee contracts. If there are Co-Chairpersons, any reference to the "Chairperson" or "Chair" in these bylaws shall mean the Co-Chairpersons or Co-Chairs, as may be the case,

4.3 Vice-Chairperson: The Vice-Chairperson shall be an officer of the Board, assume the responsibilities of the Chairperson in his/her absence and have such other duties and powers as may be vested in that office by these By-Laws or by the Governing Board. If there are Co-Chairs in place, there shall be no Vice Chair required.

4.4 Treasurer: In the absence of a resolution of the Board to the contrary, the Treasurer may sign, make and endorse in the name of the corporation, all checks, drafts, notes and other evidence of debt. With the Accountant, they shall render a statement of the condition of the finances of the corporation at each regular meeting of the Governing Board, and at such other times as shall be required of them. With the Accountant and auditor, they shall present a full financial report annually. They shall keep, at the office of the corporation or accountant, correct books of account of all its business and transactions and such other books of account as the board may require. They shall perform all duties incident to the office of Treasurer.

4.5 Secretary: The Secretary shall record and maintain records of all proceedings of the Governing Board in a book or electronically kept for that purpose and shall provide notices of meetings of the Governing Board as are required by the Charter, the law (including but not limited to the Connecticut Freedom of Information Act) or these By-Laws. No later than seven (7) days before any meeting of the Governing Board, the Secretary shall distribute to the Members of the Governing Board copies of any minutes of prior meetings of the Governing Board that have not been approved by the Governing Board. The Secretary shall have other

powers and duties incident to that position and as may be vested in that position by these By-Laws or by the Governing Board.

4.6 Executive Director: The Executive Director of the school shall be a non-voting member of the Governing Board and an ex-officio member of all committees. The Executive Director shall have responsibility for the daily operations of the school and other powers and duties incident to that position and as may be vested in that position by these By-Laws, the Charter or by the Governing Board.

4.7 Committees: There shall be standing committees of finance, policy, personnel, and academic excellence.

Each standing committee will have, as a committee member, at least one member of the Governing Board to help the Governing Board in understanding and meeting its responsibilities. The Governing Board establishes these committees. Other committees shall be established as necessary.

4.7.1 Finance: This committee shall oversee the development of the annual budget; ensures accurate tracking, monitoring and accountability for school funds; ensures adequate financial controls; reviews major grants and contracts.

4.7.2 Personnel: This committee shall oversee the development and revision of employee handbook and review any other materials as deemed necessary.

4.7.3 Policy: This committee shall oversee development and revision of the school's policy manual seeking input from CAGE and the board attorney as appropriate.

4.7.4 Academic Excellence: This committee shall review results of schoolwide testing results, corrective action plans, curriculum development, and the development and update of the schools Program of Studies Handbook.

Article V

Borrowing

5.1 The chairperson of the Governing Board and the Treasurer of the Governing Board, upon a vote of the majority of the Governing Board, are authorized to, consistent with the law:

- a. arrange for the borrowing/or or to borrow money and to obtain credit for the School upon such terms and conditions as to time of repayment, rate of interest and security therefore;
- b. execute and deliver in the name of the School such promissory notes, drafts, acceptances, instruments of guaranty and other instruments as may be required;
- c. apply for and receive letters of credit and from time to time increase the amount, extend the date or expiration or amend the terms of any outstanding letters of credit and deliver all necessary or proper documents in connection therewith; and
- d. execute and deliver all agreements and other legal writing required by the School in connection with the foregoing matters.

Article VI

Indemnification

Board members, officers, and employees shall be indemnified in accordance with state law, including but not limited to Connecticut General Statutes Section 10-235. .

Article VII

Amendments

These By-Laws may be altered, amended or repealed, or new By-Laws may be adopted, by an affirmative vote of a majority of the Members then in office, at any meeting of the Governing Board, provided however, that (a) the proposed changes are listed as an agenda item for action and (b) had been listed as an agenda item at a prior meeting and were discussed.

Date Adopted: March 13, 1997

Date Amended: February 25, 2025