



# Hilltown Cooperative Charter Public School

## BOARD OF TRUSTEES BY-LAWS

The mission of the Hilltown Cooperative Charter Public School is:

- ❖ To engage students in a school, which uses experiential, hands-on activities, the arts, and interdisciplinary studies to foster critical thinking skills and a joy of learning.
- ❖ To sustain a cooperative, intimate community of students, staff, families, and local community members, which guides and supports the school and its educational program.
- ❖ To cultivate children's individual voices, a shared respect for each other, our community, and the world around us.

### **ARTICLE I            Name, Purpose, and Location**

- Sec. 1            The name by which this organization shall be known is the Hilltown Cooperative Charter Public School ("School").
- Sec. 2            The purpose of the School shall be as described in the Commonwealth of Massachusetts Charter to operate a public school as executed by the Massachusetts Secretary of Education and granted to the School on December 9, 1994. This public school is chartered by the Commonwealth of Massachusetts and operates in compliance with M.G.L. c. 71, § 89.
- Sec. 3            The principal office of the School in the Commonwealth of Massachusetts shall, until changed in accordance with the By-laws of the School, be located at 1 Industrial Parkway, Easthampton, MA 01027.

### **ARTICLE II            Membership**

- Sec. 1            Any parent or staff member directly involved with the School community is defined as a member of the Cooperative with full voting rights. Other adult volunteers who

have contributed forty hours of work over a twelve-month period are also considered members with full voting rights.

Sec. 2 All members are welcome to attend special and annual meetings of the School and shall have the right to vote at all special and annual general meetings of the School, except where recusal is required by law.

Sec. 3 The Board of Trustees shall be empowered to interpret and enforce the membership requirements described in Section 1 of this Article.

### **ARTICLE III Meetings of Members**

Sec. 1 Annual Meeting: The School shall hold an annual meeting at which the members of the Cooperative will: elect new trustees; vote on proposed By-law amendments; hear reports from the Board of Trustees; and discuss other relevant business. The annual meeting shall be held in the spring.

Sec. 2 Special Meeting: A special meeting of the members may be called at any time by a majority of the Board of Trustees. The Clerk or some other officer shall also call a special meeting of the members, upon written application of ten percent of the members. Any such call shall state the time, place, and purposes of the meeting. Any and all By-laws can be amended at a special meeting.

Sec. 3 Notice: Notice of the time, place, and purposes of any annual meeting of the members shall be given in person or in writing in accordance with Article IX of these By-laws at least seven days before such meeting.

Sec. 4 At an annual meeting or a special meeting, if notice has been properly given in accordance with Article III, Section 3 and Article IX of these By-laws, sixty percent of the votes cast shall be necessary and sufficient for the election to any office or for the decision of any questions brought before the meeting, except as otherwise provided in these By-laws or the laws of the Commonwealth of Massachusetts.

### **ARTICLE IV Board of Trustees**

Sec. 1

A. The governing body of the School shall be called the Board of Trustees ("Board of Trustees" or "Board"). Said Board holds the charter from the Commonwealth and is therefore responsible for ensuring that the School and Board members comply with all applicable laws and regulations. It shall be jointly responsible for all action taken on behalf of the School. The Board of Trustees shall be responsible for the

overall well being of the organization: fiscal management, approval of the annual budget, fund raising, organizational, and personnel policies. It shall ensure that the school is an academic success, organizationally viable, faithful to the terms of its charter, and earns charter renewal. The Board shall approve all general policy decisions. The Board of Trustees will not exercise managerial powers over the day-to-day operations of the School.

The Board of Trustees will 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 M.G.L. c. 71, § 89; 603 CMR § 1.00; and any guidelines issued by the Department of Elementary and Secondary Education;
- 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, personnel to manage the School's day-to-day operations and holding these administrators accountable for meeting specified goals;
- Approving and monitoring progress towards meeting the goals of the School's Accountability Plan;
- Adopting and revising School policies, including plans for student recruitment and retention;
- Responding to complaints in writing as required by 603 CMR § 1.09; and
- Ensuring that members of the Board receive an orientation and training regarding their duties and obligations as members of a board of trustees.

The board of trustees of a charter school is a public entity, which operates independently of any school committee. The Board of Trustees is a public employer for the purposes of tort liability under M.G.L. c. 258 and for collective bargaining purposes under M.G.L. c. 150E.

- B. The Board of Trustees shall be responsible for the selection, appointment, evaluation and/or removal of the administrators of the School.
- C. Board members must serve the School with duty, loyalty, and care, striving to miss no more than two regularly scheduled Board of Trustees meetings in a given Fiscal Year.

- D. Board members shall be responsible for determining general School policies while maintaining compliance with state and federal law.
- E. The Board of Trustees forms committees and/or task forces, either permanent or as needed. Board members shall define the purposes, duties, and particular powers for each committee and approve these by way of consensus. Committees can be composed of trustee and non-trustee members.
- F. Grievances may be brought to the Board of Trustees using the three-level Grievance Procedure (“Grievance Procedure (Staff)” or “Grievance Procedure (Students and/or Parents),” whichever is applicable.

## Sec. 2

- A. The Board of Trustees is a public entity, which shall be composed of six to fifteen voting members. Parents of students shall fill at least two positions, and ideally not more than two-thirds. Membership in the Cooperative is not a prerequisite to serve on the Board of Trustees.
- B. 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 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 M.G.L. c. 268A exist that may preclude a majority of the Board of Trustees from participating in deliberations or voting on certain matters within the scope of the Board of Trustees’ authority.
- C. New members of the Board of Trustees shall be elected every year as necessary for a three-year term by a vote of sixty percent majority of the voting members of the School attending the annual meeting. Community members (non-parents) may choose instead to serve a first term of two years and may choose instead to serve one year for subsequent terms. The Board of Trustees will then hold a formal vote to accept all new members, as required by the Department of Elementary and Secondary Education. The total number of sequential years a member may serve is six; the total number of years a member may serve is twelve.
- D. Between annual meetings, the Board of Trustees shall be empowered to elect by quorum of the Board new trustees to fill any vacancies on the Board. At the next

annual meeting, the Cooperative membership will vote on whether the newly appointed trustee(s) will complete the remainder of their term(s).

- E. Permanent employees of the school shall be disqualified from serving as voting members of the Board of Trustees during their time of employment. The three Domain Directors shall attend and fully participate in Board of Trustee meetings, but not vote.
- F. Using standard election process, up to two permanent employees may be elected to the Board of Trustees as non-voting, ex-officio members for two-year terms and may choose to renew for an additional one-year term. The total number of sequential years a permanent employee member may serve is three; the total number of years a permanent employee member may serve is six.
- G. Individual members of the Board of Trustees are considered special public employees of the Commonwealth.
- H. Trustees will not participate in any decision that may result in their financial gain. They must recuse themselves from discussion about such decisions, save to provide factual information about the issue. Any trustee who gains financially from the School shall disclose this to the Board, and in accordance with Massachusetts law. Board members may not receive payment for services. Members of the Board of Trustees will comply with the Commonwealth's ethics requirements, including, but not limited to, meeting all training requirements; complying with M.G.L. c. 268A, the conflict of interest law; filing all required disclosures under M.G.L. c. 268A; and filing all statements of financial interest in a timely fashion as required by M.G.L. c. 71, § 89(u). Failure to comply with the Commonwealth's ethics requirements may result in removal of individual Board members by the Board of Trustees or by the Commissioner. See M.G.L. c. 71, § 89(u); 603 C.M.R. § 106(2)(e).
- I. No more than one partner or household member of any immediate family shall serve as a trustee of the School or a member of the same Board committee at a given time.
- J. The Board of Trustees may not discriminate against potential members on the basis of age, sex, sexual orientation, race, national origin, ancestry, religion, marital status, gender identity, or non-disqualifying handicap or mental condition.

### Sec. 3

- A. Board of Trustees and its committees, irrespective of what the title may be, will comply in all respects with the open meeting law, M.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.
- B. A member of the Board of Trustees may participate remotely in a meeting provided that such participation complies with the requirements of 940 C.M.R. § 29.10, including, but not limited to, meeting the permissible reasons for remote participation. Board member remote participation must be approved in advance by the Clerk.
- C. The Board of Trustees shall meet at least quarterly, within the Commonwealth of Massachusetts.

Sec. 4 More than fifty percent of the total number of the voting members of the Board of Trustees shall constitute a quorum.

Sec. 5

- A. Decisions of the Board of Trustees shall be made by consensus. In the event that a decision cannot be reached by consensus, or when a vote is legally required, a vote will be called. A two-thirds majority will be necessary for the final decision.
- B. Decision by the Board of Trustees requires consensus by a quorum of seated members.

**ARTICLE V            Officers**

Sec. 1

- A. The officers shall be a President, Vice-President, Clerk, and Treasurer and such other officers as the Board of Trustees may in its discretion elect. The President, Vice-President, Treasurer, and Clerk shall be elected annually by the Board of Trustees at its first meeting after its election by the members.

- B. The responsibilities of each officer are as follows:

The role of the President of the Board of Trustees is to be a link of communication between the Board of Trustees and the three Directors (the Director of Teacher and Learning, the Director of Administration, and the Director of Community and Family Engagement), to oversee committee work, facilitate communication within

the Board of Trustees, sit on Domain Council, and set the agenda for the Board of Trustees' meetings.

The role of the Vice President of the Board of Trustees is to assist the President in carrying out the President's responsibilities as needed. The Vice President is also responsible for facilitating the complaint procedure.

The role of the Treasurer of the Board of Trustees is to sign official documents and checks and to monitor and provide support and assistance to the Director of Administration on financial matters. The Treasurer shall chair finance committee meetings and present financial reports to the Board of Trustees.

The role of the Clerk of the Board of Trustees is to comply with the Department of Elementary and Secondary Education reporting requirements of the Board of Trustees.

C. Any vacant officer position shall be elected by a quorum of the Board of Trustees.

## **ARTICLE VI            Resignations, Removals**

Sec. 1            Resignations: Any trustee or officer may resign at any time by giving written notice to the President or Clerk. Such resignation shall take effect at the time designated therein, or if no time be specified, then upon its acceptance by the Board of Trustees.

Sec. 2            Removals: At any meeting called for the purpose, the members of the Cooperative may, by vote of sixty percent majority of the members of the Cooperative present, suggest removal of any trustee from office. The Board of Trustees must ratify by formal vote the suggested removal. If the removal is not ratified by the Board of Trustees, the trustee, in question, will remain in office. The Board of Trustees may, by vote of a majority of the trustees then in office, remove from office any officer who has been elected or appointed by the Board of Trustees, with or without cause being shown, and if cause being shown, may remove a Board officer.

## **ARTICLE VII            Liability**

No member of the School, employee, or member of the Board of Trustees shall have the power to bind any other member of the School personally. All persons or corporations extending credit to, contracting with, or having any claims against the School shall look only to funds and

property of the School for payment so that any of said members, employees, or members of the Board of Trustees, present or future, shall not be personally liable.

#### **ARTICLE VIII      Fiscal Year**

The fiscal year of the School will begin on July 1 and end on June 30.

#### **ARTICLE IX      Notices**

Notices are distributed electronically unless otherwise required. When notices are sent by mail, they shall be directed to a member, trustee, or officer at their address as it appears on the records of the School, unless such member, trustee, or officer shall have filed with the Clerk a written request that such notices intended for them be directed to some other address, in which case, it shall be directed to the address designated in such request.

#### **ARTICLE X      Amendment of By-Laws**

Amendments to the By-laws may be proposed by the Board, a Board committee, or any member of the School at both the special meetings and the annual meeting. Any proposed amendment must be submitted in written form, duplicated, and circulated to the membership at least seven days in advance of the meeting. Any proposed amendments must be seconded. Amendments to the By-laws shall be approved by a sixty percent majority of the members of the School Cooperative attending the annual meeting, subject to the approval of the Board of Trustees and the Commissioner of Elementary and Secondary Education.