



**BYLAWS of
MILL FALLS CHARTER SCHOOL:
Bringing Montessori Public
Manchester, New Hampshire**

ARTICLE I

NAME AND SEAL

The corporation shall be known as MILL FALLS CHARTER SCHOOL: Bringing Montessori Public and shall have a corporate seal bearing the name of the corporation and the year of incorporation. The Board of Trustees may change the form of the seal and the inscription thereon at any time.

ARTICLE II

PURPOSE

The purpose of the Corporation is to be a public charter school pursuant to NH RSA 194-B. Mill Falls Charter School (hereinafter referred to as the "School") is a public Montessori charter school. The School's purpose is to create life-long learners by providing an intellectually rich and challenging experience delivered through the Montessori tradition. In a safe and peaceful setting, dedicated educators foster students' individuality, creativity and critical-thinking skills to fully prepare them for future scholastic, civic and personal success. The School serves New Hampshire students in grades K-6.

ARTICLE III

MEMBERSHIP

There shall be no voting members of the corporation.

ARTICLE IV

GOVERNANCE

Section 1 -Board of Trustees

Pursuant to State law, governance of the school shall be vested in a Board of Trustees, constituted as provided herein, which the Board shall exercise without limitation all the powers and responsibilities of the Corporation provided for herein and by law. Because all power and legal authority of the Board of Trustees lies in its actions as a group, individual Trustees may exercise authority over school affairs only by voting or when the Board has voted to delegate limited authority at an official meeting. In no other circumstances does an individual member

have authority to act. Members of the Board shall not receive compensation for their services as Board members, but may receive reimbursement for reasonable expenses as approved by the Board.

Section 2 – Board Responsibility

The Board is responsible for general supervisory control and authority over the operations and policies of the chartered public School and may take all actions related thereto. Pursuant to NH RSA 194-B:5, III, the Board's authority shall include, at a minimum, the authority to do the following:

- To adopt a name and corporate seal,
- To receive and disburse funds for school purposes,
- To solicit, accept, manage, and use any grants or gifts, provided that such activities are consistent with established school purposes.
- To make contracts and leases for the procurement of services, equipment, and supplies, provided that:
 - (a) If the Board of Trustees intends to procure substantially all educational services under contract with another person or entity, the terms of such a contract shall be provided in an addendum in the School's contract,
 - (b) The State Board and the School Board shall not approve any such contract terms, the purpose or effect of which is to avoid the prohibition in this chapter against chartered public school status for nonpublic schools,
- To acquire real property from public or private sources by lease, by lease with an option to purchase, or by gift for use as a school facility, provided that such acquisition is consistent with established school purposes.
- To incur temporary debt in anticipation of receipt of funds,
- To sue and be sued, but only to the same extent and upon the same conditions that a town can be sued,
- To have such other powers and take such other actions that are available to a business corporation formed under RSA 293-A and that are not inconsistent with NH RSA Chapter 194-B.

Pursuant to RSA 194-B:3-a, the Board of Trustees shall report to the State Board of Education, or its designee the Department of Education, on a regular basis and as required regarding the chartered public school's progress in achieving its stated goals, including financial reporting.

Section 3 – Composition

The Board shall have a maximum of thirteen Trustees, voting and non-voting, but shall have no fewer than 7 voting Trustees. The Board shall include at least two parents of pupils currently enrolled at the School. The Board shall also include at least four Trustees who shall be community members. The Executive Director (ED) shall be an *ex-officio*, non-voting member of the Board. The Educational Program Director at the School or a Lead Teacher employed by the School shall be an *ex-officio*, non-voting member of the Board. No greater than 25 percent of the membership of the Board, or one Trustee, whichever is greater, may simultaneously serve as members of any **other school board as per NH charter law**. No Board members shall be of the same immediate family or related by blood or marriage. No employee of Mill Falls Charter

School shall be an officer of the Board. Every appointment to the Board is conditioned upon a satisfactory criminal background check, in accordance with the New Hampshire RSA 189:13-a.

The immediate past Chair **may serve as** an *ex-officio*, non-voting member of the Board and able to sit on any committee other than the nominating committee.

The Board, shall have the authority to appoint “*ex-officio*” members to the Board. *Ex-officio* members shall be non-voting members.

Section 4 – Terms

Each voting Board member shall have a three-year term. Except as otherwise provided herein, each voting Board member shall be eligible for re-election for a maximum of two consecutive three-year terms.

Section 5 – Meetings and Actions

The Board shall meet at least monthly during the regular school calendar year. For each official meeting each Trustee shall be given at least seven calendar days notice of the time and place of the meeting. Official meetings shall comply with the requirements of NH RSA 91-A and follow (NH) public meeting law.

No Board action shall be taken except at an official meeting and with an affirmative vote of the majority of Board members present and eligible to participate in the matter in question. Trustees shall not be eligible to participate in a vote when they have been recused due to a conflict of interest.

Section 6 – Quorum

Except as specifically required in other provisions of these bylaws or in statute, a simple majority of Trustees qualified to vote shall constitute a quorum to convene a meeting, and a vote by a simple majority of Trustees present and eligible to participate at any meeting and voting shall be sufficient to adopt any lawful resolution or take any lawful action.

Section 7 – Conflict of Interest

The Board of Trustees is committed to maintaining the integrity of the institution and securing the public's trust. As a result, the Board shall adopt and adhere to a Conflict of Interest Policy, which shall include, at a minimum, the following:

- Any possible conflict of interest on the part of any member of the Board, officer, committee member, or employee, shall be disclosed in writing to the Board and made a matter of record through an annual procedure, and also when the interest involves a specific issue before the Board.
- Where the transaction involving a Board member, officer, committee member, or employee exceeds ten-thousand dollars, a two-thirds vote of the disinterested Board members is required.
- The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

- A Board member shall recuse himself or herself and be excused from any portion of a meeting where the discussion of or vote regarding any topic involving a family member is taking place, including but not limited to contracts, employment, and admission.
- No voting member of the Board may have any direct pecuniary interest in a contract with the school or in the purchase or sale of any school real or personal property or equipment.
- No member of the Board shall solicit any favor, gift, or other items of monetary value for personal benefit, improperly use school property, use his or her position as a member of the Board for personal gain, or make unauthorized promises or commitments on behalf of the Board.
- Every new member of the Board shall be informed of the Conflict of Interest Policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of and agreement to this policy.
- The Board will comply with all State and Federal conflict of interest requirements which are incorporated herein by reference.

Section 8 – Board Elections

New Trustees shall be elected by a majority of Trustees present at a Board meeting provided there is a quorum. Trustees so elected shall serve a 3-year term.

Section 9 - Officers and Duties

There shall be four officers of the Board, consisting of a Chair, Vice-Chair, Secretary and Treasurer who shall be elected annually to one-year terms during the first official meeting of the fiscal year (typically August) from among those Board members currently serving. No member may serve as chairperson for more than two years consecutively. No employee of the School may be an officer. The officers' duties are as follows:

Chair: The Chair shall convene regularly scheduled Board meetings, shall preside at each official meeting, which shall provide for fair and open deliberation that is also efficient, timely, and orderly and follow NH public meeting law. The Chair is required to keep the Board informed of all activities of the corporation that relate to Board oversight. The Chair is specifically authorized to sign, in the name of the Corporation, all contracts and documents authorized by the Board, once the Board has approved such action. The Chair shall determine the meeting agenda with the advice and input of the Executive Director, Board Committee Chairs, and other Board Members. The Chair shall appoint an acting secretary at any meeting where the Secretary is absent. The Chair, after consultation with the Board, shall appoint Board members to represent the Board with government agencies and any other organizations. The Chair shall have the authority to cancel and/or reschedule meetings after consultation with the Board members and the Executive Director. The Chair is further authorized to call special or emergency meetings in accordance with the related provisions contained herein. The Chair of the Board shall have such other powers and duties as the Board may from time to time determine.

Vice-Chair: In the absence of the Chair, the Vice-Chair shall assume the duties of the Chair and shall also have such powers and duties as the Board may determine.

Secretary: The Secretary shall be responsible for keeping the records of Board actions, including overseeing the taking of minutes at all Board meetings, including non-public sessions, sending out and posting meeting notices and announcements, distributing copies of the minutes and agenda to each Board member, and assuring that Corporate records are properly maintained. Procedures for recording minutes shall include the following, at a minimum:

- Record all actions or votes at Board meetings by last name, except unanimous votes, which may be recorded as such;
- Record in the minutes of all public meetings and other proceedings the full names of the Trustees and other persons appearing before the Board (the names of people in the audience who do not speak do not need to be recorded);
- Record a brief description of the subject matter discussed;
- Record final decisions of any Board action;
- Provide draft minutes, so labeled, for public inspection, within the required timelines;
- Present the draft minutes to the Board for review and approval;
- Make corrections to the draft minutes after review by the Board;
- Electronically sign the official minutes after they are reviewed and approved by the Board; and
- Submit the original official minutes to the School's administrative office for filing in the School's permanent record and on the website.

The Secretary shall have such other powers and duties as the Board may require and shall perform all duties customarily incident to the office of a corporate secretary. In the absence of the Chair and Vice-chair, the Secretary shall assume the responsibilities of the Chair.

Treasurer: The Treasurer shall oversee the financial affairs of the School, monitor the creation and preservation of all financial records and accounts, cause financial statements to be prepared, be the custodian of the funds and securities of the School, and shall oversee and assist in the preparation of the budget for presentation to the Board. The Treasurer shall make a report of the finances of the Corporation at each meeting and shall make financial information available to individual Board members upon request. The Treasurer shall be a member of the Finance Committee, and typically serves as the Committee Chair. The Treasurer shall have such other powers and duties as the Board may determine and shall perform such duties as are customary and incident to the office of Treasurer of a Corporation. In the absence of the Chair, Vice-chair, and Secretary, the Treasurer shall assume the responsibilities of the Chair.

If any of the offices shall become vacant for any reason, the remaining Board members shall elect a successor to hold such office for the remainder of the unexpired term, provided that all Board members have been notified at least 7 calendar days prior to any meeting at which a Board officer vacancy will be filled.

Section 10- Vacancies

When a vacancy on the Board is created during a Trustee's term, the Secretary must receive nominations for a new member from the Governance Committee at least two weeks in advance

of a Board meeting. These nominations will be sent out to all Board members at least two weeks in advance of the next official meeting and shall be voted on at the next official Board meeting. The vacancy will be filled only until the end of the vacant seat's term.

Section 11 – Resignation, Termination, and Absences

Resignation from the Board must be in writing and received by the Secretary to be effective. A Board member may be terminated from the Board due to excessive absences, defined as being absent without excuse from the Chair from more than one-fourth of official meetings. A Board member may be terminated from the Board for other reasons upon a vote in favor of termination by three-fourths of the remaining Trustees provided that notice of intention to remove such Trustee is set forth in the meeting notice seven calendar days prior to that meeting. Any such Trustee shall be entitled to appear before the full Board and be heard at such meeting.

Section 12 – Special or Emergency Meetings

Special meetings of the Board shall be called by the Chair or one-third of the Board. Notices of special meetings shall be sent out by the secretary to each Trustee at least one week in advance, unless exigent circumstances exist, in which case 48 hours notice shall be sufficient. Like official meetings, all special meetings must also be posted as per public meeting law.

Section 13 – Telephonic or Electronic Attendance

Pursuant to statute, a Trustee may only attend a meeting electronically or otherwise when attending in person is not "reasonably practical." In that circumstance, a member may participate and vote by telephone, provided that all participants, whether present in person or telephonically, are able to hear and speak to all other participants throughout the meeting by conference telephone or similar equipment and further provided that those participating remotely can be reasonably identified, have identified any other persons at the same location with them, and have stated for the record the reason they cannot appear in person.

ARTICLE V

COMMITTEES

The Board may create committees of the Board members as needed, including but not limited to Finance, Governance, Charter, Facility.

The Board may create committees including ad hoc committees and advisory committees, and may assign members who are not Board members. Committee members other than Board members shall be appointed by the Board and shall serve at the pleasure of the Board for no more than two consecutive three-year terms. Appointment to the Finance Committee shall be subject to a satisfactory criminal background check and any other requirement the Board deems necessary.

ARTICLE VI

EXECUTIVE DIRECTOR

The Executive Director (ED) is hired by the Board. The ED is the Board's delegate for day-to-day responsibilities for the School operations, including carrying out the goals and policies of the School as established by the Board and the School's Charter. Delegation of authority can be rescinded by a vote of the Board. The ED shall be a non-voting, *ex officio* member of the Board and shall attend all official Board Meetings, report on the status and progress of the School, answer questions of the Trustees, and carry out all duties of the job description. The Board may designate other duties to the ED as it determines appropriate.

ARTICLE VII

GENERAL PROVISIONS

Section 1 – Authority to Sign

The Board may authorize any Trustee, Trustees or the Executive Director to sign contracts and other documents on behalf of the School, in addition to the Chair as provided herein above. Such authorization shall be delegated at an official meeting and shall be in writing.

The Treasurer, Chair are authorized to sign all checks, drafts, and other orders for payment on behalf of the School. The Board may authorize additional members to sign checks, drafts, and other orders for payment as it deems necessary. Any order for payment in an amount greater than \$2500 dollars shall require signatures of two authorized signers or written approval, not withstanding recurrent payments pursuant to the Financial Policies & Procedures for Operation. The Board shall maintain the Financial Policies & Procedures for Operation detailing policies, procedures and practices to maintain the finances of the Corporation. The Finance Committee shall maintain the Policy and any other related policies and procedures. These Financial Policies may be amended at any time with a 2/3 vote of the majority of the Board.

Section 2 – Authority to Accept Gifts, Contributions, Bequests, and Devises.

Pursuant to statute, the Board may solicit and accept on behalf of the School any gift, contribution, bequest, or devise for any general purposes or for any special purpose consistent with the School's mission.

Section 3 – Organization Records

There shall be kept in the administrative office of the School correct books of the account and transactions of the School and Board, including an official record of meeting minutes, Articles of Agreement, and up-to-date Bylaws.

Section 4 – Fiscal Year

The Corporation's fiscal year shall end on June 30, and the ensuing fiscal year shall commence on the following day, or the fiscal year may commence and end on such other days as the Board shall determine.

ARTICLE VIII

MILL FALLS CHARTER SCHOOL FOUNDATION

The Mill Falls Charter School Foundation is a New Hampshire non-profit corporation whose sole purpose is the advancement of the School. The Foundation may conduct advancement activities that are consistent with the School's mission and will work in collaboration with the School's Board of Trustees and the ED. The Board of Trustees will have representation at the Foundation meetings. In addition, the ED shall attend Foundation Board meetings and shall report back to the School's Board of Trustees regarding the activities of the Foundation and any actions that need approval.

ARTICLE IX

LIABILITY AND DEFENSE AND INDEMNIFICATION OF TRUSTEES AND OFFICERS

No Trustee or Officer shall be personally liable for any debt, liability, or obligation of the School. Further limits on liability contained in the Articles of Agreement are incorporated herein by reference.

Except to the extent prohibited by RSA 292:2, V-a or other applicable law, the School shall defend and indemnify any Trustee made, or threatened to be made, a party to, or called as a witness in, or asked to provide information in connection with any threatened or pending action, proceeding, hearing, or investigation or any appeal therein, where such Trustee or Officer is or has been made or threatened to be a party or summoned to give evidence, by reason of the fact that he or she is or was a Trustee or Officer acting within the scope of his or her duties, against all judgments, fines, amounts paid in settlement, and reasonable expenses including attorney's fees actually and necessarily occurred in the defense against or as a result of such action, proceeding, hearing, investigation, or appeal therein.

No defense and indemnification shall be provided under this Article in any action or proceeding brought by or in the right of the school to procure a judgment or a remedy, whether civil or criminal. Further, no defense and indemnification shall be provided under this Article where the Trustee acted in bad faith or contrary to his or her fiduciary duty, or where the Trustee has been a knowing participant to any transaction from which any Trustee derives an improper personal benefit, or has committed a knowing violation of the law, or has committed an act or gross, wanton, or willful negligence.

ARTICLE X

AMENDMENTS

The Board of Trustees shall have the power to make, amend, or repeal the By-laws of the charter school, either in whole or in part. The By-laws may be amended at any regular meeting of the Board of Trustees or any special meeting called for that purpose. Written notice stating the time and location of the regular meeting or special meeting must be given to all trustees

and posted in 2 public places as required by the Open Public Meetings Act not less than two (2) days prior to the meeting at which such change(s) shall be proposed and voted upon. Any change shall require the approval by a two-thirds (2/3rds) vote of the majority of the board.

CERTIFICATION

Original Certification:

These bylaws were approved at a meeting by a two-thirds majority vote of the signers of the Articles of Agreement on May 17, 2011.

Amended Bylaw Approval:

The Board of Trustees unanimously approved this amended Bylaw document on February 17, 2016 following the amendments of these articles: Article IV;; Article V; Article VI; Article VII; Article VIII; Article X. Some minor changes were made related to the job titles in the School's administration.