

Cape Cod Lighthouse Charter School
A Public Charter School
By-Laws
March 23, 2009

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ARTICLE I

NAME:

The name of the school is: CAPE COD LIGHTHOUSE CHARTER SCHOOL, a public Commonwealth Charter School and shall be referred to hereafter as “CCLCS.”

ARTICLE II

PURPOSE:

1. To operate a Massachusetts public Commonwealth Charter School, pursuant to the Educational Reform Act of 1993, Massachusetts General Laws, Chapter 71, Section 89, as the same may be amended from time to time, and regulations promulgated pursuant thereto.
2. In furtherance of said purpose, the CCLCS shall be governed by a Board of Trustees which shall define the mission of the school, develop school policies and changes when appropriate, hire qualified personnel and hold them accountable for meeting established goals, and formulate a long-range plan and Charter School Accountability Plan that ensures the school’s continued stability. In addition, the Board shall ensure the school is complying with all state and federal laws and regulations applicable to Commonwealth Charter Schools, that the Board itself is complying with said laws and regulations, and that the school is operating in accordance with its charter and any approved amendments to its charter. The Board, which holds its charter from the state, shall further ensure that the school is an academic success, is organizationally viable, and shall earn its charter renewal.
3. CCLCS shall not discriminate on the basis of race, color, national origin, creed, sex, sexual orientation, mental or physical disability, age, ancestry, athletic performance, special need, proficiency in the English language or a foreign language, or prior academic achievement. Massachusetts General Laws, Chapter 71, Section 89 (l); 603 C.M.R. 1.06(l). CCLCS shall not administer tests to potential applicants or predicate enrollment on results from any test of ability or achievement. 603 C.M.R. 1.06(2).

ARTICLE III

BOARD OF TRUSTEES:

A. Membership

1. The governance and direction of the business of Cape Cod Lighthouse Charter School shall be vested in the Board of Trustees, which shall be considered a public entity and which shall conduct said governance and direction pursuant to the laws of the Commonwealth of Massachusetts. The Board of Trustees shall be

elected as provided for herein. The Board shall not manage the day to day operations of the school and shall instead delegate responsibility for said management to the Director of the School. Notwithstanding the foregoing, and in keeping with its duty of care owed to the School, the Board shall remain informed of day to day operations, hold the administrative personnel accountable for meeting established goals, continue to make policy decisions and oversee the management of any crisis situations that arise in day to day operations.

2. The Board of Trustees shall consist of not less than nine (9) and not more than seventeen (17) members, who shall be considered special state employees.
3. The Director of the school shall automatically be an ex-officio member of the Board of Trustees by virtue of his or her position in the school. No more than two (2) teachers or staff, selected by the teachers shall also be an ex-officio member of the Board of Trustees by virtue of his or her position in the school. The teacher/staff members shall be selected annually. No teacher member shall serve for more than three (3) consecutive one-year terms. Ex-officio members shall be full voting members, except where is a conflict of interest, for example, when there is a teacher contract negotiation.
4. Except as set forth herein, Trustees shall hold office for three (3) years or until their successors are elected or appointed and qualified to serve. No Trustee shall serve more than two (2) consecutive three-year terms, but may be re-elected to the Board after an interim of one (1) year. Trustees shall serve staggered terms to balance continuity with new perspectives. Nominations to the Board may be proposed and accepted at any meeting.
5. The Board of Trustees shall have the power of appointment to fill any vacancy on the Board of Trustees, by majority vote of the Trustees. Such appointment shall be for the unexpired term of his or her predecessor. Trustees elected to fill vacancies shall begin to serve immediately upon their election to the Board of Trustees.
6. A Trustee may resign at any time by submitting a written resignation to the Chair of the Board of Trustees. Such resignation shall be effective upon receipt (unless specified to be effective at some other time). Formal acceptance by the Board of Trustees shall not be required.
7. A Trustee may be suspended or removed with or without cause by majority vote of the Board of Trustees, after reasonable notice and an opportunity to be heard.

B. Duties of Individual Board Members

1. Individual Board members owe 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.

2. Individual Board members also owe a duty of loyalty to the school which prohibits them from doing anything that would allow them to profit personally or indirectly because of their position, or from knowingly doing anything that would harm the school.
3. Individual Board members owe a duty to act collectively. The governance and direction of the business of the School is vested in the Board of Trustees as a whole, and not any individual board member. An individual board member has no authority to act without Board authorization. No board member acting alone can bind his or her fellow board members, unless specifically authorized by the Board to do so. A board member has no individual authority simply by virtue of his or her membership on the Board.
4. Pursuant to the provisions of Massachusetts General Laws, Chapter 71, Section 89(v), individual Board members, as special state employees, are also subject to the provisions of the state Conflict of Interest Law, Massachusetts General Laws, Chapter 268A, which generally prohibits Board members from taking advantage of their position to gain improper benefits for themselves, their relatives, their associates or their friends.
5. Every year, Board members must complete and file a Disclosure of Financial Interests form to inform the state if, in the prior year, they or a family member, had a financial interest in any charter school in the Commonwealth or in any other state or with any person doing business with any charter school.

C. Duties of the Board of Trustees

In addition to its general responsibilities of school governance, the Board of Trustees shall have the following specific responsibilities:

1. Ensuring a Successful Charter Renewal. Every five (5) years, the Board of Trustees must present to the Department of Elementary and Secondary Education affirmative evidence regarding the success of the school's academic program; the viability of the school as an organization; and the faithfulness of the school to the terms of its charter. 603 C.M.R. 1.12(3).
2. Approving the school's Accountability Plan and monitoring the school's progress towards meeting the goals within the Plan.
3. Developing Bylaws to govern the activities of the Board for submission to the Department of Elementary and Secondary Education for approval.
4. Determining, in consultation with school administration, the school's curriculum and annual budget. Massachusetts General Laws, Chapter 71, Section 89(x).

5. Making necessary policy changes to ensure the school continues to operate effectively. When a major change in operations that will fundamentally affect the school's mission, organizational structure, or educational program is proposed, the Board shall seek approval of an amendment from the Board of Education for the intended change. 603 C.M.R. 1.11(1).
6. Purchasing or leasing real estate and borrowing for said purposes consistent with current statutory laws and regulations.
7. Ensuring compliance with the Open Meeting Law governing state agencies, Massachusetts General Laws, Chapter 30A, Section 11A1/2, requiring the Board to hold open, public discussions regarding their actions unless specifically exempted by statute, informing the public of all meeting times, and keeping accurate records of what occurs at their meetings. Board members must be physically present to participate in a meeting and participation by phone or videoconferencing is not permitted.
8. Responding to Complaints regarding a violation of charter school law or regulation, violation of state or federal law, regarding harassment or acts of discrimination, or other complaints in accordance with the provisions of Massachusetts General Laws, Chapter 71, Section 89(jj) and 603 C.M.R. 1.10.
9. Ensuring that the school does not discriminate against potential board members, staff, personnel, student, or candidate for admission on the basis of age, sex, sexual orientation, race, national origin, ancestry, religion, marital status, or non-disqualifying handicap or mental condition.

D. Officers of the Board of Trustees

1. The officers of the Board of Trustees shall consist of a Chair of the Board, Vice Chair, Clerk, Treasurer and such other officers as the Board may from time to time deem necessary and convenient.
2. All such officers shall be elected annually by majority vote of the Trustees no later than the June annual meeting of the Board of Trustees.
3. The term of officers elected shall commence on the first day of July of each year and expire on the last day of June of the following year.
4. In the event of the death, resignation or inability of any officer to serve, the Board of Trustees shall have the power to fill any vacancy so caused thereby for the remainder of the unexpired term.

E. Duties of the Officers of the Board of Trustees

1. The Chair or Vice Chair shall call all meetings of the Board of Trustees. The Chair or Vice Chair shall preside at all meetings or, in their absence, a Chair Pro Tempore shall be elected. The Chair or, in the absence of the Chair, the Vice Chair shall have charge of the governance of the CCLCS's affairs, subject to the direction of the Board of Trustees. The Chair shall be an ex-officio member of all Board sub-committees.
2. The duties of the Vice Chair shall be to perform the duties of the Chair in the absence of the Chair.
3. The Clerk shall keep the minutes of all Board meetings, including the time, date and location of the meeting, the members present or absent, and all action taken at the meeting, including a record of all formal votes taken. The Clerk shall further attest to all documents of the Board and shall be the custodian of the record books, papers, and documents of the CCLCS. The Clerk shall provide the Trustees with written notice of meetings of the Board of Trustees. Copies of all Board minutes of the prior meeting shall be given by the Clerk to each Board member for review and approval. Whenever possible, the meeting agenda and minutes of the previous meeting will be sent with the notice. The Chair may assign or delegate responsibility for these notice requirements to a staff member or other board member. The Clerk shall maintain records of the names and addresses of all Trustees.
4. The Treasurer, or an administrative staff member designated by the Treasurer, shall keep full and accurate accounts of receipts and disbursements. The Treasurer and/or his or her designated agent shall deposit all monies in the name of and to the credit of the CCLCS in such depository as shall be authorized by the Board. The Treasurer shall render to the Chair and the Board such statements of the transactions and accounts as may be required. The Treasurer shall serve as an ex officio member of any Finance Committee and shall keep records of all special funds and make a report of such funds to the Board at each meeting. When duly authorized by resolution of the Board of Trustees, the Chair or Treasurer may borrow money for the purpose of meeting school expense, and give a note or notes therefore and pledge such securities as may be necessary to secure such note or notes.
5. The officers shall familiarize their elected replacements with the duties of their respective offices prior to their assumption of office.

ARTICLE IV

REGULAR MEETINGS OF THE BOARD OF TRUSTEES:

1. The Board of Trustees shall meet no less than ten (10) times a year on a monthly basis between September and June. Special meetings of the Board may be called

at any time by the Chair and shall be called by him/her when requested in writing by three (3) Trustees, who shall specify in their request the business for which they desire the meeting called.

2. The time and place of every Board of Trustees meeting shall be decided annually by the Board. Written notice of each meeting of the Board of Trustees, stating the time, place and agenda of the meeting, whether regular, annual or special, shall be delivered to each Trustee not less than five (5) days before such meeting. A Trustee may waive notice of any meeting.
3. At any regular or special meeting of the Board of Trustees, a majority of seated Trustees shall constitute the required quorum for the transaction of any business. Each Trustee shall be entitled to one (1) vote. The vote of the majority of Trustees present at any meeting shall prevail. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting.
4. Failure to regularly attend meetings of the Board of Trustees may violate a member's duty of care to the School. Failure to attend two consecutive meetings of the Board without excuse may be deemed cause for removal. However, the Board shall have power to excuse the absence of any Trustee.
5. There shall be no voting by proxy or email permitted at Board of Trustees meetings.

ARTICLE V

ANNUAL MEETINGS OF THE TRUSTEES:

1. The June meeting of the Board of Trustees shall be the annual meeting of the Board of Trustees.
2. By the annual meeting of the Board of Trustees, if the Trustees have not yet elected the appropriate number of Trustees to replace the Trustees whose terms are expiring, the Trustees shall so replace those Trustees. Any Trustee whose first term is expiring and who wishes to serve a second term, shall so notify the Chair at least three months before the date of the annual meeting his/her first term shall expire, and upon such notification shall be named a nominee for re-appointment.
3. At the annual meeting of the Board of Trustees, election of officers of the Board shall occur. Nominations shall be made in writing, to the Nominating Committee thirty (30) days prior to the date of the annual meeting. The Director and Nominating Committee shall be encouraged to seek candidates and nominations, particularly from parents of CCLCS students, friends of the CCLCS, resource partners and such other sources as may be deemed appropriate.

ARTICLE VI

THE DIRECTOR OF THE SCHOOL

The Director of the school shall be hired by the Board of Trustees upon such terms and conditions as are mutually agreeable to the parties and shall have general authority over the day-to-day management and operation of the school.

ARTICLE VII

DUTIES OF THE SCHOOL DIRECTOR

1. **General Duties.** The Director shall be the administrator and an educational leader of the school, having ultimate responsibility for the coordination of the academic and administrative operation of the school and subsidiary activities sponsored by the school. The Director's general administrative duties shall include the creation, implementation and oversight of the school's policies and practices related to anti-discrimination, public records, health, nutrition, transportation, child abuse, weapons possession, legal custody, and safety in compliance with state and federal laws.

2. **Chief Executive and Financial Officer.** The Director, working with the Treasurer and other appropriate staff, shall be responsible for the preparation of the annual budget. The Director, Treasurer and appropriate staff shall establish sound financial practices and internal controls over all aspects of the school's financial operation to properly safeguard the school's assets, ensure compliance with state and federal laws and regulations, and produce timely and accurate financial statements. The Director's responsibilities shall include: i) oversight of annual reports, financial audits and the Department of Secondary and Elementary Education's Charter School Accountability Program; ii) working with an Administrative Team appointed by the Director to manage personnel matters, including negotiating and enforcing contracts of school employees, overseeing hiring committees, and managing termination decisions; iii) working with the Board of Trustees and appropriate staff to oversee issues related to the maintenance of the school physical plant and to ensure a safe and secure learning environment; iv) working with school personnel to oversee all aspects of the school's admissions policies and practices; v) overseeing annual staff assessments and working with the Board of Trustees to update the strategic plan, as necessary; vi) working with school personnel to ensure oversight and support for the school's Special Education Department.

3. **School Governance.** The Director shall carry out the policies of the school and the decisions of the Board of Trustees. The Director shall be responsible for keeping the Board informed on matters pertaining to the day to day management and operation of the school. At each regular meeting of the Board of Trustees, the Director shall make a report of the school, and at the annual meeting of the Board of Trustees, shall make an annual report. The Director shall work with the

Administrative Team to develop agendas for faculty meetings and chair those meetings.

4. **Growth, Development and Communications.** The Director shall have the power to appoint internal operating committees and assign them such duties as the Director may deem necessary or advisable to advance the objectives and purposes of the school. The Committees shall report to and advise the Director. The Director shall be an ex-officio member of all Board committees related to the school. The Director shall: i) work with the Board of Trustees and the Cape Cod Lighthouse Charter School Education Foundation, Inc. Board of Trustees to develop and implement capital campaigns and fundraising initiatives; ii) work with the Board of Trustees to lead initiatives designed to improve or develop school facilities; iii) work with school personnel to ensure effective communication with parents, local school districts, the general public, government officials and the public media; and iv) serve as the primary spokesperson for the school.

5. **Faculty Hiring, Support and Development.** The Director shall be responsible for coordinating screening, interviewing and hiring the teaching and other school staff. The Director may appoint a hiring committee to assist in the search for qualified staff and to provide recommendations to the Director. The Director may hire teachers and staff at his/her discretion. The Director shall work with appropriate staff to: i) oversee mentoring and supervision of faculty; ii) manage school disciplinary issues; iii) support innovations in curriculum, instructional methods, enrichment programs and dissemination practices.

6. **Curriculum Development and Assessment.** The Director shall work with appropriate staff: i) to develop and implement systems designed to ensure that the curriculum meets state standards and the school's mission statement; ii) to develop and oversee systems designed to analyze and use standardized testing data to improve instructional strategies and student performance; to implement systems of internal assessment.

ARTICLE VIII

LIABILITY

A. Personal Liability

The members of the Board of Trustees 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 claims against the school may look only to the funds and property of the school for the payment of any such contract or claim or the for the payment of any such contract or claim of payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from the school.

B. Limited Liability

The Board of Trustees shall be considered a public employer for purposes of tort liability under Massachusetts General Laws, Chapter 258 and for collective bargaining purposes under Massachusetts General Laws, Chapter 150E. Massachusetts General Laws, Chapter 71, Section 89(aa).

ARTICLE IX

FISCAL YEAR

The fiscal year of the school shall extend from July 1 through June 30 of each year.

ARTICLE X

AMENDMENTS

The Board of Trustees may amend these bylaws at any meeting by a majority vote of all the sitting members of the Board, provided that notice of the proposed changes shall have been given at least fifteen (15) days before the meeting and provided further that the Secretary of the Department of Elementary and Secondary Education shall approve said amendments.