

## AMENDED BY-LAWS<sup>1</sup>

### THE BENJAMIN FRANKLIN CLASSICAL CHARTER PUBLIC SCHOOL

#### ARTICLE 1B General Provisions

- 1.1 Legal Status: The organization is a public school chartered by the Commonwealth of Massachusetts pursuant to Massachusetts General Laws Chapter 71, Section 89.
- 1.2 **Name:** The name of the school shall be the Benjamin Franklin Classical Charter Public School (BFCCPS).
- 1.3 **Purposes:** The purposes of the school shall be as set forth in the Charter granted and renewed by the Commonwealth of Massachusetts Department of Education.
- 1.4 **Mission:** The mission of the BFCCPS is to assist parents in their role as primary educators of their children by providing the children with a classical academic education coupled with sound character education and opportunities for community service.
- 1.5 **Location:** The principal office of the school is located at 201 Main Street, Franklin, Massachusetts. The Board of Trustees may change the location of the principal office. In the event of any such change, the Board of Trustees shall file the appropriate documentation evidencing the change with the Secretary of State and the Department of Education.
- 1.6 **School Seal:** The Board of Trustees of BFCCPS may adopt and alter the seal of the school.
- 1.7 **Fiscal Year:** Unless otherwise decided by the Board of Trustees, the fiscal year for BFCCPS shall end on June 30th in each year.

<sup>1</sup> The Board of Trustees for the Benjamin Franklin Charter Public School adopted the original Amended By-laws by a unanimous vote on March 14, 2006. The 2007-2008 Board of Trustees revised Sections 2.1.3, 4.2 and 4.9. The Board approved the Amended Bylaws with said revisions on January 10, 2008. On March 14, 2008, the Commissioner of Education approved the Amended By-laws.

## ARTICLE II Board of Trustees

### 2.1 Number, Election, Tenure and Status

2.1.1 The number of elected members of the Board of Trustees shall be no fewer than twelve (12) nor at any one time exceed twenty-five (25).

2.1.2 The Board of Trustees at its annual meeting, which shall take place in June, shall fix the number of Board of Trustees, which shall be no fewer than twelve (12) or greater than twenty-five (25), and elect the number of Board of Trustees so fixed.

2.1.3 Except in the case of an alternate Trustee fulfilling the term of a Trustee who has resigned, each elected Trustee shall hold office for a term of three years. Each elected Trustee shall hold office for the full-term unless he or she, resigns, is removed, becomes disqualified, or dies. Trustees, including the Faculty Representative, shall be elected by a majority vote of the remaining Trustees then in office. Candidates for the Board of Trustees, with the exception of the Faculty Representative, shall be selected by a Nominating Committee. 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, or non-disqualifying handicap or mental condition.

2.1.4 No Trustee may serve more than two consecutive full-terms or six years.

2.1.5 The Nominating Committee shall consist of two current Board Trustees, excluding the current President, two individuals who are not members of the Board of Trustees, and two full-time faculty or staff members, who are not the Head of School. The Nominating Committee shall meet at least forty-five (45) days before the Board's Annual Meeting to develop a slate of potential Trustees. The slate of candidates shall, if possible, include at least two names for each vacancy. Trustees serving on the Nominating Committee for any year may not be eligible for re-nomination to the Board for the following year. In the event of a vacancy on the Board during the academic school-year, the Nominating Committee shall within thirty (30) days of such vacancy, nominate a candidate to fill such vacancy.

2.1.6 Before the Board's Annual Meeting, the faculty members, by a plurality vote, shall elect a candidate to serve as a Faculty Representative who, if approved by the Board of Trustees at its Annual Meeting, shall serve on the Board for a renewable one-year term. The Faculty Representative must be a full-time faculty member.

2.1.7 Trustees of the BFCCPS are considered special public employees of the state.

## 2.2 Powers

2.2.1 The Board of Trustees holds the charter from the state and is responsible for ensuring that the school and Board members comply with all applicable laws and regulations, as well as ensure that the school is an academic success, organizationally viable, faithful to the terms of its charter, and earns charter renewal.

2.2.2 The Board of Trustees shall manage the affairs of the school. The Board of Trustees shall have and may exercise all the powers of the school, except those powers reserved by the law, the Charter, or these By-Laws.

2.2.3 Unless otherwise provided in these By-Laws, all action by the Board of Trustees requires a majority vote of a quorum of seated trustees.

## 2.3 Committees

2.3.1 The Board of Trustees or the President, with the Board=s voted approval, may appoint committees as necessary and may delegate to any such committee or committees any of its powers. Unless the Board of Trustees otherwise designates, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the Board of Trustees. The members of any committee shall conduct their affairs in the same manner as is provided in these By-Laws for members of the Board of Trustees. The members of any committee shall remain in office at the discretion of the Board of Trustees. The chairperson of each committee shall make a formal report of the committee's activities at each Board Meeting.

## 2.4 Removal

2.4.1 Any Trustee may be removed from office with or without cause by an affirmative vote of two-thirds (2/3rds) of the Trustees then in office. All the Trustees must be provided a statement of the reason or reasons for removal at least thirty (30) days for a final action is taken by the Board. The statement shall be accompanied by a notice of the time and place where the Board will consider the action to remove the Trustee. The Trustee must be notified by certified mail and provided an opportunity to be heard of the issue of removal.

2.4.2 Cause for a Trustee's removal shall include, but is not limited to, failure to attend three consecutive meetings of the Board or failure to fulfill the responsibilities of a Trustee.

## 2.5. Resignation

2.5.1 A Trustee may resign by delivering his or her written resignation to the President or Clerk of the Board. The Trustee's resignation will be effective upon receipt (unless the Trustee specified a specific date in his or her resignation), and acceptance thereof shall not be necessary to make it effective unless the resignation so states.

## 2.6 Regular Meetings

2.6.1 The Board of Trustees shall hold regular meetings a minimum of ten times a year. All meetings of the Board shall be conducted in accordance with Massachusetts General Laws Chapter 30A, ' 11A 1/2.

## 2.7 Special Meetings

2.7.1 The President of the Board or a majority of the Board of Trustees filing a written request for such a meeting with the President, may call for and hold a Special Meeting of the Board of Trustees. The President must specify the purpose, date, time and location, of the meeting and provide notice to each Trustee at least two  
(2) calendar days before the meeting.

## 2.8 Call, Notice and Records

2.8.1 Reasonable notice of the time and place of meetings of the Board of Trustees shall be provided to each Trustee. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Trustee to send notice by at least three (3) calendar days before the meeting by electronic mail or other means of written notification. All meetings of the Board shall be in accordance with the Open Meeting Law, Massachusetts General Law Chapter 30A, ' 11A 2.

2.8.2 Executive Session: All Meetings of the Board of Trustees shall be conducted in accordance with Massachusetts General Law Chapter 39, ' 23B. Except as provided in ' 23B, a quorum of the Board shall not meet in private for the purpose of deciding on or deliberating toward a decision on any matter and the Board shall not hold an Executive Session unless: (a) the Board had first convened in open session for which notice had been provided in accordance with the law; (b) a majority of Trustees at such meeting had voted to go into executive session; (c) the vote of each Trustee had been recorded on a roll call vote and entered into the minutes; and (d) the President or other presider over the meeting

had cited the purpose of the Executive Session and stated whether the Board will reconvene after the Executive Session. Any non-voting member present at the meeting shall be excluded from the Executive Session. The Board may hold Executive Sessions only for the purposes permitted by law.

2.8.3 Records: The Board will maintain a record of every meeting including the date, time and location of the meeting, the members present or absent, and all action taken at the meeting, including formal votes taken. These records shall comply with the Open Meeting Law.

## 2.9 Quorum

2.9.1 A majority of the Board of Trustees then in office shall constitute a quorum for any meeting of the Board of Trustees. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present and the meeting may be held as adjourned without further notice.

## 2.10 Voting by Proxy or Alternate

2.10.1 Voting by proxy shall not be permitted.

2.10.2 An absent Trustee may not designate an alternative to represent him or her at the Board meeting.

## 2.11 Other Agents

2.11.1 The Board of Trustees may designate, by vote of the Board, persons to represent the school.

## 2.12 Conflict of Interest

2.12.1 The Trustees shall exercise the utmost good faith in all transactions touching upon their duties to the school and its property. Trustees shall not use their positions or knowledge gained from their positions for personal gain.

## ARTICLE III Advisors

### 3.0 Advisors to the School

3.1 The Trustees may designate certain persons or group of person as advisors to the school or such other title, as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Trustees shall otherwise designate, shall in such capacity have no right to notice of or vote at any meeting, shall not be considered for purposes of a quorum, and shall have no other rights or responsibilities.

## ARTICLE IV Officers

### 4.0 Officers

4.1 Number and Qualifications: The officers of the Board shall be a President, Vice-President, Treasurer, Clerk, and such other officers, if any, the Board so determines. A Trustee may hold two (2) offices at the same time, except those of President and Vice-President. No officer, however, shall execute, acknowledge, or verify any instrument in more than one capacity.

4.2 Election: The Trustees, from their numbers, shall elect by vote of the majority of the Trustees then in office, the President, Vice-President, Treasurer, and Clerk annually at the Board=s annual meeting. The Trustees may elect other officers, if any, at any time.

4.3 Tenure: The President, Vice-President, Treasurer, and Clerk shall each hold office until the next annual meeting and until his or her successor is chosen unless he or she either dies, resigns, is removed, or becomes disqualified. If the office of the President, Vice-President, Treasurer or Clerk becomes vacant, the Trustees shall elect a successor. Any other officer shall hold office until the next annual meeting unless a shorter period had been specified by the terms of his or her election or appointment or until he or she either dies, resigns, is removed, or becomes disqualified.

4.3.1 With the exception of the office of Treasurer, no Officer may serve in the same capacity for more than three consecutive one-year terms. The Treasurer may serve six consecutive terms.

4.4 President and Vice-President: The President shall be the Chief Executive Officer of the school and, subject to the control of the Trustees, shall have the general charge and supervision of the affairs of the school. The President shall preside at all meetings of the Trustees. The Vice-President shall have such duty and powers as the Trustees shall determine. The Vice President may exercise all the powers and duties of the President during the absence of the President or in the event of his or her inability to act.

4.5 Treasurer: The Treasurer shall be the Chief Financial Officer and the Chief Accounting Officer of the School. The Treasurer shall oversee the financial affairs of the school. The duties of the Treasurer shall include periodic review of the books of account and approval of the annual financial audit of the school. The Trustee shall oversee any and all financial, tax and related filings required by the Commonwealth of Massachusetts, the Internal Revenue, and any other governmental agency.

4.6 Clerk: The Clerk shall maintain records of all proceedings of the Board of Trustees and any subcommittee thereof in a book or series of books that will be kept at the principal office of the School and shall be open at all reasonable times for inspection. If the Clerk is absent from any meeting of the Board, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at that meeting. The Clerk shall keep a list of all members and give notice of meetings. The Board may, at its discretion, hire an individual to assist the Clerk in recording and maintaining its records.

4.7 Removal: The Board may remove an Officer with or without cause by an affirmative vote of two-thirds (2/3rds) of the Trustees. All the Trustees must be provided a statement of the reason or reasons for removal at least thirty (30) days before a final action is taken by the Board. The statement shall be accompanied by a notice of the time and place where the Board will consider the action to remove the Officer. The Officer must be notified by certified mail and given an opportunity to be heard on the issue of removal.

4.7.1 Cause for Removal: Cause for removing an officer shall include failure to attend three or more consecutive meetings of the Board or failure to fulfill the duties of the Trustee's Office.

4.8 Resignation: Any officer may resign by delivering his or her written resignation to the President or Clerk of the School. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall be necessary to make it effective unless it so states.

4.9 Vacancies: If the office of any officer becomes vacant, the Board of Trustees must elect a successor to fill the office at the next scheduled meeting of the Board by a vote of the majority of the Trustees then in office. The successor shall hold office for the unexpired term.

## ARTICLE V

### 5.0 Execution of Papers

5.1 Except as the Trustees may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, and other obligations made or endorsed by the school shall be signed by (1) the President or the Vice-President and (2) the Treasurer.

5.2 Any recordable instrument purporting to affect an interest in real estate, executed in the name of the school by (1) the President or Vice-President and (2) the Treasurer shall be binding on the school in favor of a purchaser or other person relying in good faith on such an instrument, notwithstanding any inconsistent provision of the Charter, these By-laws, resolutions or votes of the School.

## ARTICLE VI

### 6.0 Compensation, Liability, and Indemnification

6.1 Compensation: No Trustee or Officer shall receive any compensation for services rendered as a Trustee or an Officer. A Trustee may, if authorized by the Board, be reimbursed for necessary expenses reasonably incurred in the performance of duties as a Trustee or Officer.

6.2 Personal Liability: The Trustees, Officers, Employees and other agents of the school 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 for payment of any debt, damages judgment or decree, or of any monies that may otherwise become due or payable to them from the School.

6.3 Indemnification: The School shall, to the extent legally permissible by the laws of the Commonwealth of Massachusetts, indemnify each of its Trustees, Officers, and Agents against all liabilities and expenses reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or which he or she may be threatened, while in office or thereafter, by reason of his or her having been such a Trustee, Officer or Agent, provided, however, that no indemnification shall be provided, or any amounts paid as indemnification shall be refunded, with respect to any matter in which such person had been finally adjudicated in any proceeding: (i) to have breached the duty of loyalty to the School, (ii) not to have acted in good faith in the reasonable belief that his or her actions were in the best interest of the school, (iii) to have engaged in intentional misconduct or a knowing violation of law, or (iv) to have engaged in any transaction from which the Indemnified party derived improper personal benefit. In effecting such indemnity and reimbursement, the Board of Trustees may enter into such agreements and direct the Officers of the School to make such payment or payments and take such other action, including employment of counsel to defend against such claims and liabilities, as may in its judgment appear to be reasonably necessary or desirable.

## ARTICLE VII Head of School

### 7.0 Head of School

7.1 The Board shall appoint a Head of School, who shall serve at the discretion of the Board and shall receive such compensation as the Board may direct. The Board shall conduct an annual review of the Head of School.

## ARTICLE VIII

### 9.0 Miscellaneous Provisions

9.1 Amendments: These By-laws may be altered, amended, or repealed, in whole or in part, by a two-thirds (2/3rd) vote of the Trustees then in office, provided, however, that notice shall be provided in the notice of the meeting that an alteration, amendment, or repeal of the By-Laws will be proposed and that no amendment shall take effect until approved by the Department of Education.