

**HAMPDEN CHARTER
SCHOOL OF SCIENCE-EAST
&
HAMPDEN CHARTER
SCHOOL OF SCIENCE-WEST**



BY-LAWS-Board of Trustees

20 Johnson Road Chicopee, MA

Phone: (413) 593 9090 Fax: (413) 294 2648

www.hampdencharter.org

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Mission Statement

The mission of the Hampden Charter School of Science-East and Hampden Charter School of Science-West is to provide a college preparatory-focused education to the youth of every race and ethnic group in Agawam, Chicopee, Holyoke, Ludlow, Springfield, Westfield, and West Springfield in a safe, academically challenging, and caring educational environment. Our promise is to sustain small school size, provide extended math and science curriculum, individualized attention, college guidance, university outreach programs, and to encourage student-teacher-parent partnership. Our mission will empower our students with the support necessary to reach their highest intellectual, emotional, social and physical potentials building on the inherent promise to aid students' preparation for college.

ARTICLE I. NAME

Hampden Charter School of Science-East and Hampden Charter School of Science-West (collectively, the “Schools”) are public Schools chartered by the Commonwealth of Massachusetts pursuant to MGL Chapter 71, Section 89, as it may be amended (the “Charter School Statute”). The names of the Schools must include the words “charter school.” The Schools are managed by a board of trustees (hereinafter, the “Board” and each member of the Board a “Trustee”), a public entity that operates independent of a school committee and that holds the Charters granted by the Commonwealth of Massachusetts for the Schools.

Article II. Purpose

The mission of the Schools is to provide a college preparatory-focused education to the youth of every race and ethnic group in Agawam, Chicopee, Holyoke, Ludlow, Springfield, Westfield and West Springfield in a safe, academically challenging, and caring educational environment. Our promise is to sustain small school size, provide extended math and science curriculum, individualized attention, college guidance, university outreach programs, and to encourage student-teacher-parent partnership.

ARTICLE III. BOARD OF TRUSTEES

A. Powers

The Board is a public entity, which operates independently of the schools committees. The individual trustees are special state public employees of the Commonwealth of Massachusetts. The Board of Trustees shall have general monitoring over all of the property, affairs, and funds of the schools and shall exercise all of the powers of the Schools, except as otherwise provided by law, the charter, and these by-laws. The Board of Trustees holds the charter from the state and is therefore responsible for ensuring that the schools and Trustees:

- comply with all applicable laws and regulations;
- ensure that the schools are academic success, organizationally viable, faithful to the terms of its charters, and earn charters renewal

The Board is a public employer for the purposes of tort liability (M.G.L. Chapter 258) and for collective bargaining purposes (M.G.L. Chapter 150E). The Board shall not exercise managerial powers over the day-to-day operations of the school. The Board will fulfill their fiduciary responsibilities, including but not limited to, the duty of loyalty and duty of care, as well as the obligation to oversee the schools’ budget. Without limiting the generality of the powers hereby granted to the Board, but subject to the limitations of any applicable state laws, the Board shall have all the powers enumerated in these Bylaws, and the following specific powers:

1. To select and remove the Schools’ Chief Executive Officer (CEO); who will be hired, evaluated, and/or removed by the Board, to prescribe powers and duties for him/her; and to fix their compensation; the CEO shall be responsible for the selection, hiring, evaluation, and/or removal of all other staff;

2. To elect and remove Trustees;
3. To establish and monitor the mission, goals, and objectives of the schools and work closely with the Schools CEO who is responsible for running day-to-day operations of the schools;
4. To enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of the Schools;
5. To carry on the business of operating both charter schools and apply any surplus that results from the business activity to any activity in which the Schools may engage;
6. To act as trustee under any trust incidental to the Schools' purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust;
7. To oversee the financial affairs of the schools and approve the annual budget;
8. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property;
9. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidence of debt and securities;
10. To lend money received only from private sources and to accept conditional or unconditional promissory notes, therefore, whether interest or non-interest bearing or secured or unsecured;
11. To indemnify and maintain insurance on behalf of any of its Trustees;
12. To determine the general schools' policies in compliance with state and federal law; and
13. Not to discriminate against potential Trustees on the basis of race, color, national origin, creed, ancestry, ethnicity proficiency in English language, age, sex, gender identity, religion, marital status, sexual orientation, or non-disqualifying handicap or mental condition.

The Board must ensure that school operates in compliance with all applicable state and federal laws including, but not limited to:

1. Successfully completing the opening procedures process in accordance with G.L. c. 70, § 89; 603 CMR 1.00; and any guidelines issued by the Department; the Board of Elementary
2. and Secondary Education ("BESE");
3. Requesting the Commissioner's appointment of any new trustees and receiving that approval prior to any new trustees beginning their service as members;
4. Submitting timely annual reports;
5. Submitting timely annual independent audits;
6. Hiring, evaluating and removing, if necessary, qualified personnel to manage the charter school's day-to-day operations and holding these administrators accountable for meeting specified goals;
7. Approving and monitoring progress towards meeting the goals of the school's Accountability Plan;
8. Adopting and revising school policies, including plans for student recruitment and retention;
9. Responding to complaints in writing as required by 603 CMR 1.09; and

10. Ensuring that members of the board receive an orientation and training regarding their duties and obligations as members of a board of trustees.

B. Number of Trustees

The Trustees of the School shall consist of not less than five nor more than twelve individuals.

C. Election of Trustees

1. *Election:* The Board shall elect the Trustees by the vote of a majority of the Trustees then in office, whether or not the number of Trustees in office is sufficient to constitute a quorum, or by the sole remaining Trustee.
2. *Eligibility:* The Board may elect any person who has expressed written interest in serving on the board of trustees and who is in its discretion believes will serve the interests of the Schools faithfully and effectively. The Board 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 to 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 G.L. c. 268A exist which may preclude a majority of the board from participating in deliberations or voting on certain matters within the scope of the board's authority.
3. *Term of Office:*
 1. Formal vote of the Board, subject to the approval of the Commissioner, is required to accept new trustees onto the Board. The term of each Trustee shall continue for three (3) years.
 2. The term of office of a Trustee elected to fill a vacancy in these Bylaws begins on the date of the Trustee's election, and continues: (1) for the balance of the unexpired term of the former Trustee in the case of a vacancy created because of the resignation, removal, or death of a Trustee, or (2) for a three (3) year term specified by the Board in the case of a vacancy resulting from the increase in the number of Trustees authorized. At the end of the remaining years of the former Trustee's term, or at the end of three (3) years for Trustees elected upon an authorized increase in the number of Trustees, the Board may re-elect a Trustee for an additional three (3) year term. At the end of the second term, the Board may re-elect a Trustee for a third (3) three-year term, and at the end of the third term, the Board may re-elect a Trustee for a fourth (3) three-year term. Following a Trustee's fourth term, a Trustee is required to step off the Board for at least one year, at which time he/she may be re-elected to the Board should there be a vacancy or should increase in the number of Trustees be authorized.
4. *Time of Elections:* The Board shall elect Trustees whose terms begin on August 1st of a given year at the Annual Meeting for that year, or at a Regular Meeting designated for that purpose, or at a Special Meeting called for that purpose.

D. Removal of Trustees

The Board may remove by majority vote any Trustee who:

1. Has been declared of unsound mind by a final order of court;
2. Has been convicted of a felony;
3. Has been found by a final order or judgment of any court to have breached any duty imposed by the Education Law or Has been involved in any activities that the Board deems cause for removal.

E. Resignation by Trustee

A Trustees may resign by giving written notice to the Chair or Secretary. The resignation is effective upon receipt of such notice, or at any later date specified in the notice. The acceptance of a resignation by the Board Chair or Secretary shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Trustee.

If any Trustee fails to attend three consecutive meetings without an excuse accepted as satisfactory by the Chair; or absent from more than five regularly scheduled meetings of the Board of Trustees in a calendar year, the Board shall take action to remove such Trustee, and the vacancy shall be filled.

F. Vacancies

A vacancy is deemed to occur on the effective date of the resignation of a Trustee; upon the removal of a Trustee; upon declaration of a vacancy pursuant to these Bylaws, or upon a Trustee's death. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Trustees.

G. Compensation of Trustees

Trustees shall serve without compensation. However, the Board may approve reimbursement of a Trustee's actual and necessary expenses while conducting School business.

ARTICLE IV. MAIN OFFICE

The Main office shall be at the following address:

20 Johnson Road, Chicopee, MA 01022

or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in the main office on the copy of the Bylaws maintained by the Secretary.

ARTICLE V. MEETINGS OF THE BOARD

A. Place of Meetings:

Board Meetings shall be held at the main office or at any other reasonably convenient place as the Board may designate.

B. Annual Meetings:

An annual meeting shall be held in the month of July of each year for the purpose of electing Trustees, making and receiving reports on corporate affairs, and transacting such other business as comes before the meeting. If the Annual Meeting is not held on the specified day, the Trustees may hold a regular

or special meeting in place thereof, and any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the Annual Meeting.

C. Regular Meetings:

Regular Meetings shall be held monthly with the exception of July throughout the year and other times as the Board determines. The board shall have 11 regular meetings in a calendar year.

D. Special Meetings:

A Special Meeting shall be held at any time called by the Chair, or by any Trustee upon written demand of not less than one-fifth of the entire Board.

E. Executive Session:

The Board may go into executive session for the purposes set forth in M.G.L. Chapter 30A Section 21 (a) 1-10 and pursuant to the procedures required by M.G.L. Chapter 30A Section (b) 1-5).

F. Adjournment:

A majority of the Trustees present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place.

G. Notices:

Public notice will be given of the date, time and location of all meetings in accordance with the law pertaining to open meetings of governmental bodies. (M.G.L. Chapter 30A Sections 18-25).

1. A five days' notice including the time, date, and the location of the Board meetings will be delivered to Trustees five days prior the meeting personally or by first-class mail or telephone, facsimile or email.
2. Meeting notices including the time, date, and the location of the Board meetings will be posted on the Schools' website at least 48 hours in advance of the public meeting with copies sent to the Secretary of State's Regulations Division and the Executive Office of Administration and Finance in accordance with the open meetings law of the governmental bodies. The chair of the board will notify the Attorney General in writing of the website address where notices are posted, and of any subsequent changes to that posting location.
3. Special Meetings shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, facsimile or e-mail. Notices will be deemed given when deposited in the United States mail, addressed to the recipient at the address shown for the recipient in the School's records, first-class postage prepaid; when personally delivered in writing to the recipient; or when faxed, emailed, or communicated orally, in person or by telephone, to the Trustee or to a person whom it is reasonably believed will communicate it promptly to the Trustee.

H. Open Meeting Law:

The board of trustees and its committees, irrespective of what the title may be, will comply in all respects with the open meeting law, 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.

I. Waiver of Notice:

Notice of a meeting need not be given to a Trustee who signs a waiver of notice or written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or attends the meeting without protest prior to the meeting or at its commencement, of the lack of notice. The Secretary shall incorporate all such waivers, consents, and approvals into the minutes of the meeting.

ARTICLE. VI ACTION BY THE BOARD

A. Quorum:

Unless a greater proportion is required by law, a majority of the entire Board of Trustees shall constitute a quorum for the transaction of any business or of any specified item of business.

B. Action by the Board:

Actions Taken at Board Meetings: Except as otherwise provided by statute or by these Bylaws, the vote of a majority of the Board present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Trustees present may adjourn the meeting until a quorum is obtained.

Board Participation by Other Means: ‘A member of the board of trustees may participate remotely in a meeting provided that such participation complies with the requirements of 940 CMR 29.10 including, but not limited to, meeting the permissible reasons for remote participation.’

C. Committees

Appointment of Committees: The Board may create committees as the Board may determine necessary or advisable. The Chair of the Board shall appoint members and designate the chairs to such committees. A standing committee will consist of not less than two (2) Trustees, who shall serve at the pleasure of the Chair. Except as otherwise provided in these Bylaws. Such committees may include individuals who are not Trustees. Grievance, Education, Finance, and Governance are some examples of standing committees.

Authority of Board Committees: The Chair of the Board may assign the Board committees to conduct specific work as determined necessary or advisable pertaining to Governance, Education, Finances, Grievance, or any other tasks on behalf of Board. The committees’ responsibility is to examine each and every aspect of a particular task that has been assigned to it and submit a report to the Board for its review and for its approval.

Procedures of Committees: The Board may prescribe the manner in which the proceedings of any Board Committee are to be conducted. In the absence of such prescription, a Board Committee may prescribe the manner of conducting its proceedings, except that the regular and special meetings of the Committee are governed by the provisions of these Bylaws with respect to the calling of meetings including compliance with the Open Meeting Law.

D. Standard of Care

1. *Performance of Duties:* Each Trustee shall perform all duties of a Trustee, including duties on any Board Committee, in good faith and with that degree of diligence, care, and skill, including reasonable inquiry, as an ordinarily prudent person in a like position, would use under similar circumstances.
2. *Reliance on Others:* In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:
 - a. One or more Officers or employees of the School whom the Trustee believes to be reliable and competent in the matters presented;
 - b. Legal counsel, public accountants or other persons as to matters that the Trustee believes are within that person's professional or expert competence; or
 - c. A Board Committee on which the Trustee does not serve, duly designated in accordance with a provision of the School's Charter or Bylaws, as to matters within its designated authority, provided the Trustee believes the Committee merits confidence and the Trustee acts in good faith, and with that degree of care specified above in Article VI, Section D (1), and after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.
3. *Investments:* In investing and dealing with all assets held by the School for investment, the Board shall exercise the standard of care described above in Article VI, Section D (1), and shall consider among other relevant considerations the long and short term needs of the School in carrying out its purposes, including its present and anticipated financial requirements. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board.

E. Rights of Inspection

Every Trustee has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the School, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state or local law.

F. Participation in Discussions and Voting

Every Trustee has the right to participate in the discussion and vote on all issues before the Board or any Board Committee, except that any Trustee shall be excused from the discussion and vote on any matter involving such Trustee relating to (a) a self-dealing transaction; (b) a conflict of interest; (c) indemnification of that Trustee uniquely; or (d) any other matter at the discretion of a majority of the Trustees then present.

ARTICLE VII. BOARD OFFICERS

A. Officers:

The Officers of the Board consist of a Chair, Vice-Chair, a Secretary and a Treasurer. The Schools also may have such other officers as the Board deems advisable.

Chair: Subject to Board control, the Chair has general supervision, direction, and control of the affairs of the Schools, and such other powers and duties as the Board may prescribe. If present, the Chair shall preside at Board meetings.

Vice Chair: If the Chair is absent or disabled, the Vice Chair shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe.

Secretary: The Secretary shall: (a) keep or cause to be kept, at the Main office, or such other place as the Board may direct, a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; (b) keep or cause to be kept a copy of the School's Charter and Bylaws, with amendments; (c) give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and (d) have such other powers and perform such other duties as the Board may prescribe.

Treasurer: The Treasurer shall: (a) keep or cause to be kept adequate and correct accounts of the Schools' properties, receipts, and disbursements; (b) make the books of account available at all times for inspection by any Trustee; (c) deposit or cause to be deposited the Schools' monies and other valuables in the Schools' name and to its credit, with the depositories the Board designates; (d) disburse or cause to be disbursed the Schools funds as the Board directs; (e) render or cause to be rendered to the Chair and the Board, as requested but no less frequently than once every fiscal year, an account of the Schools' financial transactions and financial condition; (f) prepare or cause to be prepared any reports on financial issues required by an agreement on loans; and (g) have such other powers and perform such other duties as the Board may prescribe.

B. Election, Eligibility, and Term of Office:

Election: The Board shall elect the Officers annually at the Annual Meeting or a Regular Meeting designated for that purpose or at a Special Meeting called for that purpose, except that Officers appointed to fill vacancies shall be elected as vacancies occur. A formal vote of the Board of Trustees to accept all new Officers is required.

Eligibility: A Trustee may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the Chair.

Term of Office:

Each Officer Serves at the pleasure of the board, holding the office until resignation, removal or disqualification from service or until his/her term as Trustee has ended pursuant to Article III C (2).

C. Removal and Resignation:

The Board may remove any Officer, either with or without cause, at any time. Such removal shall not prejudice the Officer's rights, if any, under an employment contract. Any Officer may resign at any

time by giving written notice to the School, the resignation taking effect upon receipt of the notice or at a later date specified in the notice.

ARTICLE VIII. NON-LIABILITY OF TRUSTEES

The Trustees shall not be personally liable for the School's debts, liabilities or other obligations.

ARTICLE IX. OTHER PROVISIONS

A. Fiscal Year:

The fiscal year of the School begins on July 1 of each year and ends on June 30 of the following calendar year.

B. Execution of Instruments:

Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any Officer or agent of the Schools to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Schools. Such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent or employee shall have any power to bind the School by any contract or engagement, to pledge the School's credit, or to render it liable monetarily for any purpose or any amount.

C. Checks and Notes:

Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the School may be signed by the Director or Treasurer.

D. Construction and Definitions:

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Education Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both a school and a natural person. The captions and headings in these Bylaws are for reference, and convenience only are not intended to limit or define the scope or effect of any provisions.

F. Conflict of Interest:

Trustees will comply with the Commonwealth's state ethics requirements including, but not limited to, meeting all training requirements; comply with G.L. c. 268A, the conflict of interest law; filing all required disclosures under G.L. c. 268A; and filing all statements of financial interest in a timely fashion as required by G.L. c. 71, § 89(u). Failure to comply with state ethics requirements may result in removal of individual board members by the board of trustees or by the Commissioner of Elementary and Secondary Education.

The Board will comply with the state conflict of interest law, M.G.L. Chapter 268A. Trustees must disclose any financial interest or business transactions that they (or any immediate family member)

have in any charter school in Massachusetts or elsewhere with the state ethics commission, the Department of Elementary and Secondary Education, and the city town clerk within 30 days of joining the Board and by September 1 annually, including the year after service is completed (unless services is less than 30 days in that year).

Any Trustee, Officer, key employee, or Committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or Committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be adverse to the School's interest. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest policies requiring: (1) Regular annual statements from Trustees, Officers, and key employees to disclose existing and potential conflicts of interest; and, (2) corrective and disciplinary actions with respect to transgressions of such policies.

F. Complaint Procedure:

(1) Any parent, guardian, or other individuals or groups who believe that the School has violated or is violating any provision of M.G.L. c. 71, §89, or 603 CMR 1.00 may file a complaint with the Board.

(2) The Board shall respond in writing to the complaining party no later than 45 days from receipt of the complaint.

(3) The Board shall, pursuant to a complaint received under 603 CMR 1.09, or on its own initiative, conduct reviews to ensure compliance with M.G.L. c. 71, §89, and 603 CMR 1.00. The School and the specific individuals involved shall cooperate to the fullest extent with such review.

(4) A complaining party who believes that complaint has not been adequately addressed by the Board may submit the complaint in writing to the Commissioner of Elementary and Secondary Education, who shall investigate such complaint and make a written response.

(5) In the event that a School is found in violation of 89 M.G.L. c. 71, §89, or 603 CMR 1.00, the Commissioner of Elementary and Secondary Education, or the Board of Elementary and Secondary Education may take such action as it deems appropriate, including but not limited to suspension or revocation of the charter, or referral of the matter to the District Attorney, the Office of the Attorney General, or any other appropriate agencies for action.

(6) A parent, guardian, or other individuals or groups who believe that the Schools have violated or is violating any state or federal law or regulation regarding special education may file a complaint directly with the Department of Elementary and Secondary Education.

G. Interpretation of Charter:

Whenever any provision of the Bylaws is in conflict with the provisions of the Charter, the provisions of the Charter shall control.

ARTICLE. X AMENDMENT

A majority of the Trustees may adopt, amend or repeal these Bylaws. Each amendment recommendation is reviewed and discussed by the Board. The Board may accept the proposed amendment as submitted or make changes to the proposed amendment or combine two or more related proposals or reject any proposed amendment. The amendments shall be subject to the approval of the Board of Trustees and the Commissioner of Elementary and Secondary Education.

CERTIFICATE OF SECRETARY

The undersigned does hereby certify that the undersigned is the Secretary of the Hampden Charter School of Science, an educational organization duly organized and existing under the laws of the State of Massachusetts; that the foregoing Bylaws of said Schools were duly and regularly adopted as such by the Board of Trustees of said Schools; and that the above and foregoing Bylaws are now in full force and effect.

_____, Secretary

Dated: _____

