ARTICLE I

NAME: The name of the public school is

CODMAN ACADEMY CHARTER PUBLIC SCHOOL

LOCATION: The principal location of the school in the Commonwealth of Massachusetts shall be located at 637 Washington Street, Dorchester, Massachusetts, 02124. The Directors may change the location of the principal office in the Commonwealth of Massachusetts upon filing a notification with the Executive Office of the Education of the Commonwealth.

SCHOOL SEAL: The directors may adopt and alter the seal of the school.

FISCAL YEAR: The fiscal year of the School shall end on the last day of June in each year.

ARTICLE II

PURPOSE

1. To create, develop and operate a charter school, a public entity which operates independently of a school committee, pursuant to the Educational Reform Act of 1993 and Massachusetts General Law Chapter 71, Section 89.

2. In furtherance of said purpose, to exercise any and all other acts such as are permitted to a corporation organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts (or the corresponding provision of future laws).

ARTICLE III

MEMBERSHIP

1. There shall be one (1) class of members which shall consist of those persons serving from time to time as Trustees of the Corporation.

2. The original members of the corporation are those individuals elected by the incorporator and listed in Article VII b. of the Articles of Organization as officers and directors, hereinafter referred to as the Trustees of the Corporation [NOTE; For the purposes of the By-Laws, the term “director” as used in the Articles of organization shall by synonymous with the term Trustee.” The term “Executive Director” as used in these by-laws shall refer only to that individual hired by the Board of Trustees as the “administrator” of the school as generally defined in 601 CMR (Code of Massachusetts Regulations) 1.00 “Procedure for the Establishment of Charter Schools.”]

3. In addition to the right to elect Trustees as provided in Article IV, Section 7 and such other powers and rights as are vested in them by law, the articles of organization or these by-laws, the members shall have such other powers and rights as the Trustees may designate.
4. A member may be suspended or removed with cause by vote of a majority of the members then holding office as Trustees. A member may be removed for cause only after reasonable notice and opportunity to be heard.

5. A member may resign by delivering resignation to the President, Treasurer or Clerk of the Corporation to a meeting of the members or Board of Trustees, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

6. The provisions of these By-Laws will be applicable to Trustees and members alike.

ARTICLE IV

ANNUAL MEETING OF MEMBERS

1. The annual meeting of the members shall be held the 1st Tuesday of June each year, the hour and place to be determined by the President of the Corporation. If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these By-Laws except in this section – to the annual meeting of the members shall be deemed to refer to such special meeting.

2. There shall be not voting by proxy permitted at the annual meeting.

3. Current records of members by name and address will be kept by the Clerk of the Board of Trustees and also in the office of the Executive Director, unless designated otherwise by the Board of Trustees.

4. A notice signed by the President and stating the time and place of the meeting whether annual or special, shall be mailed to each member of the corporation and to all parents and faculty by notices postmarked not less than ten (10) days prior to the date of the meeting.

5. At any annual or special meeting of the members a majority of the members shall constitute a quorum for the transaction of business and the vote of the majority of the members represented and voting; but if at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and from place to place.

6. Every member of the corporation, in good standing, shall have the right and be entitled to one vote upon every proposal properly submitted to vote at any meeting of the corporation.

7. At the annual meeting of the Corporation, the members shall elect for a term of three (3) years the appropriate number of successor Trustees to the group of Trustees whose terms are expiring. Any Trustee whose first term is expiring and who wishes to serve a second term shall so notify the President at least three months before the date of the annual meeting his/her first term shall expire, and upon such notification shall be named nominee incorporated into the call of the annual meeting as set forth in paragraph 8 of this article.

8. At the annual meeting of the Corporation, the members of the Corporation shall elect Trustees by a majority of the votes cast. Nominations shall be made in writing to the Executive Director of the school (30) days prior to the date of the annual meeting. The Executive Director and any on trustees as he may appoint shall be encourage to seek candidates and nominations particularly from parents an sponsors of the children, and also from friends of the school, resources partners and such other sources as may be deemed appropriate. The names of all nominees shall be incorporated in the call to the annual
meeting. Nominations shall both be received from the floor. The terms of office of Trustees shall expire on 1st Tuesday in June, and the terms of office of the Trustees elected to replace them shall begin on 1st Wednesday in June, or in the event that the annual meeting occurs subsequent to 1st Tuesday in June, and the terms of office of the Trustees elected to replace them shall begin on Wednesday in June or in the event that annual meeting occurs subsequent to 1st Tuesday in June, the terms of office of Trustees shall expire on the date that successor Trustees are elected and the terms of office of the successor Trustees shall begin immediately upon their election. Trustees elected to fill vacancies shall begin to serve immediately upon their election by the Board of Trustees to fill the unexpired term.

9. The Executive Director shall automatically be an ex-officio member of the Board of Trustees by virtue of his/her position in the school. Ex-officio members shall be full voting members.

10. At the annual meeting for the members, parents, sponsors, or guardians of students currently enrolled a faculty currently employed shall be invited to hear annual reports of the Board, the Executive Director, and any committees of the Executive Director requested by him/her to report.

11. Meetings of members shall be held in accordance with Massachusetts general Laws. Chapter 30, Section 11A 1/2 commonly know as the Open Meeting Law.

ARTICLE V

BOARD OF TRUSTEES:

1. The government and direction of business of Codman Academy Charter School, Inc. shall be vested in the Board of Trustees, which shall have and may exercise all the powers of the corporation except those powers reserved to members by law, the articles of organization or these by-laws. The Board of Trustees shall be elected as provided for herein.

2. The Board of Trustees shall consisted of not less then five (5) and not more than seventeen (17) members. The Trustees shall be divided into three groups of approximately equal size, the terms of office of Trustees in each such group to expire each successive year.

3. The Board of Trustees shall have the power of appointment to fill any vacancy on the Board of Trustees. Such appointment shall be for the unexpired term of the member being succeeded.

4. A Trustee shall hold office for the term of which s/he is elected and/or appointed until his/her successor shall be duly elected or appointed and qualified except as may be otherwise provided in these by-laws.

5. The Board of Trustees shall actively pursue fund raising on an ongoing basis, with the objective of raising operating and capital funds through the solicitation of cash and in kind gifts and grants from parents, alumni, friends of the school, and from other potential donors and grantors, as well as through parent- and school-sponsored fundraising events.

6. All members of board of trustees shall sign a conflict of interest statement on an annual basis in compliance with the state conflict of interest law, M.G.L. Chapter 268A. Board members will 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 and the city clerk within 30 days of
joining the board and by September 1 annually, including the year after service is completed (unless service is less than 30 days in that year).

7. The Board of Trustees shall request the appointment of a trustee to the board only where the board has no reason to know that the trustee has a financial interest under M.G.L. c. 268A which may preclude a majority of the board from participating in deliberations or voting on certain matters that are expected to come before the board. The board must exercise due diligence prior to determining that a proposed trustee does not have such a financial interest.

8. 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). Individual board members are considered special state employees.

9. Any complaint filed with the Board of Trustees is directed to the Executive Director for an investigation and report to the board for any further action. If the complaint is made against the Executive Director, the President of the Board of Trustees shall undertake the investigation and report back to the board for any further action.

**ARTICLE VI**

**OFFICERS OF THE BOARD OF TRUSTEES:**

1. The officers of the Board of Trustees shall consist of a President of the board, Vice President, a Clerk who shall be a resident of the Commonwealth of Massachusetts, a 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 at the annual meeting of the Corporation.

3. The term of officers elected shall commence immediately and expire at the following annual meeting.

4. In the event of 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.

**ARTICLE VII**

**DUTIES OF THE OFFICERS OF THE BOARD OF TRUSTEES**

1. The President or the Vice President shall call meetings of the Board of Trustees. The President or the Vice President shall preside at all meetings or, in their absence, a President Pro Tempore shall be elected. The President or the Vice President shall have charge of the operation of the Corporation’s affairs, subject to the direction of the Board of Trustees.

2. The duties of the Vice President shall be to perform the duties of the President in the absence of the President.

3. The Clerk shall keep the minutes of all the Board meetings, shall attest to all documents of the Board, and shall be the custodian of the seal and the record books, papers and documents of the Corporation. Notice of the particular date of regular meetings shall be given to various Trustees in writing not less than five (5) prior to the meeting in accordance with Article V.
paragraph 2 of these By-laws. Copies of all Board minutes shall be given by the Clerk to each Board member at the beginning of each meeting. Whenever possible, the meeting agenda and minutes of the previous meeting will be mailed with the notice. The mailing of notices may be delegated or assigned to the Executive Director by the President of the Board.

4. The Treasurer shall keep full accounts of receipts or disbursements in books belong onto the Corporation and his/her agent shall deposit all monies in the name and to the credit of the Corporation in such depository, as shall be authorized by the Board. S/he shall render to the President and the Board such statements of the transactions and accounts as may be required of him/her. The Treasurer shall serve as an ex-officio member on any Finance Committee appointed by the Executive Director, and shall keep record 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 President or Treasurer may borrow money for the purpose of meeting school expense, and give a note or notes therefor and pledge such securities as may be necessary to secure such note or notes.

ARTICLE VIII
MEETINGS OF THE BOARD OF TRUSTEES:

1. The Board of Trustees shall meet at least four (4) times a year at quarterly intervals. If a quarterly meeting is not held as herein required, a special meeting may be held in place thereof with the same force and effect as a quarterly meeting and, in such cases all references in these By-laws – except in this section – to a quarterly meeting shall be deemed to refer to such a special meeting. Special meetings of the Board may be called at any time by the President and shall be called by him/her when requested in writing by three Trustees, who shall specify in their request the business for which they desire the meeting called.

2. At any regular or special meeting of the Board of Trustees, a majority of Trustees shall constitute a quorum for the transaction of business. The vote of the majority of Trustees present at any meeting shall prevail.

3. If any Trustee shall fail to attend two consecutive meetings of the Board without excuse and, after having been notified by the Clerk of such failure to attend, shall fail to present at the next regular meeting after such notification an excuse for said absence acceptable to the Board, said absent Trustee shall, in that case, be deemed to have resigned. However, the Board shall have the power to excuse the absence of any Trustee.

4. The Board of Trustees may from time to time appoint to the position of Honorary Trustee such individuals as they may designate. Honorary Trustees shall be entitled to attend and participate in all regular meetings of the Board but shall not be vested with the responsibility of trustees, nor vote, nor be counted toward a quorum.

5. Unless otherwise required by law, all motions, with the exception of amendments to the articles of organization or these by-laws, shall be passed upon a majority vote of the members present and voting.

6. There shall be no voting by proxy permitted at Board of Trustees meetings.

7. The annual meeting of the Board of Trustees shall be held directly following the annual meeting of the members.
8. All meetings of the Board of Trustees shall be held in compliance with the Massachusetts General Laws Chapter 30A Section 11A ½ commonly known as the Open Meeting Law.

9. The Board of Trustees may go into executive session for the purpose of discussing personnel matters.

**ARTICLE IX**

**EXECUTIVE DIRECTOR**

The Executive Director shall be hired by the Board of Trustees on 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 X**

**DUTIES OF THE EXECUTIVE DIRECTOR**

1. The Executive Director shall carry out the policies of the school and the decisions of the Board of Trustees as established from time to time by the Board. S/he shall be expected to anticipate the developing needs of the school and the community, both short- and long-term, and to interpret those needs and change for the Board. S/he shall be responsible for keeping the Board well informed on all matters pertaining to the school at all times. The Executive Director shall be an ex-officio member of all committees related to the school.

2. The Executive Director shall be the administrator and an education leader of the school. S/he shall have responsibility for the coordination of the academic and administrative operations of the school and subsidiary activities sponsored by the school. The Executive Director, working with the Treasurer, shall be responsible for the preparation of the annual budget.

3. At each regular meeting of the Board of Trustees, the Head of School shall make a report of the school, and an annual report of the school at the annual meeting of the Board of Trustees held on the 1st Tuesday of every June.

4. The Executive Director shall have the power to appoint committees and assign them such duties as s/he may deem necessary or advisable to advance the objectives and purposes of the school. The committees shall report to and advise the Executive Director who in turn shall report to the Board of Trustees. The Executive Director is encouraged to seek committee members from the Board of Trustees, faculty, parents and sponsors of the children enrolled in the school, friends of the school, resource partners and such other sources as may seem appropriate to him/her.

5. The Executive Director shall be responsible for coordinating the screening, interviewing, and hiring the full-time teaching and other school staff subject to approval of the Board of Trustees, and with the assistance of a hiring committee appointed by the Executive Director and the approval of the Treasury shall be responsible for hiring part-time teaching and staff at his/her own discretion.
ARTICLE XI

ADVISORS OF THE CORPORATION

The Trustees may designate certain persons or groups of persons as advisors of the Corporation 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 XII

EXECUTION OF PAPERS

Except as the Trustees may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two (2) of its officers, in whom one (1) is the President or Vice president and the other is the Treasurer or an Assistant Treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, by-Laws, resolutions or votes of the Corporation.

ARTICLE XIII

PERSONAL LIABILITY

The members, Trustees and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporation or other entities extending credit to, contacting with or having any claims against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim or for the payment, of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE XIV

NON-DISCRIMINATION

This Corporation declares that no candidate for admissions, personnel, or staff shall be denied because of gender, race, sexual orientation, creed, national origin, cultural heritage, religion, marital status, or disability.
ARTICLE XV

FISCAL YEAR

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

ARTICLE XVI

DISPOSITION OF ASSETS

Upon the dissolution for the Corporation, any assets remaining shall be disposed of in strict compliance with the requirements, Section 501(c)(3), or the Internal Revenue Code of 1986 or the corresponding provisions at that time.

ARTICLE VXII

AMENDMENTS

The Board of Trustees may amend these by-laws by a majority vote of all the members of the Board at any meeting of the Board, provide that notice of the proposed changes shall have been given at least fifteen (15) days before the meeting, or by unanimous waiver and consent in writing by all the members of the Board.

Dated this 6th day of December, 2011

____________________________  ______________________________
William Walczak, President    Meredith Hollis, Vice-President

____________________________  ______________________________
Margaret Mary Campbell, Ex-officio    Tyrone Latin, Clerk