

**MURDOCH MIDDLE CHARTER PUBLIC SCHOOL  
BYLAWS**

**Article 1 – General Provisions**

- 1.1 Legal Status** This organization is a public school chartered by the Commonwealth of Massachusetts pursuant to Massachusetts General Laws, Chapter 71, Section 89; the Board of Trustees is a public entity and the members thereof are considered public officials of Massachusetts.
- 1.2 Name and Purpose** The name of the organization is the Murdoch Middle Charter Public School (“the School”). As set forth in the Charter, the mission of the School is to provide students with a challenging, interdisciplinary education that will prepare them for the 21<sup>st</sup> century through an emphasis on holistic learning, higher order and critical thinking skills and practical application and integration of curriculum areas.
- 1.3 Place of Business** The principal place of business of the School shall be 40 Brick Kiln Road, Chelmsford, MA 01824.
- 1.4 Fiscal year** The School’s fiscal year end shall be the 30<sup>th</sup> day of June.

**Article 2 – Board of Trustees**

- 2.1 Number** The Board of Trustees (“the Board”) shall consist of an odd number of no fewer than seven (7) nor more than fifteen (15) trustees (“Trustees”). All Trustees shall have identical rights and responsibilities.
- 2.2 Characteristics** Board members shall be sought who reflect the qualities, qualifications and diversity determined by the Board.
- 2.3 Nomination** The Nomination Committee of the Board shall present names of potential Trustees at a regular meeting of the Board for election.
- 2.4 Election** Trustees shall be elected by a majority of the Trustees present at any regularly scheduled meeting of the Board. The Chair shall notify Trustees that they have been elected within ten (10) days of the election meeting, and the newly elected Trustees shall indicate their acceptance of election within sixty (60) days of the date of the notice. If a newly elected Trustee fails to give notice of acceptance within that period, the Trustees shall be considered to have declined election and the position will be regarded as vacant.
- 2.5 Terms** Trustees shall serve a term of no more than three years (3) from the date of their appointments, or until their successors are seated. A full three-year term shall be considered to have been served upon the passage of three (3) Annual Meetings, except as outlined below in Section 2.8. After election, the term of a Trustee may not be reduced, except for cause as specified in these bylaws. Trustees are eligible to vote at the first board meeting following their approval by the Massachusetts Department of Education.
- 2.6 Term Limits** Trustees are limited to serving no more than two (2) consecutive terms without taking at least a one-year sabbatical from serving on the Board. Fulfilling an incomplete term is not considered part of the term limit.

- 2.7 Staggering** Trustees terms shall be staggered so that one-third (or an approximate thereof) of the Trustees' terms expire each year.
- 2.8 Vacancies** Any vacancy occurring in the Board and any position resulting from an increase in the number of Trustees may be filled, upon recommendation by the Nomination Committee, by the affirmative vote of the majority of the seated Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. The term of office for a new Trustee resulting from a decision to increase the number of trustees will be determined by the Board in accordance with maintaining a balance of staggered terms.
- 2.9 Resignation** A Trustee may resign at any time by filing a written resignation with the Chair of the Board.
- 2.10 Removal** The Board may remove any Officer or Trustee with or without cause by two-thirds (2/3) vote of the entire Board of Trustees at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Trustee proposed for removal at least ten (10) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Trustee shall be given an opportunity to be heard, and the matter shall be considered by the Board at the time and place mentioned in the notice.
- 2.11 Responsibilities** Trustees shall:
- (a) receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of their duties on the Board in accordance with the school's policies.
  - (b) serve the School with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally.
  - (c) be bound by all policies of the School and the Board.
  - (d) have no direct or indirect financial interest in the assets or leases of the School; any Trustee who individually or as part of a business or professional firm is involved in the business transactions or current professional services of the School shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.
- Since the Board holds the charter from the Commonwealth, Trustees are responsible for ensuring that the School
- (e) complies with all applicable laws and regulations,
  - (f) is an academic success, organizationally viable, and faithful to the terms of its charter and earns charter renewal.
- 2.12 Powers** The following powers are exclusively delegated to the Board:
- (a) To adopt, amend or repeal the Bylaws of the School. Any changes to the Bylaws shall not take effect, however, until approved by the Department of Education.
  - (b) To amend the material terms of the School's charter (contingent upon approval by the Department of Education), and submit charter amendments to the Commonwealth.

- (c) To determine the general policies of the School in accordance with the School’s charter, and to see their faithful execution.
- (d) To manage the financial affairs of the School as to ensure the School’s financial stability and the continued integrity of its academic programs, including the power to borrow and incur indebtedness for the purposes of the School, and to approve its annual operating and capital budgets.
- (e) To select, appoint, or remove the Director, and to set the terms and conditions of his/her employment.

**Article 3 – Officers**

**3.1 Officers**

There shall be four (4) elected Officers of the Board: a Chair, a Vice Chair, a Clerk, and a Treasurer.

The Chair shall prepare the agenda and be responsible for disseminating necessary documents to be discussed at regular meetings of the Board; he/she shall chair all meetings of the Board.

The Vice Chair shall take on the responsibilities of the Chair in his/her absence.

The Clerk shall take all minutes of Board meetings and keep the non-financial records of the Board. The Clerk shall also be responsible for posting notices of meetings in accordance with applicable policies, laws and regulations.

The Treasurer shall keep all financial records of the Board, ensure that all applicable regulatory filings are made, and sign checks as appropriate.

**3.2 Election**

Any Trustee may nominate or be nominated for an Officer position. The election of the Officers will occur at the Annual Meeting of the Board.

**3.3 Terms**

The Officers shall take office at the close of the meeting at which they are elected and the term of office shall be one year, or until their successors assume office. A Trustee may serve more than one (1) term in the same office, but not more than two (2) consecutive terms in the same office.

**3.4 Vacancies**

In the event that the office of Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of Vice Chair, Clerk, or Treasurer becomes vacant, the Chair shall appoint interim Officers to full such vacant offices until the next scheduled Officer election.

**Article 4 – Meetings**

**4.1 Number and Schedule**

There shall be at least one (1) regular meeting of the Board held each month during the school year, and at the discretion of the Chair during the summer vacation months. An annual meeting (“Annual Meeting”) shall be held at the meeting of the Board that is regularly scheduled for June of each year, or at any other time that the Board shall designate.

**4.2 Special Meetings**

Special meetings of the Board may be called by the Chair or by a majority of the Board filing a written request for such a meeting with the Chair and stating the object, date, and hour therefore, due notice having been given each Trustee two (2) calendar days prior to the meeting.

- 4.3 Quorum** One-half of the Trustees then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board, except where otherwise required by these Bylaws.
- 4.4 Format** The Board shall select its own meeting format allowed by the laws of the Commonwealth of Massachusetts. All meetings will comply with the Open Meeting Law.
- 4.5 Notice** Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings, and summaries of issues to be voted upon shall be circulated to all Trustees at least two (2) days prior to the meeting. All meetings of the Board require that notice be given of the time, date and location of each meeting in accordance with the Open Meeting Law (MGL Ch. 30a, Section 11a1/2). Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting also shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 4.6 Records** The Board will maintain a record of every meeting including the date, time and location of the meeting, the Trustees present or absent, and all action taken at the meeting, including formal votes taken. These records shall comply with the Open Meeting Law.
- 4.7 Proxies** Voting by Trustees by proxies shall not be permitted.
- 4.8 Alternates** An absentee Trustee may not designate an alternate to represent him/her at a Board meeting.
- 4.9 Actions** Unless otherwise specified in these Bylaws, a majority of those voting (assuming quorum) at any meeting shall be required to take action.

## **Article 5 – Staff**

- 5.1 Director** The Board shall have the responsibility to appoint a Director who, subject to the control of the Board, shall be the chief executive officer of the School and supervise and control all of the business and affairs of the School. The Director shall be appointed by the Board to serve, on an at-will basis, at the pleasure of the Board, provided that the Director may be engaged to serve for a term of years subject to such terms and conditions as the Board shall adopt. The Director shall, in accordance with the policies established from time to time by the Board, appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of all agents and employees of the School. In the event of the absence of the Director or said person's disability to act, the Board will appoint an Interim Director.
- The Board may delegate to the Director the ability to sign checks up to \$2,500. Expenditures above that amount may not be segregated for the purposes of avoiding this requirement. Expenditures above that amount require the signature of either the Treasurer or Chair.

## **Article 6 – Committees**

- 6.1 Committees** The Board shall establish committees at it may deem necessary. The Chair shall appoint Trustees to the committees. Committees may be composed of Trustees or community members, or both. The Board may prescribe the need and/or the composition of such committees. All committees shall be chaired by a Trustee.
- 6.2 Standing Committees** The Board shall establish the following standing committees:
- (a) Finance Committee, which shall have oversight of the School’s financial affairs and work with the School Director to develop an annual budget. The Chair and Treasurer will automatically be members of this committee.
  - (b) Development Committee, which shall coordinate resource development and fundraising efforts.
  - (c) Auditing Committee, which shall order the annual audit, selects the external auditors, and reviews the internal financial controls of the School.
  - (d) Nominating Committee, which shall identify, recruits and nominates persons to serve as Trustees and provide development opportunities for the Board. The duties of the Nominating Committee shall be to:
    - (i) study the qualifications of candidates and present a slate of the best qualified for vacant Trustee positions on the Board;
    - (ii) recommend candidates to the Board to fill vacancies that arise outside of the regular nominating process;
    - (iii) provide orientation to nominees and newly elected Trustees
- 6.3 Committee Governance** Standing committees may adopt rules for their own governance and procedures not inconsistent with law, these bylaws, or the policies adopted by the Board.
- 6.4 Committee Meetings** All meetings of committees require that notices be given in accordance with the Open Meeting Law. Further, a record of all such meetings shall be kept.
- 6.5 Advisory Councils** The Board may appoint persons to an Advisory Council to advise the Board and School on relevant matters.

## **Article 8 – Compensation and Liability**

- 8.1 Compensation** No Trustee shall receive any compensation for services rendered as a Trustee. A Trustee may, if authorized by the Board, be reimbursed for necessary expenses reasonably incurred in the performance of duties as a Trustee.
- 8.2 Personal Liability** The Trustees shall not be personally liable for any debt, liability or obligation of the School. All persons, corporation or other entities extending credit to, contracting with or having any claim against the School may look only to the funds and property of the School for the payment of any such contract or claim, or of any debt, damages, judgements or decree, or of any money that may otherwise become due or payable to them from the School.

### **8.3 Indemnification**

The School shall, to the extent legally permissible, indemnify each of its Trustees, employees and volunteers against all liabilities and expenses reasonably incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which he/she may be threatened, while in office or thereafter, by reason of his/her having been such a Trustee, employee or agent, provided, however, that no indemnification shall be provided to such indemnified individual with respect to any matter in which such individual shall have been finally adjudicated in any proceeding (I) to have breached the individual's duty of loyalty to the School, (ii) not to have acted in good faith in the reasonable belief that such individual's action was 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 individual derived improper personal benefit; and further provided that any compromise or settlement payment shall be approved by the School in the same manner as provided below for the authorization of indemnification.

## **Article 9 – Bylaws**

### **9.1 Bylaws**

These Bylaws shall become effective upon adoption by the Board.

### **9.2 Amendments**

These Bylaws may be amended at a regular meeting by a two-thirds vote of all Trustees then in office, provided that notice of the proposed amendment, together with a copy thereof, is mailed to each Trustee at least fifteen (15) days prior to the meeting at which the amendment is to be considered. Amendments to these Bylaws shall become effective immediately upon their adoption or at such later time as specified in the amendment, contingent upon approval by the Department of Education.