

***THE LOWELL MIDDLESEX ACADEMY CHARTER SCHOOL***

**BY-LAWS**

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**ARTICLE I**

**NAME, LOCATION AND PURPOSE**

Section 1. Name

The legal name of the charter school shall be The Lowell Middlesex Academy Charter School (hereinafter referred to as the LMACS) under which name its business and affairs shall be conducted.

Section 2. Location

The principal office of the LMACS shall be located at 67 Middle Street, Lowell, Massachusetts, but may be changed from time to time by a majority vote of the Board of Trustees to another location in the Lowell, Massachusetts area.

Section 3. Purpose

The purpose of the LMACS shall be: 1) To organize, operate and maintain a charter school for youth pursuant to Massachusetts General Laws, Chapter 71, Section 89 and the regulations promulgated thereon and in furtherance thereof; 2) To develop and operate a public school dedicated to innovative learning and assessment; 3) To provide a nurturing, academically challenging environment for at-risk youth to ensure, to the extent possible, high school completion and success in post secondary education and/or entry into the work force; 4) To enable students to achieve academic, social and career success by providing a supportive community that identifies, encourages and develops each student's interests and abilities; 5) To provide the parents and students with greater options in choosing schools within and outside their school districts; 6) To provide teachers with a vehicle for establishing schools with alternative, innovative methods of educational instruction and school structure and management; 7) To encourage performance-based educational programs and; 8) To hold teachers and school administrators accountable for student's educational outcomes.

Section 4. The Board of Trustees

The members of the LMACS shall consist of the Trustees.

**ARTICLE II**  
**OFFICERS AND BOARD OF TRUSTEES**

Section 1. Officers

The members of the LMACS shall consist of the Trustees,

- (a) President
- (b) Treasurer
- (c) Clerk
- (d) A Board of Trustees consisting of not less than nine (9) or more than twenty (20) members.

Section 2. Board of Trustees, Membership

The members of the LMACS Board of Trustees shall include the President of Middlesex Community College. Furthermore, whereas Middlesex Community College (MCC) serves as the Fiscal Agent for the LMACS, the MCC Chief Financial Officer shall also be a member of the Board of Trustees as Treasurer. And to the extent possible, the members of the LMACS Board of Trustees shall also include a LMACS student(s), LMACS parent(s) and one (1) LMACS alumni. The remainder may include Middlesex Community College personnel and the Greater Lowell community and business representatives. The Board should reflect the ethic and social diversity of the LMACS student body.

Section 3. Term

The Board of Trustees shall be elected at the Annual Meeting to hold office for terms not to exceed more than five (5) years or less than two (2) years, provided said terms may be renewed, or until their successors are duly elected and qualified; provided further, except as otherwise provided herein, no trustee shall serve for more than ten consecutive years.

Section 4. Powers

In accordance with M.G.L. Chapter 7, Section 89, "The board of trustees of a charter school shall be deemed to be public agents authorized by the commonwealth to supervise and control the charter school." The Board of Trustees shall to the extent permitted by applicable provisions of these By-Laws, have and exercise, in conjunction with the Executive Director and School Based Management Team, control and management of the business and affairs of the LMACS with an overall focus on governance over management. The responsibilities of the LMACS Board include the establishment of the curriculum, creation and approval of school, student and staff policies, including

the power to adopt, amend or repeal the By-Laws, the hiring, dismissal and oversight of the management of the charter school, and approval of the budget.

#### Section 5. Vacancies

Except as hereinafter provided, any vacancy in the office of Trustees may, but need not, be filled. In case of any such vacancy, a successor Trustee may be elected to serve for the balance of the unexpired term by the affirmative vote of not less than a majority of the Trustees for the time being in office; provided however, that if vacancies would result in fewer than the minimum number of Trustees, such vacancies shall be filled by a majority vote of the remaining members of the Board of Trustees.

(a) Before any vacancy is filled, other than at a regular, annual meeting, members of the Board of Trustees shall be advised in writing of the vacancy or vacancies and have not less than fifteen (15) days prior to the date at which such vacancy shall be filled to make nominations to be included in any balloting at such meeting.

#### Section 6. Removal

Any Trustee may be removed by the affirmative vote of three quarters of the Trustees for the time being in office. Any Trustee will automatically be removed from office after being absent unnecessarily from the meetings and business of the Trustees for three (3) months successively.

#### Section 7. Resignation

Any Trustee or Officer may resign at any time by delivering his/her resignation in writing to the President of the Board or the Clerk or to the LMACS at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

#### Section 8. Annual Disclosure

Each member of the Board of Trustees shall annually file the disclosure required by Chapter 7, Section 89 of the Massachusetts General Laws.

#### Section 9. Duties of the Board of Trustees

The duties of the Board of Trustees include the following:

- (a) To serve the school with duty, loyalty and care;
- (b) To abide by the school's Code of Conduct, Conflict of Interest, and Confidentiality policy statements;

- (c) To disclose any financial interest, direct or indirect, in business transactions of the school;
- (d) To comply with all laws and regulations applicable to members and Boards;
- (e) To participate and support the school; and
- (f) To acknowledge that the Board holds the charter from the state and is therefore responsible for ensuring that the school complies with all applicable laws and regulations as well as ensuring that the school is an academic success, organizationally viable, faithful to the terms of its charter, and earns charter renewal.

**ARTICLE III**  
**OFFICERS**

Section 1. President

The President of Middlesex Community College shall act as President of the Board of Trustees. In the case of his/her absence or inability to act at any meeting he/she will appoint a designee who shall preside at the meetings of the Board of Trustees and shall perform all other duties imposed on him/her by law or by resolution of the Board of Trustees. In accordance with Article II, section 4, such duties shall include:

- a. Appointment and supervision of the Executive Director who will be primarily responsible for the daily management of the LMACS;
- b. To propose an annual program plan and an operating budget for the approval of the Board of Trustees;
- c. To authorize and oversee the disbursement and administration of funds under the approved operating budget and arrange an annual external accounting audit of all LMACS accounts;
- d. To provide office space and administrative support for the Board of Trustees as funded under the annual budget; and
- e. To represent as its primary spokesperson for LMACS for external constituencies.

Section 2. Treasurer and Clerk

The Board of Trustees shall elect from its members a Clerk. The Clerk shall be elected at the annual meeting and shall hold office for a term of two (2) years, or until a successor is elected and qualified and the Clerk shall be eligible for election to serve successive two year terms.

The Treasurer shall receive and hold all deeds, certificates or other evidences of property belongings to the Corporation. The Treasurer shall keep correct and complete records of account,

showing accurately, at all times, the financial condition of the corporation. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables that may, from time to time, come into the possession of the Corporation. The Treasurer shall make a detailed report to the Board at each meeting, following the end of the fiscal year of the Corporation and at such other times as the Trustees may require, which report shall show the financial condition of the Corporation. The Treasurer may be required to furnish bond in such amounts as shall be determined by the Board of Trustees.

The Clerk shall keep a record of the proceedings of the Board of Trustees, and shall have the custody of the corporate books and papers. The Clerk shall give notice to the Trustees of the meetings of the Board.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Trustees for all or part of the unexpired term or for a new two-year term. The election of such officer, or of a successor in case of vacancy, shall be by the affirmative vote of not less than a majority of the Trustees for the time being in office.

Each officer shall, subject to these By-Laws, and in addition to the duties and powers herein set forth, have such duties and powers as are commonly incident to that office and such duties and powers as the Trustees may from time to time designate.

#### **ARTICLE IV**

#### **MEETINGS OF THE BOARD OF TRUSTEES**

##### Section 1. Annual Meeting

The Board of Trustees shall hold an annual meeting each year upon such day as may be determined in each year by the President or by the Board of Trustees.

##### Section 2. Regular Meetings

The Board of Trustees shall meet at least quarterly.

##### Section 3. Special Meetings.

Special Meetings of the Board of Trustees may be held when called by the President, or by one or more of the Trustees, stating the time and place of the meeting and the business to be transacted. Notice of the time and place of any special meeting shall be given in writing not less than

five or more than ten days before the meeting. The notice shall briefly specify the purpose of such a meeting.

#### Section 4.

All meetings of the Board are subject to Massachusetts General Laws, MGL C.30A s.11A 1/2, the so-called Open Meeting Law, which requires that public notice be given of the date, time and location of all meetings.

#### Section 5. Quorum

Except as otherwise specifically required by law or by these By-Laws, a majority of the Board of Trustees then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Trustees and, at any meeting at which a quorum is present, a majority vote of the Trustees present, shall be sufficient to authorize any corporate action. A majority of those present, although less than a quorum may adjourn the meeting from time to time and such meeting may be held as adjourned without further notice.

#### Section 6. Action by Vote

When a quorum is present at any meeting, a majority of the trustees present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or the by-laws.

#### Section 7. Vote of Interested Trustees

(a) A Trustee who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other Trustees acting upon or in reference to such contract or transaction. No Trustee so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Trustees shall be required before the corporation may enter into such contract or transaction.

(b) In case the corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its trustees is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such Trustee or Trustees have or may have interests therein which are or might be adverse to the interests of the corporation. No Trustee or Trustees having disclosed such

adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Trustee or Trustees be accountable for any gains or profits to be realized thereon.

Section 8. Reports

Minutes of all proceedings of the Board of Trustees shall be maintained and copies thereof shall be distributed to each member of the Board of Trustees for approval. All records must be kept and adopted in accordance with Open Meeting Law, including the time, date, and location of the meeting, the members present or absent, and all action taken at the meeting including formal votes taken.

**ARTICLE V**  
**SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS**  
**OF THE CORPORATION**

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

**ARTICLE VI**  
**COMMITTEES**

Section 1. Standing Committees

The Standing Committee of the LMACS shall be the Finance Committee and such other standing Committee as may be approved by the Board of Trustees.

Section 2. Finance Committee.

At the annual meeting the Board of Trustees shall appoint a Finance Committee to consist of the Treasurer, who shall act as Chairperson, and not fewer than two other persons who need be Trustees. Subject to this minimum, the numbers of the members of the Finance Committee may be increased or decreased, and new members may be appointed by the Board of Trustees at any meeting. The Finance Committee shall advise and direct the Treasurer in regard to the investment of the School funds and

shall report to the Board of Trustees on this subject at the Annual Meeting and at any other time or times upon request of the Board of Trustees or the Executive Committee.

### Section 3. Nominating Committee

(a) At the Annual Meeting, or as otherwise determined by the Board, a Nominating Committee of three (3) persons shall be established by the Board. It shall have the duty and responsibility to suggest a slate of trustee candidates to present to the membership for election at the regular Annual Meeting.

(b) The Nominating Committee shall seek to nominate those who can best provide effective and dynamic leadership. In that evaluation, they may consider all relevant factors, including standing in the community and past contributions to LMACS.

(c) Before submitting any name for a vote, the President and his/her designee shall call for nominations from the floor. Any nomination proposed and seconded shall be added to the list of candidates for election.

(d) A majority of all votes cast shall be necessary to determine the choice of any Trustee elected.

### Section 4. Members

The President shall designate one member of each Standing Committee as Chairperson of the Committee.

### Section 5. Other Committees

The Board of Trustees may create and establish such other committees as the members shall from time to time determine. The Board may also, at its discretion, discontinue any such Committee. The duties and functions of such Committees shall be determined by the Board of Trustees.

### Section 6. Every Committee

Every Committee, however appointed or constituted shall have at least one (1) Trustee on its Board.

### Section 7. Task Forces

Task forces for any purposes may be appointed by the President.

Section 8. Quorum

A majority of any Committee shall constitute a quorum for the transaction of business, and at any meeting at which a quorum is present, a majority of those present shall determine all matters brought before the meeting.

Section 9. Report

Minutes of all proceedings of each Committee shall be maintained and copies thereof shall be distributed to each member of the Board of Trustees after such minutes shall have been approved by the Committee.

Section 10. Records

The records of all Committee meetings must be kept and maintained in accordance with the Open Meeting Law.

**ARTICLE VII**  
**PERSONNEL**

Section 1. Executive Director

The Executive Director shall be appointed by the Board of Trustees. The internal government of the LMACS shall be under the Executive Director and School Based Management Team's control. The Executive Director regulates the sessions, vacations, and course of study of the school, and shall make a report of the general condition of the School to the Trustees, annually or more often if required.

Section 2. Faculty and Staff

The Faculty and Staff of the School and all other employees shall be appointed by the Executive Director, subject to the approval of the Board of Trustees.

Section 3. Salaries

The salaries of all the Faculty shall be fixed by the Executive Director subject to the approval of the Board of Trustees.

**ARTICLE VIII**  
**INDEMNIFICATION**

The LMACS shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as trustee, director, officer or committee member of the LMACS against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the LMACS; and provided further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the LMACS, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the LMACS of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation if he acted in good faith in the reasonable belief that his action was in the best interest of such subsidiary or organization or of the participants or beneficiaries or other persons with interests in, such subsidiary or organization to whom he had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a Trustee of the corporation approves the payment of indemnification, such Trustees shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the Trustees consisting of persons who are not at that time parties to the proceedings, or (2) by a majority vote of a Committee of one or more Trustees who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection Trustees who are parties may participate); or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the trustees or in the manner specified in clauses (1) or (2) of subparagraph (i); or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the Trustees have otherwise acted in accordance with the applicable legal standard of conduct.

Any indemnification or advance of expenses under this section shall be paid promptly, and in any event within 30 days, after the receipt by the corporation of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this section shall be a contract right inuring to the benefit of the trustees, directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such trustee, director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a trustee, director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the trustees, directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation. .

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such trustee, director, officers or other persons may be entitled. Nothing contained in this section shall affect any rights to indemnification to which corporation employees or agents, other than trustees, directors, officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

**ARTICLE IX**

**SEAL**

The seal of the LMACS shall be circular and shall have inscribed thereon the name of the LMACS, the year of its incorporation, and the word "Massachusetts".

**ARTICLE X**

**FISCAL YEAR**

The fiscal year of the LMACS shall be from July 1st to June 30th.

**ARTICLE XI**

**FISCAL AGENT**

Subject to all rules and regulations of The Commonwealth of Massachusetts, Middlesex Community College shall act as the Fiscal Agent for the LMACS. As Fiscal Agent, Middlesex Community College will serve as the administrative vehicle that will process any and all financial documents according to its existing internal control guidelines.

**ARTICLE XII**

**ORDER**

Parliamentary procedure at any and all meetings of the Board of Trustees, standing committees and such other committees as may be hereinafter created, shall be maintained in accordance with Robert's Rules of Order (Newly Revised Edition).

**ARTICLE XIII**

**GENERAL PROVISIONS**

All matters not specifically mentioned herein shall be governed and controlled by the laws of the Commonwealth of Massachusetts.

**ARTICLE XIV**

**DISCRIMINATIONS**

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.

**ARTICLE XV**

**AMENDMENTS**

Subject to approval of the Board of Education, these By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by a 2/3 vote of the full membership of the Board of Trustees then in office, at any meeting called for the purpose the notice of which shall give the substance of the proposed change or indicate the Article to be affected thereby.

**ARTICLE XVI**

**DISSOLUTION**

The Corporation may be dissolved by the members of the corporation, at a meeting duly called for such purpose. In the event of such dissolution, and except as may be otherwise provided by law and these by-laws, all property of the corporation, personal and real, which shall remain after satisfaction of its obligations, may be converted and shall be distributed as the members in the exercise of their judgment may direct, but only to and among such organizations in the Commonwealth of Massachusetts as shall be organized and operated exclusively for charitable, education purposes, and as shall not carry on propaganda or otherwise attempt to influence legislation or participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, and as shall be exempt from taxation pursuant to the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as from time to time amended, or any statute successor thereto.

Bylaws Adopted 7/95

Bylaws Amended 1/07

Bylaws Amended 9/09