



## **Bylaws of the Chesapeake Charter School Alliance**

BYLAWS OF Chesapeake Charter School Alliance, Ltd.

### **ARTICLE I - NAME, PURPOSE**

Section 1: *Name:* The name of the organization shall be Chesapeake Charter School Alliance, Ltd.

Section 2: *Purpose:* The Chesapeake Charter School Alliance is organized exclusively for charitable, scientific and educational purposes, more specifically:

- to carry out and fulfill the provisions of the Legal Agreement (The Charter Agreement and Application) between Chesapeake Charter School Alliance, Ltd. (herein after called the "Alliance") and the Board of Education of St. Mary's County, Maryland (collectively referred to as "The Parties") and as signed in March 2006, and periodically amended and/or renewed by the Parties.
- to engage in informational activities to increase public awareness of the Chesapeake Public Charter School ("CPCS") and to promote understanding of the vision of the Chesapeake Public Charter School.
- to conduct fund-raising activities solely for the financial support of the Chesapeake Public Charter School.
- to solicit and accept grants, donations and charitable contributions from various sources for such funding (including foundations and charitable and governmental agencies, businesses and individuals) to be maintained in accounts of the Alliance and used solely for the educational and charitable purposes of the Alliance and the financial support of the Chesapeake Public Charter School and not for any individual or commercial purposes.
- to act as the governing body (herein after called the "Board") of CPCS.

### **ARTICLE II - MEMBERSHIP**

Section 1: *Eligibility for membership:* Any individual or family interested in and committed to the purpose of the Alliance is eligible for non-voting membership. This includes, but is not limited to, all parents of students attending Chesapeake Public Charter School, all teachers, faculty, staff and administrators of Chesapeake Public Charter School, community members, and all other interested parties.

Section 2: *Voting members:* Any eligible member who pays the annual dues will be a voting member of the Alliance. Continued voting membership is contingent upon being up-to-date in the payment of annual dues. Dues for the current fiscal year shall be due by 5 days prior to the date of the Annual Town Hall Meeting.

Section 3: *Annual dues*: The amount required for annual dues shall be \$5 for each family unit or staff member. This amount may be amended by a majority vote of the Board.

Section 4: *Rights of members*: All members have the right to attend and participate at all members' meetings, including discussion of matters important to the vision and mission of the school. Members may actively participate as volunteers and chairs in Standing Committees or task forces that are integral to the operation of the school. However, only voting members may vote and stand for election to the Board of Directors. Such votes must be cast in person at any meeting, annual or special, for Board elections and on other such matters that the Board chooses to put for a vote by the membership.

### ARTICLE III - MEETINGS OF MEMBERS

Section 1: *Town Hall Meetings*: Town Hall Meetings are public meetings regularly scheduled during a school year for the general membership as defined above. These meetings shall be scheduled from time to time by the Board. Town Hall Meetings are open to the public unless otherwise specified. Town Hall Meetings are an opportunity for the general membership to generate ideas, improve the mission and vision of the CPCS, and discuss issues and concerns pertinent to the school's educational objectives. The Chair of the Board or his or her designate will conduct Town Hall Meetings. There shall be a minimum of one Town Hall Meeting each year called the Annual Town Hall Meeting.

Section 2: *Annual Town Hall Meetings*: The regular Annual Town Hall Meeting shall be held during September, with the date set by the Board who shall also set the time and location within St. Mary's County, Maryland. The business to be transacted at the Annual Meeting shall include the election of directors, consideration and action upon the report of directors, fixing the dates of the following school year's town hall meeting(s), and any other business consistent with the notice of meeting and brought forward by the Board.

Section 3: *Special Meetings*: Special meetings may be called by the Chair or the Executive Committee.

Section 4: *Notice of meetings*: Notice of each meeting shall be given to members, not less than ten days before the meeting.

Section 5: *Quorum*: A minimum of ten percent of eligible Voting Members present at any properly announced meeting shall constitute a quorum.

Section 6: *Voting*: All issues brought forward by the Board requiring a vote shall be decided by a simple majority of those members eligible to vote who attend the meeting. Voting privileges of Members shall consist of one vote per family unit or one vote per staff member.

### ARTICLE IV - BOARD OF DIRECTORS

Section 1: *Board Role, Size, Compensation*: The Board is responsible for overall policy and direction of the Alliance. The Board shall have up to 11 and not fewer than 7 members. The CPCS Education Director and Academic Dean shall serve on the Board, ex-officio and non-voting. The President of the Student Council may serve on the Board, ex-officio and non-voting. At least one (1) board member but no more than two (2) will be a CPCS staff member or family member/significant other of a staff member, at least one (1) board member will be the parent/guardian of a student enrolled at CPCS, and at least one (1) board member will be an at-large community member. Board members receive no compensation other than reasonable expenses.

Section 2: *Meetings*: The Board shall meet at least 4 times per calendar year, at an agreed upon time

and place.

Section 3: *Special Meetings*: Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member.

Section 4: *Notice*: An official Board meeting requires that each Board member have notice one week in advance.

Section 5: *Election of Board Members*: Election of new directors or reelection of current directors (with the exception of the Staff Board Member as outlined in Article IV Section 7 and the General Membership Board Member as outlined in Article IV Section 8) will occur at a Board Meeting in June. The slate of directors, as prepared by the Nominating Committee will be voted in by the current Board. The new directors shall be announced at the Annual Town Hall Meeting.

Section 6: *Terms*: All Board Members except the Staff Board Member and the General Membership Board Member shall serve 3 year staggered terms so that no more than 4 Directors shall change in any given year. There is a limit of two consecutive terms during which a Board member may serve. Following a one-year break from service, former Board members are again eligible to be candidates for re-election to the Board.

Section 7: *Election and Terms of the Staff Board Member*: The CPCS staff board member will be elected to the board by the staff of CPCS each spring prior to the June Alliance Board Meeting. The Staff Board Member will serve a one year term. The Staff Board Member is eligible for reelection to no more than 3 consecutive terms. Following a one-year break from service, such Staff Board Members are again eligible to be candidates for reelection to the Board. The Staff Board Member will serve in one of the unaffiliated board member roles, but may be chosen to chair committees, subcommittees or task forces as desired. A second staff member who desires to serve on the Board will submit his/her name as a nominee to the Nominating Committee and will go through the regular process. Staff Board Members shall not be eligible to serve as officers due to conflict of interest.

Section 8: *Election and Terms of the General Membership Board Member*: The general membership will be responsible for electing at least one board member who will be a voting member of the Alliance. This election will occur in the fall prior to or at the Annual Town Hall Meeting. The General Membership Board Member shall serve a one year term and is eligible for reelection to no more than 3 consecutive terms. Following a one year break from service, such General Membership Board Members are again eligible to be candidates for reelection to the Board.

Section 9: *Quorum*: A quorum must be attended by at least 51 percent of the Board members before business can be transacted or motions made or passed, but if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period exceeding ten days at any one time or thirty days in all, without notice other than by announcement at the meeting, until a quorum shall attend, if motions must be passed.

Section 10: *Officers and Duties*: There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Officers shall serve one year terms. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order:

Vice-Chair, Secretary and Treasurer. The Chair will not preside over any Board of Directors elections at the Annual Town Hall Meeting. The Chair is Chair of the Executive Committee.

The Vice-Chair will chair committees or task forces on special subjects as designated by the Chair or the Board of Directors. The Vice-Chair will fill in for the Chair when needed.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary shall maintain a database of voting members of the Alliance. The Secretary shall perform such other duties as may be assigned to him or her by the Chair or by the Board of Directors.

The Treasurer shall have the general supervision over the CPCS and Alliance finances. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer shall perform such other duties as may be assigned to him or her by the Chair or the Board of Directors.

Section 11: *Election of Officers*: New officers, , shall be elected every year by the newly formed Board at the Board meeting in July. To be eligible to be Chair, a Board Member will have completed one year's service on the Board.

Section 12: *Vacancies on the Board*: When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Nominating Committee two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term. In the event that an officer is unable to perform the assigned duties, that officer will notify the Chair and another board member will be appointed to fill the officer's position for the remainder of the term.

Section 13: *Resignation, Termination and Absences of Board Members*: Resignation from the Board must be in writing and received by the Chair. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 14: *Informal Action by the Directors*: Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if all Members of the Board sign a written consent to such action and such consent is filed with the minutes of the Board.

Section 15: *Telephone/Electronic Conference*: Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications if all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 16: *Conflict of Interest*: Any director, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest is an interested person. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination

of a conflict of interest or the action for which a conflict exists is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. The attached Conflict of Interest Policy provides further details.

Section 17: *Indemnification*: To the maximum extent permitted by the Maryland General Corporation Law as from time to time amended (the “MGCL”), the organization shall indemnify its currently acting and its former directors, officers, agents and employees against any and all liabilities incurred in connection with their services in such capacities, and shall advance expenses on a current basis to the maximum extent permitted by the MGCL.

## ARTICLE V - COMMITTEES

Section 1: *Committees*: The Board may create committees as needed. Each committee will have a Board Member appointed as liaison by the Board Chair. Committee chairs and members will serve one-year terms. Committees make recommendations to the Board. Each committee will create a statement of purpose which will be reviewed annually by the committee. In addition to those committees listed in Sections 2 – 4 below, standing committees include but are not limited to the following:

- Fundraising
- Public Relations and Outreach
- Community

Section 2: *Executive Committee*: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: *Finance Committee*: The Treasurer is chair of the Finance Committee, which includes the chair of the Fundraising Committee and two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, annual operating budget, and annual Alliance budget with staff and other Board members. The Board must approve the operating budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public. The Alliance Budget is the budget concerning the spending of fundraised money and must be approved by the Board.

Section 4: *Nominating Committee*: The Nominating Committee will assess the needs of the Board of Directors and continually seek out qualified candidates to fill those needs. The committee will prepare a slate of nominees which will be submitted for approval to the Board each June. The Board will vote on the slate to be announced to the general membership at the Annual Town Hall Meeting.

## ARTICLE VI – FISCAL POLICIES

Section 1: *Financial Records*: The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

Section 2: *Fiscal Year*: The fiscal year shall coincide with the St. Mary's County Public Schools' fiscal year.

#### ARTICLE VII- AMENDMENTS

Section 1: These Bylaws may be amended or repealed, and new Bylaws may be adopted, by resolution approved by a two-thirds majority of the Board of Directors. Proposed amendments must be included with the meeting notice.

Section 2: These Bylaws were approved at a meeting of the Directors of Chesapeake Charter School Alliance, acting in accordance with the Articles of Incorporation, on September 6, 2004.

Section 3: These Bylaws were amended by a two-thirds majority vote of the Chesapeake Charter School Alliance Board of Directors on May 1, 2008.

Section 4: These Bylaws were amended by a two-thirds majority vote of the Chesapeake Charter School Alliance Board of Directors on July 18, 2008.

Section 5: These Bylaws were amended by a two-thirds majority vote of the Chesapeake Charter School Alliance Board of Directors on February 15, 2012.

Section 6: The following resolution was approved by the general membership on March 19, 2014: *We, the General Membership of the Chesapeake Charter School Alliance, authorize the Chesapeake Charter School Alliance Board ("Board") to move forward with the purchase of the facility located at 20495 Great Mills Road, Lexington Park, MD. We authorize the Board to undertake activities necessary to pursue this goal, including but not limited to acquiring a loan. Further, the Board has the authority to delegate portions of this task, as appropriate, to the Strategic Planning Committee with appropriate oversight.*