

By-Laws of the Marblehead Community Charter Public School

ARTICLE I

Purposes

Section 1: Recognizing that it takes an entire community to educate a child, the mission of the Marblehead Community Charter Public School (hereinafter the School or MCCPS) is to create a partnership among faculty, staff, students, parents, and community members, and that will provide our early adolescents with the support necessary to reach their highest individual potential intellectually, artistically, socially, emotionally, and physically, so they are highly contributing members of our democratic society; and to provide a laboratory for examining, developing, and fostering the interrelatedness of the school as a learning community and the community as a learning environment.

Section 2: MCCPS is a public entity established by the granting of a charter by the Commonwealth of Massachusetts (hereinafter the State), pursuant to M.G.L. Chapter 71, §89.

ARTICLE II

Board of Trustees

Section 1: The Board of Trustees (hereinafter the Board) shall consist of at least nine (9) Trustees and not more than fifteen (15) Trustees. In alignment with the School's Charter, "MCCPS is to be a teacher-led, student-focused school, faculty and staff members will be an integral part of every aspect of school operations," MCCPS faculty and staff members (hereafter "Teachers") are encouraged to serve on the Board. The Board of Trustees shall include at least one (1) current Teacher, and one (1) parent of a current Charter School student as members. Teachers can hold up to three (3) of the seats on the Board. MCCPS' Board of Trustees is a public entity, which operates independently of any school committee. All Trustees will comply with the State Conflict of Interest Laws, M.G.L. c. 268A. The Head of School, as an ex officio member of the Board, is not considered a "Teacher" for the purpose of this seat limitation. All Trustees shall have identical rights and responsibilities, except where otherwise determined in these By-Laws. The Board is a public entity and its members are each considered special State employees pursuant to Massachusetts law. The Board holds the charter from the State and is responsible for:

- a) ensuring that the School complies with all applicable laws and regulations; and
- b) ensuring the school is an academic success, organizationally viable, faithful to the terms of its charter, and earns charter renewal.

Section 2: Board members shall be sought who reflect the qualities, qualifications, and diversity determined by the needs of the Board. The Board of Trustees may not discriminate against potential members on the basis of age, sex, sexual orientation, gender identity, race, national origin, ancestry, religion, marital status, or non-disqualifying handicap or mental condition.

Section 3: The Governance Committee shall present the qualifications of potential Trustees to the Board for review, discussion, and vote at any regularly scheduled Board meeting. 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 shall occur prior to the vote by the Board of Trustees requesting the Commissioner approve the proposed appointment of a Trustee. Prior to submitting a candidate to the Commissioner for approval, the Board of Trustees must take into consideration that no conflicts of interests under M.G.L. c. 268A exist that may preclude a majority of the Board from participating in deliberations or voting on certain matters within the scope of the Board's authority. Any Trustee

positions to be filled on the Board shall be by an affirmative vote of a majority of the sitting Trustees attending the meeting, including those members of the Board who participate remotely in compliance with the legal requirements as set forth in M.G.L. c. 30A, section 20 (d), and 940 CMR 29.10 (the Open Meeting Law and the supporting Regulations).

Section 4: Trustees shall take office upon approval by the Commissioner of Elementary and Secondary Education (Commissioner). Trustees shall serve a term of three (3) years from the date of their appointment. After appointment, the term of a Trustee may not be reduced by a vote of the members of the Board except for cause as specified in these By-Laws, and removal shall follow the procedures as set forth in Article II, Section 7. No Trustee shall serve more than three (3) consecutive, three-year terms. Fulfilling an incomplete term is not considered part of the term limit. Trustees shall serve staggered terms in order to maintain Board continuity and ensure new perspectives.

Section 5: Any vacancy occurring in the Board of Trustees may be filled, upon recommendation of a qualified candidate by the Governance Committee, by the affirmative vote of the majority of a quorum of Trustees in attendance at the meeting, including those members of the Board who participate remotely in compliance with the legal requirements as set forth in M.G.L. c. 30A, section 20 (d), and 940 CMR 29.10 (the Open Meeting Law and the supporting Regulations). A Trustee approved to fill the vacancy shall be appointed for the unexpired term of their predecessor.

Section 6: A Trustee may resign at any time by filing a written resignation with the Chair or the Clerk of the Board. Such resignations shall be effective upon receipt. A Trustee who misses three regularly scheduled meetings of the Board of Trustees without cause during one academic year may be subject to removal pursuant to Article II, Section 7. Their place on the Board of Trustees shall be filled pursuant to Article II, Section 5 above.

Section 7: The Board may remove any Trustee for cause by two-thirds (2/3) vote of the seated Board of Trustees, in attendance at a meeting, including those members of the Board who participate remotely in compliance with the legal requirements as set forth in M.G.L. c. 30A, section 20 (d), and 940 CMR 29.10 (the Open Meeting Law and the supporting Regulations), at any regular or special meeting of the Board, provided that a statement of the reason or reasons for removal shall have been mailed by Registered Mail to the Trustee proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a "Notice" of the date, time, and location the Board is to vote on the removal. The Trustee shall be given an opportunity to be heard and the reasons for their removal are to be discussed and considered by the Board at the date, time and location designated in the "Notice".

Section 8: Members of the Board of Trustees shall:

- a) Receive no payment or honoraria for services provided as a Trustee, except for reimbursement for reasonable out-of-pocket expenses incurred in the performance of voluntary School activities in accordance with School policies.
- b) Serve the School with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the School.
- c) Comply with any and all State law governing Conflicts of Interest.
- d) Not exercise managerial powers over the day-to-day operations of the School.
- e) 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 School's budget.
- f) 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 business transactions or provides professional services to the School shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.
- g) Comply with the Commonwealth's state ethics requirements including, but not limited to, meeting all training requirements; complying 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.

Section 9: Powers:

The Board of Trustees shall oversee the affairs of the School and shall exercise all the powers of the School, except as otherwise provided by law, by the Charter, or by these By-Laws. The Board of Trustees reserves itself alone the power to:

- a) Ensure that the School's focus and mission is in accordance with the Charter and By-Laws;
- b) Purchase or sell real estate, rent and/or lease property and enter into contracts related to any such matters;
- c) Pledge, assign, create liens on or security interests in the real or personal property of the School;
- d) Establish or modify investment policies;
- e) Ensure the School is in compliance with the State requirements for core curriculum;
- f) Select, appoint, evaluate and/or remove the Head of School to manage the charter school's day-to-day operations and holding these administrators accountable for meeting specified goals;
- g) Propose amendments to the Charter to the Commissioner;
- h) Determine that school policies comply with federal and state laws;
- i) Oversee the financial affairs of the school and approve the annual budget; and
- j) Approving and monitoring progress towards meeting the goals of the school's Accountability Plan.
- k) Adopting and revising school policies, including plans for student recruitment and retention
- l) Approve and Submit submitting timely annual reports to the Department

Section 10: 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.

ARTICLE III
Officers

Section 1: There shall be four (4) elective Officers of the Board: a Chair, a Vice Chair, a Treasurer, and a Clerk.

Section 2: The Officers shall be nominated from among members of the Board. Members of the Board shall present qualifications of potential Officers to the Board for review, discussion, and vote at the Board's annual meeting. Officers shall be elected by an affirmative vote of a majority of the Trustees in attendance at the annual meeting, including those members of the Board who participate remotely in compliance with the legal requirements as set forth in M.G.L. c. 30A, section 20 (d), and 940 CMR 29.10 (the Open Meeting Law and the supporting Regulations). The Head of School may not serve as an Officer of the Board.

Section 3: The newly elected Officers shall take office on July 1 following the close of the previous fiscal year. Board Officers shall be elected for a term of two (2) years or until respective 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. During the Even years the President and Clerk shall be elected. During the Odd years the Vice Chair, and Treasurer shall be elected.

Section 4: The Trustees may remove any Board Officer for cause by two-thirds (2/3) vote of the seated Board of Trustees, in attendance at a meeting, including those members of the Board who participate remotely in compliance with the legal requirements as set forth in M.G.L. c. 30A, section 20 (d), and 940 CMR 29.10 (the Open Meeting Law and the supporting Regulations) at a publicly posted meeting. Any Board Officer may resign from their position at any time by providing oral notice at any meeting of the Board and/or by providing written notice to the Board Chair. Any time a Board Officer position becomes vacant due to removal or resignation, the Trustees shall review and discuss the qualifications of potential successors to fill that vacancy from among the members of the Board. Any new Board Officer shall be elected by an affirmative vote of a majority of Trustees then in attendance, including those members of the Board who participate remotely in compliance with the legal requirements as set forth in M.G.L. c. 30A, section 20 (d), and 940 CMR 29.10 (the Open Meeting Law and the supporting Regulations). Any newly elected Board Officer shall serve out the term of their predecessor. Fulfilling an incomplete term is not considered part of the term limit as a Board Officer.

Section 5: The Board Chair shall prepare the agenda and be responsible for disseminating necessary documents to be discussed at regular, special, and emergency meetings of the Board. The Chair shall preside at all meetings of the Trustees. The Chair is responsible for managing the Board's development of strategic and accountability plans. The Chair shall work in collaboration with the School's Head of School to develop such reports as are necessary to keep the Board and community informed about the School's operations. The Chair or their designee is responsible to call all Roll Call votes in which remote participation occurs. The Board Chair shall serve as a non-voting ex officio member of all Committees and Task Forces and should not be included in the count when determining a quorum or in determining when a quorum is present. The Chair shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the Trustees. A member of the School's faculty or staff may not serve as the Board Chair.

Section 6: The Vice-Chair shall understand and fulfill the responsibilities of the Board Chair in the event the office of the Chair becomes vacant, or the Chair is unable to perform their duties. The Vice-Chair shall have such powers and duties as are usually incident to that office and as the Trustees may from time to time designate. A member of the School's faculty or staff may not serve as the Vice Chair.

Section 7: The Treasurer shall oversee all financial operations of MCCPS and shall be subject to the direction and control of the Board. The Treasurer shall oversee and ensure that full and accurate books and records of the accounts of the School are maintained, and shall oversee all School funds, securities, and valuable documents, in accordance with School policies, as well as federal and state laws. The Treasurer shall oversee all preparation of, and filings of financial documents required by federal law, state law, the Internal Revenue Service, and any other governmental or regulatory agency. The Treasurer shall serve as the Chair of the School's Finance Committee; and ensure that the Finance Committee complies with School policies, as well as federal and state laws. The Treasurer shall present reports to the Board at its regularly scheduled meetings, or whenever else a report may be required, updating the Board on all financial matters and including a balance sheet which sets forth current assets and liabilities of the School. The Treasurer should also provide reports on income statements and cash flow projections, as well as provide an explanation of the expenditures of the School in which the Board may have an interest, or which may be of interest to the community. All such reports shall be made available to the Trustees and are considered public record. A member of the School's faculty or staff may not serve as the Treasurer.

Section 8: The Clerk shall record and maintain accurate records of the Board's meetings, including special meetings, emergency meetings, and executive sessions. It shall be the Clerk's duty to prepare a record of each meeting setting forth the date, time and place of the meeting, and recording the members present or absent, and action taken at each meeting, including the results of any votes. Records from executive sessions shall be withheld from public inspection for so long as the need for

secrecy that justifies the executive session in the first place still applies, but no longer. The Clerk shall ensure that all records of the Board are maintained in a book, a series of books, or online tool kept for that purpose and are in compliance with M.G.L. c. 30A, sections 18-25. The Clerk shall provide notice of meetings of the Board as is required in these By-Laws and in compliance with the M.G.L. c. 30A, sections 18-25. In the absence of the Clerk at any meeting of the Board, the presiding Officer shall designate a Trustee to perform any and all of the duties of the Clerk for that meeting and thereafter until the elected Clerk is able to resume their duties, or a new Clerk is elected by the Board in accordance with Article III, Section 4. In the event there are vacancies in the positions of Chair and Vice-Chair of the Board, the Clerk, if eligible, shall assume the duties of the Chair until such time as a new Chair is elected by the Board in accordance with Article III, Section 4. A quorum of members, including the chair or their designee, must be physically present at the meeting. A member of the School's faculty or staff may not serve as the Clerk.

Section 9: In the event the office of the Chair becomes vacant, the Vice-Chair, if eligible, shall become interim Chair until a scheduled meeting of the Board can be held. In the event the office of Vice-Chair, Clerk, or Treasurer becomes vacant, the Chair shall appoint interim Officers to fill such vacant offices until a scheduled meeting of the Board can be held. Vacancies will be filled at that scheduled meeting in accordance with Article III, Section 4 of these By-Laws.

ARTICLE IV

Meetings

Section 1: All meetings of the Board of Trustees shall be conducted in accordance with Chapter 30A of the M.G.L., sections 18 to 25 and 940 CMR 29.00 (the "Open Meeting Law"), as the same may be amended from time to time, or any successor statute. Public notice of such meetings shall be given pursuant to M.G.L. c. 30A, sections 18 to 25, and 940 CMR 29.03(1), (6), (7).

Section 2: Regular meetings of the Board of Trustees may be held at such times as the Board may determine. Meetings shall be held at the principal offices of MCCPS or at such other places within Massachusetts that the Board may determine that are accessible to the public and to persons with disabilities. The Board will meet at least nine (9) times annually and at least once a quarter. The frequency and the schedule of the meetings are specified by the Policies.

Section 3: The annual meeting of the Board of Trustees shall occur in June or as soon as possible thereafter in the event of unforeseen or extenuating circumstances. Notice shall be given to each Trustee in accordance with Massachusetts Open Meeting Law. Public notice of said meetings shall be given pursuant to M.G.L. c. 30A, sections 18 to 25, and 940 CMR 29.00.

Section 4: Special meetings of the Board of Trustees 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 agenda, date, and hour of the meeting. Notice of said meetings shall be posted to the public pursuant to M.G.L. c. 30A, sections 18-25. The Trustees will be notified by the Chair.

Section 5: The Board of Trustees may call Emergency Meetings in compliance with M.G.L. c. 30A, sections 18-25 and applicable case law. An emergency meeting is a public meeting, although the Board need not comply with the Notice requirements as set forth in these By-Laws and/or pursuant to M.G.L. c. 30A, sections 18-25 and 940 CMR 29.00. Notice of an emergency meeting should, however, be posted to the extent possible. An "emergency" is a pressing necessity, an exigency, a sudden and unexpected happening, an unforeseen occurrence or condition, an event or combination of

circumstances that calls for immediate action. The subject matter to be discussed at the emergency meeting is strictly limited to that necessitated by the emergency. No other business may be discussed at an emergency meeting.

Section 6: More than fifty percent (50%) of the Trustees then in office must be physically present, including the Chair, or in the Chair's absence, the person authorized by the Chair to chair the meeting, shall constitute a quorum for the transaction of business at any regular, special, or emergency meeting of the Board of Trustees, and before remote participation and voting can occur. Trustees who participate remotely must be in compliance with the legal requirements as set forth in M.G.L. c. 30A, section 20 (d), and 940 CMR 29.10.

Section 7: Provided a quorum of Trustees is physically present, a simple majority vote of the Trustees participating in the meeting is required to take action, unless a supermajority vote is required by these By-Laws or by any law, regulation or DESE requirement applicable to the Board.

Section 8: The Board shall select its own meeting format in accordance with Article VIII. Any such meeting, whether regular, special, or emergency complying with Sections 1, 2, or 3 of Article IV, shall constitute a meeting of the Board of Trustees and shall subscribe to the policies, procedures, and rules approved by the Board.

Section 9: Notice of all annual, regular, or special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Trustees prior to the meeting. The attendance of a Trustee at any meeting shall constitute a waiver of their 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.

Section 10: Because the Attorney General's Office encourages members of public bodies to physically attend all meetings, a member of the Board, Committee or Task Force may participate remotely in a meeting provided that such participation complies with the requirements as set forth in M.G.L. c. 30A, section 20 (d), and 940 CMR 29.10 (5), only if physical attendance would be unreasonably difficult.

Section 11: The Board of Trustees shall not allow Trustees to vote by proxy.

Section 12: The Board of Trustees will approve and keep a record of every meeting including the time, date, and location of the meeting, members present or absent, and all actions taken at the meeting, including formal votes taken.

ARTICLE V

Staff

Section 1: The Board of Trustees shall appoint a Head of School, who shall be responsible for carrying out the work of the School in accordance with the policies established from time to time by the Board of Trustees and pursuant to applicable federal and state laws. The Head of School will be an ex officio member of the Board of Trustees, with all rights and responsibilities as other Trustees, except that the Head of School may not vote on any matter regarding their own employment, compensation, discipline, retention, or removal and may not serve as an Officer of the Board. As an ex officio member, the Head of School has exactly the same rights and privileges as do all other Trustees except as otherwise stated in these By-Laws including the right to vote on matters and to be counted when determining whether a quorum is present at Board meetings. The Head of School shall serve as a non-voting ex officio member of all Committees and Task Forces and should not be included in the count when determining a quorum or in determining when a quorum is present.

Section 2: The Head of School shall have sole authority to exercise managerial powers over the day to day operations of the school and to select, appoint, evaluate, and/or remove the school faculty and staff in accordance with applicable federal and state laws and general School policies.

Section 3: The Board of Trustees is the public employer for the purposes of tort liability under Chapter 258 of the General Laws and for collective bargaining purposes under Chapter 150E of the General Laws.

ARTICLE VI *Committees and Task Forces*

Section 1: The Board shall have the power to create Board Committees or Task Forces as it may from time to time deem necessary, pursuant to a vote by a majority of the Trustees in attendance at the time of the vote. Committees or Task Forces shall be composed of at least three (3) members, one of whom must be a Trustee, and may include other Trustees and community members, teachers, or parents as determined by the Board. The Chair of a Committee or Task Force is either a Trustee or a Committee / Task Force member, who is approved by an affirmative vote of the Board. The Board shall approve Committees or Task Force members annually. The Board shall define and delegate the powers and duties of each Committee or Task Force it creates. Every Committee or Task Force shall prepare reports to be submitted and presented by a representative of that group to the Board at each regularly scheduled Board meeting, or as may be required by the Board at special and/or emergency meetings. The reports shall inform the Board of the members on the Committee or Task Force, what work the Committee or Task Force has done, what work still needs to be accomplished, and the time frame for completion of remaining work. The Board shall regularly assess and evaluate the need for continuation of specific Task Forces or Committees and dissolve them when they are no longer necessary or fulfilling the needs of the Board. The duties of an existing Task Force or Committee may be expanded to meet new requirements as defined by the Board.

Section 2: There shall be a Governance Committee, which is a standing committee that is supportive of the Board of Trustees. Committee members shall be appointed and may be removed by a majority vote of the Board at a regular or special meeting. The Committee shall elect its own chair, subject to Board approval.

The duties of the Governance Committee shall include but not be limited to the following:

- a) Conduct a periodic review of the By-Laws and Charter, and to make recommendations to the Board;
- b) Determine skills and qualities that would be useful for future Board members and identify potential candidates who possess those skills and qualities, and present the best qualified candidates to the Board as nominees to fill vacant positions on the Board as they become available;
- c) Members of the board receive an orientation and training regarding their duties and obligations as members of a board of trustees;
- d) Develop and oversee an assessment process for each Trustee to ensure optimum performance;
- e) Develop necessary policies and procedures, which shall be approved by the Board, to accomplish these duties.

Section 3: There shall be a Finance Committee, which is a standing committee that is supportive of the Board of Trustees. Committee members shall be appointed and may be removed by a majority vote of the Board at a regular or special meeting. The Treasurer shall serve as Chair of the Finance Committee. Membership of the Finance Committee may include other Trustees and non-Trustees. The Finance Committee shall ensure compliance with all appropriate federal and state laws.

The duties of the Finance Committee shall include but not be limited to the following:

- a) Assist and advise in preparing an annual budget for the School in collaboration with the Head of School;
- b) Develop and annually revise a five-year financial forecast, and develop long-range financial plans based on the forecast in collaboration with the Head of School;
- c) Review all unanticipated expenditures over limits set by policy and inform the Board;
- d) Arrange for an annual independent audit with submission of the same to the Board for approval and timely submission of the annual independent audits to the Department;
- e) Report financial status and/or results for the most recent current period, year-to-date activity and forecasted cash flows for the end of the next reporting period to the Board at regular meetings of the Board;
- f) Develop necessary policies and procedures to accomplish these duties, which shall be approved by the Board.

Section 4: There shall be a Personnel Committee, which is a standing committee that is supportive of the Board of Trustees. Committee members shall be appointed and may be removed by a majority vote of the Board at a regular or special meeting. This Committee assumes the responsibility for advising the Board on matters pertaining to the Head of School. This responsibility shall, in no way, interfere with the authority of the Head of School to hire, supervise and terminate the remaining staff of the School, in accordance with federal and state laws and School personnel policies.

The duties of the Personnel Committee shall include but not be limited to the following:

- a) Develop for Board review and approval of the annual process for the evaluation of the Head of School;
- b) Review and propose recommendations for amendments to policies as they pertain to legal issues relating to employees, employee benefits, employee relations and recruitment;
- c) Develop necessary policies and procedures to accomplish these duties, which shall be approved by the Board.

Section 5: The duties of all Standing Committees, Committees and Task Forces shall include:

- a) Selecting goals and actions for the academic year;
- b) Submitting goals to the Chair of the Board of Trustees;
- c) Filing reports at the end of each academic year and as requested by the Board;
- d) Adhering to the School's Policies and Procedures;
- e) Recommending updates to respective duties, policies, and procedures, for approval by the Board.

ARTICLE VII

Fiscal Year

The fiscal year of the School shall begin on July 1 of each year and terminate on June 30 of the following year.

ARTICLE VIII

Rules of Order

Except where they may be in conflict with the laws of the State or the Charter or By-Laws of the School, the rules of order as set forth in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of the School.

ARTICLE IX
Non-Discrimination

The School is an equal opportunity education institution and will not discriminate on the basis of race, color, religion, sex, sexual orientation, gender identity or expression, national origin, age, genetic information, disability or veteran status in its admissions procedures, educational programs, services, activities or employment practices as required by Title VI, Title IX, Section 504 and/or any other applicable federal statute.

ARTICLE X
Grievance Procedures

Section 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.

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

Section 3: 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.

Section 4: 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.

Section 5: A parent, guardian, or other individuals or groups who believe that the school has 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 or pursuant to any federal laws they may feel is violated.

ARTICLE XI
Indemnification

Section 1: The School shall, to the extent legally permissible under MGL Chapter 258, Section 9, indemnify each person who serves or who has served at any time as a member of the Board of Trustees (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against and for any and all certain threatened or pending claims or administrative or judicial proceedings to which he or she may be or become subject by reason of his or her service as a member of the Board of Trustees; provided, however, that such Indemnified Officer acted (i) within the scope of his or her role as a member of the Board of Trustees, (ii) in good faith, and (iii) in the reasonable belief that his or her actions were in the best interests of the School, and further provided, that any such Indemnified Officer cooperates with the School in defending against any threatened or pending claim or administrative or judicial proceedings. Indemnification shall not be provided if not permitted under MGL Chapter 258, Section 9, and shall not be provided if such Indemnified Officer acted in a grossly negligent, willful, or malicious manner.

Section 2: Indemnified Officers shall be indemnified against all expenses and liabilities permitted under MGL Chapter 258, Section 9, including counsel fees, in an amount not to exceed \$1,000,000 arising out of any claim, action, award, compromise, settlement or judgment, as provided in and consistent with MGL Chapter 258, Section 9 and these By-Laws.

Section 3: Such indemnification may, to the extent authorized by the Board of Trustees, include payment by the School of expenses, including attorneys' fees, reasonably 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 Indemnified Officer to repay such payment if not entitled to indemnification under MGL Chapter 258 or this Article. which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

Section 4: The payment of any indemnification or advance shall be conclusively deemed authorized by the School under this Article, and each trustee approving such payment shall be wholly protected, if:

- (i) the payment has been approved or ratified by a majority vote of the trustees who are not at the time parties to the proceeding; or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the School) appointed for the purpose by vote of the trustees in the manner specified in subparagraph (i) or, if that manner is not possible, appointed by a majority of the trustees then in office; or
- (iii) a court having jurisdiction shall have approved the payment.

Section 5: Heirs, Executors, and Administrators. The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of any Indemnified Officer entitled to indemnification hereunder.

Section 6: The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which School employees, agents, trustees, officers, and other persons may be entitled by contract or otherwise under law.

Section 7: No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to that Indemnified Officer with respect to the acts of omissions of such Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by, or was made with, the written consent of such Indemnified Officer.

Section 8: Nothing in this Article 11 shall be construed to constitute a waiver of the School's sovereign immunity as a state entity.

ARTICLE XII *Amendments*

The Charter or these By-Laws may be amended at a regular or special meeting by a two-thirds (2/3) 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. Public notice of said meeting shall be given pursuant to M.G.L. c.

30A, sections 18-25. All amendments to these By-Laws are subject to the approval of the Commissioner. All amendments approved by the Board shall be submitted to the Commissioner for approval within thirty (30) days of the affirmative vote of the Board.

ARTICLE XIII

Miscellaneous

These By-Laws are intended to supersede all prior By-Laws. These By-Laws take effect upon the approval of the Commissioner of Education.