

# **Bylaws of the Board of Trustees of Advanced Math and Science Academy Charter School**

## **Section 1. General Provisions**

### **1.1 Name**

The name of the school is the Advanced Math and Science Academy Charter School (“AMSA”).

### **1.2 Charter**

AMSA is a public school that has been granted the Charter (the “Charter”) by the Commonwealth of Massachusetts Board of Elementary and Secondary Education (“BESE”), in accordance with MGL Chapter 71, Section 89 and 603 CMR 1.00.

### **1.3 Purpose**

The purpose of AMSA is to operate a public school for children in grades six through twelve in the region of Marlborough, Hudson, Maynard and Clinton, Massachusetts, and to offer a curriculum in all subjects with a particular emphasis on providing a high quality education in the mathematics, the sciences and technology.

### **1.4 Mission**

The Advanced Math and Science Academy Charter School will create an atmosphere of celebration of knowledge and where children of all backgrounds and abilities will excel in all subjects, especially in math, science and technology, empowering them to succeed in the workplace in our modern high-tech world.

### **1.5 Governance**

AMSA shall be governed by a Board of Trustees (the “Board”). The Board is a public entity, which operates independently of a school committee. The members of the Board (the “Trustees”) are public agents, considered special state employees of the Commonwealth of Massachusetts, in accordance with MGL Chapter 71, Section 89. The Board is a public employer for the purposes of tort liability (MGL Chapter 258) and for collective bargaining purposes (MGL Chapter 150E), in accordance with MGL Chapter 71, Section 89(y).

The Board holds the Charter granted by the Commonwealth of Massachusetts. These Bylaws govern the activities of the Board.

### **1.6 Location**

The principal office of AMSA shall be located in the building of AMSA or any other place as chosen by the Executive Director and Board. The Board may establish other offices and places of business in Massachusetts or elsewhere as is permitted by law.

## **1.7 Fiscal Year**

The fiscal year of AMSA begins on the first day of July and ends on the last day of the following June.

## **1.8 School Seal**

The common seal is, and until otherwise ordered and directed by the Board, shall be, an impression upon paper bearing the name of AMSA, the date “2004” and such other device or inscription as the Board may determine.

## **1.9 Policies**

The Board develops, approves, reviews and amends its policies (the “Policies”) from time to time, as it deems necessary, on all issues. The Policies shall be approved, amended or revoked by the Board at any regular or special meeting of the Board. The Policies detail how the Board activities described in these Bylaws are conducted.

## **Section 2. Board of Trustees**

### **2.1 Powers**

The Board shall supervise and oversee AMSA and shall exercise all of the powers of AMSA, except as otherwise provided by law, by the Charter, or by these Bylaws. The Board reserves to itself exclusively the power:

- a. to adopt, amend, or repeal the Bylaws with the approval of Commissioner of Elementary and Secondary Education (Commissioner);
- b. to amend the material terms of the Charter, with the approval of the Commissioner or BESE;
- c. to adopt and revise general AMSA policies, in compliance with state and federal law, including plans for student recruitment and retention;
- d. to oversee the financial affairs of AMSA and the school’s budget, including submission of a timely annual report and annual independent audit and the approval of (i) an annual budget; (ii) the purchase, sell, or lease of real property; (iii) the pledge, assignment or creation of liens on or security interests in the real or personal property of AMSA; and (iv) the establishment, execution or modification of investment policies;
- e. to determine issues regarding the governance of AMSA;
- f. to determine the educational goals of AMSA;
- g. to approve a curriculum;
- h. to approve and monitor progress toward meeting the goals of AMSA’s accountability plan;
- i. to appoint, evaluate and remove the AMSA Executive Director and the Interim Executive Director; and to hold the AMSA Executive Director and the Interim Executive Director accountable for meeting specified goals;

- j. to delegate, from time to time, powers to the AMSA Executive Director in accordance with these Bylaws except as otherwise provided by law or by the Charter; and
- k. to approve a student code of conduct.

The Board itself shall not exercise any managerial powers over the day-to-day operations of the school. The actions of all Trustees, Committee members and officers are subject to the Conflict of Interest provisions set forth in the Policies and in MGL Chapter 268A.

## **2.2 Duties of the Board**

The core duties of the Board are:

- a. to serve AMSA with duty of loyalty and duty of care;
- b. to be bound by AMSA's Code of Conduct, Conflict of Interest, and Confidentiality policy statements, in accordance with MGL Chapter 268A;
- c. to comply with all laws and regulations applicable to Trustees and the Board, including but not limited to compliance with MGL c. 30A and all State Ethics requirements, including filing all required disclosures under MGL c. 268A, and the filing of statements of financial interest under MGL c. 71 §89(u);
- d. to ensure that AMSA complies with all applicable laws and regulations; and
- e. to ensure that AMSA is an academic success, organizationally viable, and faithful to the terms of the Charter.

No Trustee may receive payment for services rendered to the Board or to AMSA, unless such payment is permissible under the Commonwealth of Massachusetts Conflict of Interest laws, except for the Faculty Representative who receives compensation as a paid employee of AMSA for services which are unrelated to his/her role as the Faculty Representative. Notwithstanding the foregoing, any Trustee may, if authorized by the Chair or Treasurer, be reimbursed for reasonable expenses, including travel expenses, reasonably incurred by the Trustee in the performance of duties as a Trustee.

No Trustee may have a financial interest, whether direct or indirect, in the assets of AMSA or in any lease, contract, and agreement or business arrangement with any third party unless the Commonwealth Conflict of Interest laws would permit such financial interest. Trustees must disclose any financial interest or business transactions that they (or any immediate family member) have in any charter school in Massachusetts or elsewhere with the State Ethics Commission, DESE and the city or town clerk within 30 days of joining the Board and by September 1 annually, including the year after service is completed (unless service is less than 30 days in that year).

If a Trustee becomes aware of any conflict of interest, whether direct or indirect, such Trustee shall immediately and completely disclose such conflict of interest to the Board and shall recuse himself or herself from any discussion, deliberation or decision with respect to such conflict of interest. The Faculty Representative shall recuse him/herself from any discussions involving potential conflicts of interest (e.g. ED or staff evaluation, salary issues, etc.).

## **2.3 Number of Trustees**

The Board shall consist of not less than seven (7) and not more seventeen (17) individuals. The Parent and Faculty Representatives are not eligible for the Officer positions of the Board.

## **2.4 Term of Office of Trustees**

(a) The term of office of each Trustee who is not the Faculty Representative or the Parent Representative shall be three (3) years unless (a) the end of the term of the Trustee expires before the end of an academic year, in which case the term shall be extended to the end of the academic year or (b) the end of the term would cause a Trustee to serve greater than seven consecutive years, in which case the term shall be shortened so that the Trustee serves seven years. Notwithstanding the foregoing, a Trustee who has served two consecutive terms as described in 2.4(a) may be re-elected to the Board after an absence of one year from the Board.

(b) The term of office of the Faculty Representative and the Parent Representative shall be one (1) year unless the end of the term of the Faculty Representative or Parent Representative expires before the end of the academic year, in which case the term shall be extended to the end of the academic year. If the Faculty Representative or Parent Representative filled a vacancy and served a partial term of less than six months, then such partial term shall not be considered a term for the purposes of the previous sentence. A Faculty Representative or Parent Representative may serve two consecutive terms as a Faculty Representative or Parent Representative, respectively. Any Faculty Representative or Parent Representative who has completed two consecutive terms as described in 2.4(b) may be elected as a Trustee by the Board without status as a Faculty Representative or Parent Representative, subject to term limits as described in 2.4(a) and 2.4(c).

(c) In no event shall any Trustee serve more than twenty years.

## **2.5 Election of Trustees**

- a. Trustees shall be elected by a formal vote of the Board at any meeting of the Board, who shall, in accordance with procedures specified in the Policies, consider each candidate's qualifications, skills, expertise, experience and background in deciding to elect such individual.
- b. The Board shall exercise due diligence in assessing the suitability of candidates with respect to potential conflicts of interest and areas of skill and expertise that will be of value to the Board, such due diligence to occur prior to a vote by the Board to request the appointment of a Trustee to the Board. Prior to submitting a candidate to the Commissioner of Elementary and Secondary Education for approval, the Board must determine that no financial interest under M.G.L. c. 268A exists which may preclude a majority of the Board from participating in deliberations or voting on certain matters within the scope of the Board's authority.
- c. Both the faculty body and the Parent Teacher Organization (PTO) shall each designate one Board representative (the "Faculty Representative" and "Parent Representative", respectively), who shall each serve for the period of one academic year or, if filling a vacancy, through the remainder of the term of the prior Faculty Representative or

Parent Representative. The Faculty Representative must be selected from the general faculty body and such Faculty Representative must not have administrative responsibilities, such as serving as a department chair. If the Faculty Representative is promoted to such leadership responsibilities during his or her term, their position as Faculty Representative shall be vacated with immediate effect and the faculty body shall designate a successor to fill the vacancy.

- d. The Board shall not discriminate against potential Trustees on the basis of race, color, national origin, creed, sex, gender identity, ethnicity, sexual orientation, mental or physical disability, age, ancestry, athletic performance, special need, proficiency in the English language or a foreign language, prior academic achievement, religion or marital status.

Trustees shall comply with the State Ethics Commission's requirements including, but not limited to, meeting all training requirements; complying with M.G.L. c. 268A, the conflict of interest law; filing all required disclosures under M.G.L. c. 268A; and filing all statements of financial interest in a timely fashion as required by M.G.L. c. 71, § 89(u). Failure to comply with State Ethics requirements may result in removal of Trustees by the Board or by the Commissioner.

The final acceptance of a new Trustee is subject to the approval of the Commissioner.

Any Trustee elected to fill an unexpired term shall have tenure only to the end of such term.

## **2.6 Resignation and Removal of Trustees**

Any Trustee may resign at any time by delivering a written resignation to the Chair or the Secretary, as defined herein, or to AMSA at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. To facilitate the election of new Trustees, AMSA formally encourages Trustees intending to resign or to decline nomination to provide notice of the Trustee's intent before the end of his/her term.

Any Trustee may be removed from office with or without cause by an affirmative vote of two-thirds of the Trustees then in office.

The Trustee can be removed from the Board for any one of the following reasons: (a) the Trustee's behavior is repeatedly unprofessional with respect to other Trustees, a staff member, a parent, or the public; (b) any conviction of a crime; (c) the Trustee is absent at three meetings during a year without emergency; or (d) any other reason deemed appropriate by the vote of the Board.

A Trustee may be removed only after reasonable notice and an opportunity to be heard by the Board.

## **2.7 Vacancies**

A vacancy on the Board will be deemed to have occurred upon the death, disability, resignation or removal of a Trustee. Any vacancy on the Board shall be filled, for the remainder of the unexpired

term of such vacancy, by vote of a quorum majority of the Trustees then in office, except that such appointed Trustee shall take no official act as Trustee without the official approval of the Commissioner to such Trustee serving AMSA. The Board may exercise all their powers notwithstanding the existence of one or more vacancies in the Board. Vacancies in any office may be filled by the Board.

## **2.8 Training**

Trustees shall receive an orientation and training regarding their duties and obligations as Trustees. Trustees shall complete the State Ethics Commission's mandatory online training program for state employees.

## **Section 3. Meetings of the Trustees**

### **3.1 Open Meeting Law**

The Board and its Committees, irrespective of what the title may be, shall comply in all respects with the Open Meeting Law, M.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.

### **3.2 Regular and Special Meetings**

Regular meetings of the Board may be held at such times as the Board may determine. Meetings shall be held at the principal offices of AMSA or at such other place within Massachusetts that the Board may determine. The Board will meet at least nine (9) times annually and at least quarterly. The frequency and the schedule of the meetings are specified by the Policies.

Special meetings may be called by the Chair at any time or shall be called by the Secretary or his or her designee or upon a written application of two or more voting Trustees.

### **3.3 Annual Meeting**

The Board shall meet annually in the summer time frame at the principal office of AMSA or at such place and at such time as the Board shall determine, except that such date shall not be a legal holiday. If the annual meeting is not held in the specified time frame, the Trustees may hold a special meeting in place thereof, and any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the annual meeting. Notice of the annual meeting setting forth the date, time, and place of any such meeting shall be mailed to all Trustees and shall be posted in accordance with the Open Meeting Law.

### **3.4 Executive Sessions**

The Board may hold executive sessions in cases specified in the Open Meeting Law. Such meetings may be held only when (a) the Board first convenes in an open session; (b) the presiding

officer states the reason for meeting in the executive session, and (c) a majority of the Trustees then present votes to meet in the executive session.

The Board may hold executive sessions in cases allowed by the law, which include but are not limited to the following circumstances: to discuss the reputation, character, or health of an individual; to consider the dismissal or discipline of an employee; to discuss strategy relating to litigation or collective bargaining; to consider the purchase or lease of real property where such negotiations may be compromised by public discussion; to investigate charges of criminal misconduct; to discuss the use of security devices; or applicable law requires discussions in private.

Prior to any executive session in which the Board meets to consider the reputation, character or health of an employee, or in which the Board considers the discipline of an employee, the Board must give notice of such meeting to the individual at issue and provide the individual with the right to be present at such meeting, the right to counsel and the right to speak on his or her behalf.

### **3.5 Quorum**

A majority of the Trustees then in office shall constitute a quorum for decision-making purposes and the transaction of business. Board members who participate in meetings by phone or any form of remote conferencing will not be counted toward meeting a quorum.

### **3.6 Remote Participation**

A member of the Board may participate remotely in a meeting provided that such participation complies with the requirements of 940 CMR 29.10 and the AMSA Board of Trustees Policy A-108.

### **3.7 Vote**

A simple majority vote of the Trustees present at the meeting is required for the Board to take action, unless a supermajority vote is required by these Bylaws or by any law, regulation or DESE requirement applicable to the Board. The number of Trustees present for the vote has to be at least equal to the defined quorum.

### **3.8 Notice of Meetings**

Public notice of meetings shall be given as required by law. The notice of any meeting, whether annual, regular or special, shall list the date, time, and location of such meeting in accordance with the Open Meeting Law. If available, the Board will post a yearly schedule of meetings. If the schedule of meetings is posted annually, any changes to that schedule shall be made with adequate notice and posted publicly.

Except in an emergency, a notice of every meeting shall be filed with the Secretary of Commonwealth and a copy thereof posted at the local town hall or other public place and in the office of the executive office for administration and finance, at least forty-eight (48) hours (including Saturdays but not Sundays and legal holidays) prior to the time of such meeting.

The notice for all regular and special meetings of the Trustees shall be given to each Trustee by the Chair or the Secretary or their designee. Such notice shall be given to each Trustee in person, by mail or by telephone, telegram, facsimile transmission, or electronic mail sent to such Trustee's usual or last known business or home address at least seven days in advance, unless shorter notice is adequate under the circumstances.

## **Section 4. Officers of the Board**

### **4.1 Numbers and Qualifications**

The officers of the Board shall be a Chair, Vice Chair, Treasurer, Secretary, and such other officer, if any, as the Board may determine. An individual may hold more than one office at the same time.

### **4.2 Election and Tenure**

The Chair, Vice Chair, Treasurer, and Secretary shall be elected at the annual meeting by a majority of the Board members present, provided they represent a quorum. Other officers, if any, may be elected by the Board at any time, preferably at the annual meeting as well. The fact that an individual is currently serving in any office shall not create any presumption that such individual shall be nominated for such office in any subsequent year. The term in the office of Chair, Vice Chair, Treasurer, and Secretary will be two years. A Trustee may not serve more than two consecutive terms in the same office. If the Trustee served a partial term of less than one year, then the partial term shall not be considered a term for the purposes of the previous sentence. If the end of an Officer Trustee's term expires while in office, the term of that officer shall be extended to the end of the respective office term. The election of Board officers shall occur on even years.

If the office of Chair, Vice Chair, Treasurer, or Secretary becomes vacant, the Trustees shall elect a successor. Each such successor shall hold office for the unexpired term.

### **4.3 Responsibilities of the Officers of the Board of Trustees**

#### ***4.3.1 Chair of Board of Trustees***

The Chair shall preside at all meetings of the Board, except as the Trustees otherwise determine. In the absence of the Chair, or if at any time the office of Chair is vacant, the Vice Chair may discharge any or all of the duties of the Chair.

The Chair is an ex-officio member of all Committees of the Board. The Board Chair oversees implementation of the Board Bylaws and Policies, and all applicable regulations, and ensures that appropriate administrative systems are established and maintained.

#### **Key Responsibilities:**

- a. Co-author the agendas for meetings of the Board;
- b. Preside at meetings of the Board;

- c. Support the Executive Director;
- d. Ensure the effective work of the Board, a safe environment for Board discussions and decision-making that benefits all AMSA stakeholders: students, parents, Trustees and staff;
- e. Appoints and removes Trustees to and from Committees;
- f. Sets goals and expectations for the Board;
- g. Supports annual fund-raising with his or her own financial contributions;
- h. Recognizes his or her responsibility to set the example for other Trustees; and
- i. Works with the Board and paid and volunteer leadership, in accordance with the Bylaws, to establish and maintain systems for:
  - i. Ensuring AMSA is faithful to its mission, core values, and vision.
  - ii. Planning AMSA's human and financial resources and setting priorities for future development.
  - iii. Ensuring sound fiscal management of AMSA.
  - iv. Acquiring, maintaining, and disposing of property.
  - v. Maintaining a public relations program to ensure community involvement.
  - vi. Ensuring ethical standards.

#### ***4.3.2 Vice Chair of Board of Trustees***

In the absence of the Chair, or if at any time the office of Chair is vacant, the Vice Chair shall discharge any or all of the duties of the Chair. He/she shall preside in Board Chair's absence at the Board meetings.

#### ***4.3.3 Treasurer of Board of Trustees***

Subject to the direction and control of the Board, the Treasurer shall have general oversight of the financial affairs of AMSA. The Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Trustees.

The Treasurer, jointly with the Board Chair, ensures that current records are maintained, reflecting the financial condition of AMSA. These records will include cash, outstanding advances, investments, accounts receivable and other assets, accounts payable, and fund balances (net assets).

#### **Key responsibilities include:**

- a. Oversee all funds of AMSA in accordance with the directives of the Board and applicable law.
- b. Serve as the chair of the Finance & Audit Committee.
- c. Ensure that accurate books and records on the financial condition of AMSA are maintained.
- d. Ensure that the assets of AMSA are protected and invested according to AMSA policy, the directives of the Board and applicable law.
- e. Ensure that AMSA complies with school and statutory reporting requirements.
- f. Ensure that comprehensive financial reports to the Board are prepared in a timely and accurate manner.
- g. Ensure that the complete records of the organization are available to the individual or individuals preparing the annual financial statements.

- h. Performs all duties incident to the office of the Treasurer.
- i. Educate the Board about AMSA's finances and ensure that the Board completely understands the financial status of AMSA.

#### ***4.3.4 Secretary of Board of Trustees***

The Secretary shall have such powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Trustees. In the absence of the Secretary from any meeting, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.

The Secretary shall:

- a. Record and maintain records of all proceedings of the Trustees in a book or series of books kept for that purpose and give such notices of meeting of Trustees as required by applicable law, the Charter and the Bylaws.
- b. Distribute to the Trustees copies of any minutes of prior meetings for approval.
- c. Certify and keep at the principal office of the school the original or a copy of the Bylaws, as the same may be amended or otherwise altered to date.
- d. Record minutes at the meetings of the Board. The minutes have to be adopted by the board prior to becoming official record. All minutes of all past meetings are in the public record and are maintained by the Board Secretary.
- e. Keep at the principal office of AMSA or at such a place as the Board may determine a book of minutes of all meetings of the Board and meetings of Committees. Minutes shall record date, time and place of meeting, whether regular or special, the names of those present or represented at the meeting and the proceedings thereof.
- f. Ensure that all notices are duly given in accordance with the provisions of the Bylaws or as required by law.

#### **4.4 Resignation and Removal of an Officer**

Any officer may resign by delivering a written resignation to the Chair or the Secretary or to AMSA at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

An officer can be dismissed from his/her office by an affirmative vote of two-thirds of the Board members for one of the following reasons:

- a. The officer systematically does not fulfill his/her duties; or
- b. The officer's behavior, decision or action is viewed by the majority of the Board to cause harm to AMSA or AMSA's Trustees, employees, students, or parents.

The dismissal can be initiated by the Board Chair or two of the Trustees. The initiating party shall contact the Governance Committee and provide in writing the reasons for dismissal. The Governance Committee shall review the reasons and conduct an investigation of the facts. The investigation shall include interview of the officer. If the officer's behavior and/or conduct reasonably give cause for the belief that such conduct may continue to cause harm, s/he may be immediately suspended from the office by the Chair or the Governance Committee. The

Governance Committee shall make its own conclusion about sufficient evidence of the officer's misconduct and report to the Board during the next meeting. The Board then shall vote whether the officer should be dismissed from the office.

## **Section 5. Committees**

### **5.1 Appointment and Duties**

The Board Chair shall annually appoint such standing and special or other committees as the Board may deem necessary or proper (each, a "Committee"). The Board Chair shall prescribe the membership, powers, and duties of each Committee. The Board shall elect the chair of each Committee with the exception of the Finance & Audit Committee where the Treasurer shall serve as the Chair of the Finance & Audit Committee. The term of the Committee Chair will be two years. A Trustee may not serve more than two consecutive terms as the Chair of the same Committee. If the Trustee served a partial term of less than one year, then the partial term shall not be considered a term for the purposes of the previous sentence. The election of Committee Chair positions shall occur on odd years.

Each Committee shall be composed of at least one (1) Trustee, and each Committee shall have and may exercise such powers conferred by the Board on such Committee, to the extent permitted by law, the Charter and these Bylaws, and to the extent possessed by the Board itself. Each Committee Chair, in consultation with the Board Chair, shall have the power to appoint and remove Committee members. The Board Chair shall have the power at any time to discharge, change the membership or authority of, or fill vacancies in, any such Committee. Written minutes of all proceedings of any such Committee shall be maintained and made available to the Board.

A majority of the members of a Committee shall constitute a quorum. When a quorum is present at any meeting of any such Committee, a majority of those Committee members present shall be sufficient to take any action or to decide any question presented to the Committee, unless a larger vote shall be required by law, by the Charter, by these Bylaws, or by resolution of the Board. The Committee shall present the results of its vote to the Board, which shall either adopt or reject the recommendation of such Committee. No action shall be valid unless adopted by the vote of the Board in accordance with these Bylaws.

Written minutes of all Committee meetings shall be adopted and kept in accordance with the Open Meeting Law.

The AMSA Executive Director and/or Interim Executive Director may be an ex-officio non-voting member of all Standing and Special Committees-

### **5.2 Standing Committees**

Standing Committees of the Board may include but are not limited to the Finance & Audit Committee, the Development Committee, the Education Committee and the Governance Committee. Each member of a Committee shall hold office through the end of the current academic year.

### ***5.2.1 The Development Committee***

The Development Committee shall be responsible for overseeing planning, implementing, and monitoring all fundraising programs.

### ***5.2.2 The Governance Committee***

The Governance Committee shall oversee the quality of the decisions of the Trustees and the Trustees' self-management. The Governance Committee shall select and nominate all candidates for the Board, nominate Board officers, oversee Trustee orientation and education, and conduct periodic evaluations of individual Trustees and the Board as a whole.

### ***5.2.3 The Finance & Audit Committee***

The Finance & Audit Committee shall oversee AMSA's annual budget preparation and reporting; approve and oversee financial controls and ensure that AMSA finances are managed responsibly, coordinate the selection of the external auditor and arrange for the annual audit report to be provided to the Board.

### ***5.2.4 The Education Committee***

The Education Committee shall be responsible for monitoring academic excellence, ensuring progress towards the objectives set in AMSA's accountability plans in the areas of academic success, and ensuring faithfulness to the terms of the Charter.

## **5.3 The Executive Committee**

The Executive Committee shall consist of not less than four nor more than eight trustees, and may include the Chair, Vice Chair, Secretary, and Treasurer. The Chair shall be the Chairman of the Executive Committee. The Chairman may call meetings of the Executive Committee, and shall call such meetings at any time at the request of two members of the Executive Committee. A majority of the members of the Executive Committee shall have power to do all things deemed by them necessary for or conducive to the welfare of the School that are not delegated to other committees or officers nor contrary to the By-Laws or votes of the Board of Trustees, or any applicable law. Subject to the foregoing, the Executive Committee may exercise between the meetings of the Board of Trustees all the powers of the Board of Trustees except the election of Officers, removal of the Executive Director, the amending of the By-Laws, purchasing or selling real property, pledging, assigning, creating liens on or security interests in the real or personal property of the School, or determining the educational policy of the School. The Executive Committee shall make reports of their actions to the full Board of Trustees.

## **Section 6. AMSA Executive Director**

### **6.1 Selection**

The AMSA Executive Director shall be appointed by the Board and shall serve at the pleasure of the Board and shall receive such compensation as the Board may direct. The Board may also appoint an Interim Executive Director. The Board shall conduct an annual review of the AMSA Executive Director and/or Interim Executive Director, if appointed.

## **6.2 Duties**

The AMSA Executive Director shall carry out the policies established by the Board and shall be directly responsible to the Board. The AMSA Executive Director shall conduct general management of all academic and administrative operations of AMSA. The AMSA Executive Director shall have full authority to prescribe and direct the course of study, the discipline to be observed at AMSA and the assessment of student performance, and shall be responsible for all required reporting to the Commonwealth of Massachusetts. The AMSA Executive Director shall employ and discharge all personnel, prescribe their duties and terms of office, shall set their salaries within the minimum and maximum limits established by the Board, and shall conduct annual reviews of all personnel.

## **Section 7. Miscellaneous Provisions**

### **7.1 Execution of Instruments**

All contracts, deeds, leases, bonds, notes, checks, drafts and other instruments authorized to be executed by an officer of AMSA on its behalf shall be signed by the AMSA Executive Director or the AMSA Executive Director and the Treasurer, as prescribed by the Policies.

### **7.2 School Records**

The records of all meetings of Trustees, the names and addresses of the Trustees and officers of AMSA, and the originals or attested copies of the Charter and the Bylaws shall be kept in the Commonwealth of Massachusetts at the principal office of AMSA. The Board Chair is the Record Access Officer (RAO) for public record requests.

## **Section 8. Amendments**

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, by the Board at any annual meeting or special meeting of the Board. Notwithstanding the foregoing, no alteration, amendment, or repeal of the Bylaws shall be effective unless ~~DESE~~ the Commissioner approves such alteration, amendment or repeal.

## **Section 9. Indemnification**

### **9.1 Generally**

Trustees shall not be personally liable for any debt, liability, or obligation of AMSA.

### **9.2 Personal Liability**

All persons, corporations or other entities extending credit to, contracting with, or having claim against AMSA, may look only to the funds and property of AMSA to the extent legally permissible for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from AMSA.

### **9.3 Right to Indemnification**

AMSA shall, to the extent legally permissible under M.G.L. c. 258, § 9, indemnify each person who serves or who has served at any time as a member of the Board (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 s/he may be or become subject by reason of his or her service as a member of the Board; 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 (iv) 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 M.G.L. c. 258, § 9, and shall not be provided if such Indemnified Officer acted in a grossly negligent, willful, or malicious manner. Indemnified Officers shall be indemnified against all expenses and liabilities permitted under M.G.L. c. 258, § 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 M.G.L. c. 258, § 9 and these Bylaws. Trustees shall cooperate with the school in defending against any threatened or pending claims or administrative or judicial proceedings. Nothing in this Section 9.3 shall be construed to constitute a waiver of the school's sovereign immunity as a state entity.

### **9.4 Heirs, Executors and Administrators**

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, assigns, and administrators of any Indemnified Officer entitled to indemnification hereunder.

### **9.5 Non-Exclusive Rights**

Such rights of indemnification shall not be deemed exclusive of any other rights of indemnification existing independently to which the person indemnified may be entitled apart from the foregoing provisions and nothing contained in this Section shall affect any rights to indemnification to which the AMSA employees, agents, Trustees, officers and other persons may be entitled by contract or otherwise under law.

### **9.6 Adverse Amendments**

The provisions hereof regarding reimbursement and indemnity shall be deemed to be a contract between AMSA and each person who is an Indemnified Officer at any time while said provisions are in effect, and any amendment or repeal thereof shall not affect any rights or obligations then existing or any action, suit or proceeding theretofore or threatened based in whole or in part upon any such state of facts unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

## **9.7 Employees and Agents**

To the extent legally permissible, and only to the extent that the status of AMSA as a public charter school not affected thereby, AMSA may indemnify any employee or agent of AMSA to the extent authorized by the Board by an affirmative vote of a majority of the Trustees entitled to vote. The foregoing provisions of this Section shall apply to any indemnification of any employee or agent under this Section 9.7.

## **Section 10. Complaint Procedure**

(1) A parent, guardian, or other individuals or groups who believe that AMSA 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 AMSA Board of Trustees, as described in the AMSA Board of Trustees Policy A-105.

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

(3) The Board of Trustees shall, pursuant to a complaint received under 603 CMR 1.09, or on its own initiative, conduct reviews to ensure compliance with M.G.L. c. 71, § 89, and 603 CMR 1.00. AMSA and the specific individuals involved shall cooperate to the fullest extent with such review.

(4) A complaining party who believes a complaint pursuant to 603 CMR 1.09(1) has not been adequately addressed by the AMSA Board of Trustees may submit the complaint in writing to the Commissioner of Elementary and Secondary Education, who shall investigate such complaint and make a written response.

(5) In the event that AMSA is found in violation of 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 deemed appropriate including, but not limited to, suspension or revocation of the charter, or referral of the matter to the District Attorney, the Office of the Attorney General, or other appropriate agencies for action.

(6) A parent, guardian, or other individuals or groups who believe that AMSA has violated or is violating any state or federal law or regulation regarding special education may file a complaint directly with the Department.

Regulatory Authority:

M.G.L. c. 69, § 1B; c. 69, §§ 1J and 1K, as amended by St. 2010, c. 12, § 3; c. 71, § 38G.