

Bylaws of the Board of Trustees of the 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 at 201 Forest St., Marlborough, MA 01752, or any other place as the Board may designate. The Board may establish other offices and places of business in Massachusetts or elsewhere as is permitted by law.

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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.

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 the Commissioner of Elementary and Secondary Education (Commissioner);
- b. to amend the material terms of the Charter, with the approval of the Commissioner and/or Board of Elementary and Secondary Education;
- 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 Executive Director; and to hold the Executive Director accountable for meeting specified goals;
- j. to delegate, from time to time, powers to the 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.

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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 oversee the School's budget;
- c. to be bound by AMSA's Code of Conduct, Conflict of Interest, and Confidentiality policy statements, in accordance with MGL Chapter 268A;
- d. 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);
- e. to ensure that AMSA complies with all applicable laws and regulations; and
- f. 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, 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 to the State Ethics Commission, the Commissioner, 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 themselves 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 than seventeen (17) individuals. The Parent and Faculty Representatives are not eligible for the Officer positions of the Board.

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2.4 Term of Office of Trustees

- a. Except as provided below, Trustee terms shall begin on July 1; shall end on June 30; and shall be two (2) years in duration.
- b. Except as provided below, the terms of office of the Faculty Representative and the Parent Representative shall be one (1) year in duration.
- c. The Board may elect a trustee for a partial term of service with a duration shorter than specified above, for reasons including but not limited to conforming to term limits, to exercise the option afforded by Section 4.2(c) of these bylaws, or to fill a vacancy on the Board without waiting for the next July 1.
- d. Except to serve a single partial term or as otherwise provided in Section 4.2 below, no Trustee shall serve more than 6 (six) full years (including immediate prior years of service as a Faculty Representative or Parent Representative) in a 7 (seven) year period; and, except to serve a single partial term, no Faculty Representative or Parent Representative shall serve more than two (2) full years in that capacity in a 3 (three) year period. A Trustee who has previously served may be re-elected to the Board after an absence of one year from the Board, provided the preceding provision will not be violated, and with the duration of their term subject to the total service limits specified below.
- e. Except as provided below, in no event shall any Trustee serve more than twelve years.

2.5 Election of Trustees

- a. Trustees shall be elected by a formal vote of the Board at any meeting of the Board, which 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. Except in the case of the Faculty Representative, employees of the School are ineligible for election to the Board and may not be voting members of any Committee.
- d. Both the faculty body and the Parent Teacher Organization (PTO) may each designate one Board representative (the "Faculty Representative" and "Parent Representative", respectively), who will be considered for eligibility and election by the Board following the procedure specified above. 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

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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 candidate to fill the vacancy.

- e. 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. Trustees shall take no official act as a Trustee, nor be considered for quorum purposes, prior to such approval by the Commissioner.

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, excluding the Trustee in question.

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

2.7 Vacancies

Subject to the limits on the number of trustees in section 2.3, the Board may at any time elect a new trustee for a full or partial term as it deems necessary. The Board may exercise all their powers notwithstanding the existence of one or more vacancies on the Board or the total number of Trustees then serving.

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

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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 generally meet at least nine (9) times annually and shall meet 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 hold its annual meeting in the May-June 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 Federal or State 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 emailed to all Trustees and shall be posted in accordance with the Open Meeting Law.

3.4 Executive Sessions

The Board may hold executive sessions for any reason 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 during open session the reason for meeting in executive session, and (c) a majority of the Trustees then present votes to meet in the executive session.

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.

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3.5 Quorum

A majority of the Trustees then in office shall constitute a quorum for decision-making purposes and the transaction of business.

3.6 Remote Participation

A Trustee may participate remotely in a meeting provided that such participation complies with the requirements of 940 CMR 29.10 and the Policies.

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, except for a vote to adjourn which shall require only a majority of those Trustees present and voting.

3.8 Notice of Meetings

Public notice of meetings shall be given as required by and in accordance with the Open Meeting Law. Notice of emergency meetings shall be given as soon as practicable.

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

- a. The Board Chair shall be elected no later than at the Annual Meeting in the final year of the incumbent (exiting) Chair's ~~service~~ term as Chair.
- b. Unless eligible and standing for reelection, the incumbent Board Chair shall convene a Nominating Committee of at least 3 (three) Trustees for nomination of the next

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Chair. The Nominating Committee shall, subject to self-recusals, consisting of the incumbent Board Chair, Vice Chair, Governance Chair, and additional ad hoc Trustees at the incumbent Board Chair's discretion provided that members of the Nominating Committee are ineligible to be nominated as Board Chair. The Nominating Committee's nomination shall be presented to the Board for a vote on the candidate's election. All other Board officers will be nominated by the elected incoming Board Chair as provided in 4.2(e).

- c. The term of the Chair shall be 2 (two) years and a Chair may serve 2 (two) consecutive 2-year terms. In addition, the Board may elect the exiting Chair to a 1 (one) year partial Trustee term following their tenure as Chair.
- d. As the Board seeks to support the election of experienced and qualified Chairs, the Board may vote to waive the continuous service (6 years) and cumulative service (12 years) limits for Trustees in section 2.4 to permit a Chair's tenure (two consecutive 2-year terms) and 1 (one) year partial Trustee term to exceed Trustee service limits, if so elected. The Board's waiver of service limits for any Trustee elected to serve as Chair is limited to permit four years as Chair and one year as a Trustee that would exceed continuous and/or cumulative service. Any waiver to the trustee service limit that is not consistent with 4.2 (d) is not permitted. The Board may reelect a former Trustee who received a waiver under 4.2(d) following a 1 (one) year lapse in service, provided that the former Trustee has not yet served 12 or more cumulative years on the Board, including the years served under the Board-approved waiver of 2.4, and the service limits in section 2.4 shall then apply..
- e. The Vice Chair, Treasurer, Secretary, and any other officers shall be elected at the Annual Meeting by a majority of Board members present and voting, provided they represent a quorum, upon nomination of their election by the Board Chair, if not retiring, and otherwise by the newly elected Board Chair.
- f. The terms of all officers other than the Chair shall be 1 (one) year.
- g. A Trustee may not serve more than 4 (four) consecutive full years in the same office.
- h. If a vacancy occurs in the office of Chair, the Vice Chair shall act as Chair for the remainder of the year (not current Chair term) and shall convene (or if self-recusing, appoint another Board officer as convener) a Nominating Committee for the election of a new Chair pursuant to the terms in 4.2a. The Vice Chair's service in this regard shall not count as Chair service with respect to the Board Chair term limit should the Vice Chair succeed the Chair.
- i. If a vacancy occurs in any other office, the Chair shall, as soon as practicable, nominate a replacement for election by the board.

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.

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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.

The Board Chair shall:

- 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. After consultation with the Governance committee, nominate a leadership slate including other board officers and committee leadership;
- f. Appoint and remove Trustees to and from Committees;
- g. Set goals and expectations for the Board;
- h. Support annual fund-raising with his or her own financial contributions;
- i. Recognize his or her responsibility to set the example for other Trustees; and
- j. Work with the Board; School management, faculty and staff; 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, as delegated by 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 the Board Chair's absence at 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).

The Treasurer shall:

- a. Oversee all funds of AMSA in accordance with the directives of the Board and

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- 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(s) preparing the annual financial statements.
 - h. Perform 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 may be removed/dismissed from office with or without cause by an affirmative vote

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of two- thirds of the Trustees then in office, excluding the officer in question. An officer may be removed from office only after reasonable notice and an opportunity to be heard by the Board.

Section 5. Committees

5.1 Appointment and Duties

- a. The Chair shall propose at the Annual Meeting for the next academic year (or at such other time as deemed necessary) such standing, special, or other committees (in addition to the Standing Committees described herein) as the Chair may deem necessary or proper (each, a “Committee”), including the powers and duties of such Committees unless otherwise defined herein.
- b. The Board Chair shall nominate the leadership of each Committee, including at least a Committee Chair and optionally one or more Committee Vice Chairs. The Committee Chair of the Finance and Audit Committee for the coming year must be the Treasurer elected for that year. The slate of Committees and Committee Chairs and Vice Chair(s) (along with the Board Officers, above) shall be presented to the Board for a vote.
- c. The term of each Committee Chair and Committee Vice Chair shall be one year. A Trustee may not serve more than 4 (four) full consecutive years as the Chair of the same Committee.

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. In consultation with the Committee Chair, the Chair shall have the power at any time to appoint and remove Committee members, provided that such changes will be reported and reviewed by the full Board as soon as practicable. 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. Each Committee shall present the results of its votes 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.

5.2 Standing Committees

Standing Committees of the Board 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.

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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 Trustees' self-governance and the conduct of Board business. The Governance Committee shall select and nominate all candidates for the Board, 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 Board 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 two-thirds majority of the members of the Executive Committee voting shall have the power to do all things deemed by them necessary for or conducive to the welfare of the School that are not 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 or dismissal of Officers or Trustees, 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 as soon as practicable and in any case no later than the next full Board meeting.

5.4 Committee Procedures

- a. Committees shall develop their own Committee Charter to govern the operation, procedure, and meetings of the Committee. Such Charters must be submitted to the Governance Committee for review and recommendation to the full Board.

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Committee Charters will become effective upon an affirmative vote by the Board.

- b. In the absence of an approved Committee Charter that specifies otherwise, all rules related to meetings of the full Board are applicable to meetings of Committees.

Section 6. Executive Director

6.1 Selection

AMSA's Executive Director shall be appointed by the Board on a term, on-going, or interim basis, and the terms and conditions of employment shall be governed by a contract of employment.

6.2 Duties

- a. The Executive Director of AMSA is responsible for implementing the policies established by the Board of Trustees and operates under the direct authority of the Board. The Executive Director oversees the overall management of the school, including both academic programs and administrative operations.

The Board of Trustees holds the authority to approve the curriculum of the school in consultation with the Executive Director. Under this framework, the Executive Director is responsible for overseeing the implementation of the approved curriculum, establishing expectations for student discipline, and ensuring appropriate systems are in place for assessing student performance. The Executive Director also ensures that all required reporting obligations outlined in the AMSA Charter School Bylaws are fulfilled.

The Executive Director and/or their designee, in alignment with the AMSA Staff Handbook and all collective bargaining agreements, is responsible for the employment and separation of personnel, defining roles and responsibilities, and determining terms of service. The Executive Director sets staff salaries within the salary ranges approved by the Board and ensures annual performance evaluations are conducted for all employees.

- b. The Board shall conduct an annual review of the Executive Director.

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 Executive Director or the Executive Director and the Treasurer, as prescribed by the Policies.

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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.

7.3 Parliamentary Authority

The most recent edition of Robert's Rules of Order shall govern the conduct of the Board's meetings in all situations where the rules are applicable and not inconsistent with these Bylaws or the laws and regulations of the Commonwealth of Massachusetts.

7.4 Notices in Writing

All references in these Bylaws to communications in writing are intended to include electronic forms of communication, the use of which may be further prescribed in the Policies.

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 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 they may be or become subject by reason of their service as a member of the Board; provided,

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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 their 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 is 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.

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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 prescribed by the Policies.

(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.