

Model Charter School By-Laws

Developed by Toby Simon



New Jersey Charter School Resource Center

MODEL CHARTER SCHOOL BY-LAWS

ARTICLE I Name and Incorporation

Section 1. Name. The name of the corporation is _____. It is hereinafter referred to as “the corporation.”

Section 2. Location. The principal location of _____ school facility shall be _____.

Section 3. Purposes. The Corporation is a non-profit corporation organized under the laws of the State of New Jersey and its purposes are exclusively educational as set forth in the Certificate of Incorporation. More specifically, the purposes for which the Corporation is organized are:

- *To be determined by the Board of Trustees and included here.*

Section 4. Statute and Code. The Corporation shall operate in accordance with the Charter School Program Act of 1995, N.J.S.A. 18A: 36A; Charter Schools Administrative Code N.J.A.C. 6A: 11; New Jersey Public School Law, N.J.S.A. 18A; and New Jersey Public School Administrative Code, N.J.A.C. 6 & 6A.

Section 4. Non-discrimination. The Corporation shall not discriminate on the basis of race, religion, national origin, gender or age in either the hiring and other employment practices of the school or in its admission policies for students. Further, the Corporation shall be open to all students in its authorized geographic area on a space available basis and shall not discriminate in its admission policies or practices. The Corporation shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter public schools in the State of New Jersey.

ARTICLE II Members

Section 1. Non-membership Corporation. The Corporation shall have no members. The Trustees shall have all powers and duties for the conduct of the activities of the Corporation.

ARTICLE III Board of Trustees

Section 1. Number. The Board of Trustees shall consist of not less than five and not more than eleven persons. The Director of the charter school shall be a non-voting member of the Board of Trustees.

Section 2. Qualifications.

Section 3. Term. Trustees shall be elected for three year terms. Terms shall be staggered so that no more than 1/3 of the Board shall be up for election in any year, unless a vacancy(ies) needs to be filled.

Section 4. Powers. The Board of Trustees shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of the Corporation, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Board of Trustees may, by general resolution, delegate to committees of its own number or to officers of the Corporations such powers as it may see fit for specified periods of time.

Section 5. Election. The names of the initial Trustees are set forth in the Certificate of Incorporation. All successor Trustees shall be elected by the eligible voters of the school community at an election held each year at the annual meeting. The positions of those trustees whose terms have expired shall be open to be filled by those members eligible to vote. Eligible voters shall be the parents or guardians of any children currently attending the school. Elections shall be conducted using secret ballots. Voters shall be required to sign a Roster of Voters confirming their eligibility to vote. Each school family shall be accorded one vote per available position, regardless of the number of its children attending the school. Proxy voting is prohibited. Votes shall be tallied and announced at the meeting where the vote takes place. A group of volunteers, no less than three nor more than five people, made up of eligible voters, but not those up for election, shall tally the votes. In the event of a tie vote for a position, a second ballot will be cast for that position only, with only the tied candidates participating on the ballot. Should a second tie vote occur, a result shall be obtained by flipping a coin with the person whose name is earliest in the alphabet calling a coin side first. Newly elected trustees shall assume office at the first Board of Trustees meeting following their election.

Section 6. Term Limits. Trustee membership shall be limited to ___ consecutive three-year terms. Previous Trustees shall be re-eligible for membership after a lapse of ___ years.

Section 7. Resignation and Removal. A Trustee may resign by submitting his or her resignation in writing to the President of the Board of Trustees. A Trustee may be removed for cause at a meeting of Trustees by an affirmative vote of two-thirds of the remaining Board of Trustees. Trustees being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 9. Annual Meeting. An annual meeting of the Board of Trustees for the election of Trustees and Officers and such other business as may come before the meeting shall be held in ___ of each year. Written notice shall be given not less than ___ days nor more than ___ days of the time, place, and purposes of the meeting. The meeting shall be held at the principal location of the Corporation or such other place as shall be specified in the meeting notice. The notice shall comply with the Open Public Meetings Act (N.J.S.A. 10:4-6 et seq.).

Section 10. Regular Meetings. In addition to the Annual Meeting, Regular meetings of the Board of Trustees shall be held once a month from September through June, excepting in the month of the Annual Meeting, and at such other times as the Board may, from time to time, determine. Timely public notice of all such regular meetings shall be provided as specified in the Open Public Meetings Act (N.J.S.A. 10:4-6 et seq.).

Section 11. Special Meetings. Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the President or by a petition signed by a majority of the full Board of Trustees per Title 6:3-1.2 (*proposed to be moved to 6A: 32-3.1*). Such meetings shall be held upon not less than two business days notice given personally or by telephone, telephone facsimile, or electronic mail or upon not less than four business days notice given by depositing notice in the United States mails, postage prepaid. Such notice shall specify the time and place of the meeting and in all respects comply with the notice requirements contained in the Open Public Meetings Act (N.J.S.A. 10:4-6 et seq.).

Section 12. Open Public Meetings Act. All meetings of the Board of Trustees shall be held in accordance with the New Jersey Open Public Meetings Act, codified at N.J.S.A. 10:4-6 et. seq. Adequate notice of all meetings subject to the Act shall be visibly posted and provided to newspapers of local circulation not less than forty-eight (48) hours before any such meeting.

Section 13. Quorum. A majority of the full number of Trustees shall constitute a quorum of the Board for the transaction of business. When a quorum is present, a majority of the Trustees present may take any action on behalf of the Board, except to the extent that a larger number is required by law, by the Charter, or by these By-laws. Every act of a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees.

Section 14. Vacancies. A vacancy on the Board of Trustees, including a vacancy caused by an increase in the number of trustees, may be temporarily filled by a majority vote of the remaining Trustees to elect a person(s) to fill the vacancy(ies) until the next annual meeting of Trustees, at which time trustees so elected must be re-elected as specified in the Bylaws or step down from the Board as soon as his or her successor is duly elected and qualified.

Section 15. Compensation. Trustees receive no payment for their services. With board approval, trustees may be reimbursed for out-of-pocket expenses incurred on approved board business. Trustees must present receipts for all such expenses, which shall be for the trustee only, and shall be itemized and documented. Such expenses must be approved by a motion of the board at the meeting immediately following the expenditure(s). Each year, at the annual meeting, the Board of Trustees shall set a schedule of allowable charges for meals, lodging, mileage expended on board business. Reimbursements shall not exceed these limitations.

Section 16. Meeting Attendance. Trustees are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any trustee after such trustee's three unexcused, consecutive absences to ascertain the trustee's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board of Trustees.

ARTICLE IV Committees

Section 1. Establishment. The Board of Trustees may appoint such standing committees and/or ad hoc committees as it thinks necessary for the effective governing of the school.

Section 2. Standing Committees. Each standing committee shall have a charge specific to its permitted activities and such charges shall be incorporated into the charter school policy manual. The function of any committee so established shall be fact-finding, deliberative, and advisory to the Board of Trustees. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school. Standing committees shall be made up on no more than two less than a quorum of the Board of Trustees. The president shall be an ex officio member of each committee. The chief educational director of the charter school shall be an ex officio member of each committee, except where his/her evaluation, tenure, or salary are to be deliberated. Standing committees shall be:

- Grievance Committee: In accordance with New Jersey law (N.J.S.A. 18A:36A-15), the Board of Trustees shall establish a Grievance Committee comprised of both parents and teachers to make non-binding recommendations to the Board of Trustees concerning the disposition of complaints. The Grievance Committee shall have four members who will serve one year terms, with one member designated as chairperson by

Model Charter School Bylaws

Page 5

the other committee members. Committee members shall be appointed each year at the first Board of Trustees meeting following the annual meeting. Grievance Committee members may serve no more than two consecutive terms on the committee.

- Committee B: charge
- Committee C: charge

Section 3. Ad Hoc Committees. Each ad hoc committee shall have a charge specific to its permitted activities and that charge shall include the date on which the committee is to present its final report to the Board of Trustees and be dissolved. Members of ad hoc committees shall be drawn from those parents and staff of the school community who indicate interest in serving on the ad hoc committee and from such others as may be deemed appropriate by the Board of Trustees. Ad hoc committees shall be made up of no less than nine and no more than 15 members. Trustees shall not be eligible to serve on ad hoc committees, since they have authority and responsibility to review the committee's recommendations and adopt them or not.

ARTICLE V Officers

Section 1. Titles. The Officers of the Corporation are a President, a Vice President, a Secretary, and a Treasurer. The Board of Trustees may create such other officer positions as it thinks necessary. Each officer position shall have its duties and responsibilities specified and included in these By-laws. No Officer may hold more than one position at the same time.

Section 2. Election. The Officers shall be elected from among the Board of Trustees at each annual meeting of the Trustees and shall serve for one year and until their successors are elected and qualified.

Section 3. Terms. The president may serve no more than three consecutive one-year terms. Trustees elected to the other officer positions may serve no more than five consecutive one-year terms. Former officers, after a break in service of two years, may be elected to another term as an officer.

Section 4. Duties. Officers shall have the duties and responsibilities belonging to their office, including those that follow.

(a) The President shall be the chief executive officer of the Corporation, responsible, along with his/her fellow Trustees, for the oversight of its business and affairs. He/she shall preside at all meetings of the Board. The President shall have full and equal vote as accorded to all trustees. The President may enter into and execute in

the name of the Corporation contracts or other instruments that are authorized by the Board of Trustees. The President may delegate, as needed, to any other officer any or all of the duties of the office of President. He/she shall have such other powers and duties as may be prescribed by the Board of Trustees or by these By-laws.

(b) The Vice President shall have such duties and responsibilities as may be delegated to him/her by the President. The Vice President shall have full and equal vote as accorded to all trustees. In the absence of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the responsibilities of and be subject to all the restrictions as fall upon the President, including presiding at meetings of the Board of Trustees. He/she shall have such other powers and duties as may be prescribed by the Board of Trustees or by these By-laws.

(c) The Secretary shall cause notices of all meetings to be served to all members of the Board of Trustees and the Director and shall keep or cause to be kept the minutes of all meetings of the Board, including the time and place, the names of those present, the actions taken, and the votes on such actions. The Secretary shall present the minutes of the previous meeting at the subsequent meeting to be voted on by the Board and duly noted in the minutes of the instant meeting. The Secretary shall keep the Seal of the Corporation. He/she shall have such other powers and duties as may be prescribed by the Board or by these By-laws.

(d) The Treasurer shall be the chief financial officer of the Corporation and shall have oversight of the Business Administrator as that employee takes responsibility of the financial records, investments, and other evidences of school properties and assets. The Treasurer shall ensure that the Business Administrator keeps regular books of account for the Corporation that set out business transactions of the Corporation, such books to be at all times open to inspection at their place of keeping to any Board of Trustee member. The Treasurer shall be the chair of the Financial Committee, which shall prepare an annual budget, in conjunction with the School Director and the School Business Administrator, for the consideration and approval of the Board of Trustees. The Treasurer shall ensure that the Business Administrator deposits all moneys and other valuables in the name and to the credit of the Corporation with such depositories as shall be designated by the Board of Trustees. The Treasurer shall provide oversight to the Business Administrator in the investment and reinvestment of funds of the Corporation and the disbursement of funds of the Corporation as may be ordered by the Board of Trustees. The Treasurer shall render to the Board of Trustees and the members of the school community, at the Annual Meeting, statements evidencing the current financial condition of the Corporation. The Treasurer shall ensure that the

Business Administrator establishes a system of adequate financial recording showing quarterly income, expenditures, and balance and shall, at the first meeting following the end of each quarter, submit to the Board of Trustees a detailed written financial report in compliance with the New Jersey statutes and regulations relating to charter schools. The Treasurer, as chair of the Finance Committee, annually shall recommend an auditing firm to be hired by the Board of Trustees to review the books of the Corporation and provide a report on them to the Board of Trustees.

Section 5. Removal. Any officer may be removed from office, with cause, by the affirmative vote of two-thirds of the full membership of the Board of Trustees at any regular meeting or special meeting called for that purpose. Any officer proposed to be removed for cause shall be entitled to at least five business days' notice in writing by mail of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Trustees at such meeting.

ARTICLE VI Fiscal Year and Check Signing

Section 1. Fiscal Year. The fiscal year of the Corporation shall be July 1st to June 30th.

Section 2. Check Signing. The President and School Business Administrator are authorized and required to sign all checks over the amount of _____. The Board of Trustees shall establish a policy setting the amount above which checks must have both signatures.

ARTICLE VII Amendments to By-laws

Section 1. Amendments. The Board of Trustees shall have the power to make, amend, or repeal the By-laws of the charter school, either in whole or in part. The By-laws may be amended at any regular meeting of the Board of Trustees or any special meeting called for that purpose. Written notice stating the time and location of the regular meeting or special meeting must be given to all trustees and posted in all places and in newspapers as required by the Open Public Meetings Act not less than ten (10) days prior to the meeting at which such change(s) shall be proposed and voted upon. Any change shall require the approval by a two-thirds (2/3rds) vote of the full membership of the board.

ARTICLE VIII Dissolution

Section 1. Revocation of Charter. If, at any time and for any reason, the Corporation's charter is revoked or the Corporation becomes insolvent, all assets of the charter school, after satisfaction of all outstanding claims by creditors, will be distributed equitably by the Commissioner of Education, in accordance with law, among the participating districts of residence and non-resident district(s).

Section 2. Voluntary Dissolution. Should the Corporation choose to dissolve for reasons other than the revocation of its charter or financial insolvency, all assets of the charter school, after satisfaction of all outstanding claims by creditors and governmental grantors, will be distributed to _____.

ARTICLE IX Additional Provisions

Section 1. Indemnification of Officers and Trustees. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by, Sections 15A: 2-8 and 15A: 3-4 of the new Jersey Nonprofit Corporation Act. A trustee or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries, or its Board of Trustees, except that nothing contained herein shall relieve a trustee or officer from liability for breach of a duty based on an act of omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of an improper personal benefit.

Section 2. Compensation. No trustee or officer shall receive any fee, salary, or remuneration of any kind for services rendered to the Corporation, except that trustees and officers may be reimbursed for proven expenses incurred in the business of the Corporation and approved by formal vote of the Board of Trustees.

Section 3. Insurance. The Board of Trustees shall provide for the liability and other forms of insurance considered to be necessary and prudent as protection against possible claims.

Section 4. Audit. At the close of each fiscal year, the accounts of the Corporation shall be audited by an independent auditor, who is either a Certified Public Accountant or a Registered Municipal Accountant, and who has expertise in accounting of tax-exempt organizations generally. The auditor shall be hired for this purpose by a majority vote of the members of the Board of Trustees present at the regular public meeting at which the motion to hire the auditor is being considered. The audit shall be done in compliance with New Jersey

statutes governing Charter Schools and with all applicable state and federal laws controlling non-profit tax-exempt corporations. Copies of the audit shall be provided to agencies in accordance with 18A: 23-1 et.seq.

These By-laws were adopted by the Board of Trustees at its meeting held on _____ by a vote of _____.

Board Secretary