

Appendix I: Board By-Laws

ARTICLE I

Section 1. Qualifications of the Trustees

The business and affairs of Gathering Waters Chartered Public School except as they are delegated to the Executive Committee hereinafter provided shall be controlled by a Board of not less than eight (8) and not more than sixteen (16) trustees. The Board of Trustees shall include up to two (2) teachers of the school. The Lead Administrator is a non-voting Trustee. The Board of Trustees reserves the right to terminate (for cause) the membership of any Trustee of the Board and shall fill this vacancy in accordance with Section 3 of this article.

No Trustee shall receive a salary or other compensation from the School for their work as a Trustee, other than for reimbursement for extraordinary travel or their expenses incurred directly through and as a result of their service as a Trustee.

Section 2. Length of Term.

The maximum length of the term of any Trustee shall be three years, and no Trustee shall serve more than two (2) consecutive terms, except as noted in this paragraph. The Trustees may vote to approve a single one (1) year extension, on a case-by-case basis, for non-Faculty members of the Board of Trustees, in special cases. In recognition of the special circumstances of representation on the Board by Faculty members, the Trustees may vote to approve to extend the terms for Faculty members beyond the two (2) three-year terms limit. These extensions for Faculty members are not limited in number, but shall be limited in length to one (1) year, after which time any additional extensions would need to be considered and voted on. Term limits do not apply to the Lead Administrator.

Section 3: Nominations, Elections, Vacancies

All nominations for the Faculty members of the Board shall be made by the Faculty and forwarded to the Governance Committee of the Board of Trustees for approval to be nominated to the Board, which shall not be unreasonably withheld. All other nominations shall be made by the Governance Committee of the Board of Trustees.

Election to the Board of Trustees shall be made by the Board at any regularly scheduled meeting a minimum of twenty-five days after the Trustee is nominated by the Governance Committee.

Section 4. Regular Meetings

A minimum of ten (10) monthly meetings of the Board shall be held annually. The meetings shall be held at the Gathering Waters School facility in Keene or at such other place as is designated by the Chair(s).

Section 5. Special Meetings

Special meetings of the Board may be held at any time upon the call of the Chair(s), or, in the event of the Chair(s) absence or inability to act, the Vice-Chair or any three (3) Trustees and said meeting may be held at any time and place.

Section 6. Notice of Meetings

Notice of the time and place of each regular or special meeting shall be given by electronic or paper mailing to each Trustee to the last known email address, place of residence or business of such trustee not less than five (5) days before such a meeting, except as provided in Section 7 of this Article.

Section 7. Waiver of Notice

The transaction of any meeting of the Board of Trustees held without previous notice, as is outlined in Section 6, shall be valid as though made at a meeting held after regular notice, if, either before or after the meeting, each of the Trustees not present gives oral waiver of notice or consent to holding such a meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be made a part of the minutes of the meeting.

Section 8. Quorum

A quorum for the transaction of business shall consist of at least half of the voting members of the Board. A majority vote of such quorum present at the time and place of any meeting of the Board shall determine any proposition that may come before the Board, provided no other provision of these By-Laws be violated. If a majority of the Board participates, voting may be done by electronic proxy.

Section 9. Powers of the Trustees

The Trustees shall, in addition to the general powers conferred upon them by these By-Laws, have the power to:

a) Elect annually, at the June meeting of the Board or at a Board meeting held at other times during the year if necessary, a Chair(s) and Vice-Chair.

b) Receive and hold by purchase, gift, devise, bequest or grant real or personal property for educational purposes connected with or for the benefit of the School.

c) Sell, mortgage, lease or otherwise use and dispose of the property of the School in such a manner as the Trustees shall deem most conducive to the well-being of the School.

d) Declare vacant the seat of any Trustee who is absent from any three (3) consecutive meetings of the Board.

e) Make and amend all By-Laws necessary and proper to carry into effect the powers of the said Board of Trustees as necessary and desirable in the advancement of the interests of the School, provided that no By-Laws shall conflict with the Constitution of laws of the United States, or of the State of New Hampshire or with the provisions of Section D, Article II, of the Articles of Association of the Gathering Waters Public Charter School.

f) The Board of Trustees shall have the power to close the School and dispose of its assets in accordance with the provisions of Section 14 h. of the Charter of Gathering Waters Charter School, if, in the judgment of the Board and the Faculty the School no longer adheres to and promotes the purposes as stated in the Charter.

ARTICLE II

OFFICERS OF THE BOARD

Section 1

The officers of the Board shall consist of either: i) a Chair, a Vice-Chair, a Treasurer and a Secretary, or ii) two Co-Chairs, a Treasurer and a Secretary, all of whom shall be members of the Board of Trustees. The term “Chair” shall be defined as either the Chair officer position or the Co-Chair officer positions. The offices of the Vice-Chair and the Treasurer may be held by the same person, and likewise with the offices of Treasurer and Secretary; but there must be at least three (3) officers. The Officers of the Board shall be elected to one-year terms, and are eligible for re-election to one subsequent one-year term.

The Chair and Vice Chair or Co-Chairs of the Board shall be elected to a one (1) year term, at the regular June meeting of the Board of Trustees or at such other time as becomes necessary. The term length for Chair and Vice Chair can be shorter than one (1) year or extended beyond one (1) year, at the discretion of the Board.

Section 2. Chair’s Powers and Duties

The Chair of the Board of Trustees shall preside at all meetings of the Trustees and Executive Committee at which the Chair is present. The Chair shall appoint a Secretary and Treasurer for the Board subject to confirmation by the Board of Trustees at a regular or special

meeting. The Chair shall, when directed by the Board of Trustees, sign with the proper officers of the Board all contracts, securities and other obligations of the school in the name of the School. During times when Co-Chairs oversee the Board of Trustees, only one Co-Chair will be required to sign any contracts or securities of the school in the name of the School. The Chair shall do and perform such other duties as may from time to time be assigned to the Chair by the Board of Trustees and shall have a general oversight over the business affairs and finances of the school.

Section 3. Vice-Chair's Powers and Duties

In case of the absence or disability of the Chair, the duties of the office shall be performed by the Vice Chair.

Section 4. Treasurer's Powers and Duties

The Treasurer shall have the custody of the funds and securities of the school which may come into the hands of the Treasurer and shall, if required by the Trustees at any time, give such bond as the Board of Trustees may require. The Treasurer shall also perform such other duties as the Board of Trustees or the Chair may require. The Treasurer shall also, whenever required by the Board of Trustees or the Chair, render a statement to them or to the Chair of the finances of the school. The Treasurer shall be a member of the Finance Committee.

Section 5. Secretary's Powers and Duties

The Secretary shall keep the minutes of all meetings of the Board of Trustees. The Secretary shall attend to the giving and serving of all notices for the school. The Secretary shall perform all duties incident to the office of the secretary, subject to the control of the Board, and such other duties as may from time to time be required of the Secretary by the Board of Trustees, the Executive Committee or the Chair.

ARTICLE III

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Chair(s) of the Board of Trustees, and the Vice Chair of the Board of Trustees, the Chair of the Faculty Council and the Lead Administrator. In the case of a Co-Chair structure, only one of the Co-Chairs is required to attend an Executive Committee meeting, although both shall be invited. The Executive Committee shall be charged with conducting such Board level affairs and business of the School as deemed necessary and proper between meetings of the Board of Trustees. Members of the Executive Committee may invite guests to Executive Committee meetings when appropriate. The Executive Committee has the authority, in an emergency situation, to make such decisions that are normally reserved to the Board, but such actions must be ratified at the next full Board

meeting as is appropriate. The Executive Committee shall keep minutes of any decisions made at meetings.

ARTICLE IV

LEADERSHIP COUNCIL

The Board empowers the faculty to select a Lower (1-5) and Upper (6-12) school chair. These faculty chairs work in collaboration with the Lead Administrator as the Leadership Council. The Board recognizes the primary role of the Leadership Council to oversee and determine policies and practices in regard to curriculum, student assessments, teacher evaluations, and other matters pertaining to pedagogy.

ARTICLE V

COMMITTEES

The Board of Trustees shall establish the following standing committees:

1. Finance Committee
2. Governance Committee
3. Human Resources Committee
4. Development and Fundraising Committee
5. Enrollment and Outreach Committee
6. Strategic Planning Committee

Committees shall be made up of at least one (1) Board member and other interested parties approved by the Board. Other committees of the Board may be established as the Board sees fit.

Committees shall take minutes of meetings and shall distribute the minutes to the Board prior to Board meetings.

ARTICLE VI

AMENDMENTS

New By-Laws may be adopted or these By-Laws may be amended or repealed by a vote of a two-thirds (2/3) majority of the total membership of the Board, except that Article I, Section 9, paragraph f, may not be amended or repealed.

The Governance Committee, shall review the By-Laws on an annual basis, and report to the Board of Trustees, at their January meeting, any recommended amendments to the By-Laws. Nothing in this paragraph shall prohibit amendments to the By-Laws at other times of the year.