

CORNVILLE REGIONAL CHARTER SCHOOL BY-LAWS

ARTICLE I Name and Incorporation

Section 1. Name. The name of the corporation is Cornville Regional Charter School. It is herein after referred to as “the corporation.”

Section 2. Location. The principal location of Cornville Regional Charter School facility shall be 1192 West Ridge Road, Cornville, Maine 04976.

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

- to fulfill the mission and vision described in the Charter.

Section 4. Statute and Code. The corporation shall operate in accordance with Title 20-A, Chapter 112 of the Maine Revised Statutes.

Section 5. 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 Maine.

ARTICLE II Members

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

ARTICLE III Board of Directors

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

Section 2. Term. Directors 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 3. Powers. The Board of Directors 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 Directors may, by general resolution, delegate to committees of its own number or to officers of the Corporation such powers as it may see fit for specified periods of time.

Section 4. Election. The names of the initial Directors are set forth in the Articles of Incorporation. All successor Directors shall be elected by the Board from nominations by existing Directors and voted on by a majority of the Board of Directors. Each new Director shall assume his or her Board position immediately upon his/her appointment by the Board or at such time as specified by the Board.

Section 5. Resignation and Removal of a Director. A Director may resign by submitting his or her resignation in writing to the Chair of the Board of Directors. A Director may be removed for cause at a meeting of Directors by an affirmative vote of two-thirds of the remaining Board of Directors. Directors 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 6. Annual Meeting. An annual meeting of the Board of Directors for the election of Officers and such other business as may come before the meeting shall be held in June of each year. Written notice shall be given not less than 10 days nor more than 50 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 Maine's Freedom of Access statute Title 1 Chapter 13, which applies to chartered public schools.

Section 7. Regular Meetings. In addition to the Annual Meeting, Regular meetings of the Board of Directors shall be held on the third Wednesdays of the month 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 Title 1, Chapter 13, Subchapter 1 § 406 of Maine Revised Statutes.

Section 8. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair or by a petition signed by a majority of the full Board of Directors. 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 Title 1, Chapter 13, Subchapter 1 § 406 of Maine Revised Statutes.

Section 9. Open Public Meetings Act. All meetings of the Board of Directors shall be held in accordance with Maine's Freedom of Access statute Title 1 Chapter 13, which applies to chartered public schools. Adequate notice of all meetings subject to the Act shall be visibly posted not less than forty-eight (48) hours before any such meeting.

Section 10. Quorum. A majority of the full number of Directors shall constitute a quorum of the Board for the transaction of business. When a quorum is present, a majority of the Directors 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 Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.

Section 11. Vacancies. Any vacancy on the Board of Directors may be filled by the Board for the unexpired portion of the term. If any Director is appointed to fill a vacancy for an unexpired term, the unexpired portion of the term he or she is filling shall not count toward the three year term imposed by Article III, Section 2.

Section 12. Meeting Attendance. Directors are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any Director after such Director's three unexcused, consecutive absences or five total absences in one year to ascertain the Director's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board of Directors.

ARTICLE IV Committees

Section 1. Establishment. The Board of Directors 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 Directors. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school. Standing committees shall be made up of no more than two less than a quorum of the Board of Directors. The chair 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:

- Governance
- Finance
- Executive Director Support and Evaluation
- Academic Excellence

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 Directors and be dissolved. Members of Ad Hoc committees shall be drawn from those parents, community members, 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 Directors. Ad Hoc committees shall be made up of no less than three.

ARTICLE V Officers

Section 1. Titles. The Officers of the Corporation are a Chair, a Vice Chair, a Secretary, and a Treasurer. The Board of Directors 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 Directors the annual meeting of the Directors and shall serve for one year and until their successors are elected and qualified.

Section 3. Duties. Officers shall have the duties and responsibilities belonging to their office, including those that follow.

(a) The Chair shall be responsible, along with his/her fellow Directors, for the oversight of its business and affairs. He/she shall preside at all meetings of the Board. The Chair shall have full and equal vote as accorded to all Directors. The Chair may enter into and execute in the name of the Corporation contracts or other instruments that are authorized by the Board of Directors. The Chair may delegate, as needed, to any other officer any or all of the duties of the Chair. He/she shall have such other powers and duties as may be prescribed by the Board of Directors or by these By-laws.

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

(c) The Secretary shall cause notices of all meetings to be served to all members of the Board of Directors 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 Executive Director as that employee takes responsibility of the financial records, investments, and other evidences of school properties and assets. The Treasurer shall ensure that the Executive Director 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 Director member. The Treasurer shall be the chair of the Financial Committee, and shall review the annual budget, which is prepared by the Principal and the Executive Director, for the consideration and approval of the Board of Directors. The Treasurer shall ensure that the Executive Director 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 Directors. The Treasurer shall provide oversight to the Executive Director 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 Directors. The Executive Director shall render to the Board of Directors 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 Executive Director 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 Directors a detailed written financial report in compliance with the Maine statutes and regulations relating to charter schools.

Section 4. Removal of Board Officers. Any officer may be removed from office, with cause, by the affirmative vote of two thirds of the full membership of the Board of Directors 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 Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors 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 Chair, Executive Director and/or designee are authorized and required to sign all checks. Checks will be reviewed by the Treasurer at board meetings. Any check in excess of \$5,000 shall require two authorized signers.

ARTICLE VII Amendments to By-laws

Section 1. Amendments. The Board of Directors 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 Directors 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 Directors and posted in all places as required by Maine's Freedom of Access 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 to the Maine Charter School Commission, Augusta, Maine for

continued use in educational purpose consistent with the requirements of Section 501(c) (3) of the Internal Revenue Code.

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 the Maine Charter School Commission, Augusta, Maine for continued use in educational purpose consistent with the requirements of Section 501(c) (3) of the Internal Revenue Code.

ARTICLE IX Additional Provisions

Section 1. Indemnification of Officers and Directors. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by, Sections 714 of the Maine Nonprofit Corporation Act (Title 13-B Chapter 7). A Director 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 Directors, except that nothing contained herein shall relieve a Director 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 Director or officer shall receive any fee, salary, or remuneration of any kind for services rendered to the Corporation, except that Directors and officers may be reimbursed for proven expenses incurred in the business of the Corporation and approved by formal vote of the Board of Directors.

Section 3. Insurance. The Board of Directors ensures that the Executive Director provides 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 Directors 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 Maine statutes governing Charter Schools and with all applicable state and federal laws controlling non-profit tax-exempt corporations.

These By-laws were adopted by the Board of Directors at its meeting held on 5/30/2012 by a vote of 5-0.

Amended: 2/20/2013

Amended: 8/6/2014

Amended: 1/20/2016