

By-Laws of Ledyard Charter School

Article 1: Name and Form of Organization

1.1 Name and Address

Ledyard Charter School
84 Hanover Street
Lebanon, NH 03766

1.2 Nonprofit and Tax-exempt Status

Ledyard Charter School (hereinafter referred to as "LCS") is organized in accordance with the New Hampshire-Profit Corporation Act and as a tax-exempt organization under Section 501 (c) (3) of the Internal Revenue Code, as amended.

1.3 Principal Office

The principal office shall be located in the Office of the Superintendent of Schools, Lebanon, NH, until office space is secured within the city of Lebanon. The corporation shall maintain at its principal office a copy of the corporate records.

Article 2: Purpose and Mission

2.1 Purpose

The purpose of LCS is to establish and maintain a state-approved charter school, providing a rigorous, relevant, and academically challenging education.

2.2 The Mission

The Ledyard Charter School (LCS) will *actively engage* students in ...

- *a rigorous personalized course of study;*
- *the application of 21st century concepts, skills and dispositions to real-world problems,*
- *authentic performance, and*

- *meaningful relationships with the adult community through personal advisors, mentors, apprenticeships and service learning.*

Article 3: Board of Trustees

The qualities and qualifications for Members of the Board of Trustees can be found in the Trustee Job Description.

3.1 General Powers and Authority

Ledyard Charter School is governed by a Board of Trustees, consisting of no more than eleven (11) nor fewer than five (5) members, whose job it is to set policy and oversee the finances of LCS. The Board of Trustees shall have complete and full authority over the administration and operation of LCS.

3.2 Appointment of Trustees and Terms of Service

The Governance Committee will present a slate of nominees at the annual meeting. Trustees shall be elected by a majority vote of the members of the Board of Trustees present and voting during the annual meeting. A Trustee shall be elected to a three-year term and may serve another three-year term, to be followed by a one-year hiatus before re-election. A trustee may resign at any time, or may be removed, with or without cause, by a two-thirds vote of the Trustees present at any quorum-constituted Board Meeting. A majority of the remaining Trustees may fill any vacancy by voting in a new member for the balance of unexpired terms. Upon the recommendation of the Governance Committee, a new Trustee may be elected at any regular or special meeting of the Board and will take office immediately. A trustee's term will officially begin on the 1st of July following the appointment.

3.3 Compensation.

Board members shall serve without compensation.

3.4 Hiring of Personnel.

In addition to the officers provided hereafter, the Board may employ such personnel as in its discretion it deems necessary to accomplish the purposes for which LCS was created

and to authorize payment of such salaries as it deems necessary to conduct the business of the Board.

Article 4: Officers of the Board

4.1 Officers

The officers of the Board shall consist of a Chair, Vice Chairs, a Secretary, a Treasurer and any other such officers as may be elected by the Trustees. Any two offices may be held by the same person except the offices of Chair and Treasurer.

4.2 Election of Officers

The officers of LCS shall be elected at the Annual Meeting by the Members of the Board. All officers will serve for a one-year term. Officers may be reelected for an additional three terms. The term of office for the Officers shall coincide with the fiscal year of LCS, beginning July 1.

4.3 Duties of the Officers

Chair

The Chair shall preside at all meetings of the Trustees and shall have general supervision over the affairs of the Board and over the other officers. The Chair shall be a non-voting member of all committees which the Board may establish.

Vice Chair

The Vice Chairs, in the absence of the Chair, shall perform the duties of that office.

Secretary

The Secretary shall be the custodian of the minute books of LCS and shall be responsible for the accurate keeping of the minutes of the meetings of the Trustees.

Treasurer

The Treasurer shall have the authority and responsibility for the safekeeping of funds and securities of LCS and shall chair the Finance Committee upon creation by the Board of such a committee.

Article 5: Committees

5.1 Standing Committees: All committees are to be chaired by a board member and committees may have non-board members on them.

Governance Committee. The Governance Committee oversees the composition of the Board and the operations of Trustees and the corporation. This Committee shall present a slate of nominees and a slate of officers for the Board of Trustees at the Annual Meeting. This Committee shall also oversee the annual Board self-evaluation.

Development Committee. The Development Committee oversees all of LCS's fund raising; annual fund, capital campus expansion, endowment, capital needs, and community involvement program.

Finance Committee. The Finance Committee shall be chaired by the Board Treasurer and shall be responsible for ensuring that LCS's fiscal affairs are administered in accordance with commonly accepted business and accounting standards, and that the assets of LCS are properly protected and insured.

5.2 Ad Hoc Committees

The Board may create ad hoc committees to accomplish any business that may properly come before it in a timely fashion. Such committees will serve at the pleasure of the Board.

Article 6: Meetings of the Board

6.1 Annual Meeting

The Board will meet annually for the purposes of electing Trustees, appointing officers, and transacting such other business as may properly come before the Board. This meeting will be the 4th Monday of June of each year, unless two weeks public notice is given to all parties that there will be a change in the date.

6.2 Regular Meetings

The Board of Trustees shall meet monthly, a minimum of ten times a year, at a time and place designated by the Chair to effect the business of LCS.

6.3 Special Meetings

Special Meetings of the Board of Trustees may be called by the Chair or by no fewer than four (4) Trustees. Notice of Special Meetings, in compliance with open meeting laws, will include the date, place, hour and purpose, shall be delivered by e-mail, telephone or mail to each Trustee entitled to vote at such meeting, not less than seven (7) days before the meeting and will be publicly posted in accordance with public meeting laws of New Hampshire.

6.4 Quorum.

A quorum for the transaction of business at any regular or special meeting of the Board of Trustees shall consist of a simple majority of the Trustees in office immediately before a meeting begins and a majority of such quorum shall decide any question that may properly come before the meeting.

6.5 Executive Session.

The Trustees may enter into Executive Session to discuss and take action upon personnel, student, legal, and disciplinary issues. The Trustees may enter into Executive Session upon the motion of any Trustee, duly seconded, and passed by a majority of the Trustees present. Any Trustee with a potential conflict of interest may recuse, or must recuse if asked by a majority of the members present, for any or all of this session.

6.6 Rules of Order.

Meetings of the Board of Trustees will be run according to Roberts Rules of Order.

Article 7: Administration

7.1 Director

The Board shall hire a Director, who may be a non-voting member of the Board, to oversee the routine management of the school, to propose and implement policy, to perform those duties customarily performed by a school principal, and to perform such other duties as the Board may deem suitable. The Director shall be subject to the policies and directives of the Board of Trustees, and shall act as the authorized representative of the Board in all corporation matters, except those in which the Board appoints another designee to act.

7.2 Additional Staff

The Director will inform the Board of additional administrative staff. The Director will have the discretion of hiring within the approved financial dictates of the school's operating budget.

Article 8: Finances

8.1 Funds

The funds of LCS shall be deposited in such banks or trust companies as the Trustees shall designate and shall be withdrawn only upon the check or order of the Treasurer or the Board's designee.

8.2 Sales and Transfers

Any sale or transfer of any stock, bond, security, or any other property standing in the name of LCS shall be valid only if signed by LCS acting through the Board's designee. Any transfer signed in this manner shall in all respects bind LCS as fully and completely as if each transaction had been authorized by a special vote of the Trustees.

8.3 Fiscal Year

The fiscal year of Ledyard Charter School shall begin on July 1.

Article 9: Conflict of Interest

9.1 Disclosure

Any possible conflict of interest on the part of any Trustee, Officer or employee of LCS or any family member residing in the same household shall be disclosed in writing to the Board, at the earliest practical time.

9.2 Voting Concerns

No Trustee shall vote on any matter under consideration at a Board or Committee meeting in which such conflict may exist.

9.3 Records

The minutes of the Board or Committee meeting shall reflect that a disclosure was made and that the Trustee having the possible conflict abstained from voting.

9.4 New Hampshire Law

The Board of Trustees shall comply with all requirements of New Hampshire law with regard to Conflict of Interest policy.

Article 10: Indemnification

10.1 Persons to Indemnify

LCS shall indemnify any person who is or was a Trustee, Officer, employee or agent of LCS.

10.2 Right of Indemnification

The right of indemnification shall inure to the benefit of heirs, executors and administrators of any former Trustee, Officer, employee or agent.

10.3 New Hampshire Statute

Indemnification power shall be exercised in accordance with New Hampshire Law on Indemnification of public boards, as amended.

Article 11: Other Provisions

11.1 Amendments to By-Laws

The Board of Trustees shall have the power to amend or repeal the By-Laws by vote of two-thirds (2/3) of the members of the Board of Trustees at any regular or special meeting provided that the Trustees have received a copy of the proposed changes, at least one month prior to said meeting.

11.2 Ledyard Charter School Non-discrimination Policy

Ledyard Charter School (LCS) is committed to providing equal employment opportunities. LCS will not discriminate against applicants for employment or employees with regard to

race, color, religion or religious creed, gender or pregnancy, national origin, age, disability, marital status, sexual orientation, genetic information, ancestry, veteran status or any other characteristic protected by law. LCS does not tolerate discrimination in the workplace and abides by all of the federal laws and New Hampshire laws.

Employees with questions or concerns about any type of discrimination in the workplace are encouraged to bring these issues to the attention of the principal or to the President of the Board of Trustees. Employees can raise legitimate concerns and make good faith reports without fear of reprisal. Anyone found to be engaging in any type of unlawful discrimination will be subject to corrective action, including discharge.

To comply with applicable laws ensuring equal employment opportunities to qualified individuals with a disability, LCS will make reasonable accommodations for the known physical or mental limitations of an otherwise qualified individual with a disability who is an applicant or an employee unless undue hardship to LCS would result.

11.2 Ledyard Charter School Dissolution Clause

Upon dissolution or winding up of the affairs of this charter school, its assets then remaining after payment of all liabilities shall be distributed and transferred or distributed to one or more New Hampshire charter schools, SAUs, local school districts, or the New Hampshire Charter School Fund exclusively for educational or other public purposes, such distribution and transfer to be upon the terms and conditions and in the amounts and proportions determined by the governing body of the charter school.

State of New Hampshire

County of Hillsborough

I certify that the attached copy of the **By-Laws of Ledyard Charter School** of Lebanon, adopted on August 23, 2010 is a true, correct and complete copy of the original **By-Laws of Ledyard Charter School**.

Dated this the 10th day of December, 2019.

A true record, attest:



Elizabeth A. Bailey
Secretary of the Board of Trustees for
Ledyard Charter School of Lebanon