

Robert Frost Charter School

Bylaws

RFCS Board of Trustees

Table of Contents

ARTICLE I-Location	3
ARTICLE II-Purposes	3
ARTICLE III-Membership	3
ARTICLE IV-Board of Trustees	4
ARTICLE V-Board Officers.....	6
ARTICLE VI-Meetings/Orientation	9
ARTICLE VII-Board Advisory Committees.....	12
ARTICLE VIII-General Provisions.....	13

ARTICLE I-Location

1. **Name.** The name of the corporation is “Robert Frost Charter School”. It is and shall remain a voluntary corporation duly organized and existing under the laws of the State of New Hampshire (the “Corporation”).
2. **Location.** The location of the Corporation is Conway, New Hampshire

ARTICLE II-Purposes

1. **Charitable Purposes.** The purpose of the Corporation is to be a public charter school, pursuant to N.H. RSA 194-B.
The School is organized exclusively for education and charitable purposes, to be exempt from Federal taxation.

In furtherance of the purposes set forth in the preceding paragraphs, this Corporation shall have and exercise all the powers conferred by the laws of New Hampshire upon corporations formed under the voluntary corporation law of New Hampshire; to do any or all things hereinbefore set forth to the extent as natural persons might or could do; to do any and all other acts, matters and things necessary or incidental or convenient to these purposes which are not contrary to the laws of the State of New Hampshire; provided, however, that all of the activities and actions set forth in Section 1 shall be carried out strictly in furtherance of those corporate purposes set forth in this Section 1.

2. **Tax Exempt Status.** Notwithstanding anything to the contrary in these articles, all of the activities and actions of the Corporation shall be limited and restricted by the following provisions:
 - (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, its trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
 - (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
 - (c) In extending its services to persons using the facilities of the Corporation and in all of its other activities, the Corporation shall not engage in any activity in violation of State or Federal Civil Rights Acts, including, but not limited to, any act of discrimination based on race, color, sex, national origin, or sexual preference.

ARTICLE III-Membership

1. **Members.** There shall be no voting members of the Corporation. However, the Board may vote to establish a membership, and in so doing shall establish criteria for membership, such

membership dues if any, provide for membership meetings and notice thereof, determine voting rights of members, and to determine membership quorum requirements. If the Board establishes a membership pursuant to this article of the By-Laws, it shall thereupon amend the Articles of Agreement and these By-Laws accordingly.

ARTICLE IV-Board of Trustees

1. Board of Trustees/Legal Status and Obligations. The School Board of Trustees derives its authority from the New Hampshire education statutes, RSA Chapter 194-B and applicable charter school rules of the State Board of Education, as well as the voluntary corporation laws, NH RSA Chapter 292. State law provides that public charter schools will be governed by a Board of Trustees who "shall have general supervisory control and authority over the operations of the school". NH RSA 914-B:5, I. The New Hampshire education laws shall govern the procedures for the School. The property and business of the Corporation shall be managed and the policies of the Corporation shall be set by a Board of Trustees (the "Board").

The initial Board shall be voted and appointed by the RFCS Foundation. Thereafter, the board shall be composed of not less than five (5) nor more than nine (9) members appointed by the Board as provided below.

As required by New Hampshire law, the Board shall report to the State Board of Education or to its designee, at least quarterly, for public information purposes only, regarding the progress of the Robert Frost Charter School in achieving its stated goals. RSA 194-B:5, IV-a. The State Department of Education shall assist the Board of the Corporation to develop a quarterly report that is mutually acceptable, provided that each quarterly report shall include, but shall not be limited to, a financial statement. RSA 194-B:5, IV-a. The Board of Corporation may solicit technical assistance or advice from the State Department of Education. A copy of the quarterly reports shall be available to participating school districts and to the parents of children attending the Robert Frost Charter School. RSA 194-B:5, IV-a. In addition, the Board shall ensure that all other reporting requirements of the Robert Frost Charter School or the Corporation, contained in RSA 194-B:10 or in other State or Federal law, are met.

2. Board Member Qualifications. As required by New Hampshire law, no more than one member of the Board of Trustees, nor more than twenty five percent of the total Board membership, whichever is greater, may also serve on any other school board. RSA 194-B:5, II. At least two parents of pupils attending the Robert Frost Charter School, or twenty-five percent of the Board, whichever is greater, shall serve on the Board of the Corporation. RSA 194-B:5, II. The members of the Board may not be part of the same immediate family nor related by blood or marriage. RSA 292:6-a. The Head of School of the Robert Frost Charter School may be an ex-officio board member. The Head of School will attend meetings, but will not have a vote or attend executive sessions, but no employee of the Corporation may serve as Chairperson of the Board. RSA 292:6-a.

3. Board Member Authority. Because all power and legal authority of the Board of Trustees lies in its action as a group of the whole, individual members exercise authority over charter

school affairs only as they vote, reach consensus, or delegate as a group of the whole at a legal meeting of the Board.

In specific instances, a member, including the Chairperson, may have authority to act but only when the majority of the Board delegates such specific authority to him/her. In all other instances, an individual member has no power or authority.

The Board shall provide this information to its members, the faculty, administration, and public so all are aware that only the Board as a whole has authority to take official action.

4. Board Member Conflict of Interest. The Board of Trustees is committed to high ethical standards that secure the public's trust. Accordingly, the Board has adopted a Conflict of Interest Policy. The Board members are bound by the requirements of Federal law and N.H. RSA 7:19, II, and RSA 7:19-A, pertaining to pecuniary benefit transactions.

A conflict of interest exists when a Board member has one or more personal, business, or financial interests or relationships which could cause a reasonable individual with knowledge of the relevant facts to question the member's integrity or impartiality in his/her decisions. Whether or not a Board member disqualifies him/herself from a discussion or decision by the Board is based on whether an actual or potential conflict of interest exists, that person's ability to be an impartial decision-maker, and/or the appearance of a conflict of interest or of the inability to render an impartial decision. Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a Board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested trustees is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested trustees and publication in the newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

In addition, the following shall apply:

- No member of the Board may have any direct pecuniary interest in a contract with the School or in the purchase or sale of any School property or equipment. This provision does not apply to compensation paid to a Head of School employed by the School who also serves as an ex-officio member of the Board of Trustees. In a particular circumstance and for good reason, the Board reserves the right to solicit paid services from a member when those services are not available elsewhere or are in the best interests of the school. The Board shall approve such agreements on a two-thirds majority vote and follow the requirements outlined above.
- A Board member must abstain and absence themselves from any discussion or vote regarding family members employed by the Board in any capacity or applying to the School for admission.
- No member of the Board will solicit any favor, gift, or other items of monetary value, improperly use School property, use his/her School Board status for personal benefit, or make unauthorized promises or commitments on behalf of the Board.

Every new member of the Board will be advised of the Conflict of Interest Policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

5. Compensation. Board members shall not receive compensation for their services as Board members but can receive reimbursement for expenses and can be engaged to perform other services, as long as the compensation is not excessive as that term is used in 26 U.S. Code §4941(d)(2)(E) or as long as such compensation is not prohibited by New Hampshire law.

6. Classes. A minimum of two (2) and maximum of four (4) people will represent families of children attending the charter school; a minimum of three (3) and maximum of seven (7) Trustee positions will be for professional/business community members, local community members, and/or educational or philanthropic sponsors. The maximum number of trustees is nine. The Board members serving in office shall have the following terms: (5) five year terms for trustees and (3) three year terms for business/community/philanthropic members and (2) two year terms for parent members. All terms are renewable one time by majority vote of the board.

On the initial board, founding trustees and business/community trustees will have terms of five years, which can be adjusted as applicable to stagger term completion dates. One member shall serve five years, two members shall serve four years, three members shall serve three years, two members shall serve two years, and one member shall serve one year. Thereafter, each class of Board members shall be staggered as to term of office so that, as nearly as possible, one-third of the Board members shall be elected in each year.

The Board shall conduct an annual meeting, at which new Board members shall be elected by the existing Board members. The Board shall seek, to the greatest extent possible, to procure nominations for new Board members of persons from a broad range of geographical areas and from varied socio-economic and ethnic backgrounds to ensure the greatest diversity possible on the Board.

7. Quorum. A majority of the Board members elected and serving shall constitute a quorum of the Board for any meeting, provided however, that if one-third of the Board members are present, they may, by unanimous vote, declare themselves to be a quorum for the transaction of the business of the Corporation. A quorum must also include at least two (2) officers of the Corporation.

8. Vacancies. Any vacancy on the Board between the annual meetings may be filled by a majority vote of the remaining Board members, subject to the qualifications stated above.

ARTICLE V-Board Officers

1. Officers. The officers of the Corporation shall consist of a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary. The term for founding trustee officers shall be (5) years. The term of all remaining officers shall be for two (2) years beginning at the Annual Meeting, or until their successors are duly elected and qualified.

The Board Secretary shall serve as Clerk of the Board.

2. **Election.** All officers shall be elected by the Board, from among those Board members duly elected and serving in office, at the annual meeting of the Corporation.

3. **Vacancies.** If any of the offices shall become vacant for any reason, the Board members may elect a successor to hold said office for the unexpired term provided that all members of the Board have been so notified prior to any meeting at which a Board officer vacancy will be filled.

4. **Chairperson.** In fulfilling all duties and providing leadership to the Board of Trustees, the Chairperson ("Chair") must follow, and assure that others follow, Board policy and all laws that apply.

The Chair shall preside at all meetings of the Corporation and of the Board in accordance with Board policy and parliamentary procedure. Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and to the point, and as necessary, relying on the procedures of the most current version of *Robert's Rules of Order*.

Other duties include, but are not limited to, the following:

- Keep the Board informed concerning the activities of the Corporation, and may sign, in the name of the Corporation, all contracts and documents authorized by the Board.
- Determine the agenda with the Head of School, other board officers and committee chairs,
- Sign contracts and other instruments on behalf of the Board, but only if so authorized by the Board,
- Appoint a member to act as Secretary when the Board's assigned Secretary is absent,
- Appoint Board committees and task forces and assign a chairperson and cultivate leadership succession
- Appoint Board members to represent the Board with government offices, organizations, or school districts,
- Select members of advisory committees to the Board, in consultation with the Board,
- Present the Board a roster of Board committees, task forces and advisory committees at the annual organizational meeting so the Board can determine if continuation is desired or necessary,
- Cancel and/or reschedule Board meetings for good cause after consultation with Board members and the Head of School,
- Direct the Secretary to call special meetings and/or emergency meetings of the Board, as necessary,
- Maintain communication with the Head of School, as needed.

The Chair of the Board shall have such other powers and duties as the Board may from time to time determine.

5. **Vice-Chairperson.** The Vice Chairperson shall have the powers and duties of the Chairperson during his/her absence or disability, and shall have such other powers and duties as the Board may from time to time determine and assign.

6. Secretary. The Secretary shall record or cause to have recorded the minutes of all organizational, regular, special Board meetings, and any non-public sessions. Procedures for recording minutes are outlined as follows:

- Record all actions or votes at Board meetings by last name, except unanimous votes may be recorded as such,
- Record in the minutes of all public meetings and other proceedings the full names of members and persons appearing before the meeting (persons in the audience do not need names recorded),
- Record a brief description of the subject matter discussed,
- Record final decision(s) of any Board action,
- Provide draft minutes for public inspection, so labeled, within required timelines as defined in RSA 91-A.,
- Make any corrections to the draft minutes that may be necessary following the Board meeting where minutes are reviewed and approved,
- Sign the final copy with any adjustments after acceptance by the Board, and return original, approved copy to the school's administrative office for filing in the permanent school record.

The Secretary shall have such other powers and duties as the Board may from time to time determine and shall perform all duties customarily incident to the office of a corporate secretary. The Secretary with the approval of the board may delegate to the Clerk the responsibilities for handling correspondence with other persons and organizations when required and for sending out and posting notice of upcoming meetings, in compliance with law.

7. Clerk. The Board Secretary shall serve as the Clerk of the Board

The Clerk shall:

- Notify members of each meeting,
- Assure that any meeting of the Board is properly posted,
- Prepare the meeting agenda with the Board Chair,
- Notify members of agenda corrections, if known,
- Provide each member with a copy of the minutes of the previous meeting(s), together with an agenda for each meeting, in advance of each regular meeting (and, as is possible, in advance of each special meeting) and as is defined by RSA 91-A,
- Receive all communications addressed to the Board:
 - a) present such communications to the Board,
 - b) keep Board apprised of critical topics in context with communications addressed to the Board,
 - c) ensure all communications to the Board provide an explanation for any communication that may be redirected.
- See that all policies adopted by the Board are shared,

Have such other powers and duties as Clerk as the Board may from time to time determine.

8. Treasurer. The Treasurer shall be responsible for the administration of the financial affairs of the Corporation, shall have custody of all funds and securities of the Corporation and shall keep

books and accounts of income and expenditures. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuables of the Corporation in such banks or depositories as the Board may designate. The Treasurer shall perform such duties as are customarily incident to the office of a corporate treasurer.

9. Resignation. Any Board member or officer may resign his or her office at any time. Such resignation is to be made in writing and to take effect from the time of its receipt by the Corporation, unless some other time is fixed in the resignation. Any Board member or officer who for any reason cannot fulfill the term of his/her office should provide timely notice in writing to the Board Chair.

Appointments to unexpired terms on the Board of Trustees will be made by the Board as follows:

- An announcement of the vacancy will be published within the school community and to any to other parties or businesses the Board desires to contact. Such announcement can precede the effective date of resignation by a Board member,
- At the Board's discretion, the announcement of vacancy will provide information for any individual to communicate interest to the Board, c/o the board chair's office,
- The Board, or a subcommittee of the Board, will interview potential appointees. If still a member of the Board, the resigning member may participate in this process,
- In certain circumstances, as prescribed in RSA 91-A:1, the Board may meet in non-public session to discuss the potential appointees,
- The Board will appoint the new member at a public meeting. Such action will be noticed on the agenda for that meeting,
- Newly appointed Board members shall serve until the completion of the unexpired term.

An additional term is at the discretion of the Board.

10. Removal. Any officer or member of the Board may be removed from office by a two-thirds vote of the Board. However, no such vote shall be taken until after a written petition for removal is filed with the Board and the person whose removal is sought receives notice of said petition by first class mail. Further, said person shall be given the opportunity to make an oral or written response to the Board within fourteen (14) days of the mailing of the notice. Notice of any meeting called to include the vote on removal of such person shall not be made until after the fourteen (14) days provided for above have elapsed.

ARTICLE VI-Meetings/Orientation

1. Meetings/Notice. In order to allow for full participation by all Board members and the public, regular meetings of the Board of Trustees will be held each month at a consistent day, time, and place.

If the Board members vote to hold regular monthly meetings, no notice of such regular monthly meetings shall be required, but posting pursuant to the NH open meetings law, RSA Chapter 91-A, is required.

Notice and posting in compliance with RSA Chapter 91-A shall be required for the annual meetings. Notice of the annual meetings shall be in writing and shall be mailed, faxed or e-mailed to the Board members at least seven (7) days before the annual meeting.

Notice shall also be required for all special meetings. Notice for special meetings shall be in writing and shall be mailed, faxed, or e-mailed to the Board members at least seven (7) days before such special meetings. Attendance at meetings shall constitute a waiver of notice, except if a Board member attends the meeting for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Meetings may be held by telephone conference at the discretion of the Board. If all Board members sign a waiver of notice as to any meeting, actions taken thereat shall be deemed proper.

Regular meetings may be canceled or moved to another day for good cause by the Chair, after consultation with the other Board members and the Head of School. Under exceptional circumstances, an individual Board member may request at a regular meeting that a subsequent meeting be rescheduled. Consideration by the full Board will be given to such requests. It is anticipated that less frequent meetings will be required when school is not in session.

2. **Agenda.** The Board of Trustees supports having a planned agenda which keeps the public advised of Board business and allows the Board to address its priorities and items of importance as they arise. The following guidelines will guide agenda.

- The order of business set forth in the meeting agenda may be changed by general consent or majority vote of the members present.
- Requests for reordering or revising the agenda should be directed to the Chair and be considered at the beginning of the meeting.
- In the interest of time, certain housekeeping agenda items may be organized as one agenda item: Consent Agenda. Generally, these items have been reviewed by Board members through documentation received prior to the meeting and require no discussion. At the beginning of the meeting, the Board Chair will make suggestions of Board consent agenda items to be addressed with one motion. Board members have the option of accepting or rejecting the agenda items for the consent agenda. Only items receiving a unanimous vote may be on the consent agenda.
- Suggested agenda items should be submitted to the school chair's office at least seven (7) calendar days prior to the meeting.
- The agenda will be set by the Chair.
- Each board meeting agenda will include Next Agenda, where board members can offer topics for consideration.
- Board members will receive the agenda with supporting materials prior to the meeting.

In accordance with RSA 91-A:2, meeting notice shall be posted in at least two (2) places, notifying each Board meeting at least 24 hours in advance. The Robert Frost Charter School will

post within the charter school and in the local library. An agenda will be offered for posting and provided to the school staff as well.

3. Annual Organizational Meeting. The Board of Trustees shall organize annually at its first regularly scheduled meeting after June 1st of each year. Every Board member shall be notified of the meeting for organization as described above, and the meeting shall be posted in compliance with RSA Chapter 91-A. This meeting shall be called to order by the Clerk of the Board or other non-board member who shall preside until the election of a Chairman.

4. Special Meetings. Occasionally the business of the Board cannot be completed or adequately handled at regular meetings and special meetings are required. It is the intent of the Board to allow flexibility for scheduling additional or special meetings, as needed.

Special meetings shall be called by the Clerk or his/her designee either when so directed

1) by the Chair, or

2) by the formal request in writing by two members of the Board. At least twenty four hours' notice of a special meeting shall be given each member and the meeting notice shall also be posted in accordance with RSA 91-A:2.

Any action taken at special meetings must have the concurrence of a majority of the entire Board. Any special or emergency meeting without notice shall be valid only if all of the members attend such meeting or waive participation or notice thereof in writing either before or after the meeting.

5. Non-Public Session. The Board of Trustees reserves the right to sit in non-public session, closed to the public and media, when a majority of the members present and voting so vote. The Board may entertain a motion to hold a non-public session only for those specific purposes which the law recognizes. For the list of reasons permitted by law, see RSA 91-A:3.

As required by law, the motion calling for a non-public session will indicate the nature of the items to be discussed and the statutory subsection authorizing non-public sessions. No official, final action may be taken by the Board at a non-public session except as allowed by RSA 91-A:3. In order to act upon most items considered during a non-public session, the Board will convene or reconvene in open session. That such a meeting was, or will be held, will be recorded in the minutes of the preceding or subsequent open session of the Board. Board members and any persons attending a non-public session are duty-bound not to disclose any details of the discussion held. Minutes of all non-public sessions shall be made public pursuant to RSA 91-A:3, III, unless a two-thirds majority vote of the Board members present votes pursuant to that statute not to make the minutes public. The Head of school will attend all non-public sessions except those which pertain to his/her own employment.

It shall be the policy of the Board to notify individuals or parents of students discussed in nonpublic session of that discussion within seven (7) calendar days of the non-public session meeting. It shall also be the policy of the Board to require the administration to make the best attempt to notify individuals or parents of students whom they intend to discuss in detail in non-public session at least forty-eight hours prior to the planned meeting. The intent of this policy is to provide the Board with as much input as possible on all issues as well as to protect the rights of the individuals discussed.

The Board may reserve part of the non-public session for an exclusive meeting attended by Board members and administration only.

6. New Member Orientation. Prior to the first Board meeting of a new Board member, or as soon as can be scheduled, the new trustee shall be provided concise orientation with supporting materials. Such orientation shall include the following:

- Copy of the school's charter and recent Board meeting minutes, with explanation,
- Pertinent statutory matters of Board authority to supervise and manage a chartered public school and public funding,
- Pertinent Board policies, including policies on Board organization and function,
- Roles and responsibilities of Board and Board officers, school leadership personnel, and other advisors,
- Budget and insurance provisions,
- Other materials the Board and/or school advisors deem pertinent.

The purpose of orientation is to assist new Board members in understanding the Board's governance philosophy; the role, responsibilities, and limitations of individual Board members; the mission and charter of the school; the status of finances; and functions of the Board as a whole.

ARTICLE VII-Board Advisory Committees

From time to time and as needed, the Board will seek guidance from advisory committees as one means of involving and gathering input from members of the charter school community. The purpose of all advisory committees is to provide advice to the Board of Trustees by conducting studies, identifying problems, and developing options and recommendations that enhance the decision-making process of the Board. The Board of Trustees Chair, in consultation with the Board, will select members and chairs of advisory committees.

The authority to make decisions, issue contracts, obligate school funds etc., continues to reside in the Board as imposed by statute and these Bylaws.

1. Determination/Formation:

The need for advisory committees shall be determined by the Board as a whole. The Board shall:

- Determine need and establish the advisory committee,
- Clarify the reason and charge for advisory committee,
- Determine the size and composition of the advisory committee,
- Designate the interval at which it will receive reports,
- Provide guidelines regarding encumbrance/expenditure of funds, decision-making, timelines, report requirements, etc.,
- Clarify need for support, e.g. space to meet, postage, reference materials.

2. Advisory Committee Responsibility (Chairperson):

The advisory committee's chairperson shall:

- Establish schedule of meetings, providing advance notice of meeting times to the Board for posting purposes,
- Keep minutes of meetings,
- Keep the Board informed of the activities of the committee,
- Seek clarification from the Board as a whole whenever role or responsibility is unclear to self or others or whenever an opinion or decision of the Board is needed,
- Ensure no opinion, decision, or commitment on behalf of the Board is given unless specifically authorized to do so by the Board as a whole,
- Ensure any announcement or press release is cleared with the Board Chair or his/her designee,
- Prepare a task-completion report or year-end report to submit to the Board.

3. **Dissolution:**

- Advisory committees appointed to accomplish a specific goal shall be dissolved upon accomplishment of the goal,
- Advisory committees appointed for the school year shall be dissolved at the close of school in the school year in which they are established,
- Advisory committees may be dissolved or extended at any time by majority vote of the Board,
- If requested, the dissolving advisory committee will provide a summary of activities or any other requested report for the Board.

The Board Chair and Head of School are non-voting, *ex officio* members of all advisory committees of the Board. Additionally, any Board member may attend and participate in the discussion of any meeting of an advisory committee, whether said member is appointed or not; however, only the appointed committee member shall have the right to vote on committee consensus decisions. All advisory committee meetings shall be open to the public.

ARTICLE VIII-General Provisions

1. **Contracts.** The Board may authorize any officer or officers in addition to the Chair to enter into any contracts on behalf of the Corporation; such authority must be in writing.
2. **Checks, drafts, etc.** The Treasurer or the Chair shall sign all checks, drafts, and other orders for payment of money on behalf of the Corporation.
3. **Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Corporation.
4. **Books.** The books shall be kept in the office of the Treasurer and include the complete financial records and transactions of the Corporation including a minute book, which shall contain copies of the Articles of Agreement, the By-Laws, and all minutes of the meetings of the Corporation and the Board.

5. **Indemnification.** Each present and future Board member and officer, whether or not then in office, shall be indemnified by the Corporation against expenses actually and reasonably incurred by or imposed upon him or her (including, but without being limited to, settlements, judgments, costs, and counsel fees) in connection with the defense of any administrative, civil or criminal action, suit or proceeding in which he or she is made a party by reason of being or having been a Board member or officer of the Corporation, except in relation to matters as to which he or she shall be actually adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such Board member or officer may be entitled, under any other by-law, agreement, or as a matter of law or otherwise.

6. **Fiscal Year.** The fiscal year shall be from ____July 1 ____ to __June 30_____.

7. **Adoption of Initial By-Laws.** The initial By-Laws shall be adopted by a two-thirds majority of the signers of the Articles of Agreement.

8. **Amendments.** These By-Laws may be amended by a majority vote at any meeting of the Board. A notice of any amendment proposed for adoption shall be circulated to all Board members at least seven (7) days in advance of a meeting called to act thereon and included on the agenda for that meeting a list of the Bylaw(s) to be amended. All meetings to amend By-Laws must be properly noticed.

(These By-Laws were adopted by a two-thirds majority vote of the incorporators on _____.)

Dated: _____, 2012 _____
Chair Secretary