

Sabillasville Environmental School ~ Bylaws

ARTICLE I NAME AND ADDRESS

1.1. The name and address of the organization shall be

Sabillasville Environmental School – A Classical Charter School
16210B Sabillasville Rd
Sabillasville, Maryland 21780

ARTICLE II PURPOSE

2.1. The purpose of the organization shall be to educate K-8 children under a charter agreement between Frederick County Public Schools in accordance with the mission set forth in said charter agreement. The Sabillasville Environmental School (“Charter School”) is incorporated under Md Ann. Code, Corp. & Assn’s Article, § 5-201, as amended, (“Nonprofit Corporation Law”), and shall be organized and operated exclusively for charitable, literary and educational purposes permitted within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the purposes specified in Md. Ann. Code, Education Article, §9-106, *et. seq.*, as amended, (“Charter School Law”). In furtherance of these purposes, Charter School may exercise all rights and powers conferred by federal and state law.

ARTICLE III MEMBERSHIP

3.1. Unless or until the Articles of Incorporation of the Charter School are amended to provide otherwise, the Charter School shall have no members. Any provision of law requiring notice to, the presence of, or the vote, consent, or other action by members of the corporation in connection with such matter shall be satisfied by notice to, the presence of, or the vote, consent, or other action by the Board of Directors. No certificates of membership shall be issued at any time.

ARTICLE IV

GOVERNANCE **4.1.Description of the Governing Body.** As a public school, the Charter School will ultimately be responsible to its authorizer. A Board of Directors (the “Board”) will govern all operations of the Charter School. The Board will also be responsible for ensuring that the Charter School is run in compliance with the Charter Application, all applicable laws, and ensuring that the Charter School remains financially viable. The Board will also serve as an advocate for the charter school system and the Charter School.

4.2.Initial Board. In order to maintain consistency with the founding group’s vision, selected members of the founding group as well as community members selected by the founding group will serve as an initial Board.

4.3. General Powers. The business and affairs of the Charter School shall be managed by its Board except as otherwise provided by the Fredrick County Public Schools or these bylaws. The Board has ultimate responsibility to determine general, academic, financial, personnel and related policies deemed necessary for the administration and development of the Charter School in accordance with its stated purposes and goals.

More specifically, the Board's authority shall be, without limitation:

- (a) to approve, including but not limited, to appointment, promotion, contracts, leaves of absence, fringe benefits, qualifications of professional and nonprofessional staff, professional development and dismissal of employees;
- (b) to adopt the curriculum or courses of study and text books;
- (c) to authorize the acquisition, management and disposition of all property and physical facilities, based on negotiated contracts.
- (d) to approve institutional documents and policy statements at the Board's discretion to assure compliance with the Articles of Incorporation, Bylaws, Charter, and Board Policy;
- (e) to sue and be sued, complain and defend and participate as a party or otherwise, but only to the same extent and upon the same condition that political subdivisions and local agencies can be sued;
- (f) to make contracts and leases for the procurement of services, equipment, and supplies;
- (g) to incur temporary debts in anticipation of the receipt of funds;
- (h) to solicit and accept any gifts or grants for the Charter School purposes;
- (i) to adopt and approve the annual budget and to make revisions therein;
- (j) to establish enrollment policies and procedures;
- (k) to adopt and approve policies and procedures to assess student achievement;
- (l) to approve or ratify all contracts
- (m) to be final arbiter of all disciplinary matters;
- (n) to authorize any annual audit by an independent certified public accountant;
- (o) to approve all personnel actions;
- (p) to designate depositories of the Charter School funds;
- (q) to have and exercise all of the powers and means appropriate to effect the purpose or purposes for which the Charter School is chartered; and
- (r) to have and exercise all other powers enumerated in the Nonprofit Corporation Law or otherwise vested by law in the corporation and not consistent

with the Charter School Law.

4.4. The number of Board of Directors. The Board shall not consist of less than five (5) or more than nine (9) Directors. Each Director shall hold office for a term as designated by the Board. To the extent possible, the Board will consist of parents, community representative, educators, and members of the business community. No employee of Frederick County Public Schools shall serve on the Board.

4.5. Board Qualification. Each Director will be a natural person at least 18 years of age who need not be a resident of Frederick County. In electing Directors, the Board shall consider each candidate's willingness to accept responsibility for governance including availability to participate actively in Board activities, areas of interest and expertise, and experience in organizational and community activities.

4.6. Election. Board of Directors shall be elected by the Board at the annual meeting. Each Director shall be elected for a term of two years. Except as otherwise provided by resolution of the Board, each Director's term begins at the time of his election. Each Director shall hold office until

(a) the expiration of the term for which he or she was elected and until his successor has been elected and qualified, or

(b) his or her earlier death, resignation, or removal.

Board of Directors may be eligible for re-election to the Board.

4.7. Composition. The composition of the Board (including number and type of Directors) may be changed by majority vote of the Board.

4.8. Election of Board of Directors. Nominations shall be placed before the Board of Directors electronically during a call for nominations when there are vacancies. Nominations may also be made by any Trustee. The Board of Directors will vote and a simple majority of a quorum is required for election.

4.9. Resignation. Any Board of Directors may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.10 Removal. The Board may remove any Board of Directors with or without cause by two-thirds (2/3) vote of the Board entitled to cast votes. In addition, if so decided by the Board of Directors, it may remove any Trustee for the following conduct (list is not all inclusive):

(a) Failure to attend two consecutive meetings without reasonable justification; and/or

(b) Failure to attend more than four meetings in one fiscal year without reasonable justification.

(c) For conduct detailed in (a) and (b) above, the Board shall only remove such Board Member by a two-thirds (2/3) vote at the next scheduled meeting of the Board.

4.11. Vacancies. Any vacancy occurring in the Board shall be filled by the Board at a regularly scheduled or at a special meeting called for such purpose. A Board member may be elected to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office.

ARTICLE V MEETINGS

5.1. Open Meetings. All meetings of the Board shall be open to the public, and minutes of such meetings shall be provided upon request. The Board shall publish a calendar of regularly scheduled meetings for the year.

5.2. Annual Meeting. The Board shall meet annually once per year on the last regularly scheduled meeting of the fiscal year at a reasonable time and place convenient to the Board and members of the community. In the event that the annual meeting is not held on the specified day, the Trustees may hold a special meeting in place thereof, and any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the annual meeting, provided that notice is given for the meeting and the notice indicates that the special meeting shall be in place of the annual meeting.

Notice of the annual meeting or notice of a special meeting called in its place, setting forth the date, time and place shall be announced via email and written communication to all families with students currently enrolled.

5.3. Annual Meeting/Annual Report At the Annual Meeting the President and Treasurer shall present an annual report which shall set forth:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report;
- (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each fund held by or for the corporation;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each fund held by or for the corporation;
- (e) The capital budget and the operating budget for the corporation's current fiscal year;
- (f) A schedule of proposed major activities for the current fiscal year.

5.4. Regular Meetings. Regular meetings of the Board may be held at such time and at such places as the Board of Directors determine. Call or notice is not to be required for regular meetings (except as required by Special Meetings), provided that reasonable notice is made of the first regular meeting following the determination of the Board of Directors of the time and place of regular meetings. All meetings of the Board shall be open to the public in accordance and minutes shall be provided to the public upon request.

5.5. Special Meetings. Special meetings of the Board may be called by or at the request of any two Board of Directors or the principal of the charter school. The President of the Board will fix the location of the meeting. Reasonable notice of the time and place of special meetings shall be given to each Board of Directors and parents.

5.6. Telephonic Meetings. One or more members of the Board or any committee designated by the board may participate in a meeting of the Board or a committee thereof by means of conference telephone, meeting software or similar communications equipment by which all persons participating in the meeting can hear one another at the same time. Such participation shall constitute presence in person at the meeting.

5.7. Meeting Notice. The Board shall, during the first week of July, publish its calendar of regularly scheduled meetings for the year. A Board of Trustees waives notice of the regular or special meeting by attending or participating in the meeting unless, at the beginning of the meeting, he objects to the holding of the meeting or the transaction of business at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Whenever notice is required by law, a waiver thereof in writing signed by the Trustee or other person entitled to said notice, whether before, at or after the time stated therein, shall be equivalent to such notice.

ARTICLE VI BOARD EXPECTATIONS

6.1. Quorum at Board Meetings. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the Board of Directors present may adjourn the meeting.

6.2. Manner of Acting. The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board unless otherwise provided by law or these bylaws.

A. An affirmative vote of the majority of the members of the Board of Trustees then in office shall be required in order to take each of the following actions, of any previously taken action relating to the same subject matter:

- (a) adopting textbooks;
- (b) appointing or dismissing school administrators;
- (c) adopting or amending the annual budget;
- (d) purchasing or selling land;
- (e) locating new buildings or changing the locations of previously used buildings;
- (f) creating or increasing any indebtedness;
- (g) adopting courses of study;
- (h) designating depositories for Charter School funds;

(i) entering into contracts of any kind where the amount involved exceeds \$5,000;

(j) entering into contracts with and making appropriations to an intermediate unit or schooldistrict for the school's proportionate share of the cost of services provided or to be provided by any such entity.

B. None of the following actions may be taken by the school without the prior approval of notless than two-thirds (2/3) of the Board of Directors then in office:

(a) to amend the Articles of Incorporation of the school or these Bylaws;

(b) to dissolve or liquidate the Corporation;

(c) to merge or consolidate the Corporation;

(d) to convey, sell or transfer substantially all the Corporation's assets;
and

(e) to remove a trustee or officer from office.

6.3. Compensation. No Board Member shall, except as allowed by law, as a private person engage in any business transaction with the corporation, be employed in any capacity by the corporation or receive from the corporation any pay for services rendered to the corporation, provided that a Board Member may receive reimbursement for reasonable expenses incurred in connection with corporate matters if such reimbursement is authorized by the Board of Directors.

Board members shall serve as Board Members without receiving any compensation for their services as Trustees.

ARTICLE VII VOTING

7.1. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the Board of Directors present may adjourn the meeting.

7.2. Presumption of Assent. A Board of Director of the Charter School who is present at a meeting of the Board or committee of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless,

(a) s/he objects at the beginning of the meeting to the holding of the meeting or the transaction of business at the meeting;

(b) s/he contemporaneously requests that his dissent be entered in the minutes of the meeting; or

(c) s/he gives written notice of his dissent to the presiding officer of the meeting before its adjournment. Such right to dissent as to a specific action taken at a meeting of the Board. Any Board of Director who does not take any action as stated in this

§7, shall have been recorded in the meeting minutes as casting his or her vote as an affirmation. The goal of this section is to ensure that all Board of Director's votes are specifically recorded in the official meeting minutes.

ARTICLE VIII FIDUCIARY DUTIES OF BOARD OF DIRECTORS

8.1. Standard of Care. The Board of Directors have a fiduciary relationship to the School, including in their capacity as members of a committee. The Board of Directors have an obligation to act in good faith, in a manner he or she reasonably believes to be in the best interest of the School, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

In performing their duties Board Members and shall be entitled to rely in good faith on information, opinions, reports or statement, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the School whom the Board of Directors reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to matters which the Board of Directors reasonably believes to be within the scope of professional competence; or expertise.

ARTICLE IX OFFICERS

9.1. Number and Qualification. The Board shall elect a President, Vice-President, Secretary and a Treasurer of the school from among the Board. The term of such officers shall be for a period of two years or until such time as their respective successors are duly elected and qualified. The officers shall be elected annually by the Board at the annual meeting held pursuant to the provisions these by-laws. If at any other time a vacancy exists in these offices, an officer may be elected to fill a vacancy for the remainder of the term at any special or regular meeting of the Board.

9.2. President. The President of the Board of Directors shall preside at all meetings, except as the Board Members shall otherwise determine; and shall have such other powers and duties as may be determined by the Board of Directors.

9.3. Vice-President. The Vice-President of the Board of Directors shall have and exercise all the powers and duties of the President in his/her absence. The Vice President shall have such other powers and duties as may be determined by the Board of Directors.

9.4. Secretary. The secretary shall serve as recording secretary to the Board, attend all regularly scheduled meetings, and see to the prompt publication of the minutes of the meeting. The Secretary shall maintain records of all proceedings of the in a book or electronically. Such book and electronic files shall also contain the original or attested copies of the Articles of Incorporation, the bylaws and the names and residence addresses of all members of the Board.

9.5. Treasurer. The Treasurer shall be responsible for the school's financial affairs, funds, securities, and valuable papers and shall keep full and accurate records thereof. The Treasurer shall receive all funds including local, state and federal funds and privately donated funds. The Treasurer of the charter shall deposit the funds belonging to the charter school in a depository approved by the Board and shall at the end of each month make a financial reporting package will be presented to the Board

9.6. Other Officers. The Board may elect or appoint such other officers as it deems useful for the proper operation of the charter school.

9.7. Removal of Officers. Any elected or appointed officer may be removed from office for failure to perform or conduct detrimental to the school by a two-thirds vote of the Board of Directors, after thirty (30) days written notice to the officer in question. The officer is entitled to a hearing before the Board or before a hearing officer designated by the Board prior to a vote of a call for removal.

9.8. Representatives. The principal, a teacher representative selected by the charter school employees, and President of the Parent Teacher Organization may attend Board meetings and may provide input into discussions, but may not vote.

ARTICLE X COMMITTEES

10.1. Committees. The Board of Directors may create and appoint committee members as deemed necessary.

ARTICLE XI ADMINISTRATION OF FINANCES

11.1. Fiscal Year. The fiscal year of Sabillasville Environmental School shall coincide with the fiscal year of Frederick County Public Schools (July 1 through June 30).

11.2. Contracts. The Board of Directors have the authority to enter into contracts, execute and deliver instruments, and otherwise legally bind the Charter School.

ARTICLE XII PARLIAMENTARY AUTHORITY

12.1. Conduct of meetings. The rules contained in Robert's Rules of Order shall govern the conduct of meetings of the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws. The Chair may suspend or apply Robert's Rules informally in order to facilitate discussion amongst the members.

ARTICLE XIII ETHICS

13.1. Sabillasville Environmental School is committed to delivering a quality education for all of its students and does not discriminate on the basis of race, ethnicity, color, religion, creed, sex, age, national origin, physical or mental disability, pregnancy, parenthood, sexual orientation, gender

identity or military affiliation.

13.2. The Board of Directors, administration, teachers and staff shall conduct themselves in such ways to promote that ethical standard. No member of the Board of Directors, administration, teachers or staff shall take advantage of their position for their personal gain above and beyond that which is made available to all other members of the Sabillasville Environmental School community and/or reasonable and customary contractual allowances.

ARTICLE XIV INDEMNIFICATION

14.1. Indemnification. The Charter School may, to the maximum extent permitted by law and in the absence of school or district insurance, defend, hold harmless and indemnify all current and former members of the Board of Directors who at the request of the Board of Directors have acted or not acted, from and against any claims, civil or criminal, in which that person is made a party by reason, in whole or in part, of being or having been a Boardmember or officer, , when that person has acted within the course or scope of his or her duties as a Board of Director of the Charter School.

Indemnification shall be provided by a majority vote of Board of Directors, on a case-by-case basis.

ARTICLE XV DISSOLUTION

15.1. Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes, or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.