

# 先锋中英双语学校

Pioneer Valley Chinese Immersion Charter School

## By-laws of the Pioneer Valley Chinese Immersion Charter School

### ARTICLE I

#### Purpose

The Pioneer Valley Chinese Immersion Charter School (“PVCICS”) is a public school chartered by the Commonwealth of Massachusetts under MGL Chapter 71 Section 89. PVCICS is a kindergarten through twelfth grade charter school that prepares students for academic and personal success through rigorous study and instruction aligned with the Massachusetts Curriculum Frameworks augmented with Chinese language and culture. The PVCICS Board of Trustees (the “Board”) is a public entity organized to operate PVCICS and the members of the Board are individually considered special state employees. The Board operates independently from the school committee of any city, town, municipality, or district located in the PVCICS service area. The Board holds the charter granted by the Commonwealth and is therefore responsible for ensuring that PVCICS and the members of the Board comply with all applicable state and federal laws and regulations, and that the school is an academic success, organizationally viable, faithful to the terms of its charter, and earns charter renewal.

### ARTICLE II

#### Board of Trustees

Section 2.01 Number of Trustees. The Board shall consist of at least eight (8) Trustees, and no more than eighteen (18) Trustees. All Trustees shall have identical rights and responsibilities, with the exception of Faculty Trustees and Student Trustees. Faculty Trustees and Student Trustees shall have the rights and responsibilities set forth in these Bylaws and as specified by the Board and/or the Chair as set forth herein.

Section 2.02 Qualifications and Appointment of Trustees. Board members shall be sought who reflect the qualities, qualifications and diversity determined by the Board. The Board of Trustees may not discriminate against potential members on the basis of age, sex, gender identity, sexual orientation, race, national origin, ancestry, religion, marital status, or non-disqualifying handicap or mental condition. The Board of Trustees (or any Committee thereof) will exercise due diligence in assessing the suitability of candidates for board membership with respect to potential conflicts of interest and areas of skill and expertise that will be of value to the Board, such due diligence to occur prior to a vote by Board to request the Commissioner of Elementary and Secondary Education (Commissioner) to appoint the proposed member(s). Prior to submitting a candidate to the Commissioner for approval, the Board of Trustees must determine that no financial interests under G.L. c. 268A exist which may preclude a majority of the board from participating in deliberations or voting on certain matters within the scope of the board's authority. Trustees shall comply with the Commonwealth's state ethics requirements, including without limitation, training requirements, compliance with Massachusetts General Law Chapter 268A (the conflict of interest law) including filing of all applicable disclosure statements thereunder, and filing all statements of financial interest in a timely fashion as required by M.G.L. c. 71 §89(u). Failure to comply with state ethics requirements may result in removal of individual board members by the Board as described in Section 2.09 or removal by the Commissioner. G.L. c. 71, § 89(u); 603 CMR 1.06(2)(e). The Board shall request the Commissioner's approval of the appointment of any new Trustees, and must have received that approval prior to any new Trustees beginning their service as members of the Board.

Section 2.03 Responsibilities and Powers of Trustees. The affairs and responsibilities of PVCICS shall be directed and controlled by the Board of Trustees (except as specified to the contrary in these Bylaws). The Board will be constituted in a manner provided in Section 2.02 and otherwise as set forth in this Article II. Without limiting the generality of the foregoing, the Board of Trustees shall be responsible for and/or have the power with respect to each of the following:

- (a) Establishment of short- and long-range objectives and goals of PVCICS;

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(b) Review and adoption of policies and programs to achieve the established objectives of PVCICS, and to ensure compliance by PVCICS with Massachusetts General Laws and regulations, Federal law and regulations, and these By-Laws, including without limitation: (i) successfully completing the opening procedures process in accordance with M.G.L. c. 70 Sec 89 and any related guidelines issued by the Department, (ii) timely submission of annual reports and annual independent audits, and (iii) responding in writing to complaints as set forth in 603 CMR 1.09;

(c) Establishment of sound fiscal policy for PVCICS, including but not limited to (i) review and adoption of annual operating and capital budgets; (ii) management of endowments, and (iii) implementation of development and fund raising programs, and adoption of and revisions to school policies, including plans for student recruitment and retention;

(d) Establishment and oversight of administrative and fiscal controls to ensure successful implementation of approved policies and programs, and approving and monitoring progress toward meeting the goals of the PVCICS Accountability Plan;

(e) Provision of a physical plant and equipment adequate for the immediate and future needs of PVCICS, as well as adoption and implementation of sound plans for the physical development of PVCICS;

(f) Hiring, evaluating, and removing, if necessary, qualified personnel to manage the charter school's day-to-day operations and holding these administrators accountable for meeting specified goals;

(g) The purchase of real and personal property; to invest and reinvest the property of PVCICS; to sell at public sale, exchange, transfer, or grant options to purchase the whole or any part of the property PVCICS, real or personal, at any time held by it, upon such terms and conditions as they may deem best, and consistent with current statutory laws and regulations from time to time promulgated, and to execute, acknowledge and deliver such deeds, contracts or other instruments as they may deem necessary or advisable in connection with any such purchase, sale, exchange, option or transfer;

(h) To lease, with or without option to purchase, any real estate at any time held by PVCICS, for such term or terms, and upon such provisions and conditions, as they shall determine, and to alter, repair, demolish, rebuild and improve any building which is at any time part of the property of PVCICS;

(i) To borrow money on such terms as they deem proper and to mortgage or pledge property, real or personal, of PVCICS to secure the same;

(j) To invest the funds of PVCICS as the Trustees may from time to time determine in such securities as the Trustees in their discretion determine to be reasonable in light of the future liquidity, income, and financial requirements of PVCICS; and

(k) Adjust, settle, arbitrate or compromise any claim or claims of any nature payable to or made against PVCICS, including any claims for taxes upon any terms satisfactory to them.

Notwithstanding the foregoing, the Board of Trustees will not exercise managerial powers over day-to-day operations of PVCICS, which shall be the responsibility of the Executive Director. The Board is a public employer for purposes of tort liability under Chapter 258 of the General Laws and for collective bargaining purposes under Chapter 150E of the M.G.L.

Section 2.04 Nomination of Trustees. The Trusteeship Committee shall nominate a slate of potential Trustees for election by the Board of Trustees. This slate shall be made publicly available by the Trusteeship Committee not less than fourteen (14) days prior to the April Meeting of the Board, and presented for election at the April Meeting.

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Section 2.05: Trustee Terms. Each Trustee shall serve a term beginning on July 1 of the year such Trustee is elected by the Board (or the closest date thereafter that the election of such Trustee has been approved by the Commissioner) and ending on the third (3<sup>rd</sup>) June 30<sup>th</sup> following the date such Trustee's term commences. After election, the term of a Trustee may not be reduced, except as set forth in these Bylaws. Trustees elected to complete a prior Trustee's term shall serve a term ending on the date that the term of the former Trustee would have ended had such former Trustee remained on the Board.

Section 2.06 Trustee Classes. Trustees whose terms commence on or after July 1, 2016 but prior to June 30, 2017 shall serve in a group of Trustees whose terms shall all end on June 30, 2019 (unless an individual Trustee's term ends due to resignation, removal, or otherwise as set forth herein), with all such Trustees referred to herein as "Class A Trustees". Trustees whose terms commence on or after July 1, 2017 but prior to June 30, 2018 shall serve in a group of Trustees whose terms shall all end on June 30, 2020 (unless an individual Trustee's term ends due to resignation, removal, or otherwise as set forth herein), with all such Trustees referred to herein as "Class B Trustees". Trustees whose terms commence on or after July 1, 2018 but prior to June 30, 2019 shall serve in a group of Trustees whose terms shall all end on June 30, 2021 (unless an individual Trustee's term ends due to resignation, removal, or otherwise as set forth herein), with all such Trustees referred to herein as "Class C Trustees". Thereafter, each Class shall be re-nominated and elected every three years, in accordance with Section 2.04. The number of Trustees in any of Class A, Class B, or Class C (each, a "Class" and collectively, the "Classes") may not exceed five (5) Trustees. No Trustee (other than the Faculty Trustee or the Student Representatives) may be nominated pursuant to Section 2.04 or elected to the Board without being included in a Class. Any incumbent Trustee shall be eligible for nomination and/or election to a Class, provided such Trustee must be eligible to complete such Trustee's full term without exceeding the Trustee tenure limitations set forth in Section 2.11.

Section 2.07 Vacancies. Any vacancy occurring on the Board and any position to be filled by reason of an increase in the number of Trustees may be filled, upon recommendation of a qualified candidate by the Trusteeship Committee, by the affirmative vote of the majority of the seated Trustees. Trustees elected to complete a prior Trustee's term shall serve a term ending on the date that the term of the predecessor Trustee would have ended had such predecessor Trustee remained on the Board.

Section 2.08 Resignation. A Trustee may resign at any time by delivering or mailing a letter of resignation addressed to the Chair of the Board, care of the School.

Section 2.09 Removal by the Board. The Board may remove any Trustee with or without cause by a two-thirds (2/3) vote of the entire Board of Trustees (excluding the vote of the Trustee who is the subject of any removal action) at any regular or special meeting of the Board, provided that a notice, which shall include a statement of the reason or reasons, if any, shall have been mailed by Registered Mail to the Trustee proposed for removal at least thirty (30) days before any final action is taken by the Board. The notice shall specify the time when, and the place where, the Board is to take action on the removal. The Trustee shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice. The Board may remove any Trustee by majority vote (and any Trustee shall be subject to removal by the Commissioner) for failure to comply with Massachusetts ethics requirements as set forth in M.G.L. 70 §89(u) and 603 CMR 1.06(2)(e).

Section 2.10 Automatic Removal. If a Trustee is absent from two (2) consecutive regularly scheduled meetings of the Board of Trustees without a reasonable explanation provided in writing in advance of the meeting to the Chair; or absent from four (4) regularly scheduled meetings of the Board of Trustees within the fiscal year (July 1 to June 30) without a reasonable explanation provided in writing in advance of the meeting to the Chair, his or her position as a member of the board of trustees shall be deemed vacant. The Board shall notify the Commissioner of Elementary and Secondary Education that such a vacancy exists, providing the name of the former Trustee for purposes of updating the list of board members.

Section 2.11 Trustee Service Term Limits. No Trustee may serve more than six (6) years in any 96-month period on the Board (the "Trustee Service Term Limit"), and any such Trustee who has reached the Trustee Service Term Limit shall not be eligible for re-appointment to the Board before completing a two-year (24

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consecutive month) hiatus from Board service. Periods during which a Trustee is serving the unexpired term of a previous Trustee shall not be included in or counted against the Trustee Service Term Limit; provided that a Trustee that has served for six consecutive years may not be appointed to fill a vacancy on the Board and thereby extend his or her tenure on the Board. There is no service term limit for a non-trustee as a member of a Committee.

Section 2.12 Faculty Trustee. The Board shall include one (1) member of the faculty of PVCICS (the “Faculty Trustee”). The Faculty Trustee shall have all voting privileges and other rights, duties, and obligations of a member of the Board, and shall count toward a quorum for the purposes of holding a meeting of the Board or any committee. PVCICS’s faculty shall select their Faculty Trustee by following a Board-approved procedure. Any individual may serve as the Faculty Trustee for up to two years (24 months in any 48 month period), after which such individual shall not be eligible for re-appointment to the Board before completing a two-year (24 consecutive month) hiatus from Board service. The Faculty Trustee shall (a) automatically be removed from the Board upon termination of, or resignation from, his or her employment at PVCICS, and (b) removed from the Board with a majority vote of the Board, upon (i) any breach by the Faculty Trustee of any PVCICS policies or procedures, as reported to the Board by the Executive Director, or (ii) a recall action by the faculty, following a board-approved procedure.

Section 2.13 Student Trustees. The Board may include up to two (2) PVCICS students (the “Student Trustees”). The Student Trustees shall be selected through a mechanism approved by the Board for annual terms. The Student Trustees shall have the right to attend all Board meetings, to serve on Board committees at the discretion of the Chair, and to be heard at all Board and applicable Committee meetings in the same manner as other members of the Board. The Student Trustees shall be entitled to cast an advisory vote on all matters before the Board and applicable Committees, however, the vote of the Student Trustees shall not be counted toward determining passage or failure of any motion or action, and the Student Trustees shall not be taken account of in the formation or presence of a quorum, or whether any required voting threshold (majority, two-thirds, or higher) is met. The Student Trustees shall be at least fifteen (15) years old, shall be in passing academic standing at PVCICS, and shall have had no disciplinary actions at PVCICS in the 12 months preceding their appointment to the Board. The Chair may exclude the Student Trustees from Executive Sessions.

## ARTICLE III Officers of the Board

Section 3.01 Officers. There shall be four (4) elective Trustees of the Board: a Chair, a Vice-Chair, a Secretary, and a Treasurer. Officers of the Board will be elected by a majority of the Board following the commencement of the terms of each new Class of Trustees each calendar year. Officer terms shall commence upon their election, and continue until their successor is duly elected. No Trustee may hold more than one officer position simultaneously. The Faculty Trustee and the Student Trustees, if any, shall not serve as Board officers.

Section 3.02 Chair of Board of Trustees. The Chair shall preside at all meetings of the Board, except as the Trustees otherwise determine. In the absence of the Chair, or if at any time the office of Chair is vacant, the Vice Chair may discharge any or all of the duties of the Chair. In the absence of the Chair and the Vice-Chair, the Treasurer will preside. In the absence of the Chair, Vice-Chair, and Treasurer, the Secretary will preside. The Board Chair oversees implementation of the Board Bylaws and Policies, and all applicable regulations, and ensures that appropriate administrative systems are established and maintained. The Chair shall (a) be responsible for the final agendas for meetings of the Board; (b) preside at meetings of the Board; (c) support the Executive Director; (d) ensure the effective work of the Board, a safe environment for Board discussions and decision-making that benefits all PVCICS stakeholders: students, parents, Trustees and staff; (e) appoint Trustees to Board Committees, other than the Trusteeship Committee (approved by the full Board), and the Finance Committee (appointed by the Treasurer); (f) set goals and expectations for the Board; (g) recognize his or her responsibility to set the example for other Trustees; and (h) work with the Board and the paid and volunteer leadership of PVCICS, in accordance with the Bylaws, to establish and maintain systems for ensuring PVCICS is faithful to its mission and vision, maintaining a public relations program to ensure community involvement, and ensuring ethical standards.

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Section 3.03 Vice Chair. The Vice Chair shall preside at all meetings of the Board at which the Chair is not present. The Vice Chair shall perform the duties of the Chair during any period in which the Chair is not able to do so, or as and when directed by the Chair. In the event the position of Chair is vacant for any reason, the Vice Chair shall perform the responsibilities of the Chair; provided that the Vice Chair shall ensure that an election to replace the Chair is held within ninety (90) days of the vacancy of such position.

Section 3.04 Treasurer. Subject to the direction and control of the Board, the Treasurer shall have general oversight of the financial affairs of PVCICS. The Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Trustees. The Treasurer, jointly with the Board Chair, ensures that current records are maintained, reflecting the financial condition of PVCICS. These records will include cash, outstanding advances, investments, accounts receivable and other assets, accounts payable, and fund balances (net assets). The Treasurer shall (a) control all funds of PVCICS in accordance with the directives of the Board and applicable law, (b) participate in the preparation of the budget, (c) serve as the chair of the Finance Committee, (d) ensure that accurate books and records on the financial condition of PVCICS are maintained, (e) ensure that the assets of PVCICS are protected and invested according to PVCICS policy, the directives of the Board, and applicable law, (f) ensure that PVCICS complies with statutory and regulatory requirements, (g) ensure that comprehensive financial reports to the Board are prepared in a timely and accurate manner, (h) ensure that the complete records of the organization are available to the individual or individuals preparing the annual financial statements.

Section 3.05 Secretary. The Secretary shall have such powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Trustees. In the absence of the Secretary from any meeting, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary. The Secretary shall (a) ensure the recording and maintenance of records of all proceedings of the Trustees in a book or series of books kept for that purpose and give such notices of meeting of Trustees as required by applicable law, (b) distribute to the Trustees copies of any minutes of prior meetings for approval, (c) certify and keep at the principal office of the school the original or a copy of the Bylaws, as the same may be amended or otherwise altered to date, (d) record minutes at the meetings of the Board, (e) keep at the principal office of PVCICS or at such a place as the Board may determine a book of minutes of all meetings of the directors and meetings of committees. Minutes shall record time and place of meeting, whether regular or special, how such meeting was called, how notice for such meeting was given, the names of those present or represented at the meeting and the proceedings thereof.

Section 3.06 Officer Term Limits. No Trustee may serve more than four (4) years during any 72-month period as the Chair (the "Officer Service Term Limit"), and any such Trustee who has reached the Officer Service Term Limit shall not be eligible for re-appointment as the Chair of the Board before completing a two-year (24 consecutive month) hiatus from service as Chair of the Board.

## ARTICLE IV Meetings of the Board

Section 4.01 Annual Meeting. The Board shall meet annually once per year at the first regularly scheduled meeting in June of each year, at a reasonable time and place convenient to the Board of Trustees 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. At the Annual Meeting, the Chair and the Treasurer shall present an annual report that sets forth (a) the financial accounts, including the trust funds, of PVCICS as of most recent practicable date immediately preceding the date of the report (the "Report Date"); (b) the principal changes in the financial accounts including trust funds, during the year preceding the Report Date; (c) a review of the capital budget and the operating budget for PVCICS' current fiscal year; (d) a preliminary budget for the upcoming fiscal year commencing July 1 following the Annual Meeting, and (e) a schedule of proposed major activities for the current and upcoming fiscal years.

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Section 4.02 Scheduled Meetings. The Board may establish a schedule for regular meetings, however, the Board shall schedule not less than six (6) meetings annually, and not less than one (1) regular meeting each calendar quarter.

- (a) At the April Meeting, the Trusteeship Committee shall present a slate of potential Trustee candidates as well as incumbent Trustees wishing to renew their term on the Board. The Board shall hold elections for all Trustee terms commencing with the next succeeding class beginning on July 1<sup>st</sup> following the April Board Meeting.
- (b) At the July Meeting, elections will be held for four (4) Officers of the Board and the incoming Board Chair will make annual assignments to Permanent and Ad-Hoc Committees except for the Trusteeship Committee.

Section 4.03 Special Meetings. Special meetings of the Board may be called by the Chair or by a majority of the Board filing a written request for such a meeting with the Chair or Vice Chair and stating the objective, date, and hour therefore, due notice having been given each Trustee five (5) calendar days prior to the meeting.

Section 4.04 Quorum. A majority of the Trustees then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Trustees. All actions by the Board require a majority vote of a quorum of seated trustees, except where otherwise required by these Bylaws.

Section 4.05 Format for Meetings. The Board shall select its own meeting format in any method allowed by the laws of the Commonwealth of Massachusetts. Any such meeting, whether annual, regular, or special shall constitute a meeting of the Board of Trustees and shall subscribe to the policies, procedures, and rules adopted by the Board. Trustee participation must occur in person, and may not occur telephonically.

Section 4.06. Notice of Meetings. Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings and support materials shall be circulated to all Trustees, and public notice be given of the date, time and location of all meetings in accordance with the law pertaining to the open meetings of governmental bodies (Mass. Gen. Laws c. 30A, §§ 18-25). Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting also shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All meetings of the Board shall occur in the Commonwealth of Massachusetts.

Section 4.07 Proxies. Voting by Trustees by proxies shall not be permitted. An absentee Board member may not designate an alternate to represent him or her at a Board meeting.

Section 4.08 Massachusetts Open Meeting Law. The Board and all committees shall comply with all aspects of the Massachusetts Open Meeting Law, M.G.L. c. 30A, §§18-25, and the regulations, guidance, and directives of the Office of the Attorney General, including without limitation training, notice of meetings, records of meetings and executive sessions.

## ARTICLE V

### Committees and Task Forces

Section 5.01 Committees. The Chair may form committees (which may include individuals who are not Trustees of PVCICS) as they determine necessary. Membership of committees shall be determined on an annual basis by the Chair, except that the full Board shall approve membership on the Trusteeship Committee and the Treasurer shall appoint the membership of the Finance Committee. Each committee shall be chaired by a Trustee determined by the members of the Committee, with the exception of the Finance Committee, which shall be chaired by the Treasurer. At any meeting of a committee, a quorum for the transaction of business shall consist of a majority of the members of such committee.

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Section 5.02 Permanent Committees. Permanent committees may be formed to handle on-going business of PVCICS. These committees will include:

(a) Trusteeship Committee. The Trusteeship Committee shall evaluate nominees for election to the Board in accordance with these Bylaws, and shall set forth both the time frame for nominations and the manner by which the Trusteeship Committee shall make nominations. The duties of the Trusteeship Committee shall be (i) to study the qualifications of candidates and present a slate of the best qualified as nominees for vacant Trustee positions on the Board; (ii) to present a slate of nominees for Trustees to the Board for election at the April meeting; (iii) to recommend candidates to the Board to fill vacancies that arise outside the regular nominating process; (iv) to provide initial and ongoing training and orientation to Trustees regarding their duties and obligations as members of a board of trustees; and (v) to oversee a Trustee assessment process to ensure optimum performance. The Trusteeship Committee shall consist of not less than five (5) members recommended by the Chair and elected by the Board. Each committee member shall serve a term of two (2) years, and these terms shall be staggered to ensure continuity of committee membership. Determinations of the Trusteeship Committee shall be approved by not less than three (3) members of the Trusteeship Committee.

(b) Finance Committee. The Finance Committee shall collaborate with the Executive Director in the preparation of the budget, and oversee a system of internal fiscal controls. The Finance Committee shall oversee and review an annual independent audit and make recommendations as needed, and appoint the independent auditors. The Finance Committee shall consist of not less than three (3) members, of which at least two (2) shall be Trustees.

(c) Personnel & Grievances Committee. The Personnel & Grievances Committee shall oversee policies for the performance and evaluation of staff reporting directly to the Board. This committee may make recommendations to the Board of Trustees regarding compensation of the Executive Director or other staff reporting directly to the Board. This committee will fulfill the obligations of the Grievance Committee, as described in the school's Grievance Policy.

Section 5.03 Committee Charters. Any Committee may from time to time prepare and have approved by the full Board a committee charter further defining the roles, responsibilities, requirements, and procedures of any Committee, provided such committee charters do not conflict with these Bylaws or applicable laws.

Section 5.04 Ad Hoc Committees. Ad Hoc Committees will be formed by the Board of Trustees (or its applicable committees within their specific mandates) from time to time as deemed necessary to handle specific events, functions, or issues. These Ad Hoc Committees will be terminated upon completion of their specific assigned task or as determined by the Board of Trustees (or its applicable committee). Ad Hoc Committees will be chaired by a trustee designated by the members of the applicable committee and may invite non-Board members to serve on them.

Section 5.05 Limitations on Committee Powers. No committee may: authorize distributions; approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of PVCICS's assets; elect, appoint or remove Trustees or fill vacancies on the Board or on any of its committees; or adopt, amend, or repeal the Articles, Bylaws, or any resolution of the Board.

Section 5.06 Committee Service Term Limits. No Trustee may serve more than two (2) years in any 48-month period as the Chair of the same Committee (other than the Treasurer, who shall at all times serve as chair of the Finance Committee) (the "Committee Service Term Limit"), and any such Trustee who has reached the Committee Service Term Limit shall not be eligible for re-appointment as Chair of such Committee before completing a two-year (24 consecutive month) hiatus from service as Chair of such Committee. Such Chair shall not be restricted from immediate appointment as the Chair of another Committee. Except for the Trusteeship Committee, there shall be no limit with respect to service as a member of a Committee, only as Chair of a Committee.

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## ARTICLE VI

### Fiscal Year

The fiscal year of PVCICS shall begin on July 1 of each calendar year and terminate on June 30 of the following year.

## ARTICLE VII

### Indemnification

PVCICS may indemnify Trustees from personal financial loss, all damages and expenses, including legal fees and costs, if any in an amount not to exceed \$1,000,000 arising out of any claim, action, award, compromise, settlement or judgment by reason of an intentional tort, or by reason of any act or omission which constitutes a violation of the civil rights of any person under any federal or state law, if Trustee at the time of such intentional tort or such act or omission was acting within the scope of his/her duties. No such Trustee acting within the scope of his/her official duties or employment, shall be indemnified under this section for violation of any such civil rights if he/she acted in a grossly negligent, willful or malicious manner.

This indemnity provision is not a waiver of the school's sovereign immunity as a state entity. In order to be indemnified the Trustee is required to cooperate with the school in defending against any threatened or pending claims or administrative or judicial proceedings.

The Board reserves the right to provide legal defense for trustees as opposed to indemnifying or advancing expenses.

If a Trustee is seeking indemnification, as provided above, the Trustee must ask to address this issue to the full Board of Trustees. The full Board will follow the Open Meeting Law in scheduling this meeting. The Trustees will determine whether to provide the legal defense or to provide indemnification, and if so, up to a certain dollar amount.

If indemnification is provided and it is subsequently determined the trustee acted in a grossly negligent, willful, or malicious manner or in any other manner excluded by M.G.L., c 258, §9, the Trustee as part of the vote of the Trustees will be required to repay to the Board any advanced expenses relating to indemnification.

## ARTICLE VIII

### Amendments

These Bylaws may be amended at a regular meeting by a two-thirds vote of all Trustees then in office; provided that notice of the proposed amendment, together with a copy thereof, is mailed to each Trustee at least fifteen (15) days prior to the meeting at which the amendment is to be considered. Substantive modifications to a Board's bylaws require an amendment to the school's charter and shall be submitted to the Commissioner for approval, as described in 603 CMR 1.10 and published Department guidance.

## ARTICLE IX

### Complaint Procedure

Section 9.01 Complaints. Any parent, guardian, or other individuals or groups who believe that PVCICS has violated or is violating any provision of M.G.L. c. 71, § 89, or 603 CMR 1.00 may file a complaint with the Board of Trustees.

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Section 9.02 Procedures. Any complaint shall be in writing, and shall be submitted either at a Board meeting, or through the Executive Director. The Board shall respond to the complaining party in writing no later than forty five (45) days from receipt of the complaint. Such response shall comply with these procedures if such response (a) presents the Board's determination with respect to such complaint, or (b) specifies that the Board's review is ongoing, describes in reasonable detail the steps the Board has taken to address the complaint, and presents a future date not greater than sixty (60) days later when the Board will next respond to the complaint. The Board will use reasonable efforts to present a final determination on all complaints within one hundred eighty (180) days from the date the complaint is filed with the Board.

Section 9.03 Legal Compliance. The Board shall pursuant to a complaint received under 603 CMR 1.09, or on its own initiative, conduct reviews to ensure compliance with M.G.L. c. 71, § 89, and 603 CMR 1.00. PVCICS and the specific individuals involved shall cooperate to the fullest extent with such review.

Section 9.04 Appeal of Board Determination. A complaining party who believes a complaint pursuant to 603 CMR 1.09(1) has not been adequately addressed by the Board may submit the complaint in writing to the Commissioner, who shall investigate such complaint and make a written response.

Section 9.05 Additional Remedies. In the event PVCICS is found in violation of M.G.L. c. 71, § 89, or 603 CMR 1.00, the Commissioner or Board of Elementary and Secondary Education may take such action deemed appropriate including, but not limited to, suspension or revocation of the charter, or referral of the matter to the District Attorney, the Office of the Attorney General, or other appropriate agencies for action.

Section 9.06 Direct Complaint. A parent, guardian, or other individuals or groups who believe that PVCICS has violated or is violating any state or federal law or regulation regarding special education may file a complaint directly with the Department.

Originally Adopted by Board of Trustees: December 1, 2016

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Approved by DESE: May 1, 2019

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