



SIDE BY SIDE
CHARTER SCHOOL

**SIDE BY SIDE CHARTER SCHOOL
A CONNECTICUT REGIONAL CHARTER SCHOOL
BY – LAWS**

ARTICLE I

THE CORPORATION

Section 1 Name

The name of the Corporation will be Side By Side Charter School, Inc. It is a not-for-profit corporation organized under the laws of the State of Connecticut to serve as a regional charter school.

Section 2 Mission Statement

The Mission of Side By Side Charter School is to ensure that every child is given an opportunity to succeed and every voice is heard.

Our curriculum will reflect and enhance the diversity of our students, and promote their unique gifts and talents.

We build character and responsibility through a commitment to community, social justice and tolerance towards others.

We will support the needs of our families. We will strive to perfect the art and craft of teaching and promote excellence in our profession.

Section 3 Seal

The Corporation shall have a seal, which is valid as a corporate seal from the State of Connecticut, which shall be used on official documents.

Section 4 Dissolution

The dissolution process for the Corporation shall be in accordance with State law and Federal regulations governing the activities of corporations receiving or administering State and Federal funds.



ARTICLE II

POWERS AND MISSION OF THE BOARD OF DIRECTORS; PROVISIONS GOVERNING MEMBERSHIP ON THE BOARD OF DIRECTORS

Section 1 Powers of Board

The Board of Directors shall have all of the powers conferred on it either expressly or by implication under the laws of the State of Connecticut including, but not limited to, the power to:

- A. Hire and terminate the Executive Director of the School;
- B. Determine major personnel, fiscal and program policies;
- C. Give final approval of all program proposals and budgets;
- D. Supervise compliance with all conditions of Federal and State grants;
- E. Prescribe rules and procedures for the Board of Directors and all of its Committees including, without limitation, the PTCO.
- F. Elect the Officers of the Board of Directors;
- G. Mediate and decide all unresolved grievances;
- H. Raise funds for the use of the School;
- I. Advocate for legislative issues of interest to the School;

Section 2 Mission of the Board of Directors

The Mission of the Board of Directors of the School is to provide strategic direction and assistance to the Executive Director, staff and community of the School in order to help carry out and sustain the mission of the School; and to provide a strong and equitable academic environment in a racially diverse setting that advocates tolerance and promotes social justice.

The primary responsibilities of the Board are to provide strategic direction and assistance for the school in a variety of ways:

1. **Promote the Mission of the School;** It is a responsibility of the Board both to support and promote the mission of the School, and to advocate for the School both within the community and in the wider education reform arena.

2. **Fulfill its Legal Responsibilities;** The Board is a legal requirement under the State of Connecticut charter school legislation and it exists to provide a forum for accountability by the School's management. The Board consists of a group of persons who have an interest in the success of the School and shall provide oversight and guidance for the Executive Director and the School community at large. Any major legal and/or legislative issues that arise are the responsibility of the Board to review and resolve.

3. **Director of the School;** It is the responsibility of the Board to recruit and support a dynamic Executive Director who can provide vision and leadership to the School. It is also the responsibility of the Board to periodically review the performance of the Executive Director and



to provide advice to the Executive Director as needed or requested. It is also the responsibility of the Board to provide written performance evaluations of the Executive Director on an annual basis and ultimately to offer or withhold employment contracts based on such performance evaluations at least every three years.

4. **Policy-Making;** It is the responsibility of the Board to participate in overall policy development and the implementation of policies.

5. **Financial Oversight;** It is the responsibility of the Board to review the financial position of the School on a regular basis (both directly and through its Finance Committee).

Section 3 Quorum

The quorum requirement for any meeting of the Board of Directors shall be a majority of the voting non-vacant seats on the Board of Directors.

Section 4 Terms of Office

A. The terms of office of each member of the Board of Directors shall be two years. The term of each Board member shall commence on July 1st of the year in which such Board member shall have been selected, provided that a parent member and/or faculty member, (see Article II, Section 9 below) can continue to serve only so long as such member continues to be related to the School in such capacity and a founder member (see Article II, section 9 below) can continue to serve in that capacity only so long as such member is a full-time employee of the School.

B. All members of the Board of Directors shall continue to serve until their successors are elected or appointed unless such member has been removed from the Board of Directors pursuant to Article II, Section 12 below.

Section 5 Vacancy on the Board

A. There is a vacancy on the Board when (i) a member has been notified of his/her official removal by action of the Board for cause (in accordance with Article II, Section 12 below); (ii) a member notifies the Board of his/her resignation; or (iii) a member of the Board no longer meets the criteria for serving on the Board in the capacity for which such member was selected.

B. When the seat of a community member becomes vacant, the vacancy shall be filled as promptly as possible by a vote of a majority of the Board of Directors. The Vice Chairperson of the Board, after consultation with members of the Board, shall place in nomination the names of one or more candidates as nominees to fill such vacancy.

C. When the seat of a Director who is a parent member, faculty member, or founder member becomes vacant, such vacancy shall be filled in the same manner as originally determined in accordance with the process described in Article II, Section 9 below, provided the Vice Chairperson shall determine appropriate dates for nomination, selection and taking office.



D. Any vacancy in the Board of Directors shall be filled as soon as practicable and in any event no later than sixty (60) days after such vacancy occurs.

Section 6 Conflict of Interest

Except with the express approval of a majority of the Board, as reflected in the minutes of a meeting duly called and held and at which a quorum was present, no person may serve or continue to serve as a member of the Board of Directors who is an officer or an employee of any person, firm, corporation or other organization contracting to supply goods or perform services for the School, provided such person shall not vote in connection with this requirement for such express approval.

Section 7 The Size of the Board

A. The Board of Directors shall consist of fourteen (14) to sixteen (16) members.

B. The Executive Director of Side By Side Charter School shall be an ex-officio non-voting member of the Board of Directors. Any person serving as Executive Director on acting or interim basis shall also be an ex-officio member of the Board of Directors.

Section 8 Composition of the Board of Directors

A. All members of the Board of Directors shall be voting members except for the Executive Director (including any such person serving in such capacity on an interim or acting basis).

B. The Board of Directors shall include the following members (of the three Faculty Members and the one Founder Member, at least one will be a representative from the Upper School and at least one will be a representative from the Lower School):

1. **Five (5) to Seven (7) Community Members;** These shall be persons residing in the Community served by Side By Side Charter School who have no financial or employment relationship to the School (other than any such relationship expressly approved by the Board) and no children attending the School.

2. **Three (3) Parent Members;** These shall be persons who have a child or children attending the School at the commencement of their term of office and at least one of whom shall continue to be attending the School so long as such person serves on the Board.

3. **Three (3) Faculty Members;** These persons shall be selected by the teaching faculty. Each such individual must be a teaching faculty member at the time of his/her election to the Board and for so long as such individual serves on the Board.

4. **One (1) "Founder" Member;** This person must be one of the founding members of the School (identified in the original charter) or any other employee who has been



employed by the School for at least ten (10) consecutive years. This person must be selected by those persons eligible to serve on the Board in this capacity.

6. **The Executive Director;** The Executive Director shall serve on the Board for so long as he/she serves the School in such capacity.

Section 9 Provisions for Selection of Board Members

A. The Vice Chairman of the Board will be responsible for supervision and selection of Board members including without limitation, (a) setting selection and election schedules; (b) determining eligibility; (c) determining compliance with term limits; and (d) supervising and publishing results.

B. Commencing with the 2008 vacancies, Community members will be selected in the following manner. Nominations will be solicited by the Vice Chairperson on a timely basis in order to allow sufficient time for recruiting and review. The Vice Chairperson will announce, in February of each year (in which one or more Community members must be selected for the Board) to Parents, Teachers and other Staff that the Board is considering nominations of people to serve on the Board as Community members. Any such person can submit a nomination, accompanied by a resume of such nominee's experience and achievements. All such nominations will be reviewed by the Board and after due time for review and discussion, the Board will vote on each nominee. Nominee(s) will be selected based on the highest number of votes for each open position. Nominees must be selected no later than May 31 in any given year, to take office effective July 1 of such year.

C. The Parent members will be elected by families with children registered at Side By Side School at the time of the election. Each family will be entitled to one (1) vote for each Parent Director position being voted on. The Vice Chairperson will solicit nominations for the position of Parent member in February of the year in which election will be held. Such election will take place prior to May 31 and person(s) elected as Parent members will take office effective July 1 of such year.

D. The Faculty members will be elected by members of the teaching faculty who are occupying such position at the time of election. Each teacher will be entitled to one vote for each Faculty Director position being voted on. The Vice Chairperson will solicit nominations for the position of Faculty member in February of the year in which the election will be held. Such election will take place prior to May 31 and the person(s) elected as Faculty members will take office effective July 1 of such year.

E. The Founder member will be elected by those persons eligible to occupy such positions. The Founder members will be elected by members of the teaching faculty who are occupying such position at the time of election. Each Founder member will be entitled to one vote for the Founder position being voted on. The Vice Chairperson will solicit nominations for the position of Founder member in February of the year in which the election will be held. Such election will take place prior to May 31 and the person elected as a Founder member will take office effective July 1 of such year.



F. All members of the Board of Directors shall continue to serve until their successors are elected or appointed unless such member has been removed from the Board of Directors pursuant to Article II, Section 12 below.

Section 10 – Section Intentionally Deleted

Section 11 Orientation and Training of Board Members

A. New Board members will receive an orientation package consisting of a copy of these By-Laws; a summary of the policies of the School and any other materials the Chairperson and/or Executive Director deems appropriate.

B. New Board members will be provided with a tour of the School.

Section 12 Removal of a Member of the Board

A. A member of the Board shall be removed upon three (3) consecutive or five (5) total unexcused (as determined by the Board) absences from regular meetings of the Board of Directors during any fiscal year (July 1 to June 30).

B. A member of the Board may also be removed by two-thirds vote of the members of the Board at a meeting at which a quorum is present in the event (i) such Board member engages in conduct involving moral turpitude whether or not such conduct is related to the School; or (ii) engages in conduct which is likely to reflect unfavorably on, or bring discredit to Side By Side Charter School.

ARTICLE III

MEETING AND VOTING

Section 1 Place of Holding Meetings

All meetings of the Board of Directors shall be held at the premises of Side By Side Charter School and shall be designated in the Notice of Meeting.

Section 2 Schedule and Notice of Meeting

A. **Schedule:** The Board of Directors shall have a regular Board meeting at least once each month (except during July) and such meeting shall be on a designated weekday. At the June meeting each year the Board shall decide on a meeting date for the Board Meeting to be held in August. At the August meeting the Board shall decide on the schedule of regular Board Meetings for the period from September to June. All regular Board Meetings shall start at 5:15 PM and the first 15 minutes shall be reserved for public comment.

The schedule of regular Board meetings shall be published on the School Website and on the School Bulletin Board.



Special Meetings of the Board of Directors, if made necessary by the press of business or the importance or urgency of one or more particular matters, may be called at any time by not less than five days notice (which may be unanimously waived) by the Chairperson on his/her initiative or at the request of the Executive Director of the School.

The Chairperson may call upon the Board to go into executive session upon completion of a regularly stated meeting or at any other meeting for the purpose of discussing and/or deciding on confidential or critical matters pertaining to personnel or to the school. All voting members of the Board are entitled to be present at an executive session and the Executive Director may be invited to attend and participate by the Chairperson or Vice Chairperson.

B. **Minutes:** Minutes will be kept of each Board Meeting (regular and special) by the Secretary or a designee of the Secretary. The Secretary will retain all first-draft versions of the minutes of each meeting. Board minutes will be reviewed at the next subsequent meeting. After the minutes have been approved, they will be kept in the office of the Executive Director and shall be available to the public. Minutes of executive sessions of the Board will be kept in the same manner as aforesaid for ordinary minutes for the Board but will not be made available to the public.

C. **Miscellaneous:** Unless otherwise indicated herein by specific reference any business to be transacted or any action to be taken by the Board shall be accomplished by a majority vote of the members of the Board present at a meeting at which a quorum is present.

There will be no proxy voting.

In the absence of specific provision in these By-Laws, Robert's Rules of Order shall prevail as to the conduct of meetings of the Board.

ARTICLE IV

OFFICERS AND COMMITTEES

Section 1 Officers

The Officers of the Corporation shall consist of a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. All Officers of the Corporation must be selected from among the members of the Board of Directors. The Chairperson and Vice Chairperson must be Community Members.

Section 2 The Chairperson

The Chairperson shall preside at meetings of the Board of Directors. The Chairperson shall participate with the Executive Director in preparing the agenda for Board Meetings and shall have final approval of each such agenda. The Chairperson shall sign all deeds and other formal instruments on behalf of the Corporation and shall also perform all other duties as may



from time to time be assigned to him/her by the Board of Directors and shall have the right to appoint all committees. In the absence, or inability, of the Executive Director or the Treasurer, the Chairperson shall countersign all checks of the Corporation.

Section 3 The Vice Chairperson

The Vice Chairperson shall, during the absence of the Chairperson or his/her inability to act, have and exercise all his/her powers and duties and shall also perform such other duties as may from time to time be assigned to him/her by the Board of Directors. The Vice Chairperson shall be responsible for the conduct of all nomination and election procedures relating to members of the Board and shall determine all issues of eligibility of any person to serve on the Board.

Section 4 The Secretary

The Secretary shall keep all minutes of all meetings of the Board of Directors. All such minutes are to be kept at the office of the Executive Director.

Section 5 The Treasurer

The Treasurer shall see to it that an audited financial statement of the School is prepared for each fiscal year of the School in accordance with Article V, Section 1 below and such report is completed and delivered to the Board no later than 6 months after close of the relevant fiscal year.

Section 6 Term of Office

The Chairperson, Vice Chairperson, Secretary and Treasurer shall be elected at the first meeting of the Board of Directors in August every year. The term of office of the Chairperson, the Vice Chairperson, the Secretary and the Treasurer shall begin upon the announcement of the results of the election. Each officer shall hold office for one year or until his/her successor has been elected, provided that such officer continues to be a member of the Board of Directors.

Section 7 Vacancy

In the event that the office of Vice Chairperson, Secretary or Treasurer becomes vacant, the Chairperson of the Board may, subject to the approval of the Board, appoint a Director to fill the vacant office until the next election. In the event of a vacancy occurring in the office of Chairperson, the Vice Chairperson will become Chairperson of the Board of Directors until the next election.



Section 8 Standing Committees

- A. There shall be four (4) standing committees of the Board of Directors.
The names and responsibilities of the committees shall be as follows:

i. Finance Committee

The Finance Committee shall have responsibility for reviewing the financial records of the School on a regular basis and shall use their best efforts to assume that full and accurate accounts are kept of all receipts and disbursements of the Corporation. At monthly intervals, the Finance Committee chair shall cause to be prepared a balance sheet, profit-and-loss statement, and a report on operations for the fiscal year to date which will show the financial condition of the School as of the date of such reports. Such reports will be shared with the full Board of Directors at each meeting.

ii. Fundraising Committee

The Fundraising Committee shall consist of a minimum of two Board members (one of whom chairs the committee) and others appointed by chair to develop, promote and implement all fundraising endeavors of the Board.

iii. Parent/Teacher /Community/Organization (PTCO) (a majority of which shall not be members of the Board) PTCO committee representative on the Board shall report to the Board on a monthly basis any PTCO news and updates.

iv. Evaluation Committee (Community members only)

The Evaluation Committee's primary responsibility is to schedule and produce a performance review of the Executive Director on a yearly basis and make recommendations to the Board by providing a written performance evaluation of the Executive Director. This committee shall consist of the Chair of the Board and one other community Board member.

B. The four standing committees shall be formed subsequent to the August meeting of the Board of Directors in each year. The members of each standing committee shall be appointed by, and serve at the pleasure of, the Chairperson of the Board of Directors, provided that members of the PTCO who are not members of the Board shall be appointed or elected in accordance with the By-Laws of the PTCO.

C. A Chairperson, who shall be a committee member, shall conduct each standing committee meeting. There shall be a quorum present at each of the committee meetings in order to transact any business. The quorum shall be fifty percent (50%) of the membership of the standing committee.

D. The standing committees shall bring all recommendations to the Board of Directors for their approval.



Section 9 Ad-Hoc Committees and Advisory Committees

The Chairperson of the Board of Directors, on his/her own motion or at the request of three members of the Board of Directors, may, from time to time, form Ad-Hoc Committees and Advisory Committees for specific purposes. Each such Ad-Hoc or advisory committee shall bring all recommendations to the Board of Directors for their approval.

ARTICLE V

MISCELLANEOUS

Section 1 Fiscal Year and Audit

A. The fiscal year for the School shall be on a twelve-month fiscal year basis, commencing on the first (1st) day of July and ending on the thirty (30th) day of June. At the close of each fiscal year, there shall be an audit made by an independent auditor, to be designated by resolution of the Board of Directors.

Section 2 Amendment To By-Laws

Whenever a change in these By-Laws is contemplated, seven (7) days' notice must be given in writing for a regular or special meeting of the Board of Directors and the notice must specifically state the proposed change in the By-Laws which will be considered at the meeting. These By-Laws shall be amended by a two-thirds vote of the entire Board of Directors at a meeting duly called and held for such purpose and at which a quorum is present.

Section 3 Effective Date of By-Laws

All previous By-Laws are hereby repealed. These By-Laws become effective upon adoption, **December, 2017.**

Section 4 Provision Effecting Validity

Notwithstanding anything herein to the contrary, if any specific section or provision of these By-Laws is deemed to be not in accord with law or regulation or is in any other way void, such determination shall have no bearing or effect on the remainder of such provisions, Sections or Articles of these By-Laws and they shall remain in full force and effect.