

## MODEL CHARTER SCHOOL BY-LAWS

### ARTICLE I Name and Incorporation

Section 1. Name. The name of the corporation is \_\_\_\_\_. It is hereinafter referred to as "the corporation."

Section 2. Location. The principal location of \_\_\_\_\_ school facility shall be \_\_\_\_\_.

Section 3. Purposes. The Corporation is a non-profit corporation organized under the laws of the State of Illinois and its purposes are exclusively educational as set forth in the Certificate of Incorporation. More specifically, the purposes for which the Corporation is organized are:

- *To be determined by the Board of Trustees and included here.*

Section 4. Statute and Code. The Corporation shall operate in accordance with the Illinois Charter Schools Law, ILCS5/27A; Illinois Public School Code, (105 ILCS 5/); and 23 Illinois Administrative Code

Section 4. Non-discrimination. The Corporation shall not discriminate on the basis of race, religion, national origin, gender or age in either the hiring and other employment practices of the school or in its admission policies for students. Further, the Corporation shall be open to all students in its authorized geographic area on a space available basis and shall not discriminate in its admission policies or practices. The Corporation shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter public schools in the State of Illinois.

### ARTICLE II Members

Section 1. Non-membership Corporation. The Corporation shall have no members. The Trustees shall have all powers and duties for the conduct of the activities of the Corporation.

### ARTICLE III Board of Trustees

Section 1. Number. The Board of Trustees shall consist of not less than five and not more than eleven persons. The Director of the charter school shall be a non-voting member of the Board of Trustees.

Section 2. Qualifications.

Section 3. Term. Trustees shall be elected for three year terms. Terms shall be staggered so that no more than 1/3 of the Board shall be up for election in any year, unless a vacancy(ies) needs to be filled.

Section 4. Powers. The Board of Trustees shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of the Corporation, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Board of Trustees may, by general resolution, delegate to committees of its own number or to officers of the Corporations such powers as it may see fit for specified periods of time.

Section 5. Election. The names of the initial Trustees are set forth in the Certificate of Incorporation. The successor Trustees shall be elected by the majority voting members of the existing Trustees. The positions of those trustees whose terms have expired shall be open to be filled by those members eligible to vote. Parents of students are eligible to reside as a board member. 1 Parent/School Community Member Trustee shall be elected by the majority voting members at the first annual meeting. The successor Parent/Community Member Trustee shall be elected at the annual meeting scheduled during the year of the serving Parent/Community Member's expiring term. Parents must submit a requests to serve as the parent/Community Member Trustee at least 90 days prior to the scheduled Annual Meeting of the expiring term of service and the board members shall elect the Parent/ Community Member by the majority voting members of the existing trustees.

Section 6. Term Limits. Trustee membership shall be limited to two-year terms. Previous Trustees shall be re-eligible for membership at the end of each term.

Section 7. Resignation and Removal. A Trustee may resign by submitting his or her resignation in writing to the Chair of the Board of Trustees. A Trustee may be removed for cause at a meeting of Trustees by an affirmative vote of two-thirds of the remaining Board of Trustees. Trustees being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 9. Annual Meeting. An annual meeting of the Board of Trustees for the election of Trustees and Officers and such other business as may come before the meeting shall be held in May of each year. Written notice shall be given not less than 30 days nor more than 90 days of the time, place, and purposes of the meeting. The meeting shall be held at the principal location of the Corporation or such other place as shall be specified in the meeting notice. The notice shall comply with the Open Public Meetings Act (5 ILCS 120).

Section 10. Regular Meetings. In addition to the Annual Meeting, Regular meetings of the Board of Trustees shall be held once a month from September through June, excepting in the month of the Annual Meeting, and at such other times as the Board may, from time to time, determine. Timely public notice of all such regular meetings shall be provided as specified in the Open Public Meetings Act (5 ILCS 120/2.01).

Section 11. Special Meetings. Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the Chair or by a petition signed by a majority of the full Board of Trustees. Such meetings shall be held upon not less than two business days notice given personally or by telephone, telephone facsimile, or electronic mail or upon not less than four business days notice given by depositing notice in the United States mails, postage prepaid. Such notice shall specify the time and place of the meeting and in all respects comply with the notice requirements contained in the Open Public Meetings Act (5 ILCS 120/2.01.).

Section 12. Open Public Meetings Act. All meetings of the Board of Trustees shall be held in accordance with the (5 ILCS 120/2.02). Adequate notice of all meetings subject to the Act shall be visibly posted and provided to newspapers of local circulation not less than forty-eight (48) hours before any such meeting.

Section 13. Quorum. A majority of the full number of Trustees shall constitute a quorum of the Board for the transaction of business. When a quorum is present, a majority of the Trustees present may take any action on behalf of the Board, except to the extent that a larger number is required by law, by the Charter, or by these By-laws. Every act of a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees.

Section 14. Vacancies. A vacancy on the Board of Trustees, including a vacancy caused by an increase in the number of trustees, may be filled by a majority vote of the remaining Trustees to elect a person(s) to fill the vacancy(ies) until the next annual meeting of Trustees, at which time trustees so elected must be re-elected as specified in the Bylaws or step down from the Board as soon as his or her successor is duly elected and qualified.

Section 15. Compensation. Trustees receive no payment for their services. With board approval, trustees may be reimbursed for out-of-pocket expenses incurred on approved board business. Trustees must present receipts for all such expenses, which shall be for the trustee only, and shall be itemized and documented. Such expenses must be approved by a motion of the board at the meeting immediately following the expenditure(s). Each year, at the annual meeting, the Board of Trustees shall set a schedule of allowable charges for meals, lodging, mileage expended on board business. Reimbursements shall not exceed these limitations.

Section 16. Meeting Attendance. Trustees are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any trustee after such trustee's three unexcused, consecutive absences to ascertain the trustee's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board of Trustees.

#### ARTICLE IV Committees

Section 1. Establishment. The Board of Trustees may appoint such standing committees and/or ad hoc committees as it thinks necessary for the effective governing of the school.

Section 2. Standing Committees. Each standing committee shall have a charge specific to its permitted activities and such charges shall be incorporated into the charter school policy manual. The function of any committee so established shall be fact-finding, deliberative, and advisory to the Board of Trustees. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school. Standing committees shall be made up of no more than two less than a quorum of the Board of Trustees. The Chair shall be an ex officio member of each committee. The chief educational director of the charter school shall be an ex officio member of each committee, except where his/her evaluation, tenure, or salary are to be deliberated. Standing committees shall be:

- a. The finance committee is commissioned by and responsible to the Board of Trustees. It has the responsibility for working with the Board Treasurer and Management Organization (MO) to create the upcoming fiscal year budget; presenting budget recommendations to the Board; monitoring implementation of the approved budget on a regular basis and recommending proposed budget revisions; recommending to the Board appropriate policies for the management of the charter school's assets. The finance committee shall be assisted by the Board Treasurer and MO.

#### Appointments and Composition

- i. The members of the finance committee shall be the treasurer of the Board who shall serve as chair, the Chair who shall serve as an ex-officio member, together with other trustees appointed by the Chair with the advice and consent of the Board in accordance with the bylaws.
- ii. Additional committee members may be appointed and need not be members of the Board of Trustees.

Responsibilities:

- i. Prepare an annual budget for the charter school in collaboration with the Board Treasurer and MO.
  - ii. Also in collaboration with the Board Treasurer and MO, develop and annually revise a five-year financial forecast and develop long-range financial plans based on the forecast.
  - iii. Arrange for an annual audit to be provided to the Board of Trustees.
  - iv. Provide oversight of the procurement process.
  - v. Review monthly financial statements and variances from budget, and recommend action to the Board, as appropriate.
  - vi. Create specific measurable board-level goals for the year as part of the full board planning process.
  - vii. Develop and implement a board-level training program to ensure that all trustees (especially those without a financial background) can be effective stewards of the school's financial resources.
  - viii. Report to the Board of Trustees at regular meetings of the Board in a manner determined by the Board.
  - ix. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Trustees.
- b. The Academic Excellence Committee is commissioned by and responsible to the Board of Trustees to assume the primary responsibility for working with the school leader and MO to define academic excellence, ensure that all board members know the charter promises that were made to the community and the authorizer and to devise clear and consistent measures to monitor these goals.

Appointments and Composition

- i. Appointments of the chair and members of the Academic Excellence Committee shall be made annually by the chair of the Board with the advice and consent of the Board and in accordance with the bylaws.
- iii. The chair of this committee shall be a member of the Board of Trustees.
- iv. Members of this committee shall be members of the Board of Trustees, subject to the conditions stated in the bylaws.
- v. Additional committee members may be appointed and need not be members of the Board of Trustees.

Responsibilities

- vi. It is important to note that this is a governance function, not a management function, and it is anticipated that the MO and school leader will have a great deal of input into the work and composition of this committee. The committee's main role is to assure that academic excellence is defined, and that the board approves annual goals to attain academic excellence.
- vii. Define and continue to refine what academic excellence means for our charter school.
- viii. Ensure that all board members understand the key charter promises we have made to our community and to our authorizer.
- ix. Work with the school leadership to devise clear and consistent ways to measure progress towards stated goals.
- x. Work with school leadership to set annual academic achievement goals, to be presented to and approved by the full board.
- xi. Work with school leadership to share with the board annual successes, barriers to reaching academic excellence, and strategies to overcome these barriers.
- xii. Arrange for Board training on issues related to academic oversight and academic achievement, as needed.
- xiii. Create specific measurable board-level goals for the year as part of the full board planning process.
- xiv. Report to the Board of Trustees at regular meetings of the Board in a manner determined by the Board.
- xv. Annually evaluate its work as a committee and the objectives it has committed

itself to and report on same to the Board of Trustee

Section 3. Ad Hoc Committees. Each ad hoc committee shall have a charge specific to its permitted activities and that charge shall include the date on which the committee is to present its final report to the Board of Trustees and be dissolved. Members of ad hoc committees shall be drawn from those parents and staff of the school community who indicate interest in serving on the ad hoc committee and from such others as may be deemed appropriate by the Board of Trustees. Trustees shall not be eligible to serve on ad hoc committees, since they have authority and responsibility to review the committee's recommendations and adopt them or not.

#### ARTICLE V      Officers

Section 1. Titles. The Officers of the Corporation are a Chair, a Vice Chair, a Secretary, and a Treasurer. The Board of Trustees may create such other officer positions as it thinks necessary. Each officer position shall have its duties and responsibilities specified and included in these By-laws. No Officer may hold more than one position at the same time.

Section 2. Election. The Officers shall be elected from among the Board of Trustees at each annual meeting of the Trustees and shall serve for one year and until their successors are elected and qualified.

Section 3. Terms. The Chair may serve no more than three consecutive one-year terms. Trustees elected to the other officer positions may serve no more than five consecutive one-year terms. Former officers, after a break in service of two years, may be elected to another term as an officer.

Section 4. Duties. Officers shall have the duties and responsibilities belonging to their office, including those that follow.

(a) The Chair shall be the chief executive officer of the Corporation, responsible, along with his/her fellow Trustees, for the oversight of its business and affairs. He/she shall preside at all meetings of the Board. The Chair shall have a full and equal vote as accorded to all trustees. The Chair may enter into and execute in the name of the Corporation contracts or other instruments that are authorized by the Board of Trustees. The Chair may delegate, as needed, to any other officer any or all of the duties of the office of Chair. He/she shall have such other powers and duties as may be prescribed by the Board of Trustees or by these By-laws.

(b) The Vice Chair shall have such duties and responsibilities as may be delegated to him/her by the Chair. The Vice Chair shall have full and equal vote as accorded to all trustees. In the absence of the Chair, the Vice Chair shall perform all the duties of the Chair and, when so acting, shall have all the responsibilities of and be subject to all the restrictions as fall upon the Chair, including presiding at meetings of the Board of Trustees. He/she shall have such other powers and duties as may be prescribed by the Board of Trustees or by these By-laws.

(c) The Secretary shall cause notices of all meetings to be served to all members of the Board of Trustees and the Director and shall keep or cause to be kept the minutes of all meetings of the Board, including the time and place, the names of those present, the actions taken, and the votes on such actions. The Secretary shall present the minutes of the previous meeting at the subsequent meeting to be voted on by the Board and duly noted in the minutes of the instant meeting. The Secretary shall keep the Seal of the Corporation. He/she shall have such other powers and duties as may be prescribed by the Board or by these By-laws.

(d) The Treasurer shall be the chief financial officer of the Corporation and shall have oversight of the Business Administrator as that employee takes responsibility of the financial records, investments, and other evidences of school properties and assets. The Treasurer shall ensure that the Business Administrator keeps regular books of account for the Corporation that set out business transactions of the Corporation, such books to be at all times open to inspection at their place of keeping to any Board of Trustee member. The Treasurer shall be the chair of the Financial Committee, which shall prepare an annual budget, in conjunction with the School Director and the School Business Administrator, for the consideration and approval of the Board of Trustees. The Treasurer shall ensure that the Business Administrator deposits all moneys and other valuables in the name and to the credit of the Corporation with such depositories as shall be designated by the Board of Trustees. The Treasurer shall provide oversight to the Business Administrator in the investment and reinvestment of funds of the Corporation and the disbursement of funds of the Corporation as may be ordered by the Board of Trustees. The Treasurer shall render to the Board of Trustees and the members of the school community, at the Annual Meeting, statements evidencing the current financial condition of the Corporation. The Treasurer shall ensure that the Business Administrator establishes a system of adequate financial recording showing quarterly income, expenditures, and balance and shall, at the first meeting following the end of each quarter, submit to the Board of Trustees a detailed written financial report in compliance with the Illinois statutes and regulations relating to charter schools. The Treasurer, as chair of the Finance Committee, annually shall recommend an auditing firm to be hired by the Board of Trustees to review the books of the Corporation and provide a report on them to the Board of Trustees.

Section 5.        Removal. Any officer may be removed from office, with cause, by the affirmative vote of two-thirds of the full membership of the Board of Trustees at any regular meeting or special meeting called for that purpose. Any officer proposed to be removed for cause shall be entitled to at least five business days' notice in writing by mail of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Trustees at such meeting.

#### ARTICLE VI      Fiscal Year and Check Signing

Section 1.        Fiscal Year. The fiscal year of the Corporation shall be July 1<sup>st</sup> to June 30<sup>th</sup>.

Section 2.        Check Signing. The Chair and School Business Administrator are authorized and required to sign all checks over the amount of \_\_\_\_\_. The Board of Trustees shall establish a policy setting the amount above which checks must have both signatures.

#### ARTICLE VII      Amendments to By-laws

Section 1.        Amendments. The Board of Trustees shall have the power to make, amend, or repeal the By-laws of the charter school, either in whole or in part. The By-laws may be amended at any regular meeting of the Board of Trustees or any special meeting called for that purpose. Written notice stating the time and location of the regular meeting or special meeting must be given to all trustees and posted in all places and in newspapers as required by the Open Public Meetings Act not less than ten (10) days prior to the meeting at which such change(s) shall be proposed and voted upon. Any change shall require the approval by a two-thirds (2/3rds) vote of the full membership of the board.

## ARTICLE VIII     Dissolution

Section 1.     Revocation of Charter. If, at any time and for any reason, the Corporation's charter is revoked or the Corporation becomes insolvent, all assets of the charter school, after satisfaction of all outstanding claims by creditors, will be returned to the Chicago Public School District, in accordance with law.

Section 2.     Voluntary Dissolution. Should the Corporation choose to dissolve for reasons other than the revocation of its charter or financial insolvency, all assets of the charter school, after satisfaction of all outstanding claims by creditors and governmental grantors, will be distributed to the Chicago Public School District.

## ARTICLE IX     Additional Provisions

Section 1.     Indemnification of Officers and Trustees. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by, of the Illinois General Not For Profit Corporation Act (805 ILCS 105/108.75. A trustee or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries, or its Board of Trustees, except that nothing contained herein shall relieve a trustee or officer from liability for breach of a duty based on an act of omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of an improper personal benefit.

Section 2.     Compensation. No trustee or officer shall receive any fee, salary, or remuneration of any kind for services rendered to the Corporation, except that trustees and officers may be reimbursed for proven expenses incurred in the business of the Corporation and approved by formal vote of the Board of Trustees.

Section 3.     Insurance. The Board of Trustees shall provide for the liability and other forms of insurance considered to be necessary and prudent as protection against possible claims.

Section 4.     Audit. At the close of each fiscal year, the accounts of the Corporation shall be audited by an independent auditor, who is either a Certified Public Accountant or a Registered Municipal Accountant, and who has expertise in accounting of tax-exempt organizations generally. The auditor shall be hired for this purpose by a majority vote of the members of the Board of Trustees present at the regular public meeting at which the motion to hire the auditor is being considered. The audit shall be done in compliance with Illinois

statutes governing Charter Schools and with all applicable state and federal laws controlling non-profit tax-exempt corporations. Copies of the audit shall be provided to agencies in accordance with Illinois Charter School Law 105 ILCS 5/27A-5(f).

## ARTICLE X     Public Records

Section 1.     Freedom of Information Act. The Board of Trustees recognizes it is a public entity and will respond to Requests for inspection or copies of any records, reports, forms, writings, letters, memoranda, books, papers, maps, photographs, cards, tapes, recordings, electronic data processing records, recorded information and all other documentary materials, regardless of physical form or characteristics, having been prepared, or having been or being used, received, possessed or under the control of any public body in accordance with the Freedom of Information Act (5 ILCS 140/3). Records that are not subject to release via the FOIA process include confidential and trade secret information.

Requests shall be made in writing and directed to the Board of Trustees. Written requests may be submitted to the Board of Trustees via personal delivery, mail, telefax. The Board of Trustees will not require that a request be submitted on a standard form or require the requester to specify the purpose for a request, except to determine whether the records are requested for a commercial purpose or whether to grant a request for a fee waiver. All requests for inspection and copying received by a Board of Trustees shall immediately be forwarded to its Board

Chairperson. The Board of Trustees shall, promptly, either comply with or deny a request for public records within 5 business days after its receipt of the request, unless the time for response is properly extended under subsection (e) of the Freedom of Information Act (5 ILCS 140/3. Denials shall be in writing as provided in Section 9 of the Freedom of Information Act.

Article XI      American Disabilities Act (ADA)

Section 1.      The Board of Trustees is committed to providing "reasonable accommodations" in keeping with Section 504 of the Rehabilitation Act and the Americans with Disability Act of 1992. The Board of Trustees will take such actions as are necessary to ensure that no qualified person is denied the benefits of, excluded from participation in, or use of programs or activities provided by the School.

These By-laws were adopted by the Board of Trustees at its meeting held on \_\_\_\_\_ by a vote of \_\_\_\_\_.

\_\_\_\_\_  
Board Secretary