

# **By-Laws of the Advanced Math and Science Academy Charter School**

## **Section 1. General Provisions**

### **1.1 Name**

The name of the school is the Advanced Math and Science Academy Charter School (the “Academy”).

### **1.2 Charter.**

The Academy is a public school that has been granted the Charter (the “Charter”) by Commonwealth of Massachusetts Department of Education (the “DOE”), in accordance with MGL Chapter 71, Section 89.

### **1.3 Purpose**

The purpose of the Academy is to operate a public school for children in grades six through twelve in the region of Marlborough, Hudson, Maynard and Clinton, Massachusetts, and to offer a curriculum in all subjects with a particular emphasis on providing a high quality education in the mathematics, the sciences and technology.

### **1.4 Mission**

The Advanced Math and Science Academy Charter School (AMSA CS) will create a learning environment that celebrates knowledge and where children of all backgrounds and abilities will excel in all subjects, especially math, science and technology, enabling them to succeed in the workplace of a modern high-tech world.

### **1.5 Governance.**

The Academy shall be governed by a Board of Trustees (the “Board”). The Board is a public entity and the members of the Board (the “Trustees”) are public agents of the Commonwealth of Massachusetts. The Board holds the Charter. These By-Laws govern the activities of the Board.

### **1.6 Location.**

The principal office of the Academy shall be located in the building of the Academy after school has commenced or any other place as chosen by the Executive Director and Board. The Trustees may establish other offices and places of business in Massachusetts or elsewhere as is permitted by law.

### **1.7 Fiscal Year.**

Except as from time to time otherwise determined by the Board of the Academy, the fiscal year of the Academy begins on the first day of July and ends on the last day of June in each year.

### **1.8 Corporate Seal.**

The common seal is, and until otherwise ordered and directed by the Board, shall be, an impression upon paper bearing the name of the Academy, the date “2004” and such other device or inscription as the Board may determine.

### **1.9 Policies.**

The Board develops, approves, reviews and amends its policies (the “Policies”) from time to time, as it deems necessary, on all issues. The Policies incorporated herein and are part of these By-Laws, except as otherwise provided by law, by the Charter, or by these By-Laws, and the Policies shall be approved, amended or revoked in the same manner as the Board may act with respect to the By-laws. The Policies detail the main procedures of the Board activities described in these By-Laws.

## **Section 2. Board of Trustees**

### **2.1 Powers.**

The Board shall supervise and control the Academy and oversee the affairs of the Academy and shall exercise all of the powers of the Academy, except as otherwise provided by law, by the Charter, or by these By-Laws. The Board reserves to itself exclusively the power:

- a. to adopt, amend, or repeal the Bylaws with the approval of the DOE;
- b. to amend the material terms of the Charter, with the approval of the DOE;
- c. to determine general Academy policies, in compliance with state and federal law;
- d. to manage the financial affairs of the Academy, including the approval of (i) an annual budget; (ii) the purchase, sell, or lease of real property; (iii) the pledge, assignment or creation of liens on or security interests in the real or personal property of the Academy; and (iv) the establishment, execution or modification of investment policies;
- e. to determine issues regarding the governance of the Academy;
- f. to determine the educational goals of the Academy;
- g. to approve a curriculum;
- h. to appoint or remove the Academy Executive Director, and the Executive Director of Development
- i. to delegate, from time to time, powers to the Academy Executive Director in accordance with these By-Laws except as otherwise provided by law or by the Charter; and
- j. to approve a student code of conduct.

The actions of all Trustees, Committee members and officers are subject to the Conflict of Interest provisions set forth in the Policies.

## **2.2 Duties of the Board**

The core duties of the Board are:

- a. to serve the Academy with duty, loyalty, and care;
- b. to be bound by the Academy's Code of Conduct, Conflict of Interest, and Confidentiality policy statements;
- c. to comply with all laws and regulations applicable to Trustees and the Board;
- d. to ensure that the Academy complies with all applicable laws and regulations; and
- e. to ensure that the Academy is an academic success, organizationally viable, and faithful to the terms of the Charter.

No Trustee may receive payment for services rendered to the Board or to the Academy, unless such payment is permissible under the Commonwealth of Massachusetts Conflict of Interest laws, except for the Faculty Representative to the Board of Trustees. No Trustee may have a financial interest, whether direct or indirect, in the assets of the Academy or in any lease, contract, agreement or business arrangement with any third party unless the Commonwealth Conflict of Interest laws would permit such financial interest. If a Trustee becomes aware of any conflict of interest, whether direct or indirect, such Trustee shall immediately and completely disclose such conflict of interest to the Board and shall recuse himself or herself from any discussion, deliberation or decision with respect to such conflict of interest. Both the Faculty and Parent Board representatives shall recuse themselves from any discussions involving potential conflicts of interest (e.g. ED or Staff Evaluation, Salary issues, etc.)".

## **2.3 Number of Trustees.**

The Board shall consist of not less than seven (7) not more than fifteen (15) individuals (excluding ex-officio and honorary members). The Academy Executive Director and the Executive Director of Development, when appointed, shall serve as ex-officio members of the Board, without power to vote. The Parent and Faculty Representatives may not vote on matters involving potential conflict of interest (e.g. Executive Directors, staff evaluations, etc.)

## **2.4 Term of Office of Trustees.**

Terms of office shall be staggered and each group shall be as nearly equal in number as possible. One-third of the initial Trustees of the Academy shall be elected to a one (1) year term; one-third of the initial Trustees of the Academy shall be elected to a term of two (2) years; and the remaining initial Trustees shall serve a term of three (3) years. The first term of Trustees shall be determined by the Governance Committee. Thereafter, the term of office of each Trustee shall be three (3) years. A Trustee may serve for two consecutive terms, but in no event shall any Trustee serve more than two consecutive terms. Notwithstanding the foregoing, a Trustee who has served two consecutive terms may be reelected to the Board after an absence of one year from the Board. The term of office of the Academy Executive Director as a trustee shall correspond with his or her tenure in that position.

## **2.5 Election of Trustees.**

- a. Trustees shall be elected by the Board at any meeting of the Board, who shall, in accordance with procedures specified in the Board's written policies, consider each candidate's qualifications, experience and background in deciding to elect such individual.
- b. Both the Faculty body and the Parent Action Group (PAG) shall each designate one Board Representative (Faculty and Parent, respectively), who shall each serve for the period of one academic year.
- c. The Board of Trustees shall not discriminate against potential members on the basis of age, sex, sexual orientation, race, national origin, ancestry, religion, marital status, or non-disqualifying handicap or mental condition.

Upon the election of any Trustee, such Trustee shall, within thirty (30) days of such election, submit her/his resume and a financial disclosure form to the Charter School Office of the DOE for approval of the appointment of such new Trustee. On no account shall any Trustee vote as Trustee or take any official act without first having received the written approval of the DOE to such Trustee serving the Academy.

The final acceptance of a new member is subject to the approval of the DOE.

Any Trustee elected to fill an unexpired term shall have tenure only to the end of such term.

## **2.6 Resignation and Removal.**

Any Trustee may resign at any time by delivering a written resignation to the Chair or the Secretary, as defined herein, or to the Academy at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. To facilitate the election of new Trustees, the Academy formally encourages Trustees intending to resign or to decline nomination to provide notice of the Trustee's intent before June.

Any Trustee may be removed from office with or without cause by an affirmative vote of two-thirds of the Trustees then in office.

A Trustee can be removed from the Board by two-thirds of the present at a meeting of the Board at which a quorum is present. The Trustee can be removed from the Board for any one of the following reasons: (a) the Trustee's behavior is repeatedly unprofessional with respect to other Trustees, a staff member, a parent, or the public; (b) any conviction of a crime; (c) the Trustee is absent at 3 meetings during a year without emergency; or (d) any other reason deemed appropriate by the vote of the Board.

A Trustee may be removed only after reasonable notice and an opportunity to be heard by the Board.

## **2.7 Vacancies.**

A vacancy on the Board will be deemed to have occurred upon the death, disability or resignation of a Trustee. Any vacancy on the Board shall be filled, for the remainder of the unexpired term of such vacancy, by vote of a quorum majority of the Trustees then in office, except that such appointed Trustee shall take no official act as Trustee without the written approval of the Charter School Office of the DOE to such Trustee serving the Academy. The Board may exercise all their powers notwithstanding the existence of one or more vacancies in the Board. Vacancies in any office may be filled by the Board.

### **Section 3. Meetings of the Trustees**

#### **3.1 Open Meeting Law.**

All meetings of the Board shall be conducted in accordance with Chapter 30 of the Massachusetts General Laws, § 11A½ (the “Open Meetings Law”), as the same may be amended from time to time, or any successor statute.

#### **3.2 Regular and Special Meetings.**

Regular meetings of the Board may be held at such times as the Board may determine, at least nine (9) times annually. The frequency and the schedule of the meetings are specified by the Board Policies.

Special meetings may be called by the Chair at any time and shall be called by the Secretary or his or her designee upon a written application of two or more voting Trustees.

#### **3.3 Annual Meeting.**

The Board shall meet annually in the month of May or June at the principal office of the Academy or at such place and at such time as the Board shall determine, except that such date shall not be a legal holiday. If the annual meeting is not held in the specified month, 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. Notice of the annual meeting setting forth the date, time, and place of any such meeting shall be mailed to all Trustees and shall be posted in accordance with the Open Meeting Law.

#### **3.4 Executive Sessions**

The Board may hold executive sessions in cases specified in the Open Meeting Law. Such meetings may be held only when (a) the Board first convenes in an open session; (b) the presiding officer states the reason for meeting in the executive session, and (c) a majority of the Trustees then present votes to meet in the executive session.

The Board may hold executive sessions in cases allowed by the law, which include but are not limited to the following circumstances: to discuss the reputation, character, or health of an individual; to consider the dismissal or discipline of an employee; to discuss strategy relating to

litigation or collective bargaining; to consider the purchase or lease of real property where such negotiations may be compromised by public discussion; to investigate charges of criminal misconduct; to discuss the use of security devices; or applicable law requires discussions in private.

Prior to any executive session in which the Board meets to consider the reputation, character or health of an employee, or in which the Board considers the discipline of an employee, the Board must give notice of such meeting to the individual at issue and provide the individual with the right to be present at such meeting, the right to counsel and the right to speak on his or her behalf.

### **3.5 Quorum.**

A majority of the Trustees then in office shall constitute a quorum for decision-making purposes and the transaction of business. The Trustees have to be present in person. Participation in meetings by phone or any form of remote conferencing is not allowed.

### **3.6 Vote**

A simple majority vote of the Trustees present at the meeting is required for the Board to take action, unless a supermajority vote is required by these By-laws or by any law, regulation or DOE requirement applicable to the Board. The number the Trustees present for the vote has to be at least equal to the defined quorum.

### **3.7 Notice of Meetings.**

Public notice of meetings shall be given as required by law. The Board shall hold an annual meeting on the second Tuesday of June in each year or as otherwise provided by the Board. The notice of any meeting, whether annual, regular or special, shall list the date, time, and location of such meeting in accordance with the Open Meeting Law. If available, the Board will post a yearly schedule of meetings. If the schedule of meetings is posted annually, any changes to that schedule shall be made with adequate notice and posted publicly.

Except in an emergency, a notice of every meeting shall be filed with the Secretary of Commonwealth and a copy thereof posted at the local town hall or other public place and in the office of the executive office for administration and finance, at least forty-eight (48) hours (including Saturdays but not Sundays and legal holidays) prior to the time of such meeting.

The notice for all regular and special meetings of the Trustees shall be given to each Trustee by the Chair or the Secretary or by the officer or one of the Trustees calling the meeting. Such notice shall be given to each Trustee in person, by mail or by telephone, telegram, facsimile transmission, or electronic mail sent to such Trustee's usual or last know business or home address at least 7 days in advance, unless shorter notice is adequate under the circumstances.

## **Section 4. Officers of the Board**

#### **4.1 Numbers and Qualifications.**

The officers of the Board shall be a Chair, Vice Chair, Treasurer, Secretary, and such other officer, if any, as the Board may determine. An individual may hold more than one office at the same time.

#### **4.2 Election and Tenure.**

The Chair, Vice Chair, Treasurer, and Secretary shall be elected by a majority of the Board members present, provided they represent a quorum. Other officers, if any, may be elected by the Board at any time. The fact that an individual is currently serving in any office shall not create any presumption that such individual shall be nominated for such office in any subsequent year. The term in the office of Chair, Vice Chair, Treasurer, and Secretary will be 2 years. A Trustee may serve more than one (1) term in the same office, but not more than two consecutive terms in the same office.

If the office of Chair, Vice Chair, Treasurer, or Secretary becomes vacant, the Trustees shall elect a successor. If any other office becomes vacant, the Trustees may elect a successor. Each such successor shall hold office for the unexpired term and, in the case of the Chair, Vice Chair, Treasurer and Secretary, until a successor is chosen and qualified, or in each case, until the officer dies, resigns, is removed, or becomes disqualified.

#### **4.3 Responsibilities of the Officers of the Board of Trustees**

##### ***4.3.1 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.

The Chair is an ex-officio member of all committees of the Board. The Board Chair oversees implementation of the Board By-Laws and Policies, and all applicable regulations, and ensures that appropriate administrative systems are established and maintained.

##### Key Responsibilities:

- a. Co-author the 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 Academy stakeholders: students, parents, Board members and staff;
- e. Appoints and assists committees;
- f. Sets goals and expectations for the Board;
- g. Supports annual fund-raising with his or her own financial contributions;
- h. Recognizes his or her responsibility to set the example for other Trustees; and

- i. Works with the Board and paid and volunteer leadership, in accordance with the Academy By-laws, to establish and maintain systems for:
  - i. Ensuring the Academy is faithful to its mission and vision.
  - ii. Planning the Academy's human and financial resources and setting priorities for future development.
  - iii. Ensuring sound fiscal management of the Academy.
  - iv. Acquiring, maintaining, and disposing of property.
  - v. Maintaining a public relations program to ensure community involvement.
  - vi. Ensuring ethical standards.

#### ***4.3.2 Vice Chair of Board of Trustees***

In the absence of the Chair, or if at any time the office of Chair is vacant, the Vice Chair shall discharge any or all of the duties of the Chair. He/she shall preside in Board Chair's absence at the Board meetings.

#### ***4.3.3 Treasurer of Board of Trustees***

Subject to the direction and control of the Board, the Treasurer shall have general oversight of the financial affairs of the Academy. 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 By-Laws or by the Trustees.

The Treasurer, jointly with the Board Chair, ensures that current records are maintained, reflecting the financial condition of the Academy. These records will include cash, outstanding advances, investments, accounts receivable and other assets, accounts payable, and fund balances (net assets).

#### **Key responsibilities include:**

- a. Control all funds of the Academy 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 the Academy are maintained.
- e. Ensure that the assets of the Academy are protected and invested according to Academy policy, the directives of the Board and applicable law.
- f. Ensure that the Academy complies with corporate and statutory reporting 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.
- i. Performs all duties incident to the office of the treasurer.
- j. Educate the full Board about the Academy's finances and ensure that full Board completely understands the financial status of the Academy.

#### **4.3.4 Secretary of Board of Trustees**

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 By-Laws 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. Record and maintain 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, the Charter and the By-Laws.
- 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. The minutes have to be adopted by the board prior to becoming official record. All minutes of all past meetings are in the public record and are maintained by the Board Secretary.
- e. Keep at the principal office of the Academy 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.
- f. Ensure that all notices are duly given in accordance with the provisions of the Bylaws or as required by law.

#### **4.4 Resignation and Removal.**

Any officer may resign by delivering a written resignation to the Chair or the Secretary or to the Academy at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

An officer can be dismissed from his/her office by the majority vote of the Board members for one of the following reasons:

- a. The officer systematically does not fulfill his/her duties; or
- b. The officer's behavior, decision or action is viewed by the majority of the Board to cause harm to the Academy or Academy's Trustees, employees, students, or parents.

The dismissal can be initiated by the Board Chair or two of the Trustees. The initiating party shall contact Governance Committee and provide in writing the reasons for dismissal. The Governance Committee shall review the reasons and conduct an investigation of the facts. The investigation shall include interview of the officer. If the officer's behavior and/or conduct reasonably give cause for the belief that such conduct may continue to cause harm, s/he may be immediately suspended from the office the Chair of the Board or the Governance Committee.

The Governance Committee shall make its own conclusion about sufficient evidence of the officer's misconduct and report to the full Board during the next or special meeting. The Board then shall vote whether the officer should be dismissed from the office.

## **Section 5. Committees**

### **5.1 Appointment and Duties.**

The Board shall annually appoint such standing and special or other committees as the Board may deem necessary or proper (each, a "Committee"). The Board shall prescribe the membership, powers, and duties of each Committee. Each Committee shall be composed of at least one (1) Trustee, and each Committee shall have and may exercise such powers conferred by the Board on such Committee, to the extent permitted by law, the Charter and these Bylaws, and to the extent possessed by the Board itself. The Board shall have the power at any time to discharge, change the membership or authority of, or fill vacancies in, any such committee. Written minutes of all proceedings of any such Committee shall be maintained and made available to the Board.

Except if and to the extent the Board may otherwise from time to time provide, a majority of the members of a committee shall constitute a quorum. When a quorum is present at any meeting of any such committee, a majority of those committee members present shall be sufficient to take any action or to decide any question presented to the committee, unless a larger vote shall be required by law, by the Charter, by these Bylaws, or by resolution of the Board. The Committee shall present the results of its vote to the Board, which shall either adopt or reject the recommendation of such Committee. No action shall be valid unless adopted by the vote of the Board in accordance with these By-laws.

Written minutes of all committee meetings shall be adopted and kept in accordance with the Open Meeting Law.

The Academy Executive Director may be ex officio member of all Standing and Special Committees.

### **5.2 Standing Committees.**

Standing committees of the Board may include but are not limited to the Finance Committee, the Fundraising Committee, and the Governance Committee. Each member of a Committee shall hold office for one year and until a new Committee member is appointed. The Board shall elect the chair of each Committee.

#### ***5.2.1 The Fundraising Committee***

The Fundraising Committee shall be responsible for overseeing planning, implementing, and monitoring all fundraising programs.

### ***5.2.2 The Governance Committee***

The Governance Committee shall oversee the quality of the decisions of the Trustees and the Trustees' self-management. The Governance Committee shall select and nominate all candidates for the Board, nominate Board officers, oversee Trustee orientation and education, and conduct periodic evaluations of individual Trustees and the Board as a whole.

### ***5.2.3 The Finance Committee***

The Finance Committee shall oversee the Academy annual budget preparation and reporting. The Finance Committee shall approve and oversee financial controls and ensure that the Academy finances are managed responsibly.

## **Section 6. Academy Executive Director**

### **6.1 Selection.**

The Academy Executive Director shall be appointed by the Board and shall serve at the pleasure of the Board and shall receive such compensation as the Board may direct. The Board may also, at its pleasure appoint an Executive Director of Development who shall also receive such compensation as the Board may direct, to administer various Development functions otherwise assigned to the Academy Executive Director. The Board shall conduct an annual review of the Academy Executive Director, and the Executive Director of Development when one has been appointed. There may never be more than two Executive Directors. Only the two Executive Directors defined in this section may be appointed by the Board.

### **6.2 Duties.**

The Academy Executive Director shall carry out the policies established by the Board and shall be directly responsible to the Board. The Academy Executive Director shall conduct general management of all academic and administrative operations of the Academy, except when the board shall have appointed an Executive Director of Development (EDD). Whenever the Board shall have appointed such an EDD only those development responsibilities assigned to such an EDD, as described in section 6.3 below, shall not be the responsibility of the Academy Executive Director. The Academy Executive Director shall have full authority to prescribe and direct the course of study, the discipline to be observed in the Academy and the assessment of student performance, and shall be responsible for all required reporting to the Commonwealth of Massachusetts. The Academy Executive Director shall employ and discharge all personnel, prescribe their duties and terms of office, shall set their salaries within the minimum and maximum limits established by the Board, and shall conduct annual reviews of all personnel, except for an Executive Director of Development.

Whenever the Board has appointed an EDD, the Academy Executive Director shall co-operate with the Executive Director of Development on matters of development.

### **6.3 Duties of the Executive Director of Development.**

The Executive Director of Development shall carry out the policies established by the Board and shall be directly responsible to the Board. The EDD shall conduct general management of all activities related to Development in co-operation with the Academy Executive Director. The specific duties of such an EDD shall include, if so directed by the Board of Trustees, fundraising, and public relations with the public at large and elected officials. The EDD shall also foster AMSA's relationships with colleges and universities as well as with business and industry. The EDD shall co-operate and coordinate development activities and functions with the Academy Executive Director.

## **Section 7. Compensation**

### **7.1 Compensation.**

No Trustee or officer shall receive any compensation for services rendered as a trustee or officer. Notwithstanding the foregoing, any Trustee or officer may, if authorized by the Academy Executive Director or the Board, be reimbursed for necessary expenses, including travel expenses, reasonably incurred by the Trustee or officer in the performance of duties as a trustee or officer.

## **Section 8. Miscellaneous Provisions**

### **8.1 Execution of Instruments.**

All contracts, deeds, leases, bonds, notes, checks, drafts and other instruments authorized to be executed by an officer of the Academy on its behalf shall be signed by the Academy Executive Director or the Academy Executive Director and the Treasurer, as prescribed by the Policies.

### **8.2 Corporate Records.**

The records of all meetings of trustees, the names and addresses of the Trustees and officers of the Academy, and the originals or attested copies of the Charter and the By-Laws of the Academy shall be kept in the Commonwealth of Massachusetts at the principal office of the Academy.

## **Section 9. Amendments**

These By-Laws (or any Policy) may be altered, amended or repealed, or new By-Laws (or a new Policy) may be adopted, by an affirmative vote of a majority of trustees then in office, at any annual meeting of the trustees or special meeting of the trustees. Notwithstanding the foregoing, no alteration, amendment, or repeal of the By-Laws shall be effective unless the DOE approves such alteration, amendment or repeal.

## **Section 10. Indemnification**

### **10.1 Generally.**

The members of the Board shall not be personally liable for any debt, liability, or obligation of the Academy.

The Academy shall, to the extent legally permissible and only to the extent that the status of the Academy as a public charter school is not affected thereby, indemnify and defend each person who may serve or who has served at any time as a Trustee, Chair, Vice Chair, Treasurer, Secretary, Executive Director, or other officer of the Academy, each person who may serve or who has served at the request of the Academy as a Trustee, officer, employee or other agent of another organization and each person who may serve or has served at its request in a capacity with respect to any employee benefit plan (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit, claim, or proceeding whether civil, criminal, administrative, or investigative (a "Proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless a majority of the full Board authorized the Proceeding); provided, however, that no indemnification shall be provided to such Indemnified Officer with respect to any matter as to which such indemnified Officer shall have been finally adjudicated in any proceeding (a) to have breached the indemnified Officer's duty of loyalty to the Academy, (b) not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interest of the Academy , (c) to have engaged in intentional misconduct or a knowing violation of law, or (d) to have engaged in any transaction from which the Indemnified Officer derived an improper personal benefit; and further provided, that any compromise or settlement payment shall be approved by the Academy in the same manner as provided below for the authorization of indemnification. Any person who at the request of the Academy may serve or has served another organization or any employee benefit plan in one or more of the foregoing capacities and who shall have acted in good faith in the reasonable belief that his or her action was in the best interests of such organization or in the best interests of the participants or beneficiaries of such employee benefit plan shall be deemed to have acted in such manner with respect to the Academy .

### **10.2 Advances: Repayment.**

Such indemnification may, to the extent authorized by the Board of the Academy, include payment by the Academy of expenses, including attorneys' fees, reasonably incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Officer, as defined in Section 10.1, above, to repay such payment if not entitled to indemnification under this Section which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

### **10.3 Authorization.**

The payment of any indemnification or advance shall be conclusively deemed authorized by the Academy under this Section, and each Trustee and officer of the Academy approving such payment shall be wholly protected, if:

- (a) the payment has been approved or ratified
  - (i) by a majority vote of the Trustees who are not at time parties to the proceeding, or
  - (ii) by a majority vote of a committee of two or more Trustees who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Trustees who are parties may participate); or
- (b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Academy ) appointed for the purpose by vote of the Trustees in the manner specified in clauses (i) or (ii) of subparagraph (a) or, if that manner is not possible, appointed by a majority of the Trustees then in office; or
- (c) the Trustees have otherwise acted in accordance with the standard of conduct applied to Trustees under Chapter 180 of the Massachusetts General Laws, as amended from time to time; or
- (d) a court having jurisdiction shall have approved the payment.

#### **10.4 Heirs, Executors and Administrators.**

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, assigns, and administrators of any Indemnified Officer entitled to indemnification hereunder.

#### **10.5 Non-Exclusive Rights.**

The right of indemnification under this Section shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Section shall affect any rights to indemnification to which Academy employees, agents, Trustees, officers and other persons may be entitled by contract or otherwise under law.

#### **10.6 Adverse Amendments.**

No amendment or repeal of the provisions of this Section that adversely affect the right of an Indemnified Officer under this Section shall apply to that Indemnified Officer with respect to the acts of omissions of such Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

#### **10.7 Employees and Agents.**

To the extent legally permissible, and only to the extent that the status of the Academy as a public charter school not affected thereby, the Academy may indemnify any employee or agent of the Academy to the extent authorized by the Board by an affirmative vote of a majority of the

trustees entitled to vote. The foregoing provisions of this Section shall apply to any indemnification of any employee or agent under this Section 10.7.