

**BYLAWS OF
THE BIRCHES ACADEMY OF ACADEMICS AND ART: A PUBLIC
CHARTER SCHOOL**

Salem, New Hampshire

ARTICLE I

NAME AND SEAL

The corporation shall be known as THE BIRCHES ACADEMY OF ACADEMICS AND ART: A PUBLIC CHARTER SCHOOL (hereinafter referred to as the "School") and shall have a corporate seal bearing the name of the corporation and the year of incorporation. The Board of Trustees may change the form of the seal and the inscription thereon at any time.

ARTICLE II

PURPOSE

The purpose of the Corporation is to be a public charter school pursuant to NH RSA 194-B. The school's purpose is to provide a learning community that supports excellence in core academics and the arts while cultivating the individual qualities and strengths of each child. The School serves New Hampshire students in grades K-8.

ARTICLE III

MEMBERSHIP

There shall be no voting members of the corporation.

ARTICLE IV

GOVERNANCE

Section 1 -Board of Trustees

Pursuant to State law, governance of the school shall be vested in a Board of Trustees, constituted as provided herein, which Board shall exercise without limitation all the powers and responsibilities of the Corporation provided for herein and by law. Because all power and legal authority of the Board of Trustees lies in its actions as a group, individual Trustees (also referred to herein as "Board members") may exercise authority over school affairs only by voting or when the Board has voted to delegate limited authority at an official meeting. In no other circumstances does an individual member have

authority to act. Board members shall not receive compensation for their services as Board members, but may receive reimbursement for reasonable expenses as approved by the Board.

Section 2 - Board Responsibility

The Board is responsible for general supervisory control and authority over the operations and policies of the chartered public school and may take all actions related thereto. Pursuant to N.H. RSA 194-B:5, III, the Board's authority shall include, at a minimum, the authority to do the following:

1. To adopt a name and corporate seal,
2. To sue and be sued, but only to the same extent and upon the same conditions that a town can be sued,
3. To acquire real property from public or private sources by lease, by lease with an option to purchase, or by gift for use as a school facility, provided that such acquisition is consistent with established school purposes,
4. To receive and disburse funds for school purposes,
5. To make contracts and leases for the procurement of services, equipment, and supplies, provided that:(a) If the board of trustees intends to procure substantially all educational services under contract with another person or entity, the terms of such a contract shall be provided in an addendum in the school's contract, (b) The state board and the district school board shall not approve any such contract terms, the purpose or effect of which is to avoid the prohibition in this chapter against chartered public school status for nonpublic schools,
6. To incur temporary debt in anticipation of receipt of funds,
7. To solicit, accept, manage, and use any grants or gifts, provided that such activities are consistent with established school purposes,
8. To have such other powers and take such other actions that are available to a business corporation formed under RSA 293-A and that are not inconsistent with NH RSA Chapter 194-B.

Section 3 – Composition

The Board shall have a maximum of thirteen Trustees; voting and non-voting, but shall have no fewer than 6 voting Trustees. The Board shall include at least one legal guardian of a pupil attending the School as well as at least two community members. The Dean of School shall be a non-voting member of the Board. One member of the Board shall be a teacher at the School who shall be a non-voting member of the Board. No greater than 25 percent of the membership of the Board, or one Trustee, whichever is greater, may simultaneously serve as members of any other school board. No school employee shall be an officer of the Board. Every appointment to the Board is conditioned upon a satisfactory criminal background check and according to the Board Nomination Policy.

Section 4 - Terms

Each voting Board member shall have a one-year term, renewable three times. The terms of all voting members shall expire at the end of the one year anniversary of the appointment except as provided otherwise herein. Except as otherwise provided herein; each voting Board member shall be eligible for re-election for a maximum of three consecutive one-year terms. Additional one-year terms are at the discretion of the Board with a two-thirds vote required.

The Dean of School shall serve for as long as he or she is employed in that position and actively performing the duties thereof. The teacher member shall serve for a one-year term, as long as he or she remains employed at the School, with no more than two consecutive terms unless approved by the Board with a two-thirds vote.

Section 5 - Meetings and Actions

The Board shall meet at least monthly during the regular school calendar year. For each official meeting, each Board member will be given at least seven calendar days notice of the time and place of the meeting. Official meetings shall comply with the requirements of NH RSA 91-A. Refer to section 12 for special or emergency meetings.

No Board action shall be taken except at an official meeting and with an affirmative vote of the majority of voting Board members present and voting on the matter in question. Board members shall not be eligible to participate in a vote when they have been recused due to a conflict of interest.

The Board may exclude the Dean of School and/or the teacher member from participating in any non-meeting meeting conducted in accordance with NH RSA 91-A:2, I (b) (meetings with legal counsel) or any non-public meeting conducted in accordance with NH RSA 91-A:3, or for any other reason in the discretion of the Board.

Section 6 - Quorum

Except as specifically required in other provisions of these bylaws or in statute, a simple majority of Trustees qualified to vote shall constitute a quorum to convene a meeting and conduct business.

Section 7 - Conflict of Interest

The Board of Trustees is committed to maintaining the integrity of the institution and securing the public's trust. As a result, the Board shall adopt and adhere to a conflict of interest policy, which shall include, at a minimum, the following:

Any material conflict of interest on the part of any member of the Board, officer, committee member, or employee, shall be disclosed in writing to the Board and made a matter of record through an annual procedure, and also when the interest involves a specific issue before the Board. Where a transaction between the School and a Board member, officer, committee member, or employee exceeds five-hundred dollars but is not greater than five-thousand dollars in a fiscal year, a two-thirds vote of the disinterested Board members present and voting is required. Where the transaction involved exceeds five-thousand dollars in a fiscal year, a two-thirds vote of the disinterested Board members and

publication in the local newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. A Board member shall recuse himself or herself and be excused from any portion of a meeting where the discussion of or vote regarding any topic involving a family member is taking place, including but not limited to contracts, employment, and admission. No voting member of the Board may have any direct pecuniary interest in a contract with the school or in the purchase or sale of any school real or personal property or equipment. No member of the Board shall solicit any favor, gift, or other items of monetary value for personal benefit, improperly use school property, use his or her position as a member of the Board for personal gain, or make unauthorized promises or commitments on behalf of the Board. Every new member of the Board shall be informed of the conflict of interest policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of and agreement with this policy. The Board will comply with all applicable State and Federal conflict of interest requirements, including NH RSA 7:19, II and RSA 7:19-A, which are incorporated herein by reference.

Section 8 - Board Elections

During the last quarter of each fiscal year of the Corporation, the Board shall elect Trustees to replace those whose term will expire at the end of the fiscal year. This election shall take place during an official meeting of the Board called for that purpose. New Trustees shall be elected by a majority of voting Trustees present at such a meeting. Trustees so elected shall serve a term beginning on the first day of the next fiscal year.

Section 9 - Officers and Duties

The officers of the Board, consisting of a chair, vice-chair, secretary and treasurer who shall be elected annually during the first official meeting of the fiscal year from among those Board members currently serving. No member may serve as chairperson for more than two years consecutively unless approved by the Board with a two-thirds vote.

The officers' duties are as follows:

Chair: The Chair shall convene regularly scheduled Board meetings, and shall preside at each official meeting. Meetings shall provide for fair and open deliberation that is also efficient, timely, and orderly. The Chair is required to keep the Board informed of all activities of the corporation. The Chair is specifically authorized to sign, in the name of the Corporation, all contracts and documents authorized by the Board. The Chair shall determine the meeting agenda with the advice and input of the Dean of School and other Board members. The Chair shall appoint an acting secretary at any meeting where the Secretary is absent. The Chair, after consultation with the Board, shall appoint Board members to subcommittees, both standing and ad hoc, and shall appoint Board members to represent the Board with government agencies and any other organizations. The Chair shall have the authority to cancel and/or reschedule meetings after consultation with the Board members and the Dean of School. The Chair is further authorized to call special or emergency meetings in accordance with the related provisions contained herein. The Chair of the Board shall have such other powers and duties as the Board may from time to time determine.

Vice-chair: In the absence of the Chair, the Vice-chair shall assume the duties of the Chair and shall also have such powers and duties as the Board may determine.

Secretary: The Secretary shall be responsible for keeping the records of Board actions, including overseeing the taking of minutes at all Board meetings, including non-public sessions, sending out and posting meeting notices and announcements, distributing copies of the minutes and agenda to each Board member, and assuring that Corporate records are properly maintained. Procedures for recording minutes shall include the following, at a minimum:

1. Record all actions or votes at Board meetings by last name, except unanimous votes, which may be recorded as such;
2. Record in the minutes of all public meetings and other proceedings the full names of the Board members present and other persons appearing before the Board (the names of people in the audience who do not speak do not need to be recorded.);
3. Record a brief description of the subject matter discussed;
4. Record names of members who made or seconded each motion and the final decisions of any Board action;
5. Provide draft minutes, so labeled, for public inspection, within the required timelines;
6. Present the draft minutes to the Board for review and approval;
7. Make corrections to the draft minutes after review by the Board;
8. Post the official minutes after they are reviewed and approved by the Board; and
9. Submit the original official minutes to the School's administrative office for filing in the School's permanent record.

The Secretary shall have such other powers and duties as the Board may require and shall perform all duties customarily incident to the office of a corporate secretary. In the absence of the Chair and Vice-chair, the Secretary shall assume the responsibilities of the Chair.

Treasurer: The Treasurer shall oversee the financial affairs of the School, monitor the creation and preservation of all financial records and accounts, initiate financial statements to be prepared, be the custodian of the funds and securities of the School, and shall oversee and assist in the preparation of the budget for presentation to the Board. The Treasurer shall make a report of the finances of the Corporation at each meeting and shall make financial information available to individual Board members upon request. The Treasurer shall have such other powers and duties as the Board may determine and shall perform such duties as are customary and incidental to the office of Treasurer of a Corporation. In the absence of the Chair, Vice-chair, and Secretary, the Treasurer shall assume the responsibilities of the Chair.

If any of the offices become vacant for any reason, the remaining Board members shall elect a successor to hold such office for the remainder of the unexpired term, provided that all Board members have been notified at least seven calendar days prior to any meeting at which a Board officer vacancy will be filled.

Section 10 - Vacancies

Nomination procedures will follow the Birches Nomination Policy.

Section 11- Resignation, Termination, and Absences

Resignation from the Board must be in writing and received by the Secretary to be effective. A Board member may be terminated from the Board for failing to fulfill their basic responsibilities, violating School policies or procedures, engaging in unethical or criminal conduct, for excessive absences, defined as being absent without excuse from the Chair from more than one-fourth of official meetings, or when, in the discretion of the remaining voting Board members, termination is in the best interests of the School. The Board may terminate a member upon a vote in favor of termination by three-fourths of the remaining present, eligible and/or voting members, provided that notice of intention to terminate such trustee is set forth in the meeting notice seven calendar days prior to that meeting. Any such Trustee shall be entitled to appear before the full Board and be heard at such meeting.

Section 12 - Special Meetings

Special meetings of the Board shall be called by the Chair or by the Secretary with written notice to one-third of the Board members. Notice of special meetings shall be sent out by the Secretary to each Trustee at least one week in advance, unless exigent circumstances exist, in which case 24 hours notice shall be sufficient.

Section 13 - Telephonic or Electronic Attendance and Emergency Meetings

Pursuant to RSA 91-A:2, III, a quorum of the Board must be physically present at the meeting location. A Member of the Board may only attend a meeting electronically or otherwise when attending in person is not "reasonably practical." In that circumstance, a member may participate and vote by telephone or video conference or other means, provided that all participants, whether present in person or telephonically, are able to hear and speak to all other participants throughout the meeting by conference telephone or similar equipment and further provided that those participating remotely can be reasonably identified, have identified any other persons at the same location with them, and have stated for the record the reason they cannot appear in person. Attendance other than in person is discouraged.

The Board may meet on an emergency basis when, in the opinion of the Chair, immediate action is imperative and the physical presence of a quorum is not reasonably practical within the period of time requiring action. The Board shall comply with RSA 91-A:2, III with regard to emergency meetings.

ARTICLE V

COMMITTEES

The Board may create committees of the Board members as needed, including but not limited to finance, curriculum, personnel, etc. The Treasurer shall be a member of the finance committee.

The Board may create committees, including an advisory committee, and assign members who are not Board members. Committee members other than Board members may be appointed by the Board and

shall serve at the pleasure of the Board. Appointment to the Finance Committee shall be subject to a satisfactory criminal background check and any other requirement the Board deems necessary.

ARTICLE VI

DEAN OF SCHOOL

Notwithstanding the provisions of Section 7 herein, the Dean of School is hired by the Board adhering to the Dean of School Hiring Policy. The Dean of School is the Board's delegate for day-to-day responsibilities for the School operations, including carrying out the goals and policies of the School as established by the Board and the School's Charter, which delegation of authority can be rescinded by a vote of the Board. The Dean of School shall be a non-voting member of the Board and shall attend all official Board Meetings, report on the status and progress of the School, answer questions of the Board members, and carry out all duties of the job description. The Board may designate other duties to the Dean of School as it determines appropriate.

ARTICLE VII

GENERAL PROVISIONS

Section 1 - Authority to Sign

The Board may authorize any Trustee or Trustees to sign contracts and other documents on behalf of the School, in addition to the Chair as provided herein above. Such authorization shall be delegated at an official meeting and shall be in writing. The Treasurer and the Chair are authorized to sign all checks, drafts, and other orders for payment on behalf of the School. The Board may authorize additional members to sign checks, drafts, and other orders for payment as it deems necessary pertaining to the Financial Control Policy.

Section 2 - Authority to Accept Gifts, Contributions, Bequests, and Devises

Pursuant to statute, the Board may solicit and accept on behalf of the School any gift, contribution, bequest, or devise for any purpose consistent with the School's mission.

Section 3 - Organization Records

There shall be kept in the administrative office of the School correct books of the accounts and transactions of the School and Board, including an official record of meeting minutes, Articles of Agreement, and up-to-date Bylaws.

Section 4 - Fiscal Year

The Corporation's fiscal year shall end on June 30, and the ensuing fiscal year shall commence on the following day, or the fiscal year may commence and end on such other days as the Board shall determine.

ARTICLE VIII

THE BIRCHES ACADEMY OF ACADEMICS AND ART FOUNDATION

The Foundation of Birches Academy is a New Hampshire non-profit corporation whose purpose is the advancement of the School. The Foundation may conduct advancement activities that are consistent with the School's mission and that are approved by the School's Board in collaboration with the School's Board and Dean of School. At least one member of the School's Board of Trustees shall be appointed to sit on the Foundation Board reporting to the School Board regarding the activities of the Foundation and actions that need approval.

ARTICLE IX

LIABILITY AND DEFENSE AND INDEMNIFICATION OF TRUSTEES AND OFFICERS

No Trustee or Officer shall be personally liable for any debt, liability, or obligation of the School. Further limits on liability contained in the Articles of Agreement are incorporated herein by reference. Except to the extent prohibited by RSA 292:2, V-a or other applicable law, the School shall defend and indemnify any Trustee made, or threatened to be made, a party to, or called as a witness in, or asked to provide information in connection with any threatened or pending action, proceeding, hearing, or investigation or any appeal therein, where such Trustee or officer is or has been made or threatened to be a party or summoned to give evidence, by reason of the fact that he or she is or was a Trustee or officer acting within the scope of his or her duties, against all judgments, fines, amounts paid in settlement, and reasonable expenses including attorney's fees actually and necessarily occurred in the defense against or as a result of such action, proceeding, hearing, investigation, or appeal therein.

No defense and indemnification shall be provided under this Article in any action or proceeding brought by or on behalf of the School to procure a judgment or a remedy, whether civil or criminal. Further, no defense and indemnification shall be provided under this Article where the Trustee acted in bad faith, outside the scope of his or her duties, or contrary to and his or her fiduciary duty, or where the Trustee has been a knowing participant to any transaction from which any Trustee derives an improper personal benefit, or has committed a knowing violation of the law, or has committed an act of gross, wanton, or willful negligence.

ARTICLE X

AMENDMENTS

These bylaws may be amended when necessary by a two-thirds majority of the present, eligible, and voting Board of Trustees. Proposed amendments must be submitted to the Secretary and sent out to the Board one week prior to a meeting at which a vote on the amendments is to be held.

ARTICLE XI

DISSOLUTION

In the event the Birches Academy should cease operations and be dissolved, the assets remaining after the payment of all of its liabilities shall be distributed to the federal government, or state or local government for a public education purpose. **ARTICLE XII**

CERTIFICATION

These amended bylaws were approved at a meeting by a two-thirds majority vote of the members of the Board of Trustees in accordance with the provisions of Article X above.

Alyssa Ross

Secretary

4/9/2024

Date