

## Fuller, Heather

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**From:** Fuller, Heather  
**Sent:** Wednesday, April 27, 2016 9:31 AM  
**To:** Fuller, Heather  
**Subject:** FW: Newly adopted HCA Board bylaws  
**Attachments:** HCA bylaws revising process.pdf

Thank you,

Heather A. Fuller  
Administrative Assistant

Maine Charter School Commission  
182 State House Station  
Augusta, Me. 04333-0182  
Desk: 207-624-6729  
Fax: 207-287-2109

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**From:** Post, Gina  
**Sent:** Wednesday, April 06, 2016 8:01 AM  
**To:** Fuller, Heather  
**Subject:** Newly adopted HCA Board bylaws

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**From:** Sarah Mackenzie  
**Sent:** Tuesday, April 05, 2016 3:49 PM  
**To:** Post, Gina  
**Subject:** Newly adopted HCA Board bylaws

Gina,  
Here is the draft Cynthia Shelmerdine worked on. There may have been a few small changes in addition to these, but essentially this shows the changes.

As you can see, most of the changes are to ensure consistency of language. Another change, though, was to deal with committee structure. We felt that there were two essential committees. Others were, if not ad hoc, at least not ones we wanted to include as essential and thus be held to having this many committees. We also decided that it was important to have a separate document, a "handbook," that delineates in greater detail procedures and committee descriptions. The handbook is something that we can change easily, whereas, the by-laws have to go through a lengthy process if we make any changes. Streamlining the by-laws means we can elaborate on certain things that may change more frequently in the handbook and have the by laws reflect more permanent policies and procedures.

Sally Mackenzie



## **Board of Directors**

# **Handbook of Policies and Procedures**



**The *MISSION* of Harpswell Coastal Academy is to educate and develop critical thinkers, leaders, and lifelong learners who are actively engaged in their community and broader world.**

**This will be accomplished through our *VISION* of cultivating a place-based and project-based educational environment tailored to meet the needs of our students. Core curriculum will be reinforced with problem solving, goal setting, task prioritization and accountability of expectations while students become immersed in a scholastic culture of social and intellectual integrity, creativity, and civic involvement.**

## Harpwell Coastal Academy Board of Directors

<a href="#">Sally Mackenzie, Chair</a>	<i>term ends</i>	2017
<a href="#">Ed Harris, Vice-Chair</a>	<i>term ends</i>	2016
<a href="#">Sharon Whitney, Secretary</a>	<i>term ends</i>	2016
<a href="#">Dave Eldridge, Treasurer</a>	<i>term ends</i>	2017
<a href="#">Joe Grady</a>	<i>term ends</i>	2016
<a href="#">Cynthia Shelmerdine</a>	<i>term ends</i>	2017
<a href="#">Eileen Hornor</a>	<i>term ends</i>	2017
<a href="#">Dave Jean</a>	<i>term ends</i>	2018
<a href="#">Deb Jones</a>	<i>term ends</i>	2018
<a href="#">John D'Anieri, Head of School</a>		
<a href="#">Carrie Branson, Principal, Division 1</a>		
<a href="#">Matt Hamilton, Principal, Division 2/3</a>		

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### **Introduction**

Policy Governance separates issues of organizational purpose (ENDS) from all other organizational issues (MEANS), placing primary importance on the Ends. Policy Governance boards demand accomplishment of purpose and only limit the staff's available means to Head of School which do not violate the board's pre-stated standards of prudence and ethics.

The board's own Means are defined in accordance with the roles of the board, its members, the chair and other officers, and any committees the board may need to help it accomplish its job. Dissent is expressed during the discussion preceding a vote as the members strive for consensus. Once a vote is taken, the board's decisions may subsequently be changed, but are never to be undermined. Thus the board members "speak with one voice."

Policy Governance boards delegate with care. The board's expectations for itself set out self-imposed rules regarding the delegation of authority to the staff and the method by which board-stated criteria will be used for evaluation. There is no confusion about who is

responsible to the board or for what board expectations they are responsible. Double delegation (for example, to a board committee as well as to the CEO) is eliminated. Furthermore, boards that decide to utilize a CEO function are able to hold this one position exclusively accountable. Evaluation, with such carefully stated expectations, is nothing more than seeking an answer to the question, "Have our expectations been met?" The board, having clarified its expectations, can assess performance in that light. Forming an effective board requires the board to have a clear answer to this question: "What benefits (or end results) are we providing to whom and what will it cost us to do this?"

In addition to answering this question, the board needs to establish a single point of administrative authority. This person is responsible for using whatever means are necessary to accomplish the desired ends within limitations. Examples of limitations are not breaking the law, not treating volunteers, staff or clients inappropriately, or not getting into debt.

\*Language in this handbook is adapted from The Executive Service Corps of Washington's *Best Practice Materials for Nonprofit Boards*, the by-laws of Harpswell Coastal Academy and other relevant resources.

## **The Role of the Board**

### *Establishes a Framework*

The Board of Directors establishes the framework for the organization. It creates and updates the mission and vision statements, defines what benefits (or end results) the organization is providing to whom and what it will cost to deliver them, and determines how organizational performance will be measured.

### *Sets Direction*

The Board of Directors sets the direction for the organization. The Board sets goals and approves and monitors the strategic or business plan and develops organizational policies, including the policies that govern how the board will operate.

### *Provides Accountability*

The Board of Directors is responsible for the behavior and performance of board members and the Head of School (HOS). Thus, the Board establishes the code of ethics for the board and Head of School, including policies related to private inurement and conflict of interest, and sets the tone for organizational behavior.

The Board hires and fires the Head of School, establishes the end results the Head of School is assigned to achieve, and defines any limitations on the means the Head of School can use or any functions the Head of School must perform. It should be noted that in this organization the role of the Head of School is equivalent to the superintendent of a Local Educational Agency (LEA) and the principal of a middle-high school as well as the executive director of a non-profit organization.

The Board evaluates the Head of School based on achievement of the end results and compliance with predefined limitations or requirements. It monitors financial and operational performance; in addition, it selects an auditor and receives the audit report in keeping with the requirements of the school's charter. The Board serves as the last court of appeal within the organization.

### *Represents the School and Provides Support*

The Board of Directors represents the organization to the outside world and provides support and counsel to the Head of School. The Board supports the organization by making personal donations, garnering resources and advisors and assisting with fundraising. It serves as the organization's ambassador to other organizations, funders and potential funders and the general community; communicates the value of the organization to prospective donors; and attracts donors, supporters, favorable press, and new board members.

## **Responsibilities of Members of the Board of Directors**

A member of the Board of Directors is responsible for ensuring that Harpswell Coastal Academy (HCA) fulfills its mission by planning for the future, monitoring current operations, and evaluating the organization. A board member must fulfill the fiduciary responsibilities of the Board of Directors, making corporate decisions that protect the public interest.

### **Key Responsibilities**

#### **Actively promote the mission of HCA, contributing ideas and expertise.**

- Be informed about the HCA's mission, services, policies, and programs; inform others about HCA, and work to enhance the organization's public image.
- Select the Head of School through an appropriate process.
- Provide ongoing support and guidance for the executive staff.
- Annually review performance.

#### **Ensure effective organizational planning.**

- Actively participate in all board activities.
- Attend in person or by other means, if possible, monthly board meetings.
- Review agenda and supporting materials prior to board and committee meetings.
- Serve on a committee and periodically take on special assignments.
- Suggest nominees to the board who can make significant contributions to the work of the board and to the organization.
- Help to assess the board's performance.

#### **Ensure adequate resources.**

- Provide adequate resources to achieve the organization's mission through execution of the Development Plan. Leading by example and taking part in the organization's fundraising efforts. Identifying, cultivating, and/or soliciting prospective supporters.
- Make a personal financial contribution to the organization annually, consistent with the ability to give.
- Carry out the fiduciary responsibilities of the board, such as reviewing the organization's annual financial statements, selecting an auditor and receiving the auditor's report, if appropriate.
- Follow conflict-of-interest and confidentiality policies.

## Membership of the Board of Directors

Article III of the Bylaws governs the composition, term of office, powers and duties, compensation, elections, and meetings of the Board of Directors. Time commitment of Board members is roughly 6-10 hours per month.

### Terms for Founding members

~~Terms of Members are 3 years. The founding board members will be allotted sliding term lengths so that in any year, no more than one third are slated to renew or resign. Term limits will restrict any member to hold a seat on the Board for not more than two (2) consecutive terms or seven (7) consecutive years. See term matrix In Appendix D .~~

### Process for Seating New Board Members

The Executive committee will meet with potential candidates for board membership. If the candidate is interested, he or she will be asked to attend the next board meeting as an observer. A vote on membership may be brought up at that meeting, after the candidate has been asked to step out of the room, or may occur at the next board meeting.

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## Officers of the Board of Directors

Article VII of the Bylaws governs the positions, elections, and essential responsibilities of Board Officers.

### **Chairperson of the Board**

The function of the Chairperson is to assure that the Board fulfills its responsibilities to the organization.

#### Responsibilities

- Chair meetings of the Board and Executive Committee.
- Call special meetings if necessary.
- Serve as ex officio member of all committees.
- Work in partnership with the Head of School to achieve the mission of the HCA and make sure board resolutions are carried out.
- Communicate to the Board any concerns of the Head of School in regard to the role of the Board or individual Board members.
- Communicate to the Head of School any concerns of the Board and other constituencies.
- Appoint all committee Chairpersons, and, with the Head of School, recommend who will serve on committees.
- With the Executive Committee, prepare the agenda for board meetings.
- Orient new board members to their roles and responsibilities.
- Oversee searches for the Head of School. Recommend the Head of School salary for consideration by the appropriate committee.
- Periodically consult with board members on their roles, helping them assess their performance.
- On an annual basis, focus the Board's attention on assessment of its own structure, its role, on board development and on the Board's relationship to the management of HCA.

### **Vice Chairperson of the Board**

The function of the Vice Chairperson is to stand in for the Chairperson if he/she is unavailable.

#### Responsibilities

- Attend board meetings.
- Serve on the Executive Committee.
- Carry out special assignments as requested by the Board Chairperson.
- Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence.

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### Secretary of the Board

The function of the board secretary is to maintain all board records and ensure their accuracy and safety.

#### Responsibilities

- Attend board meetings.
- Serve on the Executive Committee.
- Ensure that minutes are taken for meetings of the Board and the Executive Committee, and review minutes of those meetings.
- Review board minutes.
- Assume responsibilities of the Chairperson in the absence of the board Chairperson and Vice Chairperson.
- Provide notice of board meetings and committee meetings when such notice is required.
- Distribute meeting agendas and minutes to Board members.

### Treasurer of the Board

The function of the board treasurer is to serve as the financial officer of the organization.

#### Responsibilities

- Attend board meetings and make a report at each meeting.
- Serve on the Executive Committee and chair the Finance Committee.
- Assure that the organization is following appropriate financial policies and that qualified staff or consultants perform financial functions.
- Understand regulatory and legal requirements for financial accounting and standards of practice for nonprofit organizations/public charter schools.
- Assure that accurate financial records for the organization are being kept
- Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities.
- Assist the Head of School in preparing the annual budget and presenting the budget to the board for approval.
- At specified reporting periods, and upon request, provide the chairperson and the board with an account of transactions by the treasurer and of the financial condition of the organization
- According to the regulations relating to public charter schools, select an independent auditor, review the annual audit, and answer board members' questions about the audit.
- Assume responsibilities of the chair in the absence of the board Chairperson, Vice Chairperson and Secretary.
- Assist in developing fundraising plans.
- Make financial information available to Board members and the public.

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## Committees of the Board

The HCA Board has established these standing committees:

- Executive Committee
- Finance Committee
- Program, Personnel *and Academic Oversight* Committee
- Advancement *and Community Engagement* Committee
- Facilities Committee

**Executive Committee.** Article V Section 2 of the Bylaws governs the composition and responsibilities of the Executive Committee. The work of the Executive Committee is mission-driven. It plays a major leadership role in the organization. This is accomplished through planning, coordination, board development, and more specifically by assisting to the **Board Chairperson** in the deployment of board resources, development of board meeting agendas and annual work plans, facilitation of the work of Board committees and supervision of the student discipline protocol. The Executive Committee serves as the nominating committee of the BOD.

**Finance Committee.** Article V Section 3 of the Bylaws governs the composition and responsibilities of the Finance Committee.

### Composition and Responsibilities of Other Committees

Each committee has a minimum of two board members except the Community and Parent Engagement committee. Non-board members may participate on each committee at the discretion of the committee, but the majority on the committee will always be Board members except for the Community and Parent Engagement Committee. Committees will meet on a regular basis throughout the year.

The Board **Chairperson** appoints the **Chairperson** of each committee. The **Chairperson** of the committee, in consultation with other committee members, will decide on meeting schedules. Committees are scheduled to present reports on their activities at board meetings twice during the year (See BOD calendar for schedule.) A staff liaison may be assigned to each committee at the discretion of the executive committee.

### Program, Personnel and Academic Oversight Committee

**This committee** advises the Board regarding the educational program of the school and hiring the Head of School. It advises the Head of School on decisions related to personnel, as needed; develops with the Head of School and monitors a Professional Growth Plan for Head of School and the professional staff; develops and administers renewal/nonrenewal/dismissal policy in conjunction with the Head of School; and, in accordance with the HCA Employee contract and by-laws of the Board, hears and decides on procedures for dealing with complaints from parties inside and outside the school

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related to employee performance or actions. This committee also oversees the student performance aspects of the contract with the Maine Charter Commission,

#### Advancement and Community Engagement Committee

This committee helps the Board carry out its due diligence function related to assuring fiscal health through philanthropy and fund development. It partners with staff to institutionalize the philanthropic process within the board and its individual members, assuring a strong ongoing donor support network. This committee helps develop and maintain healthy relationships with HCA community partners. It convenes the HCA Advisory Committee as needed (minimally twice annually), and acts as Board Liaison to HCA Parent Partnership.

#### Facilities Committee

This committee advises the Board on issues involving property, facilities-related lease/purchase negotiations, contracting, repairs, renovation, inspections, long term facilities planning and other facilities' business as assigned by the HCA Board of Directors.

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**Deleted:** **The Community and Parent Engagement Committee.** Its responsibilities are to convene the HCA Advisory Committee as needed (minimally twice annually), act as Board Liaison to HCA Parent Partnership, and help develop and maintain healthy relationships with HCA community partners.

## Board Meetings

### Schedule for Board Meetings

Board meetings will be held from 5-7 pm on the third Wednesday of the month unless scheduled otherwise.

### Board Meeting Agenda

The regular meeting agenda is formatted to include a consent agenda, discussion items, action items and information items. A request for information or questions about any agenda item should be made, if possible, at least 48 hours prior to the scheduled meeting to the board chair and Director of Operations. The agenda and supporting documentation will be provided to the Board 48 hours before Board meetings.

### Development of the agenda

The Executive Committee shall develop the board agenda. A board member may submit a request to the board chair that he/she wishes to have an item considered for placement on the agenda.

### Consent agenda

Routine items that require no discussion will be placed on the consent agenda. Examples of the items that may be placed on the consent agenda are:

- Routine financial information or updates
- Minutes of regular and special Board meetings

If any member wishes to discuss an item on the consent agenda, he or she may ask before the meeting for the item to be pulled from the consent agenda and placed on the regular agenda so that there can be a full discussion of the item.

### Conduct During Board Meetings

While the Board will operate informally, formal action will be taken in accordance with the procedures in Robert's Rules of Order.

### Discussion of motions

All discussion shall be directed solely to the business under deliberation. The board chair has the responsibility to keep the discussion to the motion at hand and shall halt discussion that does not apply to the business before the Board.

### Voting Practices

The voting process will follow Robert's Rules of Order.

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A formal vote will be taken on any items identified on the agenda as "for decision" and any other items where the board, the Head of School, or a board member request a vote be taken.

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The board chair shall have the right to discuss agenda items, to make motions and resolutions, and vote on all matters coming before the Board.

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No member should vote on a motion in which he or she has a direct personal or pecuniary interest.

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Dissenting and abstaining votes shall be recorded in the minutes of the board meeting.

### Closed (Executive) Session

The board will act in closed (executive) session whenever the subject of the discussion is highly confidential or sensitive. The board shall have the option of asking staff as well as any observers to leave the meeting area during a closed session. Discussion will be only regarding the items on the closed session agenda. Information discussed in closed session must remain confidential.

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### **Request or Complaint by an Employee, Volunteer or Client**

All concerns or complaints made to an individual board member shall be referred to the board chair for action. A board member or officer who receives a request or complaint from an employee other than the Head of School, a volunteer or a client shall follow the following process:

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- As appropriate, suggest that the information be communicated directly to the Head of School. If complaint is about the Head of School, information should be communicated directly to the chair of the Program and Personnel committee.
- The board member should hear the request/complaint for general understanding of persons involved, date and place.
- If necessary, repeat problem back to confirm understanding.
- The board member should refrain from providing or expressing his/her opinion.
- In addition to informing the Head of School, a board member may inform the board chair of the complaint.

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### **Communications/ Media Inquires**

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The Head of School will be the official spokesperson for HCA with the media, except that the board may designate or the Head of School may request that the board chair or another board member may be the spokesperson, when appropriate.

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All board members who receive calls from the media should direct them to the Head of School or the designated spokesperson and should notify the Head of School and the designated spokesperson of the contact immediately.

### **Legal issues**

All communications with legal counsel shall be through the Head of School and/or the board chair.

The board shall have a conflict of interest policy and process for disclosure of conflict of interest (see Appendix xx). The board should monitor its adherence to the conflict of interest policy annually.

### Evaluation of Head of School

The Executive Committee has the responsibility of evaluating and making recommendations to the Board for continuing contract of the Head of School. This committee may delegate oversight of the process to the Program and Personnel Committee and seek its guidance.

The evaluation should be based on a performance agreement or board policies with measurable outcomes clearly established in advance of the evaluation period. The written evaluation report shall be reviewed with the Head of School prior to the report to the board.

The Head of School shall have the right to submit a response or self-evaluation report to the board.

### Board Self-Assessment

The board shall conduct a board self-assessment annually using a survey, interviews, or other instruments. The Executive Committee will have oversight of this process. The results of the self-assessment should be prepared in written form and discussed with the board. The board's responses and or decisions based on the self-evaluation will be summarized in the minutes.

### Reviewing Board Operating Procedures

The board shall annually review and revise the board handbook, as needed.

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## **Document Retention Policy and Procedures**

### **Policy**

All short term and long term storage of administrative and financial records are provided in a safe, secure and confidential manner. Depending upon the type of record, the appropriate length of time for retention complies with legal and funder requirements. Records relevant to foreseeable or pending judicial or administrative investigations or proceedings are preserved until the actions are concluded.

### **Procedures**

Physical Records: At least annually, physical document and files are transferred from active files to inactive storage and retention dates are noted on the files. Confidential files are clearly designated as such. Files in storage are placed in a fire resistant, secure, dry place. When Files are past retention requirements, documents shall be destroyed in a method that maintains confidentiality (i.e. shredding). Documents will not be placed in dumpsters.

Long term storage of electronic records: All academic and administrative data are stored offsite. The retention periods meet or exceed for physical records.

## Inurement Policy

Article VI Section 2 of the Bylaws governs the inurement policy of the Board. The purpose of this private inurement policy is to ensure that HCA is fulfilling its responsibilities to act as a competent and trustworthy steward of its resources and is behaving in a way that is consistent with the following IRS requirement:

A section 501(c)(3) organization must not be organized or operated for the benefit of private interests, such as the creator or the creator's family, shareholders of the organization, other designated individuals, or persons controlled directly or indirectly by such private interests. No part of the net earnings of a section 501(c)(3) organization may inure to the benefit of any private shareholder or individual. A private shareholder or individual is a person having a personal and private interest in the activities of the organization.

To avoid the conferment of material private inurements or benefits in the types of transactions described above, the organization will enter into transactions solely to benefit the charitable purposes of the organization, rather than for a private party's benefit. The organization will exercise due diligence to ensure that any proposed transaction is fair and reasonable. This means that the organization could not have obtained a more advantageous arrangement with reasonable effort.

The organization will ensure that the intent of this policy is carried out by:

- Screening proposed transactions through the applicable boards, advisory boards, and committees, and other processes set out in the organization's procedures.
- Taking care that organizational policies and procedures pertaining to the signing of contracts are followed. (For example, the board may require contracts in excess of a certain amount or duration to be executed by the Board rather than the Head of School.)
- Putting in place additional procedures that may apply in connection with contract bids for building construction, renovation and repair projects.

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## Board Member Code of Conduct

By accepting board membership a board member is committing to honor the following code of conduct:

As a board member, I shall do my utmost to ensure that HCA performs its mission and achieves its goals. I agree to:

- Act with honesty and integrity;
- Support in a positive manner all actions taken by the board of directors even when I am in a minority position on such actions. I recognize that decisions of the board can be made only by a majority vote at a board meeting and respect the majority decisions of the board, while retaining the right to seek changes through ethical and constructive channels;
- Participate in activities of the board such as retreats, self-assessments, and workshops;
- Keep confidential information confidential;
- Exercise my authority as a board member only when acting in a meeting with the full board or as I am delegated by the board;
- Work with and respect the opinions of my peers who serve this board, and leave my personal prejudices out of all board discussions;
- Always act for the good of the organization and represent the interests of all people served by the organization;
- Represent this organization in a positive and supportive manner at all times;
- Observe the parliamentary procedures and display courteous conduct in all board and committee meetings;
- Refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results of the organization;
- Accept my responsibility for providing oversight of the financial condition of the organization;
- Always follow the conflict of interest policy.

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## Conflict of Interest Policy

### Purpose

The purpose of this conflict of interest policy is to protect the interest of Harpswell Coastal Academy ("HCA") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not to replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

### Conflicts Covered by this Policy

For purposes of this Policy, a conflict of interest exists whenever the interests or concerns of any officer or director may be seen as competing with the best interests of HCA. Conflicts tend to occur:

- Where an officer or director (or a relative, business partner, or organization with which any such person has a formal relationship) has a financial interest in a decision of the Board or any action by HCA; and
- Where an officer or director has a conflict of loyalties even if he or she has no personal interest in the decision or action to be taken.

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### Definitions

*Interested Person.* Any director, officer, or member of a committee with Board-delegated powers who has a direct or indirect *financial interest*, as defined below, is an interested person.

*Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment or family —

- an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; or
- a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest has a conflict of interest only if the Executive Committee of the HCA Board determines that a conflict of interest exists.

## Procedures

### Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

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### Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The Executive Committee of the HCA Board shall decide if a conflict of interest exists.

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### Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at a meeting of the Executive Committee of the Board, but after such presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that is the basis of the conflict of interest.

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The Chair of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Executive Committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

### Violations of the Conflicts of Interest Policy

If the Executive Committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Executive Committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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## Records of Proceedings

The minutes of the Board and all committees with Board-delegated powers shall contain

- the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and
- the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

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## **Employment**

A Board member who is formally considering employment with HCA must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term, which will not be extended because of the leave. A Board member who is formally considering employment with HCA must submit a written request for a temporary leave of absence to the Secretary of the Board, indicating the time period of the leave. The Secretary of the Board will inform the Chair of the Board of such a request. The Chair will bring the request to the Executive Committee of the Board for action. The request and any action taken shall be reflected in the official minutes of the Executive Committee of the HCA Board.

## **Compensation**

A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of the Board of Directors who is a *family member* of a person who receives compensation, directly or indirectly, from the Corporation for services also is precluded from voting on matters pertaining to that person's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Upon initial election to the HCA Board of Directors, and annually thereafter, each director, officer, and member of any committee with Board-delegated powers shall sign a statement which affirms that such person:

- has received a copy of the conflicts of interest policy,
- has read and understands the policy,
- has agreed to comply with the policy, and

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- understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Conflict of Interest Disclosure Statement**

Please complete the questionnaire below, indicating any potential conflicts of interest. If you answer "yes" to any of the questions, please provide a written description of the details of the specific action, policy or transaction in the space allowed. Attach additional sheets as needed.

A conflict may exist where an interested party directly or indirectly benefits or profits as a result of a decision, policy or transaction made with HCA. The interested party would not have obtained this benefit were it not for his/her relationship with HCA.

- Has HCA proposed to contract or contracted to purchase or lease goods, services, or property from you or from any of your relatives or associates?
- Board members/Head of School only: Has HCA offered employment to you or to any of your relatives or associates?
- Have you used your relationship with HCA to obtain a contract, employment for yourself or any of your relatives or associates, from a person or entity that does business with HCA?
- Have you or any of your relatives been provided use of the facilities, property, or services HCA in a way that is not available to others who benefit from the organization's services?
- Have you, a relative or an associate been in a position to benefit financially from an action, policy or transaction made by HCA?

Other issues or situations not addressed above \_\_\_\_\_

\_\_\_\_\_

Name (Please print): \_\_\_\_\_

Signature: \_\_\_\_\_

Date \_\_\_\_\_

**Conflict of Interest Affirmation of Compliance**

I have received and carefully read the Conflict of Interest Policy for board members, the Head of School and managers. I have considered not only the literal expression of the policy but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand HCA is a nonprofit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes without personal inurement or benefit by board members, consultants/volunteers or staff (other than by salary).

I hereby state that I do not have any conflict of interest, financial or otherwise that may be seen as competing with the interests of HCA, nor does any relative or associate have such a potential conflict of interest. If any situation should arise in the future that I think may involve me in a conflict of interest, I will promptly and fully disclose in writing the circumstances to the Chair of the Board of Directors or to the Head of School, as applicable. I further certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information and belief.

Name (Please print) \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

**Annual Review and Reaffirmation**

Signature \_\_\_\_\_ Date \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

## Gift Acceptance Policy

Harpwell Coastal Academy (HCA) solicits and accepts gifts that are consistent with its mission.

Donations are typically accepted from individuals, partnerships, corporations, foundations, government agencies and other entities.

Planned gifts, gifts of cash and gifts of readily marketable securities are not typically reviewed by the Board.

From time to time, HCA may accept donations of real property, personal property, intangible assets, in-kind services, strategic partnerships, or any other type of gift.

Upon the request of a member of the Board or Staff of HCA, gifts shall be reviewed prior to acceptance. Examples of gifts which may be subject to review include gifts of real property, personal property, intangibles, and whenever the value of a gift is not apparent or readily established.

From time to time HCA obtains professional advice regarding the acceptance of a gift. Donors are encouraged to obtain independent professional advice in all matters relating to their gift(s).

Any restriction(s) upon the use or disposition of a gift shall presented in writing by the donor and accepted in writing by the Board of HCA.

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APPENDIX A

Bylaws Of Harpswell Coastal Academy, Inc.

11/06/13 AMENDMENTS

BYLAWS OF HARPSWELL COASTAL ACADEMY, INC.

ARTICLE I – NAME, PURPOSE

**Section 1: Name**

The name of the organization shall be Harpswell Coastal Academy, Inc.

**Section 2: Purpose**

Harpswell Coastal Academy, Inc. is established exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and fundraising activities associated with Harpswell Coastal Academy. Harpswell Coastal Academy, Inc. is a public benefit corporation. Harpswell Coastal Academy has 501(c) 3 status.

ARTICLE II – MEMBERSHIP

**Section 1: Membership**

Membership shall consist only of the members of the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

**Section 1: Board Role, Size, Compensation**

The Board is responsible for overall policy and direction of the Harpswell Coastal Academy, Inc. and consigns responsibility for day-to-day operations of Harpswell Coastal Academy to the Head of School and staff. The Board of Directors will monitor, evaluate and exercise accountability for adherence to the Mission and Vision Statements of Harpswell Coastal Academy as well as;

- its mission, specific objectives and/or outcomes
- adherence to core values
- prudent use or stewardship of financial, human and other resources.

The Board shall have up to fifteen (15) members and not fewer than three (3) members. The Board receives no compensation other than reasonable expenses.

**Section 2: Fiscal Year:** The fiscal year shall run from 1 July to 30 June.

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### Section 3: Board Elections

Election of new directors or re-election of current directors to a second term may occur at any regular or special meeting of the corporation. Directors will be elected by a majority vote of the current directors.

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### Section 4: Terms/Term Limits

All Board members shall serve three (3) year terms, and are eligible for re-election. Term limits will restrict any member to hold a seat on the Board for not more than two (2) consecutive terms or seven (7) consecutive years.

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### Section 5: Quorum.

A quorum is defined as not less than 50.1 percent of the total number of active Board members. A quorum must be formed before business can be transacted or motions made or passed.

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### Section 6: Notice.

Notice for Board meetings shall be governed by Article IV, Section 4 of these By Laws.

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### Section 7: Officers

The officers of the Board shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. Officers will be elected by secret ballot of the directors. Election shall be for such respective terms as the Board may prescribe.

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The Chairperson shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chairperson, Secretary and Treasurer. The Chairperson will be responsible for all public statements made in representation of the organization.

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The Vice-Chairperson shall stand in for the Chairperson as needed, and perform such duties and exercise such powers as the Board may prescribe.

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The Secretary shall be responsible for keeping records of Board actions, including sending out meeting announcements, ensuring that minutes are taken for meetings of the Board and the Executive Committee, reviewing minutes, distributing copies of minutes and the agenda to Board members, and assuring that corporate records are maintained.

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The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer shall make a report at each Board meeting.

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The Harpswell Coastal Academy Head of School will have a permanent non-voting seat on the Board.

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**Section 8: Vacancies**

When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the departing Board member's term.

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**Section 9: Resignation, Termination and Absences**

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped **from the Board** for excessive absences, if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

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**ARTICLE IV – BOARD OF DIRECTORS MEETINGS**

**Section 1: Annual Meeting**

An annual meeting of the Corporation shall be held each year. Such meetings shall be held at such **time and such** place within or without the State of Maine as may be designated by the Board of Directors.

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**Section 2: Regular Meetings**

Regular meetings of the Board of Directors may be held at such times and at such places, either within or outside the State of Maine, as may from time to time be determined by resolution of the Board. The Board of Directors may authorize the Chairperson to fix the exact date and place of each regular meeting.

**Section 3: Special Meetings**

Special meetings of the Board of Directors may be called by the Chairperson or by the Secretary and must be called by either of them on the written request of any two (2) members of the Board. Special meetings may be held at such place, either within or outside the State of Maine, and at such time as shall be specified in the notice of meeting.

**Section 4: Notice of Meetings and Waiver of Notice**

Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days before the meeting, or by sending notice by email or facsimile transmission at least one (1) day before the meeting to the usual business or residence address of the Director. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

**Section 5: Parliamentary Procedure**

All meetings will be conducted in accordance with Robert's Rules of Order.

**Section 6: Informal Action by Directors**

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is indicated by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

**Section 7: Telephone Meetings**

Members of the Board of Directors or a committee of the Board may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

**Section 8: Quorum**

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A quorum is defined as not less than 50.1 percent of the total number of active Board members. A quorum must be formed before business can be transacted or motions made or passed.

**ARTICLE V – COMMITTEES**

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**Section 1: Creation of Committees**

The Board shall have an Executive Committee and a Finance Committee, which shall be standing committees. The Board may create other standing and ad hoc committees as needed. The Board Chairperson appoints all committee chairs.

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**Section 2: Executive Committee**

The Executive Committee shall consist of the four officers and one (1) other member of the Board of Directors. The Chairperson shall chair the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

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**Section 3: Finance Committee**

The Finance Committee shall consist of the Treasurer and two (2) other members of the Board of Directors. The Treasurer shall chair the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall run from 1 July to 30 June. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the Board members and the public.

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**ARTICLE VI – CORPORATE ASSETS AND EARNINGS**

**Section 1: Investments**

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial or loss of the tax exemption under Section 501(c)(3) or any other section of the Internal Revenue Code of 1986 and applicable Regulations relating thereto as they now exist or as they may hereafter be amended (the "Code").

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**Section 2: Inurement Prohibition; Interest in Contracts**

No Director, officer, committee member, or employee of, or any person connected with, the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Any director, officer, employee, committee member, or agent of the Corporation may be interested directly or indirectly in any contract relating to the operation of the Corporation, and may freely make contracts, enter transactions or otherwise act on behalf of the Corporation notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that any such contract or transaction shall be at arm's length and be in compliance with the requirements of this Article.

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**Section 3: Exempt Activities**

Notwithstanding any other provision of these Bylaws, no member, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.

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**ARTICLE VII – ADDITIONAL PROVISIONS**

**Section 1: Indemnification of Officers and Directors**

The Corporation shall indemnify every corporate agent. 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 Directors, 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: 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.

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**Section 3: 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 Maine statutes governing Charter Schools and with all applicable state and federal laws controlling non-profit tax-exempt corporations.

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**Section 4: Agents and Employees**

The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

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**Section 5: Compensation of Agents and Employees**

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

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**ARTICLE VIII – AMENDMENTS**

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

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**ARTICLE IX – Dissolution**

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Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Directors, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to social welfare, charitable, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

These Bylaws were approved at a meeting of the Board of Directors of Harpswell Coastal Academy, Inc. on \_\_\_\_\_, 2013.

<b>Name</b>	<b>Signature</b>	<b>Date</b>
<b>Chair</b>	Joseph Grady	
<b>Vice-Chair</b>	Jeff Slocum	
<b>Treasurer</b>	Erin Pelletier	
<b>Secretary</b>	Sharon Whitney	
5	Victoria Larson	
6	Peter Rosenburg	
7	Scott Ruppert	
8	Sally Mackenzie	
9	Will Mc Claran	
<b>Head Of School</b>	John D'Anieri	

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### APPENDIX B

#### Excerpts From Charter School Law Relevant to HCA Board

##### PUBLIC Law, Chapter 414

Signed on 2011-06-29 00:00:00.0 - First Regular Session - 125th Maine Legislature  
[http://www.mainelegislature.org/legis/bills/bills\\_125th/chapters/PUBLIC414.asp](http://www.mainelegislature.org/legis/bills/bills_125th/chapters/PUBLIC414.asp)

##### § 2402. Public charter schools authorized

Charter schools may be established as public schools pursuant to this chapter to improve pupil learning by creating more high-quality schools with high standards for pupil performance; to close

achievement gaps between high-performing and low-performing groups of public school students; to increase high-quality educational opportunities within the public education system; to provide alternative learning environments for students who are not thriving in traditional school settings; to create new professional opportunities for teachers and other school personnel; to encourage the use of different, high-quality models of teaching and other aspects of schooling; and to provide students, parents, community members and local entities with expanded opportunities for involvement in the public education system.

**Public charter school.** "Public charter school" means a public school formed pursuant to this chapter that:

- A. Has autonomy over key decisions, including, but not limited to, decisions concerning finance, personnel, scheduling, curriculum and instruction;
- B. Is governed by a board that is independent of a school administrative unit;
- C. Is established and operated under the terms of a charter contract between the governing board and its authorizer in accordance with this chapter;
- D. Is a school to which parents choose to send their children;
- E. Provides a program of education that:
  - (1) Includes one or more of the following: preschool, prekindergarten and any grade or grades from kindergarten to grade 12;
  - (2) May include a focus on students with special needs, such as at-risk pupils, English language learners or students involved with the juvenile justice system;
  - (3) May include a specific academic approach or theme, such as:
    - (a) Vocational and technical training;
    - (b) Natural resources and the environment;
    - (c) Farming, fishing and forestry;
    - (d) Foreign language and culture;
    - (e) Visual and performing arts;
    - (f) Science, mathematics and technology; and
    - (g) Project-based learning, experiential learning or online instruction;
- F. Operates in pursuit of a specific set of educational objectives as defined in its charter contract; and
- G. Operates under the oversight of the authorizer from which its charter contract is granted and in accordance with its charter contract.

**10. Start-up public charter school.** "Start-up public charter school" means a public charter school that did not exist as a non charter public school prior to becoming a public charter school.

**Governing board.** "Governing board" means the independent board of a public charter school that is party to the charter contract with the authorizer and Head of School. Members have been elected or selected pursuant to the school's application.

#### **§ 2409. Public charter school performance framework**

**1. Performance framework.** The performance provisions of a charter contract must be based on a performance framework developed by the authorizer that sets forth the academic and operational performance indicators that will guide the authorizer's evaluations of each public charter school.

**2. Data elements.** The performance framework developed under subsection 1 must include, at a minimum, indicators for:

- A. Student academic proficiency;
- B. Student academic growth;
- C. Achievement gaps in both proficiency and growth between major student subgroups;
- D. Attendance;
- E. Recurrent enrollment from year to year;
- F. With respect to high school, postsecondary readiness;
- G. Financial performance and sustainability;

- H. Governing board performance and stewardship; and
- I. Parent and community engagement.

**3. Annual performance targets.** Annual performance targets must be set by a public charter school in conjunction with its authorizer and must be designed to help each school meet applicable federal and state requirements and authorizer expectations.

**4. Data disaggregation.** The performance framework developed under subsection 1 must require the disaggregation of all student performance data by major student subgroups.

**5. Reports for multiple campuses.** With respect to a public charter school that contains multiple campuses operating under a single charter contract or overseen by a single governing board, the performance framework developed under subsection 1 must require the performance of each campus to be reported separately and must hold each campus independently accountable for its performance.

#### **§ 2410. Oversight**

**1. Data collection; monitoring.** For each public charter school it oversees, the authorizer is responsible for collecting, analyzing and reporting all data from state assessments in accordance with the performance framework developed under section 2409, subsection 1. An authorizer shall monitor the performance and legal compliance of the public charter schools it oversees, including collecting and analyzing all data to support ongoing evaluation according to the charter contract.

**2. Notification of unsatisfactory performance or compliance.** In the event that a public charter school's performance or legal compliance appears unsatisfactory, the authorizer shall promptly notify the public charter school of perceived problems and provide reasonable opportunity for the school to remedy the problems.

#### **§ 2411. Charter term and renewal**

**1. Initial charter term.** The term for an initial charter may not commence before July 1, 2012. An initial charter must be granted for a term of 5 operating years. The charter term commences on the public charter school's first day of operation. An approved public charter school may delay its opening for one school year in order to plan and prepare for the school's opening. If the public charter school requires an opening delay of more than one school year, the public charter school must request an extension from its authorizer. The authorizer may grant or deny the extension depending on the particular public charter school's circumstances.

**2. Charter renewal term.** A charter may be renewed for successive terms of 5 years, although an authorizer may grant a renewal for a term not to exceed 15 years based on the performance, demonstrated capacities and particular circumstances of each public charter school. If a charter is renewed for more than 5 years, the authorizer shall still issue a public charter school performance report every 5 years as called for by subsection 3. An authorizer may grant renewal with specific conditions for necessary improvements to a public charter school.

**3. Authorizer renewal responsibilities.** No later than June 30th of a public charter school's 4th year of operation under each 5-year term of a charter contract, the authorizer shall issue a public charter school performance report. If the charter of the public charter school is expiring, the authorizer shall offer charter renewal application guidance to the school.

A. The performance report required in this subsection must summarize the public charter school's performance record to date, based on the data required by this chapter and the charter contract, and must provide notice of any weaknesses or concerns perceived by the authorizer concerning the school that may jeopardize its position in seeking renewal if not timely rectified. The school must be given the opportunity to respond to the performance report and submit any corrections or clarifications for the report.

B. The renewal application guidance required by this subsection must include or refer explicitly to the criteria and standards that will guide the authorizer's renewal decisions, which must be based on the performance framework under section 2409 set forth in the charter contract and consistent with this chapter. The renewal application guidance must, at a minimum, require and provide an opportunity for the public charter school to:

- (1) Present additional evidence, beyond the data contained in the performance report, supporting its case for charter renewal;
- (2) Describe improvements undertaken or planned for the school; and
- (3) Detail the school's plans for the next charter term.

**§ 2412. Operations**

**1. Legal status.** Notwithstanding any provision of law to the contrary, to the extent that any provision of this chapter is inconsistent with any other state or local law, rule or regulation, the provisions of this chapter govern and are controlling.

A. A public charter school is subject to all federal laws and authorities, to local law not inconsistent with this chapter and to the charter contract.

B. A charter contract may include one or more schools, to the extent approved by the authorizer and consistent with applicable law. Each public charter school that is part of a charter contract must be separate and distinct from any others.

C. A single governing board may be issued one or more charter contracts. Each public charter school operating under its own contract is a discrete legal entity, separate and distinct from any others.

**2. Local educational agency status.** The following provisions govern the status of public charter schools as local educational agencies.

A. In the case of a public charter school authorized by a local school board:

- (1) The school administrative unit in which the public charter school is located remains the local educational agency and the public charter school is a school within that local educational agency;
- (2) The public charter school receives services, resources and support in the same manner as other school administrative unit non charter public schools, except that the public charter school is treated as a local educational agency for purposes of applying for competitive federal grants; and
- (3) The school administrative unit retains responsibility for special education and serves students in public charter schools in a manner consistent with local educational agency obligations under applicable federal, state and local law and the charter contract.

B. In the case of a public charter school authorized by the commission:

- (1) The public charter school functions for all purposes as a local educational agency and is a school administrative unit independent of the school administrative unit in which the school is located. School administrative unit status does not preclude a public charter school from developing links to local school districts for services, resources and programs, by mutual agreement or by formal contract;
- (2) To the extent permitted by federal, state or local laws, the public charter school is responsible for meeting the requirements of local educational agencies under applicable federal, state and local laws, including those relating to special education, receipt of funds and compliance with funding requirements; and
- (3) To the extent permitted by federal, state or local laws, the public charter school has primary responsibility for special education at the school, including identification and provision of service, and is responsible for meeting the needs of enrolled students with disabilities.

**3. Powers of public charter schools.** A public charter school has all the powers necessary for carrying out the terms of its charter contract, including the powers to:

- A. Receive and disburse funds for school purposes;
- B. Contract or cooperate with non charter public schools for service for students with special needs, English language learner students and other specialized populations, as well as for mutually

agreed administrative services;

C. Secure appropriate insurance and enter into contracts and leases, free from prevailing wage laws;

D. Contract with an education service provider for a limited scope of education services and resources related to the management and operation of the public charter school, as long as the public charter school's governing board retains authority over the oversight and management of the public charter school;

E. Incur debt in reasonable anticipation of the receipt of public or private funds, except that an authorizer is not responsible for any debt incurred by the public charter school;

F. Pledge, assign or encumber its assets to be used as collateral for loans or extensions of credit;

G. Solicit and accept any gifts or grants for public charter school purposes subject to applicable laws and the terms of its charter contract;

H. Acquire real property for use as its facility or facilities from public or private sources; and

I. Sue and be sued in its own name.

4. General requirements. A public charter school is subject to the general requirements set out in this subsection.

A. A public charter school may not discriminate against any person on the basis of race, color, sex, sexual orientation, physical or mental disability, religion, age, ancestry or national origin or on any other basis that would be unlawful if done by a non charter public school.

B. A public charter school may not engage in any religious practices in its educational program, admissions or employment policies or operations.

C. A public charter school may not charge tuition and may only charge such fees as may be imposed by other non charter public schools in the State. A public charter school may charge tuition to an out-of-state student admitted to the school on a space-available basis.

D. A public charter school must have a plan that describes how the school will meet the transportation needs of its students.

E. The powers, obligations and responsibilities set forth in a charter contract may not be delegated or assigned by either party, except as provided in section 2411, subsection 9.

5. Applicability of other laws, rules and regulations. The applicability of other laws, rules and regulations to public charter schools is as set out in this subsection.

A. Public charter schools are subject to the same civil rights and health and safety requirements applicable to other non charter public schools in the State, except as otherwise specifically provided in this chapter.

B. Public charter schools are subject to the same student assessment and accountability requirements applicable to other non charter public schools in the State, but nothing in this chapter precludes a public charter school from establishing additional student assessment measures that go beyond state requirements if the school's authorizer approves such measures.

N.B.:

C. Governing boards are subject to and must comply with Title 1, chapter 13.\*

D. Except as provided in this chapter and its charter contract, a public charter school is exempt from all statutes and rules applicable to a non charter public school, a local school board or a school administrative unit. School administrative units may not interpret this paragraph as reducing their obligation to provide education for their residents.

E. A public charter school is exempt from the restrictions normally associated with any state-funded categorical education funding program.

F. Employees and other public charter school personnel are subject to criminal history record checks and fingerprinting requirements applicable to other non charter public schools.

\*Maine Revised Statutes Title1, ch 13 Public Records and Proceedings

<http://www.mainelegislature.org/legis/statutes/1/title1ch13sec0.html>

Topics include:

- Freedom of Access
- Public Records: Exceptions and Accessibility
- Destruction or Misuse of Records
- Printing and purchase of documents and laws
- Executive orders

**APPENDIX C  
Board Committee Structure and Assignments**

<b>Committee</b>	<b>Members</b>	<b>Duties (overview)</b>
Executive Committee	Joseph Grady Edward Harris Sharon Whitney David Eldridge Sally Mackenzie	Oversight of Committees Development of Agendas including prioritizing work for Board and Committees-
Finance and Budget	David Eldridge	<ul style="list-style-type: none"> <li>- Develop (with Head of School) annual Budget</li> <li>- Approve any reallocation over \$5000               <ul style="list-style-type: none"> <li>- Ensure compliance with accounting, fiscal and reporting standards</li> </ul> </li> </ul>
Programs and Personnel	Sally Mackenzie Edward Harris	<ul style="list-style-type: none"> <li>- Hire and Supervise Head of School               <ul style="list-style-type: none"> <li>- Develop and Monitor Professional Growth Plan</li> <li>- Develop and administer renewal/non-renewal/dismissal policy</li> </ul> </li> </ul>
Advancement	Richard Mayo	<ul style="list-style-type: none"> <li>- Hire and Supervise Development Consultant</li> <li>- Lead annual campaign</li> <li>- Advise recruitment and public relations campaigns</li> </ul>
Community and Parent Engagement	Sharon Whitney	<ul style="list-style-type: none"> <li>- Convene Advisory Board as needed (min twice annually)</li> <li>- Act as Board Liaison to Parent Advisory Group</li> <li>- Help develop and maintain relationships with HCA community partners</li> </ul>
Facilities Committee	Joseph Grady	<ul style="list-style-type: none"> <li>- Act as Liaison with Harpswell Grange and Town of Harpswell</li> <li>- Develop appropriate site plans as HCA grows.</li> </ul>

**APPENDIX D**

**Board Succession Matrix**  
adopted at Feb 13, 2013 Board meeting

	2013	2014	2015	2016	2017	2018	2019
Member A	XXX	XXX	XXX	OOO	OOO	OOO	XXX
Member B	XXX	XXX	XXX	OOO	OOO	OOO	XXX
Member C	XXX	XXX	XXX	OOO	OOO	OOO	XXX
Member D	XXX	XXX	OOO	OOO	OOO	XXX	XXX
Member E	XXX	XXX	OOO	OOO	OOO	XXX	XXX
Member F	XXX	XXX	OOO	OOO	OOO	XXX	XXX
Member G	XXX	OOO	OOO	OOO	XXX	XXX	XXX
Member H	XXX	OOO	OOO	OOO	XXX	XXX	XXX
Member I	XXX						
Member refers to a seat on the board and not a specific member, except for Member I (Head of School)							
Member A, B, C serving terms: 3 years, 3 years, 3 years							
Member D, E, F serving terms 2 years, 3 years, 3 years							
Member G,H serving terms 1 year, 3 years, 3 years							
Member I is Head of School with permanent board membership							