

**BYLAWS
of
Seacoast Classical Academy Chartered Public School**

As adopted on 9 December 2022

**ARTICLE I
NAME and LEGAL STATUS**

1.1. Name, Location and Address. The name of the corporation is Seacoast Classical Academy Chartered Public School, as set forth in its Articles of Agreement. Hereinafter, the corporation is referred to as “Corporation”. The initial principal office of the Corporation is as stated in the Articles of Agreement. The Corporation may change the location of its principal office. The Corporation shall govern a chartered public school, of the same name, in the state of New Hampshire. Hereinafter, the aforementioned school is referred to as “School”.

1.2. Legal Status. The Corporation is a nonprofit entity pursuant to Chapter 292 of New Hampshire Revised Statutes Annotated (“RSA”). The School is a chartered public school pursuant to RSA Chapter 194-B. In accordance with RSA Chapter 194-B:13-I, the School shall operate in accordance with its charter as approved by the New Hampshire State Board of Education (“Charter”).

1.3. Articles of Agreement. The powers of the Corporation, of its Board of Trustees, and of its Officers, and all matters concerning the conduct and regulation of the affairs of the Corporation, are subject to such provisions in regard thereto, if any, as are set forth in the Articles of Agreement. In the event of any inconsistency between the Articles of Agreement and these Bylaws, the Articles of Agreement are controlling. All references in these Bylaws to the Articles of Agreement mean the Articles of Agreement as from time to time amended.

1.4. Governing Instrument. The Governing Instrument of the Corporation comprises the Articles of Agreement and these Bylaws as from time to time amended.

**ARTICLE II
NONPROFIT STATUS**

2.1. Status as a Public Charity. The Corporation is organized as a Public Charity as defined in Section 509(a)(1) of the Internal Revenue Code of 1986 as amended, or the corresponding section of any future federal tax code (“Code”).

2.2. Purpose. The Corporation is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Code. The purpose of the corporation is to open and operate a chartered public school, under a charter granted by the New Hampshire State Board of

Education, and operating in the state of New Hampshire as described in section 170(b)(1)(A)(ii) of the Code.

2.3. Exclusivity of Nonprofit Status. Nothing in these Bylaws will be construed as allowing the Corporation to engage in any activity not permitted to be carried on by a corporation exempt from the federal income tax under section 501(c)(3) of the Code.

ARTICLE III PROPERTY

3.1 Property Dedicated to Nonprofit Purposes. All of the property and assets of the Corporation of every kind whatsoever are irrevocably dedicated to charitable and educational purposes. No part of the net income or assets of the Corporation will ever inure to the benefit of any of its Trustees, Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II hereof.

3.2 Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation, after paying the debts and adequately providing for the obligations of the Corporation, any remaining assets will be distributed to one or more chartered public schools organized and operating in the state of New Hampshire as described in section 170(b)(1)(A)(ii) of the Code and qualified as an exempt organization under section 501(c)(3) of the Code.

ARTICLE IV MEMBERS

4.1. No Members. The Corporation shall not have members. Any action which would otherwise by law require approval by members requires only approval of the Board of Trustees. All rights vest in the Board of Trustees.

ARTICLE V BOARD of TRUSTEES

5.1. Definition. The Board of Trustees shall govern the Corporation. As a body the Trustees in office constitute the Board of Trustees ("Board"). There are no ex-officio members of the Board.

5.2. Founding Board. The Founding Trustees of the Corporation, as a body, constitute the Founding Board. The Founding Board shall undertake the initial organization of the Corporation. Each Founding Trustee shall serve until a Board of Trustees is elected in accordance with the Charter of the School, or his or her earlier resignation or removal in

accordance with these Bylaws and applicable state law. Founding Trustees are eligible to be elected to serve as Trustees.

5.3. Powers. The Board has and may exercise all the powers of the Corporation. An individual Trustee or Officer may exercise the powers of the Corporation that the Board delegates explicitly and particularly to the Trustee or Officer, and no other powers of the Corporation.

5.4. Final Authority. The Board is the governing body of the School, and has final authority to determine the School's organization, methods, and goals (RSA 194-B:3(b)). The Board has general supervisory control and authority over the School's operations (RSA 194-B:5-I). RSA 194-B:5, as amended, prescribes the authority and duties of the Board.

5.5. Roles of the Board. Subject to all applicable laws and regulations, the roles of the Board of Trustees are:

- A. The Board is entrusted by the State Board of Education to protect and advance the interests of the enrolled scholars, their families, and employees.
- B. The Board is a promoter of academic excellence and family rights.
- C. The Board is the ultimate interpreter of Vision, Mission, Virtues, and Policies.
- D. The Board is the sole approver and authorizer of Curriculum, Pedagogy, and Assessment Practices.
- E. The Board is the sole maker and enactor of the Policies of the Corporation.
- F. The Board is the steward of School financial and institutional health.
- G. The Board is the provider of suitable School facilities and infrastructure.
- H. The Board is the employer of the Executive Director.

5.6. Duties of the Board. Subject to all applicable laws and regulations, the Board of Trustees shall:

- A. Promote—in all matters of governance, administration, and operations—the pursuit of the Vision, the execution of the Mission, and the practice of the Virtues, of the School.
- B. Consider annually for approval and authorization, the School's Curriculum, Pedagogy, and Assessment Practices.
- C. Defend and promote family rights as explicated in the Charter of the School.
- D. Report as required to the State Board of Education.
- E. Develop and determine, in consultation with the Executive Director, the Corporation's multi-year strategic plans, annual goals, and measurable and attainable objectives pursuant to the plans and goals; require the implementation of the plans, goals, and objectives; review the performance of these at least annually; and make public the results of the review.
- F. Make and enact, in consultation with the Executive Director, the Policies.
- G. Raise sufficient funds to enable operations of the School.
- H. Establish and oversee the Parent Council, and consider its reports and advice.
- I. Make and approve, in consultation with the administration, an annual budget for the School.
- J. Monitor continually the finances of the School.

- K. Consider for hiring approval, the Executive Director's nominees for the positions of Principal, Office Manager, and all salaried Teachers.
- L. Adopt a Teacher performance evaluation system.
- M. Issue to the Executive Director annual written goals and an evaluation of the performance of those goals and regular duties, and set his or her compensation.
- N. Make, with outside entities, agreements or contracts that secure the School's interests, and ensure proper implementation of these.
- O. Oversee risk management.
- P. Meet in public (RSA 91-A:2)—except for those proceedings designated as nonpublic sessions as defined in RSA 91-A:3,II— to transact business at least bimonthly, require the attendance of the Executive Director or designee, and cause to be kept a written record of each meeting.
- Q. Elect Trustees according to RSA 194-B:5,II, and the Board's Bylaws.
- R. Establish or dissolve—from time to time as it deems advisable—Committees either standing or ad hoc, charge or discharge them with duties, and appoint or remove their members.
- S. Amend the Board's Bylaws as required by law or as the Board deems advisable.
- T. Perform all other duties required by law.

ARTICLE VI POLICIES

6.1. Policy Making Powers. The Board is the sole policy-making body of the Corporation. The Board has the power to adopt, amend, suspend, and repeal the Policies. No adoption, amendment, suspension, or repeal of any policy will in any way authorize or permit the Corporation to be operated other than exclusively for charitable and educational purposes, or for any purpose or in any manner that would deprive it of status as an organization described in section 501(c)(3) of the Code.

6.2. Policy Manual. The policy manual includes all current policies, and will be maintained separate from these Bylaws.

ARTICLE VII TRUSTEES and OFFICERS

7.1. Number, Election, Tenure, Qualifications, and Requirements of Trustees. The composition of the Board of Trustees will comply with RSA 194-B:5-II and with the Charter.

- A. The number of Trustees will be no fewer than six (6) but not more than eight (8) persons. The Board shall fix the exact number of Trustees, within these limits, by Board resolution. The number of Trustees can be changed only by a two-thirds (2/3) vote of the Trustees in office.
- B. Each Trustee will be elected to a position in one specified category of the following:

- a. Two (2) or three (3) persons with experience as an education professional, or a school board member or other elected official, or a board member or officer of a nonprofit organization, or a business professional with relevant experience;
 - b. Two (2) or (3) persons who are major donors to SCA, or who are board members of organizations that are major donors to SCA;
 - c. No fewer than 25 percent or 2 parents of enrolled scholars, whichever is greater.
- C. Each Trustee must be an individual person who is twenty-five (25) years of age or older. The Charter may specify additional qualifications for Board Trusteeship.
- D. None of the following may serve as a Trustee: a School employee; a child, parent, or spouse of a School employee; or, a member of a School employee's household.
- E. For stable governance, the Founding Board shall elect initial Trustees to 1-year, 2-year, or 3-year staggered terms such that continuity of Board membership is maximized. Thereafter, Trustees shall serve 3-year terms, except that persons elected as Parent Trustees shall serve 1-year terms.
- F. Unless otherwise specified at the time of election, terms will begin on July 1 and end on June 30, except in cases of resignation or removal.
- G. By $\frac{2}{3}$ vote of the Trustees then in office whose terms will not end on or about the end of the current fiscal year, the Trustees shall elect persons to the Trustee positions with terms coming to an end.
- H. Each Trustee shall attend at least $\frac{2}{3}$ of regular monthly meetings of the Board per year. Failure to attend the minimum number of regular meetings may constitute cause for removal.
- I. A vacancy on the Board will be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Trustee; (ii) whenever the number of authorized Trustees is increased; or (iii) the failure of the Board, at any meeting at which any Trustee or Trustees are to be elected, to elect the full authorized number of Trustees. In the case of a vacancy, the remaining Trustees may elect a person to complete the term of the vacant position.
- J. No reduction of the authorized number of Trustees will have the effect of removing any Trustee before that Trustee's term of office expires unless the reduction also provides for the removal of that specified Trustee in accordance with these Bylaws and state law.

7.2. Compensation. Trustees will not receive any compensation for their services as Trustees or Officers. All Trustees must obtain the approval of the Board before encumbering expenses, including travel expenses, on behalf of the Corporation or the School.

7.3. Removal or Resignation. Any Trustee may be removed for cause or without cause, by the affirmative vote of all but one (1) of the Trustees then in office, excluding the Trustee at issue, whenever in their judgment such removal would serve the best interests of the School. A Trustee may resign at any time by giving written notice to the Chairperson or the Secretary. Unless otherwise specified in the notice of resignation, the resignation will take effect upon the receipt thereof, and the acceptance of the resignation will not be necessary to make it effective.

- A. The Board may by majority resolution declare vacant the office of a Trustee who fails to attend three (3) consecutive Board meetings, unless the absences are due to mitigating factors that have been disclosed to and approved by the Board.
- B. The Board may, by a vote of all but one (1) of the Trustees then in office, excluding the Trustee at issue, declare vacant the position of any Trustee who fails or ceases to meet any required qualification that was in effect at the beginning of that Trustee's current term of office.

7.4. Confidentiality. As a public entity, some records of the Corporation and its School are subject to public inspection or request. Trustees are prohibited, however, from publicly discussing matters covered in a properly noticed and duly convened closed meeting of the Board.

7.5. Orientation/Training. As a condition of serving, all new Trustees are required to participate in an orientation or training session approved by the Board, no later than ninety (90) days after election. Such orientation will include the requirement that each Trustee shall certify they have read RSA 194-B, the Charter, the Articles of Agreement, these Bylaws, the curriculum-license agreement, the agreements including compliance requirements of any active grants to the School, and any management-related contract that may be in place. Board members who fail to complete the orientation or training by the regular Board meeting following the (90) days will be deemed to have resigned. The Board shall engage in periodic Board training for all members for the purpose of ongoing education in good governance practices and the fiduciary duties of each of its members.

7.6. Number, Election, Tenure, and Description of Officers. The Officers of the Board include a Chairperson, a Secretary who shall serve also as Vice Chairperson, a Treasurer, and such other Officers as the Board shall deem necessary ("Officers").

- A. Each year, in the first meeting in the new terms of Trustees, by majority vote the Board shall elect, from among the Trustees in office, all Officers of the Board. At this meeting, the Executive Director shall preside until a Chairperson is elected, which will be the first order of business. If more than one (1) nominee exists for any office, the nominee receiving the greatest number of votes is elected. Officers shall commence their offices immediately upon election and continue for terms of one (1) year and until their successors have been duly elected.
- B. Any Officer may be removed, with or without cause, by the Board at any regular or special meeting of the Board by a vote of all but one (1) of the Trustees then in office.
- C. Chairperson. The Board shall elect a Chairperson who shall lead the Board in its governance of the Corporation and its oversight of School management. The Chairperson shall preside over meetings of the Board, and shall exercise other powers and perform other duties prescribed by either these Bylaws or decisions of the Board. The role of the Chairperson is to ensure the integrity of the Board's proceedings and, secondarily, to faithfully represent the Board to outside parties. The Chairperson is not the chief executive of either the Corporation or the School, and has no special authority outside of that specifically granted by the Bylaws or the decisions of the Board. The

Chairperson is authorized to use any reasonable interpretation of the Bylaws and decisions of the Board.

- D. Secretary and Vice Chairperson. The Board shall elect a Secretary who shall keep or cause to be kept a book of minutes and other critical Board documents of all meetings of the Board at the principal office or at such other place as the Board may order. Such minutes will contain the time and place of holding of each meeting, whether regular or special and if special, how authorized, the notice given thereof, the names of Board members present and those persons who address the Board, and the proceedings thereof, assuring adherence to state law and Board policy. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law. The Secretary shall exercise powers and perform duties as may be prescribed by the Board from time to time. The Secretary shall serve also as the Vice Chairperson of the Board. In the absence of the Chairperson, or if the office of Chairperson becomes vacant, the Secretary shall serve as the Acting Chairperson with all of the powers and duties of that office.
- E. Treasurer. The Board shall elect a Treasurer who shall assist the Board in the oversight of the School's financial performance, reporting, and safeguarding. The Treasurer shall chair the Board audit committee, if constituted, the purposes of which will be to assist the Board in ensuring that the School's money and assets are safeguarded from fraud, waste, and abuse, as well as spent in conformity with Board policy and properly accounted for on a continuous basis. The Treasurer does not individually have the authority to give directives to the Executive Director or any staff or faculty of the School. The Treasurer has authority to issue payment on behalf of the Corporation or the School as empowered and limited by the Charter. The Treasurer will have such other powers and shall perform such other duties as may be prescribed by the Board.
- F. Any Officer may resign at any time by giving written notice to the Chairperson or Secretary. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Unless otherwise specified in the notice of resignation, the resignation will take effect upon the receipt thereof, and the acceptance of the resignation will not be necessary to make it effective.
- G. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board by a majority vote of Trustees then in office for the unexpired portion of the term.

ARTICLE VIII EXECUTIVE DIRECTOR

8.1. Executive Director. The Executive Director is the employee of the Board of Trustees, and the Chief Executive Officer of the School. The Executive Director is accountable to the Board for Vision pursuit and Mission execution by the School. Enabling this accountability, the Board delegates authority to the Executive Director through bylaws, policies, directives, decisions, and communicated expectations. This executive authority is subject to Board review and to the Charter.

ARTICLE IX MEETINGS

9.1. Regular Meetings. The Board shall establish a regular schedule for regular meetings that will occur monthly, no fewer than ten (10) months per year.

9.2. Special Meetings. Special meetings may be called by or at the request of the Chairperson or any two (2) Trustees. Special meetings should only be called when circumstances require immediate action or in order to resolve specific items of business that could not be treated in a regular meeting. The Chairperson or the Trustees calling the meeting shall make every reasonable effort to ensure that all Trustees are able to attend.

9.3. Emergency Meetings. On rare occasions, the Board may need to call an emergency meeting. The Board shall take all reasonable steps to provide notice of such meetings and shall ensure that notice and procedure for such meetings follow state law.

9.4. Notice. Notice of all meetings of the Board will be given and posted according to state law.

9.5. Quorum and Voting. A majority of the Trustees in office constitutes a quorum at all meetings of the Board. The act of a majority of the Trustees of the Board present at any meeting at which a lawful quorum is present is the act of the Board, unless the act of a greater number is required by law or by these Bylaws. A number of Trustees less than a quorum can adjourn a meeting. Proxy voting is not permitted.

9.6. Participation by Telephone. To the extent permitted by law, any member of the Board or committee thereof may participate in a meeting of such Board or committee by means of a teleconference network, videoconference technology, or similar communications method by which all persons participating in the meeting can hear each other. For regular meetings, however, at least three (3) Trustees must be physically present at the meeting location in order to form a quorum. All votes taken with participants attending by telephone or teleconference will be by roll call.

9.7. Minutes. The Secretary shall take minutes of each Board meeting. The Board shall amend the minutes, as it deems necessary or appropriate, and approve them. The Executive Director shall make the minutes available to the public as required by law.

ARTICLE X CONFLICTS OF INTEREST

10.1. Conflict of Interest. Subject to the Articles of Agreement and applicable law, the Board of Directors shall adopt a conflict of interest policy covering the Corporation's Directors, Officers, Executive Director, and any person serving on a Committee with power delegated by the Board, as will be specified in the policy.

ARTICLE XI COMMITTEES

11.1. Purpose of Committees. The State Board of Education entrusts the Board of Trustees with the governance of the School. The Board may commit specific work to Committees. Such work may comprise, non-exclusively, generating and reporting findings and recommendations to the Board, drafting policies and other instruments for Board consideration, recruiting position candidates, negotiating agreements, fundraising, and implementing the Board's decisions. Committees increase the work capacity of the Board. The Board may not delegate to a Committee an authority to bind the Corporation or the School.

11.2. Formation, Proceedings, and Dissolution of Committees. The Board, by vote of at least a majority of the Trustees then in office, may from time to time as the Board determines necessary or advisable, form or dissolve Committees. The Board shall appoint at least two (2) Trustees, but less than a Board quorum, to each Committee. The Board may appoint, in addition to Trustees, other persons to a Committee. There are no ex-officio members of any Committee. Each person serving in any Committee remains in this service at the pleasure of the Board. At any meeting of a Committee, a quorum for the transaction of business is a majority of the Trustees serving in the Committee. At any meeting of a Committee at which a quorum is present, the vote of at least a majority of those Committee members present decides any matter within the purview of the Committee. Unless otherwise provided by the Board or these Bylaws, each Committee shall conduct its business, as nearly as reasonably practicable, as provided in these Bylaws for the Board. A Committee may, subject to the approval of the Board, make further rules for the conduct of its business.

11.3. Fundraising Committee. Pursuant to its role as the steward of the School's financial and institutional health and its duty to raise sufficient funds to enable operations, the Board shall have a standing Fundraising Committee charged with carrying out this duty. To the Fundraising Committee the Board shall appoint, in addition to Trustees (at least two (2), but less than a Board quorum), the Executive Director, the Principal, and at least two (2) members of the Parent Council. The Board may appoint other additional persons, as the Board deems advisable.

ARTICLE XII PARLIAMENTARY AUTHORITY

12.1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules

of Order Newly Revised regulate the Board's meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

ARTICLE XIII BOOKS AND RECORDS

13.1. Books and Records. The Board shall keep complete books and records of account and minutes of the proceedings of the Board of Trustees and committees having any authority of the Board of Trustees. All books and records will be kept in written form or in another form capable of conversion into written form within a reasonable period of time.

13.2. Annual Reports. The Board shall file all reports required by law, on such forms, containing such information, and filed with such agencies at such times, as the law may require.

13.3. Inspection Rights. Every Trustee has the right at any reasonable time to inspect the books, records, documents of every kind, and physical properties, as permitted by state law. These inspection rights do not extend to records that are confidential under law including, but not limited to, private student records.

ARTICLE XIV CONTRACTS and LOANS

14.1. Contracts. The Board may authorize Officers or the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific purposes.

14.2. Loans. No loans will be contracted for or on behalf of the School and no evidence of indebtedness will be issued in the name of the School unless authorized by a resolution of the Board. Such authority will be confined to specific instances. No loan will be made to any Officer or Trustee.

ARTICLE XV INDEMNIFICATION

15.1. General. To the full extent allowed by law, the Board authorizes the School to pay or cause to be paid by insurance or otherwise, indemnification of any Trustee, Officer, employee, or agent, or former Trustee, Officer, employee, or agent of the School, against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding in which that person is made a party by reason of being or having been such Trustee, Officer, employee, or agent, except in relation to matters as to which that

person will have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification is not exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Trustees, or otherwise.

15.2. Expenses. Expenses, including reasonable attorneys' fees, incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Board in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it is ultimately determined that such indemnitee is not entitled to be indemnified hereunder.

15.3. Insurance. The Board may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the School would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XVI CONSTRUCTION AND AMENDMENT

16.1. Construction. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the New Hampshire Revised Statutes Annotated Chapter 292, govern the construction of these Bylaws. The captions and headings in these Bylaws are for convenience of reference only and are not intended to limit or define the scope or effect of any provisions.

16.2. Amendment. The Board may adopt, amend, or repeal these Bylaws in whole or in part by an affirmative vote of at least a majority of the Trustees in office. No adoption, amendment, or repeal of the Bylaws will in any way authorize or permit the Corporation to be operated other than exclusively for charitable and educational purposes, or for any purpose or in any manner that would deprive it of status as an organization described in section 501(c)(3) of the Code.