

# Teaneck Community Charter School Board of Trustees By-Laws

Adopted as of the founding of the Teaneck Community Charter School in 1997, Amended and Restated as of 9/21/2010, 11/8/2011, 2/27/2012, 2/27/2012, and 2/24/2016. Further Amended and Restated as of 6/20/2016. These Bylaws supersede all prior and restated versions of the Teaneck Community Charter School Bylaws.

## **ARTICLE I – GENERAL**

### ***Section 1. Name.***

The name of this corporation shall be the “Teaneck Community Charter School” (hereinafter “Charter School”)

### ***Section 2. Entity.***

Teaneck Community Charter School is a non-profit, non-partisan, and non-discriminatory entity. The Charter School shall be open to all school-age students living in Teaneck on a space-available basis.

To the extent that there are more applicants than spaces available, the Charter School shall conduct a lottery to determine which students shall be admitted, in accordance with the criteria set forth in the Charter.

The Charter School will not discriminate in its admissions policies or practices on the basis of intellectual or athletic ability, measures of achievement or aptitude, disability status, or English language proficiency.

The Charter School will not discriminate on the basis of race, religion, national origin, gender, age or sexual orientation in its hiring or employment practices.

### ***Section 3. Members***

The Charter School will consist of two classes of members. Members of the Board of Trustees shall be one class of members, whose responsibilities shall be as set forth in these by-laws and in the Charter. Another class shall be the General Members, which includes the students of the school and their families, and the employees of the school. The responsibilities of the General Members shall include electing the Board of Trustees in accordance with these by-laws. In such elections, each parent/guardian of an enrolled student shall have one vote and each employee of the Charter School shall have one vote.

### ***Section 4. Seal***

The corporate seal shall bear the name of the corporation, and any symbol adopted by the Board of Trustees, including the date of establishment.

### ***Section 5. Principal Office.***

The principal office for the transaction of business of the Corporation is 563 Chestnut Avenue, Teaneck, New Jersey 07666.

### ***Section 6. Fiscal Year.***

The fiscal year of the corporation shall commence on July 1 in each year and end on June 30 of the following year.

### ***Section 7. Charter.***

The purpose of the corporation shall be as set forth in its Charter as approved by the Commissioner of the New Jersey Department of Education. These by-laws, the powers of the corporation, and of its Trustees and Officers, and all matters concerning the conduct and regulation of the affairs of the corporation, shall be subject to the Charter.

### ***Section 8. Dissolution.***

In the event of the dissolution of the corporation, all funds will be

transferred only to non-profit organizations unless otherwise specified by law.

***Section 9. Statute and Code.***

The Corporation shall operate in accordance with the Charter School Program Act of 1995, N.J.S.A. 18A: 36A; Charter Schools Administrative Code N.J.A.C. 6A: 11; New Jersey Public School Law, N.J.S.A. 18A; and New Jersey Public School Administrative Code, N.J.A.C. 6 & 6A.

## **ARTICLE II - BOARD OF TRUSTEES**

***Section 1. Administration of Affairs of the Corporation.***

The administration of the corporation and the management of its properties shall be vested in the Board of Trustees unless otherwise expressly provided in these by-laws.

***Section 2. The Members of the Board of Trustees.***

The Board of Trustees shall consist of a total of nine voting members and any other non-voting members designated in these by-laws as ex-officio. Each voting member of the Board, elected in accordance with these bylaws, shall serve a three-year term of office. The election of trustees shall take place each year, on or about the fifteenth of June. Elections shall be by written ballots and those nominees receiving a majority of the votes cast will be the new trustees. Trustees elected at such general elections shall commence their term on July 1 of the year of their election and shall serve until June 30, three years after the anniversary of their election.

Prior to each election, on or about March 15, the Board of Trustees shall appoint a Nominating Committee whose purpose shall be to produce a slate of candidates who meet the qualifications for the open Trustee positions. The slate of candidates shall be completed by May 15. Any **General Member** over the age of eighteen, or any sitting Trustee, may also submit their names to the slate by May 31. The Board of Trustees may provide for the receipt of ballots by mail

for the election of trustees, in accordance with such rules and regulations as are adopted by the Board.

Elections shall be conducted using alternating versions of secret ballots on which candidates shall be listed randomly so that each candidate has an equal chance of being on the top of the ballot. All candidates shall be informed that the vote tally will be published. Voters who cast physical ballots shall be required to sign a Roster of Voters confirming their eligibility to vote. **Voters voting electronically will** require appropriate secure verification. Proxy voting is prohibited.

Votes shall be tallied and the results will be announced and posted on the Charter School website on the day of the election. A group of volunteers, no less than three nor more than five eligible voters who are not candidates or current Board members shall tally the votes. An additional volunteer who is not eligible to vote shall validate the vote count. In the event of a tie vote for a position, a second ballot will be cast for that position only, with only the tied candidates participating on the ballot. Should a second tie vote occur, a result shall be obtained by flipping a coin with the person whose surname is earliest in the alphabet calling a coin side first.

### ***Section 3. Qualifications for Election to the Board of Trustees.***

In order to meet the qualifications for election to the Board of Trustees, each candidate must:

- Be a General Member over 18 years of age and have a strong interest or background in the mission and philosophy of the Charter School.
- Be free of any conflict of interest.
- Be willing to comply with all the requisite financial disclosure provisions of New Jersey law.

To ensure optimal functioning of the Board, the Nominating Committee will seek out individuals who have experience or knowledge in one or more of the following:

- a hands-on, developmentally appropriate approach to education;
- school finance;
- organizational management issues;

- environmental sciences;
- the arts;
- community service; or
- law.

The Nominating Committee shall assure that no more than two voting seats will be occupied by individuals (or spouses and children of such individuals) from any of the following groups:

- employees of the Teaneck School System
- employees of the Township of Teaneck
- owners or employees of businesses receiving more than \$1000 in annual revenue from the Teaneck Board of Education, the Teaneck School System, the Charter School or the Township of Teaneck.

#### ***Section 4. Ex-Officio Members of the Board of Trustees.***

The Board shall include up to five ex-officio members. Those members may include:

- The two administrators ranked highest on the Charter School organizational chart.
- One Charter School faculty member who is selected by the Charter School faculty and staff.
- Two students, including one each from 7th grade and 8th grade who are elected by their peers to serve for a one-year term.

Ex-officio trustees shall be entitled to participate in discussions at Board meetings, but may not vote at such meetings. The presence of ex-officio trustees shall not be counted to obtain a quorum in order to conduct a meeting.

#### ***Section 5. Re-election.***

A trustee may be elected to serve for only two consecutive terms of office. After a two-year period without service, a former trustee may again serve on the Board, but may not serve more than a total of eight years in any 12-year period on the Board.

#### ***Section 6. Vacancies.***

A trustee position vacated prior to the end of its term, either by resignation or by operation of these by-laws or New Jersey law, shall

be filled by an individual appointed by an affirmative vote of not less than six of the remaining trustees. If a seat remains vacant for more than 45 days, or the number of trustees falls to less than six, a special election will be held to fill the vacant seat(s) as soon as possible.

***Section 7. Removal.***

No Trustee shall derive income or profit from the operation of the Teaneck Community Charter School. Violation of this provision, or the failure to comply with the New Jersey conflict of interest and financial disclosure provisions, are grounds for the remaining, uninterested trustees to vote upon the removal of the trustee in violation, and that trustee shall be removed upon the majority vote of those trustees. Any trustee convicted of a crime as defined in NJSA 2C:1-4 shall be deemed removed on the date the judgment is handed down. Upon the removal of a trustee, the remaining members of the Board of Trustees shall act to fill the vacancy in accordance with these by-laws.

***Section 8. Fees and Compensation.***

No voting members of the Board of Trustees shall receive any compensation for their services, but may be reimbursed for necessary expenses incurred in the performance of their duties.

***Section 9. Quorum.***

A majority of the voting trustees then in office shall constitute a quorum at any meeting of the Trustees.

***Section 10. General Meetings.***

The trustees shall meet at least once per month from September to June (“General Meetings”) and may call Special Meetings at such other times and at such places as the Board may from time to time determine. Timely public notice of all General and Special Meetings shall be given in accordance with NJSA 10:4-6 et. seq., the “Open

Public Meetings Act." The General Meeting in January shall include a report on the State of the School, and a General Meeting in June shall include the Board of Trustees election results. At each meeting, part of the agenda shall be devoted to issues of interest to General Members.

***Section 11. Special Meetings.***

Special Meetings of Trustees for any purpose may be called at any time by the President, or in case of the President's absence, disability, or refusal to act, by the Vice-President, or by any four or more Trustees. Written public notice of the time, date, place, and purpose of Special Meetings shall be provided to each Trustee no less than forty-eight hours prior to the time of the meeting. Such meeting shall be noticed in accordance with NJSA 10:4-6 et. seq.

***Section 12. Action at a Meeting.***

At any meeting of the Board of Trustees, a majority of the trustees then in office shall constitute a quorum for the transaction of business. If less than a quorum is present, any meeting may without further notice be adjourned to a subsequent date or until a quorum is present. When a quorum is present at any meeting, a majority of the trustees present may take any action on behalf of the Board, except to the extent that a larger number is required by law, by the Charter, or by these by-laws. Every act of a majority of the trustees present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board of Trustees.

***Section 13. Powers.***

The Board of Trustees shall have and may exercise all the powers of the Corporation. In the event of any vacancy on the Board of Trustees, the remaining trustees then in office, except as otherwise provided by law, shall have and may exercise all of the powers of the Board of Trustees until the vacancy is filled. Without prejudice to such general powers, it is hereby expressly declared that the Trustees shall have the following specific powers:

- (1) To select and remove all the other officers of the Corporation and to prescribe such powers and duties for them consistent with the law, the Charter, and these by-laws.
- (2) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations consistent with the law, and with the Charter, as they deem best.
- (3) To change the principal office of the Corporation from one location to another within the Township of Teaneck; to fix and locate from time to time one or more subsidiary offices of the corporation within the Township of Teaneck; and to designate any place within the Township for holding Trustees meetings.
- (4) To appoint Committees and to delegate such authority and powers and duties to these Committees as the Board shall deem proper, except the power to amend or repeal these by-laws.
- (5) To elect additional trustees, in accordance with Section 7 of this Article, provided, however, that the whole number elected shall never exceed the maximum number specified in these by-laws.
- (6) To declare vacant the seat of any trustee who is absent from three consecutive regularly scheduled General Meetings of the Board, or who has willfully and knowingly acted in ways which tend to undermine the ability of the Board to uphold or to perform under its Charter. The Board shall have power to excuse the absence of any trustee.
- (7) To exercise ultimate authority over, and accept final responsibility for, the basic educational policy and overall program to be implemented by the Charter School.
- (8) To recruit, appoint, and evaluate a Chief School Administrator, who shall hold office at the pleasure of the



Board of Trustees. In addition, the Board of Trustees may exercise any powers specified in the Charter Schools Act Program, NJSA 18a:36a-1 et. seq.

#### ***Section 14. Committees.***

The Board of Trustees may establish committees and may delegate to any such committee or committees, any or all of the powers of the Board except those which by law, by the Charter, or by these by-laws may not be so delegated. Such committees shall serve at the pleasure of the Board of Trustees. The Board of Trustees shall organize itself into said committees, and the President, with the approval of the Trustee members of each committee, shall have the option of appointing non-trustees as he or she deems desirable to serve on such committees. Except as the Board of Trustees may otherwise determine, each such committee may make rules for the conduct of its own business. Committees to be established may include, but are not limited to, the following: Budget and Finance, Buildings and Grounds, Governance, Development, Educational Policy and Curriculum, Nominating, and various ad hoc committees such as a Search Committee or Principal/Lead's Advisory Committee.

#### ***Section 15. Annual Report.***

The Trustees shall file on August 1 of each year with the Commissioner of Education a verified report showing the number of students of the Charter School, the courses of study offered by said corporation, the teachers employed by said corporation, the subjects taught by them, the degrees, diplomas, or certificates, if any, granted by said corporation and to whom granted, the curricula upon which such degrees, diplomas or certificates were granted, and any other information concerning the educational work or activities of said corporation that may be required by the Commissioner.

#### ***Section 16. 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 New Jersey statutes governing Charter Schools and with all applicable state and federal laws controlling non-profit tax-exempt corporations. Copies of the audit shall be provided to agencies in accordance with NJSA18A: 23-1 et.seq.

## **ARTICLE III – OFFICERS**

### ***Section 1. Election of Officers.***

Once a year, or as needed, at a General Meeting to be designated by the Board of Trustees, the Board shall elect a President, a Vice President, a Secretary, and a Treasurer from its members who shall hold their offices for one year commencing July 1 of that calendar year and expiring June 30 of the subsequent year or until their successors are duly elected and qualified.

### ***Section 2. Subordinate Officers.***

The Board of Trustees may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the by-laws or as the Board of Trustees may from time to time determine.

### ***Section 3. Resignations.***

Any officer may resign by delivering his written resignation to the corporation at its principal office or to the President or the Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

***Section 4. Removal.***

Any officer may be removed from office with or without cause by vote of a majority of the Trustees then in office at any Regular or Special Meeting.

***Section 5. Vacancies.***

A vacancy in any office shall be filled in the manner prescribed in the by-laws for regular appointments to such office.

***Section 6. Duties of the Officers.***

Officers shall have the powers and duties customarily belonging to their offices, including those listed below:

(1) The President shall be the chief executive officer of the corporation responsible to the Board of Trustees for the administration of its business and affairs. The President shall preside at all meetings of the Board of Trustees, and shall be an ex-officio member of all standing committees and shall have the general powers and duties of management usually vested in the office of president of a corporation. The President shall have such other powers and duties as may be prescribed by the Board of Trustees or these by-laws.

(2) The Vice President, in the absence of the President, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Trustees or these by-laws.

(3) The Secretary shall ensure the recording of minutes of all meetings of the Board of Trustees, with the time and place of holding, the names of those present, and the proceedings thereof. The Secretary is further responsible for ensuring the public availability of those minutes in a central location. The Secretary shall keep the seal of the corporation, shall issue notices of

meetings, and shall have such other powers and duties as may be prescribed by the Board of Trustees or these by-laws.

(4) The Treasurer shall ensure that the Business Administrator keeps adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Trustee. The Treasurer shall ensure the deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Trustees. In disbursements larger than \$500.00, the signatures of two officers will be required. Subject to the supervision of the Board of Trustees, the Treasurer may authorize the investment and reinvestment of funds of the corporation and shall ensure the disbursement of the funds of the corporation as required by the Board of Trustees. At Regular Meetings, the Treasurer shall ensure the rendering to the Board of Trustees statements evidencing the current financial condition of the corporation and shall have such other powers and duties as may be prescribed by the Board of Trustees or these by-laws.

(5) Except as the Board of Trustees shall have otherwise provided, documents or other papers to be executed on behalf of the corporation may be signed by the President, the Secretary, or the Treasurer.

(6) All officers shall perform such other duties as the Board of Trustees may prescribe.

#### ***ARTICLE IV - INTERNAL GOVERNANCE OF THE SCHOOL***

##### Section 1.

Administration. The internal governance of the Teaneck Community Charter School shall be vested in and administered by the Chief School Administrator subject to such general principles and arrangements as declared in the Charter or established by the Board of Trustees.

## Section 2.

Chief School Administrator (CSA). The CSA shall be appointed by the Board of Trustees and shall hold office during its pleasure, subject to his/her contract, the Charter, and any state or federal laws. As the agent of the Board of Trustees, the CSA shall be responsible for the direction of the School and for the proper care and custody of the property of the corporation, other than the management of funds, which is subject to the supervision of the Treasurer. A report of the general condition of the School shall be made to the Board of Trustees annually, or more often if requested. Subject to such approval or review as the Board of Trustees shall prescribe, the CSA shall be charged with the hiring, setting terms of employment, and termination of employment of all faculty members and other personnel, and with relations with, and discipline of students.

### ***ARTICLE V - INDEMNIFICATION***

The Corporation, to the extent legally permissible, and only to the extent that the status of the Corporation as an organization exempt under Section 501 (c)(3) of the Internal Revenue Code is not affected thereby, shall indemnify any past, present or future, duly elected or appointed corporate agents which includes trustees, directors, officers, employees, volunteers or committee members and other agents of said corporation in their capacity as such, against all liabilities and expenses in accordance with, and as required by, NJSA 17A:3-4.

### ***ARTICLE VI - AMENDMENTS***

The Board of Trustees shall have the power to make, amend, or repeal the by-laws for the corporation in whole or in part. The by-laws may be amended at any meeting of the Board of Trustees at which a quorum is represented, by a two-thirds vote of the trustees present, provided that written notice of the substance of the proposed amendments shall have been given by mail or email to each member of the Board of Trustees with notice of such meeting.