

The Paul Cuffee School Bylaws

Article I -- Purpose and Goals

Established in 2001 by the International Sailing Institute as a 501(c)3 non-profit corporation for charitable and educational purposes, the Paul Cuffee School ("School") is an independent K-12 public charter school of choice for Providence students, authorized by the State of Rhode Island pursuant to the Charter Public School Act, (R.I. Gen. Laws chs. 16-77, 16-77.1 and 16-77.3.

Devoted to advancing the education of urban children and youth, the School's goals, without limitation, reflect the character and accomplishments of our School's namesake and emphasize current strategic priorities with continuous improvement in the following objectives:

- (a) Improving K-12 student learning and academic outcomes by implementing strengths-based, anti-bias and anti-racist instruction methods, mentorship programs, enrichment opportunities, social emotional supports, and rigorous academic standards.
- (b) Offering culturally responsive professional development opportunities for teachers and School leaders, with opportunities to be responsible for program and culture enhancements.
- (c) Meeting expectations for measurable state and charter-based academic results, and implementing performance-based standards and/or other student-based accountability systems.
- (d) Successfully maintaining meaningful family engagement and community involvement.

Article II -- Mission

The School, educates a diverse community of more than 800 students from Providence, Rhode Island. We respect each individual and the world we share. This quality of our community is central to our mission.

In the spirit of Paul Cuffee's life, we teach students to value and practice personal initiative, perseverance, and social responsibility. Our School accomplishes these goals through a rigorous academic program, which, enriched with maritime experiences, fosters discovery and critical thinking. We prepare students for higher education, lifelong learning, and active citizenship.

Article III -- Board of Trustees

Section 1. Duties and Powers

The property, affairs and business of the School will be governed by a Board of Trustees ("Board"). The Board has and shall exercise all of the powers and responsibilities of the School subject to the laws of the State of Rhode Island for nonprofit Boards and for school committees, as outlined in

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the School charter and as designated by the Board. Board powers are limited by the Articles of Incorporation and/or these bylaws.

The following responsibilities are exclusively held by the Board:

1. **Charter Amendments.** With the assistance of the Head of School and his or her designees, amend the material terms of the School's charter (contingent upon approval by the RI Department of Education) and submit charter amendments to the state.
2. **Policy Adherence.** To support the general policies of the School in accordance with the School's charter and mandates from the RI Department of Education, and to see their faithful execution.
3. **Fiscal Stability.** To oversee the financial affairs of the School so as to ensure the School's financial stability and the continued integrity of its academic programs, including raising funds for the operation of the School that will supplement its public revenue stream, the power to borrow and incur indebtedness for the purposes of the School, and to approve its investments as well as its annual operating and capital budgets.
4. **Oversight.** To select, appoint, annually evaluate and oversee the Head of School and to set the terms and conditions of her or his employment.
5. **Community Relations.** Enhance the public standing of the School and engage the community in the work of the School.
6. **Progress Monitoring.** Assess the achievement of strategic priorities, academic outcomes, programs and services of the School.
7. **Objective Counsel.** Serve as an appellate board for all personnel and student actions.
8. **Other Powers.** Exercise any other power permitted under law, including those enumerated in R.I. Gen. Laws § 16-2-9.

Section 2. Membership Qualifications

The Board shall consist of not less than fifteen and not more than twenty-one members. Trustees shall be committed to the School's purpose and mission. They must demonstrate the willingness and ability to make a constructive positive contribution to the School and to the successful accomplishment of its goals. While remaining cognizant of the areas of expertise needed to achieve its strategic goals, the Board's composition shall strive to represent the community it serves.

To maintain a cohesive K-12 school culture, the Board encourages representation from each of its elementary, middle and high school buildings with one to three currently employed faculty and/or staff, and/or one to three parents of students currently or previously attending the School. One and not more than three Trustees shall be a descendant of Captain Paul Cuffee so long as the School retains rights to or uses the "Paul Cuffee School" mark. The Head of School and his or her designees shall serve as non-voting members of the Board.

Section 3. Terms

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Trustees.

Trustees, other than faculty and staff, shall normally be elected for three-year terms. Their appointments shall be staggered so that approximately one-third shall be elected each year. Trustees may not serve more than two consecutive terms, except that the Trustee(s) who is a descendant of Paul Cuffee shall be exempt from this provision.

Trustees other than the descendant(s) of Paul Cuffee may be considered for reelection after having been off the Board for at least one year. Trustees who are current faculty and/or staff at the School shall be elected to serve one-year terms. They may not serve more than three consecutive one-year terms, but may be considered for reelection after having been off the Board for at least one year. Trustees who are employed by the School are not eligible to become officers, nor may they become voting members of the Committee on Trusteeship and Governance (CoTaG) or the Finance Committee.

Officers.

Officers shall hold their respective offices for a term of three years. They may not serve more than two consecutive three-year terms in any one office. Any officer who has completed six consecutive years in one office may be considered for reelection to that office after a period of at least one year.

Officers whose terms as Trustees have expired may be elected as Trustees to a different office, thus extending their terms of service without leaving the Board for a period of at least one year. However, in no circumstances shall an elected Trustee serve more than eleven consecutive years on the Board, except that the President may serve up to six consecutive years as President regardless of prior service. Trustees serving eleven consecutive years must step off the Board for at least one year before the CoTaG can consider a re-nomination to the Board.

Student Liaison.

At the invitation of the Board, one or more students may, from time to time, participate in Board meetings and/or may serve as a liaison to the Board. Student liaisons are not Trustees, do not have a vote, and, therefore, will be excluded when the Board is in executive session.

Section 4. Meetings

Regular meetings of the Board shall be scheduled specific to each school year calendar and held on days and at times and places as may be fixed by vote of the Board. Special meetings of the Board may be called and held at times and places as may be determined by the President, the Vice President when representing the President, the Treasurer, or the Clerk. To the extent permitted by law, Trustees may participate in Board meetings by a telephone conference call or video conference call or any other means in which all persons participating can communicate with one another at the same time. The conduct of all meetings shall comply with the Open Meetings Act, R.I. Gen. Laws ch. 42-46.

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Section 5. Annual Meeting

One regular meeting shall be designated as the annual meeting of the Board. The annual meeting shall include a review of the past year's activities and an announcement of the following year's Trustees. The Annual Meeting shall also be held for the purposes of reviewing and celebrating the current fiscal year's activities, honoring the service of outgoing Trustees whose terms expire, electing Officers and new Trustees, and transacting other business included on the agenda. To the extent permitted by law, Trustees may participate in the annual meeting by a telephone conference call or video conference call or any other means in which all persons participating can communicate with one another at the same time. The conduct of the annual meeting shall comply with the Open Meetings Act, R.I. Gen. Laws ch. 42-46.

Section 5.a Notice of Board Meetings

To the extent required by the Open Meetings Act, R.I. Gen. Laws ch. 42-46, a notice of each meeting of the Board shall be posted and distributed at least two (2) business days prior to each meeting, and shall state the time, date, digital platform link or physical location, and purpose of the meeting. Notice of all regular and special meetings of the Board, the agenda of all items to be discussed at such meetings, and summaries of issues to be voted upon shall be included. in the time and manner required by law.

Section 5.b Records

To the extent required by the Open Meetings Act, R.I. Gen. Laws ch. 42-46, the Board will maintain a record of every meeting including the date, time, digital platform or location of the meeting, the Trustees present or absent, and all action taken at the meeting, including formal votes taken,

Section 6. Proxies and Alternates

Proxy votes are not permitted. An absent Trustee may not designate an alternate to represent him or her at a Board meeting.

Section 7. Quorum and Voting

A majority of the Trustees shall constitute a quorum for the transaction of business. Unless otherwise expressly provided, the Board may act by majority vote of those Trustees in attendance at any meeting at which a quorum is present.

Section 8. Meeting Procedure

Roberts Rules of Order is a set of parliamentary rules with a code of conduct for Board meetings that was designed to give every trustee a voice and help structure the Board's decision-making process to avoid confusion. All Trustees are expected to familiarize themselves with Roberts Rules of Order to maintain a consistent meeting etiquette (<http://www.rulesonline.com/>). Roberts Rules of Order shall be the procedure used at any meeting of the Board or its committees.

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Section 9. Compensation

Trustees shall receive no compensation for service. Trustees may be reasonably reimbursed for expenses incurred in performance of their Board duties in accordance with the School's policies and as authorized by the Board.

Section 10. Committees

Subject to these Bylaws, as referenced in Section 3, the Board shall establish committees it deems necessary, and each may make rules for the conduct of their affairs as appropriate. One or more members of any committee, except the Executive Committee and the Committee on Trusteeship and Governance, may be members of the community and need not be Trustees. The Committee on Trusteeship and Governance may consider a non-Board member's service on a committee in its nomination of new Board members. Non-Board members, Trustee committee members, and committee chairs will be subject to the same term limits as regular Board members.

The Head of School shall serve as a nonvoting member of all committees, except that the Head of School shall not serve on the Executive Committee. The President of the Board, or his or her Trustee designee, shall serve as ex officio member of all Board committees and/or as interim Chair if needed.

Section 10.a Appointment of Chairs of Committees

A Chair of each committee shall be designated annually by the Board, on recommendation from the Committee on Trusteeship and Governance, except as stated otherwise in the charge of the committee. With respect to those committees whose membership is limited to Trustees, a Chair whose term as a Trustee is ending, may, at the discretion of the Board, be reelected for a term appointment coincident with their term as Chair, whenever such action is deemed to be in the best interest of the Board. After completing service as a Chair of a committee, that member will normally be required to leave the committee for a period of at least one year.

Section 10.b Standing Committees

Executive Committee

There shall be an Executive Committee of the Board that shall consist of the President, one to two Vice President(s), the Treasurer, the Clerk, and the Chair of the Committee on Trusteeship and Governance. There may be up to two additional Trustees appointed to the Executive Committee by the Committee on Trusteeship and Governance in consultation with the President and approved by the Board. A majority of the committee shall constitute a quorum. The Executive Committee shall have and may exercise all the powers vested in the Board during the intervals between meetings thereof, unless the Board otherwise determines, and may determine the manner of holding and calling its meetings and of giving notice thereof. The Executive Committee shall keep minutes of its proceedings. All acts of the Executive Committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to revision or alteration by the Board. No rights of third parties, however, shall be affected by any revision or alteration.

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As part of its duties, the Executive Committee conducts the annual evaluation of the Head of School, approves the Head of School's participation in professional development activities, and appropriate compensation.

Committee on Trusteeship and Governance

The President of the Board, subject to the approval of the Board, shall appoint a Committee on Trusteeship and Governance and the Committee Chair. The Committee shall be responsible for submitting nominations for Trustees to the Board at the annual meeting, or when vacancies occur. The Committee shall also nominate persons for the offices of President, Vice President(s), Treasurer, and Clerk and members and chairs of standing committees other than the Committee on Trusteeship and Governance. The Committee on Trusteeship and Governance shall propose modifications to the Bylaws to the Board, examine the qualifications of prospective Trustees, and shall provide orientation and training for new Trustees as to their roles, duties, and obligations. A slate of officers and trustees, with updated term limits, will be presented to the Board for its approval at the annual meeting.

Finance Committee

The Treasurer of the Board shall serve ex-officio as Chair of the Finance Committee. The Finance Committee shall be responsible for the following matters:

- (a) Audit responsibilities for operations of the School, including approval of an independent auditor, consulting with an auditor as the Committee deems appropriate, reviewing methods of internal accounting and other management practices, reviewing expenditures and actual or contingent obligations contracted by the School; and
- (b) Budget responsibilities, including presenting the annual budget to the Board for approval, and the monitoring of the School's financial performance under the approved budget.

The Finance Committee shall also advise the Treasurer in the discharge of the Treasurer's responsibilities regarding the investment of the money and securities of the School. All acts of the Finance Committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to revision or alteration by the Board.

Development Committee

A Development Committee shall be established and convened as needed to assist in the planning and development of the long-range financial resources of the School.

Health and Wellness Committee

The Health and Wellness Committee shall be responsible for planning, implementing, and assessing ongoing activities that promote healthy lifestyles. It shall include School personnel, community members, and students.

Education Committee

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The Education Committee is responsible for supporting efforts to improve academic achievement.

Plant and Property Committee

The Plant and Property Committee shall be responsible for making recommendations regarding the physical plant, including but not limited to: property acquisition, renovations, improvements, additions, building security and HVAC systems.

Ad Hoc Committees

In addition to the standing committees described in these Bylaws, the Board may establish committees and task forces as it may deem necessary to advise and assist it. The Board will prescribe the need, length of service and the composition of committees and task forces unless otherwise described in these Bylaws. These committees can be created and dissolved by the Board at will.

Section 11. Conflicts of Interest

Any Trustee, Officer, employee, parent or committee member having an interest in a contract or other transaction presented to the Board, or a committee thereof for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. This disclosure shall include all relevant and material facts known to such a person about the contract or transaction which might reasonably be construed to be averse to the School's interest. The body to which the disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, the person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussion or deliberations with respect to, the contract or transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation.

In addition to the requirements imposed by the Code of Ethics, R.I. Gen. Laws ch. 36-14, the Board may adopt conflict of interest policies requiring: 1) regular annual statements from Trustees, Officers, key employees to disclose existing and potential conflict in interest; and 2) corrective and disciplinary actions with respect to transgressions of these policies.

For the purpose of this Section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she (or an acquaintance or family member of the person, by blood or marriage) is the party (or one of the parties) contracting or dealing with the School, or is a Trustee or Officer of, or has a significant financial or influential interest in the entity contracting or dealing with the School.

Section 11.1 Ethics

All Trustees shall comply with the Code of Ethics, R.I. Gen. Laws ch 36-14, and the Code of Basic Management Principles and Ethical School Standards, R.I. Gen. Laws § 16-2-9.1.

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Section 12. Resignations, Vacancies, and Removal from Office

Resignations. Any Trustee may resign at any time by giving written notice to the Board. The resignation shall take effect at the time specified in the notice or, if no time is specified, upon receipt by the President, Chair of CoTaG, or the Executive Assistant to the Head of School, and acceptance shall not be necessary to make it effective.

Vacancies: Any vacancies on the Board may be filled at any time by the Board, upon recommendation of the Committee on Trusteeship and Governance. A trustee or officer elected to fill a vacancy on the Executive Committee will serve for the unexpired term of his or her predecessor in office and may be re-elected in accordance with the term limits established in these bylaws.

Removal. Any Trustee may be removed from office prior to the expiration of that Trustee's term for the unexcused failure to attend three (3) consecutive meetings of the Board by an affirmative vote representing at least a majority of the full membership of the Board, or otherwise with or without cause by the affirmative vote of at least two-thirds (2/3) of other Trustees present at any regular or special meeting of the Board, not counting the Trustee considered for removal, present at the Board meeting. A Trustee shall receive ten (10) days prior written notice by registered or certified mail of a meeting concerning the removal of the Trustee and shall be entitled to appear and have a reasonable opportunity to be heard by the Board or a committee of the Board formed for that purpose, but the Trustee may not vote at the meeting. The committee shall make a report and recommendation to the Board if said Trustee elects to appear before said committee.

Article IV – Officers

Section 1. Officers

The officers of the Board shall be a President, one to two Vice Presidents, Treasurer, and Clerk.

Section 2. Duties

President of the Board

The President of the Board ensures the integrity and fulfillment of the Board meeting process and presides over Board meetings, using the commonly accepted power of that presiding. He or she may delegate this meeting presiding role from time to time to the Vice President or another trustee. The President may serve as an ex-officio member of any committee.

Vice President(s)

A Vice President will perform the duties of the President in the event that the President is absent. The Vice Presidents may also serve as liaisons to committees to facilitate their functioning.

Treasurer

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The Treasurer will be responsible for financial affairs, record keeping and reporting as directed and authorized by the Board. The Treasurer will chair the Finance/Audit Committee, and will work closely with the School's business manager and Head of School when preparing the annual budget in collaboration with the Finance Committee members, in order to submit the operating budget for the Board's approval before the beginning of each fiscal year.

Clerk

The Clerk will record or cause to be recorded all the proceedings of the meetings of the Board and the Executive Committee; will see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; and will ensure that the records are maintained and available as required by law.

Article V -- Head of School

The Head of School has the general power and responsibility of a superintendent and shall be hired by the Board on terms and conditions as are mutually agreeable to the parties, and shall have general supervisory authority over the day-to-day management and operation of the School.

The Head of School shall achieve the goals and objectives of the current strategic plan, carry out the policies of the School and the decisions of the Board as established from time to time by the Board. He or she shall be the administrator and educational leader of the School; shall, working with the Treasurer and the Finance Committee, be responsible for the preparation and prudent management of the annual budget; and shall be responsible for the screening, interviewing, and hiring, and dismissing of the teaching staff and other staff, consistent with policies set by the Board and in accordance with the laws and regulations of the State of Rhode Island.

Article VI -- Appeals Process

Staff and parents may apply for redress to the Board regarding any decision of the Head of School alleged to be in violation of School policies or the laws governing public charter schools, and they may thereafter apply for redress to the Commissioner of Education in accordance with state law. The Board shall consider appeals in accordance with the policies and procedures established by the Board and the Rhode Island Department of Education.

Parents or staff must state in writing their reasons for seeking redress and must specify the School policy or law that they allege has been violated.

Article VII -- Miscellaneous

Section 1. Fiscal Year

Unless the Board otherwise determines, the fiscal year of the School shall end on June 30 in each year.

Section 2. Audit

The Finance Committee shall at least annually cause the books and accounts of the School to be audited by an independent certified public accountant and will bring those findings to the Board for its approval prior to acceptance.

Section 3. Checks, Drafts, and Similar Orders

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the School shall be signed by the officer or officers or agent or agents of the School and in the manner as from time to time may be determined by resolution of the Board.

Section 4. Voting Securities

Except as the Board may generally or in particular cases otherwise specify, the President or the Treasurer may on behalf of the School vote or take any other action with respect to shares of stock or beneficial interests of any other corporation, or any association, trust or firm, of which any securities are held by the School, and may appoint any person or persons to act as proxy or attorney-in-fact for the School, with or without power of substitution, at any meeting thereof.

Section 5. Nondiscrimination Policy

In the employment of persons, in the enrollment of students, membership on the Board and the conduct of its programs, and in the administration of public assemblies, performances, exhibits and events, the School will not discriminate on the basis of age, sex, sexual orientation, race, military service, gender identity, national origin, ancestry, religion, marital status, or non-disqualifying disability.

Section 6. Additional Counsel

In addition to other counsel and consultants as the Board may from time to time retain, the Board may retain investment counsel to advise the Treasurer, the Finance Committee, and the Board regarding the management of the School's finances and investments. Each Trustee shall be entitled to rely upon the opinion or advice of the investment, legal or other counsel, architects, engineers, appraisers, accountants, and other consultants whose services have been retained in good faith by the Board.

Section 7. Indemnity

Charter public schools have the same immunity possessed by school districts and departments to suit to the extent permitted by R.I. Gen. Laws ch. 9-31. The School shall, to the extent legally permissible and only to the extent that the status of the School as an organization exempt under section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its Trustees (including persons who serve at its request as Trustees, officers, or trustees of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been a

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Trustee, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the School; provided, however, that as to any matter disposed of by a compromise payment by a Trustee, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless the compromise is approved as in the best interests of the School, after notice that it involves indemnification, by a majority of the disinterested Trustees then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that the Trustee or officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the School. Expenses, including counsel fees, reasonably incurred by any Trustee in connection with the defense or disposition of any action, suit, or other proceeding may be paid from time to time by the School in advance of the final disposition thereof upon receipt of an undertaking by the Trustee to repay the amounts so paid to the School if it is ultimately determined that indemnification is not authorized hereunder. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Trustee may be entitled. Nothing contained herein shall affect any rights to indemnification to which personnel other than Trustees may be entitled by contract or otherwise under law. As used in this paragraph, the terms “Trustees,” or “Officers,” include their respective heirs, executors, and administrators, and an “interested” Trustee is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

Section 8. Paul Cuffee School Mark

If the School, or other programs operating under the “Paul Cuffee School” mark, cease to substantially serve their original intent, the School’s rights to said mark may be reclaimed by the Paul Cuffee family. The School will not in any way transfer rights to the “Paul Cuffee School” mark except in a limited way and for a limited time to allow production of materials to be used by the School and its programs or to return said rights to the Paul Cuffee family. The provisions of these Bylaws relating to the use of the “Paul Cuffee School” mark may not be amended without the written consent of the Paul Cuffee family or after release to the Paul Cuffee family of the School’s rights to the “Paul Cuffee School” mark.

Article VIII -- Amendments

Upon recommendation from the Committee on Trusteeship and Governance, these Bylaws may be amended by the affirmative vote of two-thirds of the Board voting at any meeting of the Board, provided that the substance of each amendment shall be stated in the notice of the meeting at which the vote is taken.