

Compass Classical Academy Revised Bylaws

ARTICLE I

Location

1. **Name.** The name of the corporation is “Compass Classical Academy” (CCA). It is and shall remain a voluntary corporation duly organized and existing under the laws of the State of New Hampshire (the “Corporation”).

2. **Location.** The location of the Corporation is 15 Elkins Street, Franklin, NH 03235.

ARTICLE II

Purposes

1. **Charitable Purposes.** The purpose of the Corporation is to be a chartered public school pursuant to N.H. RSA 194-B. The Corporation is organized exclusively for educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III

Membership

1. **Members.** The corporation shall have no members.

ARTICLE IV

Board of Directors

1. **Governance.** In accordance with RSA 194-P:5, the Corporation will be governed by a seven-person Board of Directors (BOD) that is responsible for the review and adoption of all policies, overseeing the management of the school and ensuring that the mission and goals of the charter are carried out by engaging in strategic planning.

2. **Oversight.** The BOD will not be involved in the daily operations of the school but will provide advice and consent to the Director of the school. The BOD will hire the Director who will be evaluated at least annually. The Director, in partnership with the BOD will decide on a periodic evaluation of the director’s performance. The BOD will make sure that the Director manages the school in compliance with all State of New Hampshire and federal laws and regulations.

3. **Board of Director Qualifications.** The BOD selection will be based on personal and professional background and commitment to the school's mission, support and sustainability. It is the goal to appoint individuals from diverse professional backgrounds and experience whose expertise and community connections would be beneficial to the growth and development of the school. As required by New Hampshire law, no more than one member of the Board of Directors, nor more than twenty-five percent of the total Board membership, whichever is greater, may also serve on any other school board. RSA 194-B:5, II. At least two parents of pupils attending CCA, or twenty-five percent of the Board, whichever is greater, shall serve on

the Board of Directors. RSA 194-B:5, II. The members of the Board may not be part of the same immediate family nor related by blood or marriage. RSA 292:6-a. The teachers of the CCA may serve on the Board, RSA 194-B:5, II., but no employee of the CCA may serve as Chairperson of the Board. RSA 292:6-a.

4. Board of Directors Conflict of Interest. The BOD affirms that the Board members, officers, administrators, faculty and other employees of the school have an obligation to exercise their authority and carry out the duties of their respective positions to the sole benefit of the school. They should avoid placing themselves in positions where their personal interests are, or may be, in conflict with the interests of the school. Where a potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge to notify the BOD of the circumstances resulting in the potential conflict so the BOD can provide guidance and take such action as it shall deem appropriate.

5. Compensation. No member of the Board of Directors shall receive compensation for their services; however, the Board of Directors may approve reimbursement of actual and necessary expenses incurred in the conduct of the Board business. Nothing here in contain shall be construed to preclude any member of the Board from serving the BOD in any other capacity in receiving compensation therefore except as noted in Article IV:3.

6. Non-Public Session. The BOD reserves the right to sit in non-public session, closed to the public and media, when a majority of the members present and voting so vote in accordance with RSA 91-A:3. The BOD may entertain a motion to hold a non-public session only for those specific purposes which the law recognizes. For the list of reasons permitted by law, see RSA 91-A:3. As required by law, the motion calling for a non-public session will indicate the nature of the items to be discussed and the statutory subsection authorizing non-public sessions. No official, final action may be taken by the BOD at a non-public session except as allowed by RSA 91-A:3. In order to act upon most items considered during a non-public session, the BOD will convene or reconvene in open session. That such a meeting was, or will be held, will be recorded in the minutes of the preceding or subsequent open session of the BOD. The Board of Directors and any persons attending a non-public session are duty-bound not to disclose any details of the discussion held. Minutes of all non-public sessions shall be made public pursuant to RSA 91-A:3, III, unless a majority vote of the Board members present votes pursuant to that statute not to make the minutes public.

7. Approve Contracts. The BOD may give authority to any Board member or agent, to make any contact or execute and deliver any instrument in the name of CCA and on its behalf, and that authority may be general or specific.

8. Quorum. A quorum consisting of a majority or more of the then current BOD must be assembled vote and conduct business.

9. Elections and Classes of Trustees. The election of the BOD will be held at the Annual Meeting in June.

a. **Makeup of the Board of Directors.** The BOD shall have eight (8) Board members consisting of:

1. Two (2) CCA parent Board members
2. One (1) CCA employee Board member
3. Four (4) non-parent Board members
4. One (1) school Director (non-voting)
5. One (1) student representative (non-voting)

b. **Terms.** Pursuant to Article IV:3:

1. Existing Board members will remain in their position until they stand for election. The BOD shall determine at the first meeting following adoption of these bylaws which Board member will stand for election during each subsequent annual meeting in a staggered format according to b:4 below.
2. Following their election, CCA parent members may serve for one (1) year so long as their child or children remain CCA students.
3. Following their election, CCA employee members may serve for one (1) year so long as they remain an employee of CCA.
4. Following their election, non-parent members shall serve for two (2) year terms.
5. The student representative will serve a one-year term beginning in September.
6. Unless appointed to fill a vacancy as an interim member, all terms are calculated from the date of the annual meeting in which the BOD member was elected and shall continue until the date of the annual meeting in the year in which the respective BOD member's term expires.

c. **Voting.** New Board members shall be elected by the existing Board members. The BOD shall receive nominations for trustees no later than one month prior to the expiration of a Board member's term. The student representative will be voted upon by a general election from the high school (grades 9-12) student body.

d. **Vacancies.** Any vacancy on the BOD between the annual meetings may be filled by a majority vote of the remaining Board members, subject to the qualifications stated above. Board members elected to fill vacancies shall serve the remainder of the term of which said Board member was elected to fill.

e. **Removal.** Any officer or member of the Board may be removed from office by a two-thirds vote of the BOD. However, no such vote shall be taken until after a written letter for removal is filed with the BOD and the person whose removal is sought receives notice of said request by certified mail, return receipt requested. Further, said person shall

be given the opportunity to make an oral or written response to the BOD within fourteen (14) days of the mailing of the notice. Notice of any meeting called to include the vote on removal of such person shall not be made until after the fourteen (14) days provided for above have elapsed.

ARTICLE V Board Positions

1. **Chairperson:**

- a. responsible for providing leadership to the Board of Directors
- b. follow BOD policy and ensure that BOD members do as well
- c. preside over all meetings
- d. sign contracts as required and approved of by the Board of Directors
- e. appoint subcommittees and assign a chair
- f. maintain communication with school director
- g. cancel/reschedule BOD meetings as necessary
- h. the Chair is allowed to offer motions, discuss, question and vote

2. **Vice Chairperson**

- a. assumes the chairperson's responsibilities in his/her absence
- b. facilitate orientation of new BOD members

3. **Secretary**

- a. record meeting minutes
- b. record votes
- c. notify members of meetings
- d. provide all members with the minutes of the previous meeting as well as the agenda
- e. responsible for all reporting requirements being met including filings with the state

4. **Treasurer**

- a. report monthly on the finances of the organization
- b. review all financials prior to their being filed
- c. check signer

5. Director. It will be the responsibility of the BOD to hire and supervise the Director. The BOD will clearly outline the roles and responsibilities of the Director. The BOD will establish the method by which the Director shall communicate and report to the BOD. The Director (along with their support staff) will be charged with managing the daily operational decisions and tests including, but not limited to, staffing, curriculum, school business, bookkeeping and secretarial services. The BOD will oversee the Director and hold him/her accountable. The Director will be expected to attend BOD meetings and keep the BOD informed of the activities at the school.

6. **The Student Representative**

- a. will attend meetings as a non-voting member
- b. will bring student concerns, as they pertain to Board information or action, forward

- through the agenda
- c. will speak at the BOD meetings as a voice of the student body
 - d. will report back to the student body pertinent information
 - e. will not attend non-public sessions

6. Indemnification of the Board of Director, Members, Officers and Employees. The BOD shall, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to be threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the BOD), by reason of that fact that such a person is or was a member of the Board or officer, or that such person is or was serving at the request of the BOD as in member, Director, officer employees or agent of another corporation, partnership, joint venture, or other enterprise, against all judgments, fine, reasonable expenses (including attorney fees) and amounts paid in settlement actually and reasonably incurred by such persons in connection with such actions, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interest of the BOD, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, convection, or upon a plea to no lo contendere or its equivalent, shall not by itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably to be in or not opposed to the best interest of the BOD, or would respect to any criminal action or proceeding with the person had reasonable cause to believe his conduct was unlawful.

ARTICLE VI Meetings

1. Annual Meeting. The annual meeting for the BOD for appointment of Board members and Officers to succeed those whose terms expire and for the transaction of other business as may properly come before the meeting, shall be held each year during June. If the annual meeting of the BOD is not held as prescribed, the appointment of Board members and officers may be held at any meeting called thereafter, pursuant to these Bylaws.

2. Place of Meeting. The place of meeting of the BOD shall be at the school, or any other such place as shall be determined from time to time by the BOD. No change of the place of the meeting shall be made within three days before the day on which an appointment of Board members is to be held.

3. Notice. Whenever provisions of any statute or these Bylaws require notice to be given to any Director, Officer or other individual, they shall not be construed to mean personal notice. Such notice shall be given in writing and placed on the bulletin board of the CCA prior to the meeting or action taken as required by State statue, the Articles of Incorporation or these Bylaws; said notice need not be given individually and may be given in one notice document.

ARTICLE VII
General Provisions

1. **Discrimination Policy.** We will not discriminate based on race, color, religion, national or ethnic origin, age, sex, pregnancy, sexual orientation, gender identification, disability, or marital/civil union, ancestry, place of birth, age, veteran status, political affiliation, genetic information disability in the selection of students, staff, or in the administration of our educational programs, or in any other way as is prohibited by relevant state or federal law.

2. **Fiscal Year.** The fiscal year shall be from July 1st to June 30th.

3. **Dissolution.** Upon the dissolution of the Compass Classical Academy, the assets remaining after the payment of all its liabilities, and the return of any loaned items to rightful owners, shall be distributed as per Federal Regulations 2CFR.200 and NH Department of Education, Bureau of Federal Compliance guidelines for grant related assets, and then to such organization or organizations operated exclusively for charitable or educational purposes that qualify as an exempt organization within the meaning of 501(c)(3) of the Internal Revenue Code.

4. **Amendment to the Bylaws.** These Bylaws may be altered, amended, or repealed and Bylaws may be adopted by a majority of the voting members of the BOD present at any regular meeting or at any special meeting or at any special meeting, provided that at least five days written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting. Any amendment to the Bylaws will be voted only after examination of any possible conflicts with the Articles of Incorporation.

Filed:

December 23, 2014

Amended:

August 2, 2015

March 11, 2019

December 14, 2021

February 14, 2023 NH RSA 194-23f