

BYLAWS OF THE FRANCIS W. PARKER CHARTER ESSENTIAL SCHOOL AND THEODORE R. SIZER TEACHERS CENTER

ARTICLE 1 – General Provisions

1.1 Legal Status. This organization is a public school chartered by the Commonwealth of Massachusetts pursuant to Massachusetts General Laws, Chapter 71, Section 89. The Board of Trustees is a public entity and Trustees are considered public officials of Massachusetts.

1.2 Name and Purpose. The name of the organization is the Francis W. Parker Charter Essential School (“the School”) and Theodore R. Sizer Teachers Center. The mission of the Theodore R. Sizer Teachers Center is to disseminate best educational practices to other schools and educators. The mission of the School is to move the child to the center of the education process, and to interrelate the several subjects of the curriculum in such a way as to enhance their meaning for the child. The School will realize its mission through educational practice guided by the Ten Common Principles of Essential Schools:

- (a) The School should focus on helping adolescents learn to use their minds well.
- (b) The School’s goals should be simple: that each student master a limited number of essential skills and areas of knowledge. Curricular decisions should be guided by the aim of thorough student mastery and achievement rather than by an effort merely to cover content.
- (c) The School’s goals should apply to all students, while the means to these goals will vary as those students themselves vary.
- (d) Teaching and learning should be personalized to the maximum feasible extent. Efforts should be directed toward a goal that no teacher have direct responsibility for more than 80 students. Decisions about the details of the course of study, the use of students’ and teachers’ time and the choice of teaching materials and specific pedagogies must be placed in the hands of the principal and staff.
- (e) The governing practical metaphor of the School should be student-as-worker rather than the more familiar metaphor of teacher-as-deliverer-of-instructional-services.
- (f) The diploma should be awarded upon a successful final demonstration of mastery of the central skills and knowledge of the School’s program: an “exhibition.” As the diploma is awarded when earned, the School’s program proceeds with no strict age grading.

- (g) The tone of the school should explicitly and self-consciously stress values of unanxious expectation (“I won’t threaten you but I expect much of you”), of trust (until abused) and of decency (the values of fairness, generosity and tolerance).
- (h) The principal and teacher should perceive themselves as generalists first (teachers and scholars in general education) and specialists second (experts in but one particular discipline.) Staff should expect multiple obligations (teacher-counselor-manager) and a sense of commitment to the entire school.
- (i) Ultimate administrative budget targets should include substantial time for collective planning by teachers, competitive salaries for staff and an ultimate per pupil cost not to exceed that at traditional schools by more than 10%.
- (j) The school should demonstrate non-discriminatory and inclusive policies, practices, and pedagogies. It should model democratic practices that involve all who are directly affected by the school.

1.3 Non-Discrimination. In the employment of persons, enrollment of students, election to the Board, and in the conduct of its programs and the administration of public assemblies, performances, exhibits and events, the School will not discriminate on the basis of age, sex, sexual orientation, race, national origin, ancestry, religion, marital status, or non-disqualifying handicap or mental condition.

ARTICLE 2 – Board of Trustees

2.1 Trustee Responsibilities. Trustees of the School (“Trustees”) are responsible for ensuring that the School complies with all applicable laws and regulations, and is academically successful, organizationally viable, and faithful to the terms of its charter. All Trustees have:

- (a) a duty of care to the School: Trustees must be diligent about fulfilling their Board responsibility and make decisions carefully, based upon full and complete information, and
- (b) a duty of loyalty to the School: Trustees must act in a manner the Trustee believes to be in the best interest of the School and not profit personally because of their position on the Board

2.2 Board Powers. The following powers are exclusively delegated to the Board of Trustees (“the Board”):

- (a) To determine the mission and direction of the School and to assess the School’s practice in relation to its mission and direction.
- (b) To determine, in consultation with the School’s teachers, the curriculum.
- (c) To determine the general policies of the School in accordance with the School’s charter, and to see to their faithful execution.
- (d) To approve a student code of conduct.
- (e) To select, appoint, and evaluate the Principal, and to set the terms and conditions of her or his employment. To remove the Principal.
- (f) 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; to borrow and incur indebtedness for the purposes of the School, and to develop and approve its annual operating and capital budgets.
- (g) To approve the sale, transfer, lease, or purchase of real property by the School and to maintain in good condition and approve all use of the property of the School.
- (h) To serve as a review board if a complaint cannot be resolved through the usual channels of school administration.
- (i) To adopt, amend or repeal the Bylaws of the School, contingent upon approval by the Department of Education.
- (j) To amend the School’s charter, contingent upon approval by the Department of Education.
- (k) To prepare an Annual Report to be submitted to the Department of Education and made available to each parent or guardian of enrolled and prospective students.

2.3 Number and Characteristics. The Board shall consist of 9-25 trustees, and shall initially consist of the following members:

- (a) The Principal
- (b) 3 Teacher Trustees
- (c) 3 Parent Trustees
- (d) 6 Community Trustees chosen for organizational and technical skills necessary to address the educational, financial, and operational matters affecting the School.
- (e) 2 non-voting Student Trustees

The Board may vote by a 2/3 majority of Trustees present at any regular or special meeting to change the size of the Board within the limits set above, and/or to change the characteristics of Board members.

2.4 Nomination.

- (a) The Principal shall serve ex-officio.
- (b) Two Teacher Trustees shall serve ex-officio: the Domain Leaders of Arts and Humanities and of Math, Science and Technology. Should either of these leaders be unwilling or unable to serve, the principal shall nominate a replacement. Additional Teacher Trustees shall be nominated by a vote by the faculty.
- (c) Parent Trustees shall be nominated by a vote of the parent community.
- (d) Community Trustees shall be nominated by the Governance Committee.
- (e) Student Trustees shall be nominated by a vote of the student body.

2.5 Election. Trustees shall be elected by a majority of the voting Trustees present at any regularly scheduled meeting of the Board. No nominees are considered elected until voted on by the Board.

2.6 Terms. The Parent and Community Trustees and any elected Teacher Trustees shall serve a term of three years from the date of their appointments, or until their successors are seated. The Principal shall serve throughout his or her tenure as Principal of the School and each Domain leader shall serve throughout his or her tenure in that role. Student Trustees shall serve one year terms. Trustees shall be eligible to vote at the first board meeting following their approval by the Department of Education.

2.7 Term Limit. Beginning in 2005, Trustees are limited to serving no more than four consecutive terms without taking a one-year sabbatical from serving on the Board. For the purpose of this limit, no term prior to 2005 will be counted. Fulfilling an incomplete term is not considered part of the term limit.

2.8 Staggering. Trustees shall serve staggered terms. To achieve this goal the Governance Committee will determine the initial term of office for a new Trustee resulting from a decision to increase the number of Trustees and for any Trustee serving, per the School's original bylaws, without a term limit.

2.9 Resignation. A Trustee may resign at any time by filing a written resignation with the Chair or Clerk of the Board.

2.10 Vacancies. A Trustee nominated to fill a vacancy shall be elected by a vote of a majority of the voting Trustees present at any regular or special Board meeting for the unexpired term of his or her predecessor in office..

2.11 Removal. The Board may remove any Officer or Trustee with or without cause by a two-thirds vote of the voting Trustees present at any meeting of the Board, provided that a notice of the proposed removal, along with the place and time of the meeting, is sent by Registered Mail to the Officer or Trustee proposed for removal at least thirty days in advance of the meeting. The matter shall be considered by the Board at the time and place mentioned in the notice and the Officer or Trustee shall be given an opportunity to be heard.

ARTICLE 3 – Officers

3.1 Officers. There shall be four elective Officers of the Board: a Chair, a Vice-Chair, a Treasurer and a Clerk.

(a) The Chair shall prepare the agenda for and preside at all meetings of the Board of Trustees and shall appoint the members of all committees.

(b) The Vice-Chair shall take on the responsibility of the Chair in his or her absence. It is not expected that Vice-Chairs will always move on to serve as Chairs.

(c) The Treasurer shall provide direction for the financial management of the School and support the Board in meeting its financial oversight responsibilities.

(d) The Clerk shall ensure that minutes are taken at each Board meeting and shall keep the non-financial records of the Board.

3.2 Nomination. The Governance Committee shall present a slate of Officers to the Board at the annual meeting. The nominated Officers shall be drawn from among the members of the Board.

3.3 Election. Officers shall be elected by a majority of the voting Trustees present at the annual meeting of the Board.

3.4 Terms. The newly elected Officers shall take office at the close of the meeting at which they are elected and the term of office shall be one year, or until respective successors assume office. A Trustee may serve no more than six consecutive terms in the same office.

3.5 Vacancies. In the event that one of the offices becomes vacant, the Governance Committee will present to the Board an interim Officer to fill the office for the unexpired portion of the term. Interim officers shall be elected by a majority of the voting Trustees present at any regular or special meeting of the Board.

ARTICLE 4 – Meetings

4.1 Number and Schedule. The Board shall meet at least nine times during the school year, and as needed over the summer. An annual meeting of the Board shall be held at the meeting of the Board that is regularly scheduled for October of each year, or at any other time that the Board shall designate.

4.2 Special Meetings. Special meetings of the Board may be called by the Chair or by a majority of the Board filing a written request for such a meeting with the Chair.

4.3 Quorum. One-half of the voting Trustees then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board.

4.4 Open meeting law. All meetings shall comply with MGL Chapter 30a Section 11a1/2, the law pertaining to the open meetings of governmental bodies. All meetings shall be open to the public except when Executive Session is allowed by State Law.

4.5 Notice. At least 48 hours before every Board meeting notice must be posted with the Secretary of the Commonwealth and in the School office and given to each Trustee. This notice shall include the time, date, and location of the meeting. Public notice requirement of regular meetings may also be satisfied by posting a yearly schedule of meetings in the School office and mailing a schedule to the Secretary of State, as long as the Board actually meets at the scheduled times. Notices to Trustees must also include the agenda. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting also shall constitute a waiver of notice of such meeting.

4.6 Records. The Board will maintain a record of every meeting including the date, time and location of the meeting, the members present or absent, and all action taken at the meeting, including formal votes taken. The Board must adopt records of meetings at a subsequent meeting.

4.7 Actions. Unless otherwise specified in these bylaws, a majority of those voting at any meeting shall be required to take action. If no quorum is present, issues may be discussed but no votes taken.

4.8 Participation. Trustees must physically attend a meeting in order to vote or be counted as part of a quorum. Proxies or designating alternates to attend a meeting are not allowed, nor is participation by telephone or videoconferencing.

ARTICLE 5 – Staff

5.1 Principal. The Board is responsible for appointing a Principal who, in accordance with the School’s charter and the policies established from time to time by the Board, shall be the chief executive officer of the School and supervise and control all of the business and affairs of the School. The Principal shall appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of all agents and employees of the School. In the event of the absence of the Principal or his or her disability to act, the Board will appoint an Interim Principal. The Board is also responsible for working collaboratively with the Principal and conducting an annual evaluation of the Principal’s performance.

ARTICLE 6 – Committees

6.1 Committees. The Board shall establish committees as it may deem necessary. The purpose and particular powers, duration, and composition of each committee and its duration shall be approved by a vote of the Board. All committee meetings shall be conducted in accordance with Open Meeting Law, and a record kept of those meetings.

6.2 Membership. The Chair shall appoint members to committees of the Board. Committees may be composed of Trustees or community members, or both.

6.3 Standing Committees. The Board shall establish the following standing committees:

- (a) Finance Committee, which shall have oversight of the School’s financial affairs and work with the Principal to develop the annual budget.
- (b) Governance Committee, which shall identify, recruit, and nominate persons to serve as Community Trustees and Board Officers; provide ongoing orientation to Trustees, and present to the Board any suggested changes to the charter or bylaws.

ARTICLE 7 – Fiscal Year

7.1 Fiscal Year. The fiscal year of the School Board of Trustees shall begin on July 1 of each calendar year and terminate on June 30 of the following year.

ARTICLE 8 – Compensation and Liability

8.1 Compensation. No Trustee or Officer shall receive any compensation for services rendered as a Trustee or Officer. A Trustee may, if authorized by the Board, be reimbursed for necessary expenses reasonably incurred in the performance of duties as a Trustee or officer.

8.2 Personal Liability. The Trustees and Officers of the School shall not be personally liable for any debt, liability or obligation of the School. All persons, corporation or other entities extending credit to, contracting with, or having any claim against the School may look only to the funds and property of the School for the payment of any such contract or claim, or of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the School.

8.3 Indemnification. To the full extent permitted under the laws of the Commonwealth of Massachusetts, the School shall defend, indemnify and hold harmless its currently acting and former Trustees, except in cases of fraud, gross negligence, intentional malfeasance or willful misconduct.

ARTICLE 9 – Bylaws

9.1 Bylaws. These Bylaws shall become effective upon adoption by the Board.

9.2 Amendments. These Bylaws may be amended by a two-thirds vote of the voting Trustees present at any meeting of the Board, provided that notice of the proposed amendments, together with a copy thereof, is provided to each Trustee at least seven days prior to the meeting at which the amendment is to be considered. Amendments to these Bylaws shall become effective upon adoption by the Board contingent upon approval by the Department of Education.

Passed by a unanimous vote of the Parker Board of Trustees, 8/29/05