
MAXINE GIARDINA CHARTER SCHOOL, INC.

BYLAWS

*Updated Edition
With Alterations To
Article II, Sections A, B, D, F, H
Article V, Sections A, B, C, D, F
Article VI, Sections A, B, G
Article VII, Sections B, E*

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Article I

Articles of Incorporation

The Name, Purposes, Limitations, Duration, and Board of Directors of the Maxine Giardina Charter School, Inc. are stated in the Articles of Incorporation.

Article II

Offices and Facilities

Section A

The principal office of Maxine Giardina Charter School, Inc. shall be located in Thibodaux, Louisiana.

Section B (Amendment; Use of School Facilities; Adopted 6 March 2008)

The MAX Charter School Board believes the functions of school buildings and grounds shall be to accommodate approved school programs for students and to assist in meeting community needs.

Use of school buildings by the community shall be considered a secondary function and shall be scheduled at times which do not interfere with regular school activities. Non-profit civic, religious, governmental, school, and any other Board-approved organizations and groups may use school facilities.

The use of school facilities by individuals or groups shall be based on a properly documented application and governed by a signed lease agreement between the individual or group and the Board. The lease agreement shall contain, but not be limited to, the following:

- Proof of non-profit status, including corporate charter number and exemption or permit number issued by the State of Louisiana/Secretary of State or the Internal Revenue Service;
- A "hold harmless" statement having the effect of holding the Board free from any liability that may arise while the facilities are in use;
- A statement requiring any person or group leasing the school facilities to purchase liability insurance identifying the Board as an additional insured and a certificate verifying the purchase of such insurance shall be presented to the Board along with the signed lease agreement prior to use of the facilities;
- A statement that the individual or group lessee shall assume all responsibility for damages and/or maintenance expenses invested in the building, directly or indirectly resulting from lessee's use;

- A statement verifying that the individual or group lessee will provide proper security at the expense of the contracting party.

The request for the use of school facilities by individuals or groups should be presented to the Principal/Director of the MAX School who in turn will inform the appropriate Building and Sites representative who in turn will bring the request to the Board for consideration.

The Board shall direct the Principal/Director to maintain appropriate administrative regulations and procedures governing the use of school facilities, which shall include fees to be charged (if any) and appropriate amounts of liability insurance coverage. The minimum liability coverage shall be one million dollars (\$1,000,000.00.) However, the Board reserves the right to request higher limits of liability or coverage in the event that the proposed use of facility creates additional exposure to the Board.

The Board reserves the right to refuse any request to use facilities which

- Concerns any activities prohibited by federal, state, and/or Board policies
- Is made by any persons or organizations which have failed to follow procedures developed by the Principal/Director or his/her designee, or
- Is considered in any way contrary to the best interests of the MAX School.

The Board shall prohibit the use of any facility under its governance for the purpose of partisan political activities.

Damage Deposit:

Organizations or groups must establish financial responsibility when making any application or pay a damage deposit fee of \$500.00. The deposit will be returned if not used.

- The application will include a clause binding the organization or group for the payment for the repair of any damage to school property and for equipment lost or damaged; and, if a building is not left in an acceptable condition, for the payment for the labor necessary to restore it to an orderly condition.
- The Principal/Director will bill the organization or group for any damages incurred, and the check must be made payable to The MAX Charter School.

Waiver:

The Board, at its discretion, reserves the right to alter or eliminate this fee.

Article III

Structure

Section A

The Corporation shall be a membership organization whose members are the Board of Directors of The MAX Charter School.

Section B

The Corporation shall be organized on a non-stock basis.

Article IV

Board of Directors

Section A

The Board of Directors of The MAX Charter School shall serve as the Ex-Officio members of Maxine Giardina Charter School, Inc. Subject to the limitations contained within the provisions of the Louisiana Non-Profit Corporation Law (LA R.S. 12:201 et seq., the Articles of Incorporation, these Bylaws, and all policies established by the Corporation's Board of Directors shall set the policies of the Corporation, shall supervise, manage, and control the affairs and activities of the Corporation, and may adopt positions on issues of substance related to the purposes of the Corporation. All powers of this Corporation shall be exercised by, or under the authority of the Board of Directors.

Section B

The number of Directors to be set by the Board of Directors shall be no less than seven (7) and no greater than thirteen (13), the total number to include four (4) ex-officio Directors. The Board of Directors may choose to have ex-officio Directors serve as either voting or non-voting members of the Board.

Section C

The incorporators of the Corporation shall elect the initial Board of Directors. A Board member shall serve until he or she resigns, is removed, or otherwise is disqualified to serve, or until his or her successor is elected. A Board member may be removed for cause by a vote of 2/3 of the Board of Directors then serving if in their judgment the best interests of the Corporation would be served thereby.

Section D

The following shall serve as ex-officio Directors on the Board: the Director of the Louisiana Center for Dyslexia and Related Learning Disorders (voting); the Dean of the Nicholls State University College of Education or his or her designee (voting); two representatives of the Board-sanctioned parent school association elected by the association. Should the Dean of the College of Education choose to appoint a designee, the Dean shall provide written notice to the president of the Board. These ex-officio Directors do not have to be ratified by a vote of the Board, nor does there need

to be a formal resignation of a previous ex-officio Director before a subsequent ex-officio Director begins his or her service.

Section E

Vacancies on the Board and new positions created by increasing the numbers of Directors shall be filled by the majority vote of the Directors then in office at a regular or special meeting called for that purpose. If such vacancies or increases occur on the Board, the Board of Directors may at its sole discretion request from members of the Corporation, parents, faculty, staff, or other parties who might have an interest in the Corporation names of people to fill the vacancy. The Board will not be obligated to fill the vacancy from names derived from said request.

Section F

Any Board member may resign at any given time by notifying the Board President, Board Chair, or Secretary in writing. Such resignation shall take effect on the date of receipt of such notice or at any other time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section G

Board members shall not receive any salaries or fees for their services as Directors, provided, however, that, to the extent permitted by law, nothing herein contained shall be construed to preclude any Board member from serving the Corporation in any capacity and receiving compensation therefore or from being reimbursed for ordinary and necessary expenses that he or she may incur in transacting business on behalf of the Corporation.

Section H

To the fullest extent permitted by law, the Corporation shall indemnify its Board members and Officers and or former Board members and Officers against judgments and fines and amounts paid in settlements, costs, and expenses actually and necessarily incurred by him or her in connection with the defense of any pending or threatened action, suit, or proceeding in which he or she is or may be made a party by reason of having been a Board member or Officer, for acts or omissions committed within the scope of activity as a Board member or Officer, provided that the Board of Directors determines that the person or persons to be indemnified reasonably believed that he or she was acting in the best interests of the Corporation, and did not act willfully, with gross negligence, or with fraudulent or criminal intent.

Article V

Officers of the Board

Section A

The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The Corporation may also have, at the discretion of the Board of Directors, such other Officers and Coordinators as may be appointed by the Board of Directors.

Section B

The Officers shall be elected by the Board of Directors and each shall hold office until he or she resigns, is removed, or otherwise is disqualified to serve, or until his or her successor is elected. Vacancies may be or new offices created and filled, at any meeting of the Board of Directors, by a majority vote of the Board of Directors.

Section C

Any Officer may resign his or her office at any time by notifying the President, Board Chair, or Secretary in writing. Such resignation shall take effect on the date of receipt of such notice or at any time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. An Officer may be removed at any time, for cause, by a vote of two-thirds (2/3) of the Board of Directors then serving, if in their judgment the best interests of the Corporation would be served thereby.

Section D

The President of the Board of Directors shall, if present, preside at all meetings of the Board and shall exercise and perform such other powers and duties as may be assigned to him or her from time to time by the Board or prescribed by these Bylaws.

At the discretion of the President, a Board Chair may be designated to conduct regular meetings of the Board and to facilitate other administrative duties as deemed necessary by the President. The Chair shall be approved by a majority vote of the Board.

Section E

The Vice President shall, in the absence of the President and Chair, preside at meetings of the board and shall exercise and perform such other powers and duties as may be assigned to him or her from time to time by the Board or prescribed by these Bylaws.

Section F

The Secretary shall keep on behalf of the Corporation a book of minutes of all meetings of the Board of Directors and any committees having the authority of the Board of Directors, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present, and the proceedings thereof. The Secretary shall also see that all notices are duly given in accordance with these Bylaws or as required by law. The Secretary may direct that all or some of the foregoing responsibilities be carried out by a qualified member of the staff or the Corporation. The Secretary shall be the custodian of the Corporate records of the Corporation.

Section G

The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Corporation, and an account of its cash and other assets, if any. Such books of account shall at reasonable times be open to inspection as required by law.

Article VI

Meetings of the Board

Section A

The Board of Directors shall meet monthly at such time as shall be determined by the Board.

All Board members shall be entitled to submit to the Secretary or his or her designee issues that he or she wishes the Board to address at the upcoming meeting. Such requests shall become part of the agenda of the next meeting and shall be listed under "New Board Business." Board members shall notify in writing the Secretary or his or her designee of these agenda items at least five working days before the next scheduled meeting of the Board. The Secretary or his or her designee shall send a copy of the agenda in a timely manner to all Board members before the next scheduled meeting of the Board. Issues outside of this agenda may not be raised at the meeting. At any meeting, any Board member may request new issues to be placed immediately on the agenda for the next regularly-scheduled meeting of the Board.

Members of the public who wish to have an item placed on the agenda for an upcoming meeting of the Board shall follow the above timelines. The Secretary or his or her designee shall place the subject of such items and the name of the person making the request on the agenda in the section of the agenda titled "Public Comment." The officer presiding at the meeting shall determine what time limitations are appropriate for such public addresses based on the subject of the discussion. Members of the public who are present at Board meetings but who do not have items on the agenda may request permission to address the Board, but such requests to deviate from the agenda must be approved by a 2/3 vote of Board members present.

Section B (As Altered and Adopted May 5, 2008)

Special meetings of the MAX Charter School Board of Directors may be called at the discretion of the President or Chair of the Board. Only such items of business may be taken up for consideration at special meetings of the Board as have been named in the call for the special meeting, unless authorized by a two-thirds (2/3) vote of the membership.

A notice of special meetings, either oral, verbal, electronic, or by domicile service, giving the time, place, and agenda of the meeting, shall be provided each Board member by the Secretary of the Board at least twenty-four (24) hours before the hour of the meeting. Notices of special meetings shall also be posted on the official public website of the MAX Charter School.

Section C

Not less than one-half (1/2) of the voting Board members currently serving shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section D

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, except where these Bylaws require decisions by a majority or more of the Directors presently serving.

Section E

Any meeting of the Board of Directors, regular or special, or any committee meeting of the Board, whether or not a quorum is present, may be adjourned by a majority vote of the Directors present, but in the absence of a quorum, no other business may be transacted at such meeting.

Section F

Notice of the time and place of the holding of an adjourned meeting shall be given to absent Directors as soon as feasible if the time and place is fixed at the meeting adjourned.

Section G (Amendment; Voting Method at Board Meetings; Adopted 6 March 2008)

An affirmative vote of a simple majority of the members present and voting shall be necessary for the passage of any motion, except in such instances as the law or other policies of the Board may require a larger vote. Every member present, including the Chair or President, shall be entitled to one vote.

A member of the Board may abstain from voting on an issue before the Board, whereby his/her vote shall be counted neither for nor against the issue voted upon. In such cases the Board member shall state that he or she abstains from voting, and the minutes shall reflect the member's abstention.

All voting shall be in person by voice, roll call, or electronically; a roll call vote may be requested by any member and/or ordered by the Chair or President, with the vote of each member recorded in the minutes. On all votes, the name of each voting "nay" shall be recorded in the minutes.

There shall be no representation by proxy by any member at any meeting of the Board, including committee meetings.

Reconsideration of action shall be according to *Robert's Rules of Order, Newly Revised*, with the exception that matters voted on by the Board shall not be brought up for reconsideration within a thirty (30)-day period except by a *two-thirds* ($\frac{2}{3}$) vote of the Board.

No action shall be taken by the Board except as taken above at a properly called regular or special meeting.

Section H (Amendment; Executive Sessions; Adopted 7 February 2008)

The MAX School Board shall be authorized to hold executive sessions upon an affirmative vote, taken at an open meeting for which notice has been given in accordance with state law, of two-thirds (2/3) of the members present. The vote of each member on the question of holding an executive session and the reason for holding such an executive session shall be recorded and entered into the minutes of the meeting.

Such executive sessions shall be restricted only to matters allowed to be exempted from discussion at open meetings. No final or binding action shall be taken at such a closed meeting, nor shall such closed meetings be used as a subterfuge to defeat the statutory intent for conducting executive sessions.

Only members of the Board and any other persons designated by the Board shall attend such executive sessions. All matters discussed in any closed meeting shall be regarded as confidential by all persons in attendance and shall not be divulged to the public.

Closed meetings may be held for the following reasons:

1. Discussion of the character, the professional competence, or the physical or mental health of a person-- provided that such person is notified in writing at least twenty-four (24) hours before the meeting and that such person may require that such discussion be held at an open meeting, and provided that an executive session shall not be used for discussion of the appointment of a person to the Board. In cases of extraordinary emergency, written notice to such person shall not be required; however, the Board shall give such notice as it deems appropriate and as circumstances permit.
2. Strategy sessions or negotiations with respect to litigation, when an open meeting would have a detrimental effect on the litigating position of the Board. Attached to the written public notice of the meeting shall be whether or not such matters will be discussed in an executive session. The notice shall indicate the following:
 - A statement identifying the court, case number, and the parties relative to any pending litigation to be considered at the meeting
 - A statement identifying the parties involved and reasonably identifying the subject matter of any prospective litigation for which formal written demand has been made that is to be considered at the meeting.

In cases of extraordinary emergency, such notice shall not be required; however, the Board shall give such notice of the meeting as it deems appropriate and as circumstances permit.

3. Discussion regarding the report, development, or course of action regarding security personnel, plans, or devices.
4. Investigative proceedings regarding allegations of misconduct.
5. Cases of extraordinary emergency, which shall be limited to natural disaster, threat of epidemic, civil disturbances, suppression of insurrections, or the repelling of invasions, or other matters of similar magnitude.
6. Discussion between the Board and individual students or the parents or tutors of such students, or both, who are within the jurisdiction of the respective school system, regarding problems of such students, their parents, or tutors. Such a discussion may be held in open meetings at the request of the student, parent, or tutor.
7. Strategic planning.
8. Any other matters now provided for or as may be provided for by the Legislature.

Louisiana statutes do not prohibit the removal of any person or persons who willfully disrupt a meeting to the extent that orderly conduct of the meeting is seriously compromised.

Article VII

Miscellaneous

Section A

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section B

The Corporation shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Board of Directors at all reasonable times during office hours. Bylaws shall also be posted on the official website of the school in a timely manner.

Section C

The fiscal year for the Corporation shall begin on the first day of July and end on the last day of June, unless otherwise determined by the Board of Directors.

Section D

The Corporation shall have the right to have an accountant.

Section E

The President or Chair of the Board may appoint at any time separate coordinators or ad hoc committees, task forces, or study groups to address subjects such as but not limited to audits, academic and employee issues, finances, grant activities, strategic planning, fundraising, nominating, or policy review. Such coordinators or committees may be on-going as deemed appropriate and shall be ratified by a simple majority vote of the Board. The agenda shall list as a separate item all on-going ad-hoc coordinators or committees.

The President or Chair may appoint individual Board members to coordinate such committees, or coordinators may be left to the discretion of the committee itself. All Coordinators shall make oral reports as deemed necessary or as required at regularly scheduled Board meetings. Ad hoc committees may be dissolved by a simple majority vote of the Board at such time as the committee or the Board feels business has been concluded.

Article VIII

Articles of Incorporation and Bylaws

Section A.

The Articles of Incorporation or these Bylaws may be altered, amended, or repealed by the vote of two-thirds majority of the Directors of the Corporation presently serving.

Adopted this 21st day of October, 2006. I certify that the foregoing Bylaws of Maxine Giardina Charter School, Inc. were approved and adopted by and on behalf of the Corporation by its Board of Directors and are currently in effect.

Date: _____, 2006 _____

Dianne Savoie
Secretary