

BYLAWS OF THE  
DISTRICT OF COLUMBIA  
PUBLIC CHARTER SCHOOL BOARD

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## By-Laws of the District of Columbia Public Charter School Board

The following are the By-laws (the "By-laws") of the District of Columbia Public Charter School Board (the "Board" or "DC PCSB") established by Section 22 14(a) of the District of Columbia School Reform Act of 1995 (such act as it may be modified or amended from time to time or any successor statute, the "Act").

### ARTICLE I

#### ESTABLISHMENT; AUTHORITY; DUTIES INTERPRETATION OF BY-LAWS

1.1 **Establishment.** The DC PCSB is established within the District of Columbia government pursuant to the Act.

1.2 **Authority.** The authority of DC PCSB shall be as set forth in the Act.

1.3 **Duties.** In general, PCSB shall have the authority to grant charters to applicants and renew, non-renew, or revoke such charters pursuant to the Act. In addition, PCSB shall have oversight responsibility that includes (a) monitoring the operations of each public charter school to which the eligible chartering authority has granted a charter; (b) ensuring that each such school complies with applicable laws and the provisions of the charter granted to such school; (c) monitoring the progress of each such school in meeting student academic achievement expectations specified in the charter granted to such school; and (d) any other responsibilities as outlined in the Act.

1.4 **Interpretation of By-laws.** All words, terms, and provisions of the By-laws shall be interpreted and defined by and in accordance with the Act.

### ARTICLE II

#### OFFICES

2.1 **Principal Office.** The principal office of the Board shall be at such place as the Board may designate, provided that the office will always be located in the District of Columbia. The Board may establish such other office or offices as may be necessary for the purpose of performing its duties and functions.

2.2 **Books and Records.** Except as otherwise provided for by resolution or as the business of the Board may require, the corporate seal and all books and records of the Board shall be kept at the principal office.

### ARTICLE III

#### MEMBERS

3.1 **Members.** DC PCSB shall consist of seven voting members, appointed by the Mayor, with the advice and consent of the DC City Council.

### 3.2 **Qualification of Members.**

(a) The DC PCSB Chair shall recommend to the Executive for appointment, members to serve on the Board so that a knowledge of each of the following areas is represented on the Board:

- (i) research about and experience in student learning, quality teaching, and evaluation of and accountability in successful schools;
- (ii) the operation of a financially sound enterprise including leadership and management techniques, as well as the budgeting and accounting skills critical to the startup of a successful enterprise;
- (iii) the educational, social, and economic development needs of the District of Columbia; and
- (iv) the needs and interests of students and parents in the District of Columbia, as well as methods of involving parents and other members of the community in individual schools.

(b) No person employed by the District of Columbia public schools or a public charter school shall be eligible to be a member of the Board.

3.3 **Terms.** The Members shall serve for terms of four years and shall be eligible to be reappointed for one four-year term beyond their initial term of appointment.

3.4 **Vacancies.** Vacancies in the Board shall be filled as follows:

(i) **Expiration of Term.** No later than 60 days before the expiration of the term of a Member, the DC PCSB Chair shall present to the Executive, with respect to each such impending vacancy, a list of individuals PCSB determines are qualified to serve on its Board, for his/her consideration for appointment.

(ii) **Other Than Expiration of Term.** Where a vacancy occurs in the Board for reasons other than the expiration of the term of a Member, the DC PCSB Chair shall notify the Executive as soon as practicable. The DC PCSB Chair, not later than 30 days after the vacancy occurs, shall present to the Executive a list of three individuals PCSB determines are qualified to serve on the Board. Any Member appointed to fill a vacancy occurring prior to the expiration of the term of a predecessor shall be appointed only for the remainder of the predecessor's term, and such service shall not be considered a "term" for the purpose of section 3.3.

3.5 **Removal.** Any Member absent from three consecutive, regularly scheduled meetings of the Board shall be notified by the DC PCSB Chair that his or her absence may lead to a recommendation of removal from the Board. The Board will consider an attendance rate of less than 50% for a Member over any 12 month period as cause to recommend removal of such Member by majority of the vote.

3.6 **Compensation.** The Members shall serve without pay, but may receive reimbursement for any reasonable and necessary expenses incurred by reason of service on the PCSB Board.

3.7 **Exemption from Liability.** The Board and any director, officer, employee, or volunteer of the Board, shall be immune from civil liability, both personally and professionally, for any act or omission within the scope of their official duties unless the act or omission: (a) constitutes gross negligence; (b) constitutes an intentional tort; or (c) is criminal in nature.

#### ARTICLE IV OFFICERS

4.1 **Chair.** The Members shall elect from among them one individual to serve as Chair. Such election shall be held (i) each year after Members have been appointed to fill any vacancies caused by the expiration of the terms of any previous Members, or (ii) upon a majority vote of the Members. The Chair shall chair the Executive Committee and shall be a member of all other committees of DC PCSB. The Chair shall call meetings of the Board and preside over such meetings. In the Chair's absence, the Vice Chair shall preside. The Chair shall designate the membership and chairmanship of all Board committees as are deemed necessary. If at any time, no Member has been elected to an officer position, the Chair may appoint any other Member to fulfill the duties of that officer position until such time as a Member has been elected to that officer position.

4.2 **Vice Chair.** The Members shall elect from among them one individual to serve as Vice Chair. Such election shall be held at the same time election of the Chair is held. The Vice Chair shall be elected for a term of one year. The Vice Chair shall have all powers and duties of the Chair in the absence of the Chair, except those designated by law to be performed only by the Chair, and shall perform such other duties as may be assigned by the Board, including assuming the responsibilities of the Secretary in his or her absence.

4.3 **Treasurer.** The Members shall elect from among them one individual to serve as Treasurer who shall hold that office for one year and until his or her respective successor has been duly selected. Such election shall be held at the same time election of the Chair is held. The Treasurer shall be elected for a term of one year. The Treasurer shall chair the Finance and Operations Committee and maintain reasonable oversight over and provides strategic direction to DC PCSB regarding finances and the annual audit.

4.4 **Secretary.** The Members shall elect from among them one individual to serve as Secretary who shall hold that office for one year and until their respective successor has been duly selected. Such election shall be held at the same time election of the Chair is held. The Secretary shall be elected for a term of one year. The Secretary shall be responsible for reviewing the minutes of each Board meeting, moving any amendments necessary to correct errors in the minutes, moving amendments for approval of the minutes, and signing the minutes of each Board meeting, certifying their accuracy. In the absence of a Secretary, the Vice Chair shall assume those responsibilities.

4.5 **Officer Election.** No member shall hold more than one office at any given time.

4.6 **Executive Director.** The Executive Director shall serve on the DC PCSB Board as an ex officio, non-voting member. He or she shall not be eligible to chair any committee.

4.7 **Removal of Officer.** Any officer of the Board may be removed as an officer by a majority vote of the Members. If an officer is no longer a Member of the Board for any reason, such officer shall cease to hold his or her office.

4.8 **Vacancies.** A vacancy in an office shall occur upon the death, resignation, disqualification, removal or expiration of the term of that officer. Any vacancy occurring for any reason shall be filled by a vote of a majority of the Members.

## ARTICLE V MEETINGS

5.1 **Regular Meetings.** Regular meetings of DC PCSB shall be at least 11 times per year, held on the third Monday of the month, except when deemed necessary by the Chair, in which case the meeting for that month will be held at a date and time determined by the Board Chair.

5.2 **Emergency Meetings.** Emergency meetings may be called at the request of a majority of the Members or (i) at the discretion of the Chair or (ii) at the request of the Executive Director, with a quorum approval and present, and shall be noticed and held in accordance with the Open Meetings Act.

5.3 **Place of Meetings.** The Board may hold its meetings at the principal office of the Board or at such other place as may be determined by the Chair and publically noticed in accordance with the Open Meetings Act.

5.4 **Time of Meetings.** The meetings of the Board shall be held at the call of the Chair.

5.5 **Quorum.** A majority of the Members, not including any positions that may be vacant, shall constitute a quorum. An act by a majority of Members present at any meeting at which there is a quorum shall be the act of the Board.

5.6 **Conduct of Meetings.** Meetings of the Board shall be presided over by the Chair of the Board, or, if no such person has been so designated or, in his or her absence, the Vice Chair, or in his or her absence, by a Chairperson chosen by a majority of the Members present at the meeting.

5.7 **Participation in Meetings.** All votes by Members on all matters shall be taken by roll call. Board members who will not be in attendance at the meeting may vote by written proxy provided in advance to the Board Chair; provided however that the Board Member(s) voting by proxy shall provide a signed written proxy for his or her position on each matter to be voted on no less than 3 calendar days before the scheduled meeting except in cases of emergency and shall not be considered when determining a quorum.

5.8 **Minutes and Recording of Meetings.** All meetings of the Board will be live-streamed on DC PCSB’s website, and archived and accessible to the public in accordance with the Open Meetings Act. Minutes of every meeting will be available to the public and archived on DC PCSB’s website in accordance with the Open Meetings Act.

ARTICLE VI  
COMMITTEES

6.1 **Executive Committee.** There shall be an Executive Committee composed of the Chair, the Vice Chair, and one other member as designated by the Chair.

6.2 **Finance and Operations Committee.** There shall be a Finance Committee composed of the Treasurer, who shall chair this committee, and no more than three other Members as designated by the Chair.

6.3 **Governance Committee.** There shall be a Governance Committee composed of no more than three Members as designated by the Chair.

6.4 **Other Committees.** The Chair may designate any other standing or special committees for specific purposes and designate the members thereof. The chair shall be a member of each standing or special committee. No committee is authorized to take any official action on behalf of the Board unless specifically authorized by a majority vote of the Board.

6.5 **Meetings.** The Committees shall hold meetings on an “as-needed” basis, provided that such meetings do not conflict with any scheduled DC PCSB meetings.

ARTICLE VII  
PERSONNEL

7.1 **Personnel Authority.** Subject to such rules as may be made by the Board, the Chair shall have the power to appoint, terminate, and fix the pay of an Executive Director and such other personnel of the Board as the Chair considers necessary and in accordance with the Act. Subject to the supervision and control of the Board, the Executive Director shall have general supervision and direction of the business affairs of the Board, including personnel matters, and such other powers and duties as may be delegated by the Board.

7.2 **Residency Requirement of Personnel.** The Executive Director shall be a District resident throughout his or her term and failure to maintain District residency shall result in a forfeiture of the position.

7.3 **Employment.** No person employed by the District of Columbia Public Schools or a public charter school shall be eligible to be a member of the Board or to be employed by the Board.

7.4 **Special Provision.** The Board may use the services, personnel, and facilities of the District of Columbia to conduct board business.

7.5 **Exemption from Liability.** Officers and employees of the Board shall be immune from liability for any act or omission within the scope of their official duties in accordance with the terms of the Act.

## ARTICLE VIII MISCELLANEOUS

8.1 **Audit.** The Board shall maintain its accounts according to Generally Accepted Accounting Principles. The Board shall provide for an audit of the financial statements of the Board by an independent certified public accountant in accordance with Government auditing standards for financial audits issued by the Comptroller General of the United States. The Board shall forward the findings and recommendations of any such audit to the Mayor, the Council, and the Office of the Chief Financial Officer of the District of Columbia.

8.2 **Fiscal Year.** The fiscal year of the Board shall end on September 30 of each year.

8.3 **Annual Report.** The Board shall issue an annual report on or before July 30 of each year in accordance with the Act.

8.4 **Monies of the Board.** The Board shall invest the funds of the Board in a manner consistent with sound business practice, subject to the restrictions contained in the Act and any other applicable provision of law.

8.5 **Corporate Seal.** A seal with the words "District of Columbia Public Charter School Board" upon it shall be the corporate seal of the Board. Such seal may be used by causing it to be impressed upon, affixed to, or reproduced on any document or other writing. It shall not be necessary to the validity of any instrument executed by any authorized Member or officer of the Board that the execution of such instrument be evidenced by the corporate seal, and all documents, instruments, contracts, and writings of all kinds signed on behalf of the Board by any authorized Member or officer shall be as effectual and binding on the Board without the corporate seal, as if the execution of the same had been evidenced by affixing the corporate seal thereto. The Board may give general authority to any Member or officer to affix the seal of the Board and to attest the affixing by signature.

ARTICLE IX  
INDEMNIFICATION

9.1 **Indemnification.** Unless otherwise prohibited by applicable law, DC PCSB does hereby indemnify (a) each Member, officer, and employee and (b) each former Member, officer, and employee of DC PCSB and (c) each individual who serves or served as an independent contractor with the DC PCSB Board, against any and all expenses (including but not limited to attorney's fees), liabilities, judgments, fines, and amounts paid in settlement actually and reasonably incurred by or imposed upon him or her in connection with or arising out of any threatened, pending or complete claim, investigation, action, suit, proceeding, issue, or matter of whatever nature (whether civil, criminal, legislative, administrative, or investigative, including appeals) in which such Member, officer, or employee may be or is involved as a party as a result of such Member's, officer's, or employee's service as a Member, officer, or employee or any actions pursuant to a request by the DC PCSB; subject to the limitation, however, that there shall be no indemnification in relation to any matter in which any such Member, officer, or employee shall be adjudged guilty of a criminal offense or liable for damages arising out of such actions not protected under the Act. The right to indemnification accorded by this Section shall not limit any other right to indemnification to which the Member, officer, or employee may be entitled. Any rights hereunder shall inure to the benefit of the heirs, executors, and administrators of any Member, officer, or employee of DC PCSB.

9.2 **Insurance.** The DC PCSB Board shall purchase and maintain directors and officers liability insurance in such amount and subject to such conditions as the DC PCSB Board approves by resolution.

9.3 **Indemnification Provisions Deemed to Constitute a Contract.** In consideration of any person who served as or is serving as a Member, officer, or employee of DC PCSB, the indemnification provisions contained in Section 9.1 hereof shall be deemed to be and shall constitute a contract between the DC PCSB Board and any such person who served as or is serving as a Member, officer, or employee of DC PCSB.

ARTICLE X  
AMENDMENT OF BY-LAWS

10.1 **Amendments.** The By-laws may be altered, amended, or repealed, or new By-laws may be adopted, by the DC PCSB Board at any meeting after fifteen days' prior written notice to each Member; provided further, that no alteration, amendment, or repeal may be made, or new By-laws adopted in contravention of the Act or any other applicable provision of law.

ARTICLE XI  
CONFLICTS OF INTEREST

11.1 **Conflict of Interest and Gift Acceptance.** As District of Columbia employees for these purposes, Members shall abide by District law and the District's Code of Conduct regarding conflict of interest and gift giving and receiving.

11.2 **Procedure for Disclosing and Addressing Conflicts of Interest.** A Board Member who, in the discharge of his or her official duties, would be required to take an action or make a decision that would result in an actual or apparent conflict of interest shall:

- (a) Fully disclose the nature of the matter requiring action or decision and the conflict of interest in writing.
- (b) Recuse himself or herself from any discussion of, debate on, or actions related to the matter.
- (c) Not vote on the matter.
- (d) Provide copies of the written statement to the Chair of the DC PCSB Board. and to the District of Columbia Board of Elections and Ethics.

By January 31 of each calendar year, each DC PCSB Board member will complete and return to the DC PCSB Ethics Officer (the General Counsel) the DC PCSB Ethics form indicating which schools he or she shall recuse him or herself from discussion and/or vote on all matters. By May 15 of each calendar year, each DC PCSB Board member shall complete and file with the Board of Ethics and Accountability for the District of Columbia a public financial disclosure form, or any other such form as may be required by that office or its successor.

To ensure maximum levels of transparency and impartiality, in addition to following the disclosure and recusal procedures noted above, DC PCSB Members shall refrain from participating in, providing advice on, or representing any parties on, matters pending before, or which are likely to come before, the DC PCSB Board while they are performing work on behalf of their employer or a non-Board party. To the extent that an employer or non-DC PCSB Board party should call on, or seek the assistance of, a DC PCSB Member for such a purpose, the DC PCSB Member shall formally, and in writing, present a recusal letter to that employer or non-DC PCSB Board party, with a copy provided to the Chair of the Board.