

# NOWELL

A C A D E M Y



Sheila “Skip” Nowell Leadership Academy

Board of Directors

*Bylaws*

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## **ARTICLE 1 - NAME, MISSION, AND FUNCTION**

### 1.1. Name.

Sheila “Skip” Nowell Leadership Academy (hereinafter referred to as “Nowell”).

### 1.2. Mission.

The mission of Nowell is to ensure that Rhode Island’s parenting and underserved youth graduate from high school with the knowledge, skills and support they need to be prepared for success in college, career and family life. Through the provision of a holistic educational program that includes: wrap-around supportive services; affordable and accessible on-site day care; flexible and individualized in-school hours; and specialized accessibility to colleges, universities and post-secondary job training programs, graduates of Nowell will be prepared to become productive citizens, workers and lifelong learners, empowered and financially independent individuals as the heads of strong and stable families.

### 1.3. Organization.

Nowell is a charitable organization and at all times and within such purposes, shall operate exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Nowell is a nonprofit, organized under Chapter 7-6 of the [Rhode Island Statute, Title 7 Corporations, Associations and Partnerships](#).

Nowell may not take any action prohibited by the laws of Rhode Island. Nowell may not engage in any activities that do not further the Mission or its purposes as set forth in the Articles of Incorporation and these Bylaws. Nowell may not take any action that would be inconsistent with the requirements for an exemption under Section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures.

## ARTICLE 2 - BOARD OF DIRECTORS

### 2.1. General Powers and Number.

- a) Management. The business, property, and affairs of the Nowell shall be managed by its Board of Directors ("Board")
- b) Number. There shall be a minimum of twelve (12) Directors of the Board. The Directors shall be elected in accordance with the procedures hereinafter set forth (hereinafter sometimes called elected Directors). Additionally, to ensure that the Board represents the Nowell community a current or past parent will be invited to sit on the board and who shall have full voting rights. The Board shall also invite a non-voting student representative, chosen by the school community, to attend meetings and provide student voice and perspective.

### 2.2. Job Description and Responsibilities.

- a) Description. Nowell seeks to engage passionate and highly skilled members of the community to serve as members of its Board of Directors. Membership is a unique volunteer opportunity to join the governing board of a forward-thinking charter school serving some of Rhode Island's hardest working and neediest young adults.  
Board members are mission-driven, flexible, creative and passionate about the success of all students at Nowell. Board members are expected to be strong advocates of Nowell's mission and to advocate and support the students, educators, and leadership of Nowell.
- b) Responsibilities. The responsibility for carrying on the work of Nowell shall be delegated to the Board of Directors of Nowell in conjunction with the Executive Director. Major responsibilities of the Nowell Board of Directors include: (a) determining and approving Nowell's overall direction and key aims and ensuring their alignment with Nowell's mission; (b) monitoring the organization's overall fiscal condition, programmatic operations, public relations, and compliance with relevant Federal and State laws and regulations; (c) developing and carrying out recommendations as necessary to set policy and sustain the organization's ability to forward the Nowell mission; (d) approving major contracts and grants; (e) serving as public figure and advocate for the organization; and (f) hiring and annually evaluating the executive director.
- c) Primary Responsibilities for all Board members include:
  - i. Prepare for, attend, and participate in all scheduled meetings:
    - (a) Attend new member orientation sessions;
    - (b) Participate fully in one or more committees;
    - (c) Attend annual Board retreat and other professional development opportunities necessary to fulfill the state requirement of six (6) hours annually of professional development for all non-profit board members ([RI Gen L § 16-2-5.1 \(2013\)](#)); and
  - ii) Support Nowell's fiscal and academic health:
    - (a) Review monthly finance reports and ensure the overall financial health of Nowell, including the continuance of its nonprofit status and its compliance with federal and state requirements;
    - (b) Authorize contracts, including annual hiring and nonrenewal of staff;

- (c) Oversee Nowell's academic program and outcomes; and
- iii) Support & advocate for the Nowell organization:
  - (a) Support & advocate for Nowell's mission;
  - (b) Serve as advocates and ambassadors for the organization;
  - (c) Leverage connections, networks, and resources to raise funds, build a donor base, and support the political and community visibility of Nowell's achievements;
  - (d) Give a meaningful annual personal financial donation to meet expectations or requirements of donors and grantors; and
- iv) Other duties identified as necessary to support the progress of the school.

### 2.3. Nominations.

Procedures for nomination of elected Directors shall assure a Board of Directors that is representative of the diverse communities served by Nowell and that will represent the skills and knowledge needed to support the mission of Nowell.

### 2.4. Election, Term of Office, Vacancies.

- a) Election. When possible, one-third (1/3) of the entire number of the Board of Directors, exclusive of ex-officio Directors, shall be elected or appointed annually, as the case may be, in order to preserve the mix of elected Directors and appointed Directors.
- b) Term of Office. Each Director's term of office shall be three (3) years. Each Director shall serve until his or her term expires and his or her successor is elected or appointed, as the case may be, or until his or her earlier resignation or removal. The date of the Board meeting subsequent to the election or appointment, as the case may be, shall be the date on which the term of office begins and expires. No Director may serve more than two (2) full terms in succession unless exception is made according to the following provisions:
  - i. When re-nomination to the Board of Directors is requested by the Nominating Committee of the Board, in order that the Director serving two (2) full terms previously may be nominated as Chairperson or Chairperson-Elect of Nowell;
  - ii. To extend the term of a Chairperson by nominating her to fill a vacancy for not more than two (2) years of an unexpired term when unusual circumstances require continuity in the office of a Chairperson.
- c) Vacancies. The Board will fill any vacancies occurring in the interim between annual elections from nominations made by the Board's Nominating Committee in the case of an elected member of the Board of Directors. The person appointed to fill such a vacancy shall serve the remainder of the term and then be eligible for nomination and election for two (2) succeeding full terms in the case of an elected Director.

### 2.5. Removal.

Any Director may be removed by two-thirds (2/3) vote of the Board of Directors with or without cause. In addition, the Board of Directors may remove a Director who is absent without excuse from three (3) Directors meetings by majority vote of the Directors present at a Director's

meeting when a quorum exists. When a Director is removed, his or her successor shall be elected or appointed according to Section 2.4 above to complete the term of her predecessor.

## 2.6. Conflict of Interest.

In the event a contract or transaction comes before the Board of Directors in which a member of the Board has a conflict of interest, (who, in the discharge of his or her official duties, is or may be required to take an action, make a decision, or refrain therefrom that will or can reasonably be expected to directly result in an economic benefit to the person, or spouse (if not estranged), or any dependent child of the person, or business associate or any business by which the person is employed or which the person represents) in said contract or transaction, that member shall recuse themselves from all participation in the discussion as well as the vote in said contract or transaction. Nothing contained herein shall prevent Nowell from entering into such transaction or contract provided all elected Board members who have a conflict of interest in the contract or transaction have recused themselves from both discussion and the vote.

Such a recused Director shall be counted in determining whether a quorum is present but not be counted as voting upon the contract or transaction in calculating the majority of such quorum necessary to carry such vote.

All Directors and Officers of Nowell shall be subject to the Rhode Island Code of Ethics ([RIGL 36-14-1 et seq.](#)), and shall be required to fill out the annual financial disclosure statement as required by the RI Ethics Commission.

## 2.7. Salaries and Expenses.

No Director shall receive a salary or other compensation by reason of the fact that he or she is a Director, but shall be entitled to reimbursement of reasonable expenses for travel, which shall be budgeted and paid by Nowell.

## 2.8. Resignations.

A Director may resign at any time by sending a letter to the Chairperson. The Chairperson will notify the Board of the resignation. The resignation is effective upon its receipt by the Chairperson or a subsequent time as set forth in the notice of resignation.

**ARTICLE 3 - QUALIFICATIONS AND RESPONSIBILITIES FOR OFFICERS,  
GOVERNANCE COMMITTEE, AND STANDING COMMITTEES**

3.1. Committees of the Board of Directors.

There shall be such standing and special committees of the Board of Directors as are required to carry on its work. All standing committees are established by the Board of Directors. The chairpersons of all standing committees of the Board of Directors shall be Directors. The members of the committee, which may include non-directors, are responsible for ensuring that minutes of the meetings are kept and posted and that all relevant work and decisions completed by the committee is shared with the board at the next scheduled board meeting.

3.2. Committee Membership.

Directors, Officers, and other people serving on the Governance Committee and other standing committees shall be individuals who have consented to acceptance of responsibility to further the achievement of the Mission of Nowell. Those responsibilities are further described in Article 6 below.

3.3. Duties of Officers and Committee Members and Committee Chairs

- a) Officers of the Board (Vice-Chair, Secretary, Treasurer) may have other duties as assigned by the Chair. (See Articles 5 and 6 below)

## **ARTICLE 4 - MEETINGS, AGENDA, NOTICE, QUORUM, VOTING**

### 4.1. Meetings.

- a) Annual Meeting. The annual meeting of the Board may be held at such place, at such time as the Board of Directors may determine. The annual meeting may be for the purpose of: (a) receiving annual reports of the Board of Directors, Officers, and various committees; (b) announcing results of elections of Board of Directors; (c) receiving and approving financial statements showing the financial position of Nowell as of the close of its most recent complete fiscal year and the results of operations during such year; and, (d) transacting such other business, such as strategic planning, as may come before the meeting.
- b) Other Regular Meetings. In addition to the annual meeting, the Directors will have such other regular meetings as may be established by resolution of the Board of Directors. Each regular meeting shall be held at such place as the Chairperson or the Board of Directors may specify.

The Board of Directors shall give written notice of the annual meeting and regular meetings prior to the July meeting. Regular meetings of the Board of Directors shall be held at least ten (10) times a year at such time and place as the Board of Directors may designate. Notice of any meeting to the public shall include the date, time, and place of the meeting and a statement or agenda specifying the nature of business to be conducted at the meeting. Such notice shall also comply with the requirements regarding the posting and notice of meetings to the public, pursuant to the Rhode Island Open Meetings Act, [RIGL 42-46-6](#), *et seq.*

- c) Special Meetings. Special meetings of the Board may be called by the Chairperson or at least 20% of the Directors. Notice of any meeting to the public shall include the date, time, and place of the meeting and a statement or agenda specifying the nature of business to be conducted at the Special Meeting. Such notice shall also comply with the requirements regarding the posting and notice of meetings to the public, pursuant to the Rhode Island Open Meetings Act, [RIGL 42-46-6](#), *et seq.*

The Board of Directors shall give supplemental written public notice of any meeting within a minimum of forty-eight (48) hours, excluding weekends and state holidays in the count of hours, before the date. Notice of any meeting to the public shall include the date, time, and place of the meeting and a statement or agenda specifying the nature of business to be conducted at any regular or Special Meeting. Such notice shall also comply with the requirements regarding the posting and notice of meetings to the public, pursuant to the Rhode Island Open Meetings Act, [RIGL 42-46-6](#), *et seq.*

- d) Emergency Meetings. Emergency meetings of the Board of Directors may be called at any time by the Chairperson. Notice of any meeting to the public shall include the date, time, and place of the meeting and a statement or agenda specifying the nature of business to be conducted at the Special Meeting. Such notice shall also comply with the requirements regarding the posting and notice of meetings to the public, pursuant to the Rhode Island Open Meetings Act, [RIGL 42-46-6](#), *et seq.*



#### 4.2. Methods of Conducting a Meeting.

Discussions by the Board of Directors by means of telephonic communications and telephone conferencing are permitted only to schedule a meeting, except that a director may be permitted to use electronic communications or telephone conferencing while on active duty in the armed services of the United States, if a director has a qualified disability and requires the use of telephonic communications or telephone conferencing, as an accommodation, to participate in the meeting or if the RI State Secretary's Office or by the Governor's executive order, allows virtual or telephonic meetings in time of emergency where in-person meetings are not possible ([EO 20-25](#)).

#### 4.3. Agenda.

The agenda shall include matters of importance to Nowell upon which the opinion of the Board of Directors is desired. Directors attending such meetings shall be provided with copies of the agenda, and a vote to approve or amend same will be the first order of business at all meetings, except in the case of special meetings where the agenda business is limited as set forth in Section (4.1c and d).

#### 4.4. Notice to Members.

A written notice of any meeting of the Directors, regular or special, shall be delivered by electronic mail to each Director who is entitled to attend the meeting at least five (5) days in advance thereof, and shall indicate the time and place of the meeting. Notice of any meeting to the public shall include the date, time, and place of the meeting and a statement or agenda specifying the nature of business to be conducted at the Special Meeting. Such notice shall also comply with the requirements regarding the posting and notice of meetings to the public, pursuant to the Rhode Island Open Meetings Act, [RIGL 42-46-6](#), *et seq.*

#### 4.5. Quorum.

A simple majority of the Directors shall constitute a quorum at the meetings in accordance with [RIGL 42-46-2](#), *et seq.*

#### 4.6. Voting Procedures.

- a) All Directors shall be entitled to attend any meeting and shall be entitled to vote on such matters pertinent to Nowell and subject to a vote of the Directors. Voting by proxy shall not be permitted. Other persons may be invited to attend such meetings when appropriate and reasonable and with notice to both the Chairperson of the Board and the Executive Director, but such persons shall have no vote.
- b) The manner of voting shall at all times comply with the strictures of the Rhode Island Open Meetings Act, [RIGL 42-46-6](#), *et seq.* A director must recuse themselves from a voting item if the subject of the voting item represents a conflict of interest. The secretary will record individual votes in cases where the vote is not unanimous and if a member(s) recuses herself from the vote.

- c) Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, any question presented to a meeting of the Directors at which a quorum is present shall be determined by a majority of those actually voting.

4.7. Manner of Action.

Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## ARTICLE 5 - OFFICERS OF THE ACADEMY

### 5.1. Officers.

- a) Positions. The Officers of the Board of Directors shall be a Chairperson of the Board, one (1) or more Vice Chairpersons, a Treasurer and a Secretary. Additional Officers may be added as the Board of Directors may determine from time to time.
- b) Election. The Board of Directors shall elect the Officers.
- c) Additional Officers. The Board of Directors may elect one (1) or more additional Vice Chairpersons, Assistant Secretaries, and Assistant Treasurers, each of whom may be a Director, and may also appoint such other Officers, employees, and agents as they may deem necessary for the transaction of the business of Nowell.

### 5.2. Duties.

- a) Chairperson. The Chairperson of the Board shall preside at all meetings of the Board and is responsible for attending committee meetings unless such meetings are attended by another officer of the board. In cases of tie votes by the directors, the chairperson shall be responsible for casting a vote to break the tie. The Chairperson may appoint other presiding Officers or Committee Chairpersons for other parts of meetings. The Chairperson may sign, swear to, execute, file, certify or acknowledge any documents, instruments, agreements, Articles, statements, certificates, or reports, required or permitted to be signed, sworn to, executed, filed, certified, or acknowledged by an Officer of Nowell. The Chairperson shall have such other powers and duties as may from time to time be prescribed by these Bylaws or by resolutions of the Board of Directors.
- b) Vice Chairperson. In the absence of the Chairperson or in the event of the Chairperson's death, resignation, inability, or refusal to act, the Vice Chairperson shall perform the duties of Chairperson and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties as from time to time may be assigned to the Vice Chairperson by the Chairperson or by the Board of Directors.
- c) Executive Director. The Executive Director of Nowell shall be the principal executive officer of Nowell and, subject to the oversight of the Board of Directors, shall supervise, manage control all of the business, staffing and day to day affairs of Nowell. The Executive Director has ex-officio status as a member of the board but shall not serve as a Director.
- d) Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors; (b) see that all notices are duly given in accordance with provisions of the Bylaws or as required by law ([RIGL 42-46-6](#), *et seq*); (c) be custodian of records; (d) keep a record of the post office addresses and other contact information of each director which shall be furnished to the Secretary by such director, and; (e) in general perform all duties incident to the Secretary and such other duties as from time to time may be assigned to the Secretary by the Chairperson or by the Board of Directors. The Secretary is authorized to enlist the services of

any one or more employees of Nowell to assist the Secretary in carrying out his or her duties as defined herein.

- e) Treasurer. The Executive Director is responsible for appointing a Chief Financial Officer (CFO) who will: (a) have charge and custody of and be responsible for all funds and securities of the Nowell; (b) receive and give receipts for monies due and payable to Nowell from any source whatsoever, and deposit all such monies in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (c) in general perform all of the duties incident to the management of the Nowell's finances and other such duties which may from time to time be assigned by the Chairperson or the Board of Directors. The Executive Director is responsible for communicating information regarding perspective appointees to the personnel committee.

The elected Board Director who will act as the Board treasurer and chairperson of the finance committee will be responsible for scheduling regular monthly meetings of the finance committee; in coordination with the CFO, reporting out to full Board on monthly financials and other important fiscal reports and procedures; meeting with auditors and reporting out findings of auditors to the full Board.

### 5.3. Election.

The Nominating Committee shall present a slate of Officers for election by the Board. The Officers shall be elected at the annual Board meeting. Officers may be elected at one of the monthly Board meetings if the annual meeting schedule precludes election of members to fill vacated terms to maintain the required number of directors. They shall serve for two (2) years or until their successors are elected, provided that they are still Directors. They may be reelected for a maximum of one (1) additional term.

### 5.4. Removal.

Any Officer elected or appointed by the Board of Directors may be removed by two-thirds (2/3) vote of the Board of Directors with or without cause.

### 5.5. Vacancies.

A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

### 5.6. Service in More Than One Office.

Any two (2) offices of the Nowell Board of Directors, except those of Chairperson and Vice Chairperson, may be held by the same person but no Officer shall sign, acknowledge, or verify any instrument in more than one capacity.

## **ARTICLE 6 - COMMITTEES OF THE NOWELL BOARD OF DIRECTORS**

### 6.1. Governance Committee.

- a) Members. The Nowell Board of Directors Governance Committee shall consist of five Directors. The Chairperson and Executive Director of the school shall be ex-officio members of the Committee without the right to vote. Additional members from Nowell's volunteer and/or donor ranks may also be recruited and serve as non-voting members of the committee.
- b) Duties.
  - i) The Governance Committee shall appoint a Nominating committee consisting of two (2) members of the Governance committee and a minimum of two other directors. The Nominating committee shall be responsible for presenting to the full board potential new directors and candidates for vacancies occurring on the Board of Directors and shall be responsible for holding elections as described below in Article 7.
  - ii) The Governance Committee shall appoint a Fund Development Committee consisting of (2) members of the Governance Committee and a minimum of two other directors who shall be responsible for establishing a network of potential funders and supporting all fund-raising efforts.
- c) Election, Term of Office. All members of the Governance Committee shall be appointed annually by the Chairperson with the approval of the Board of Directors and shall serve for one (1) term, unless appointed to serve for subsequent terms.

### 6.2. Executive Committee.

- a) Members. The Executive Committee consists of the Primary Elected Officers of Nowell and may contain not more than two (2) additional Directors appointed by the Chairperson upon commencement of her term as Chairperson.
- b) Duties.
  - i) The Executive Committee may hold meetings in the interim between regular meetings of the Board of Directors for purposes that ensure the fulfillment of established goals. The Executive Committee shall be subject to direction of the full Board of Directors and must report back on actions taken on behalf of the full board at its next regular meeting, except where advance authority for such action has been granted.
  - ii) The Executive Committee shall serve as the Personnel Committee of Nowell. The Executive Committee will be tasked with conducting the annual performance and salary review of the Executive Director. Their recommendations will go to the full Board for approval. The Personnel Committee will work with the Executive Director to address tenured teacher hiring, firings and grievances and bring to the full Board as needed.

## 6.2. Finance Committee.

- a) Members. The Finance Committee shall consist a minimum of two elected directors, one who will serve as Chair of the Finance Committee. Additional members may include volunteers who have a strong financial background and can commit to the duties of committee members.
- b) Duties. Members of the Finance Committee shall be responsible for attending monthly finance meetings, reviewing regular monthly finance reports and special reports, such as annual audit reports. The Chair of the Finance Committee shall be responsible, with assistance from the CFO, to provide monthly fiscal and other pertinent finance reports, such as annual audit reports, to the full Board. Additionally, the Finance Chair shall review audit firms every three years with the CFO and make final hiring decision with approval of a super majority of the full Board.

## 6.3. Other Committees of the Academy.

The Chairperson may appoint special or ad hoc committees of the Board of Directors for specific studies, concerns, or events related to the work of Nowell when such responsibilities are not delegated to standing or special committees of the Board of Directors. Such committees may include a Facilities Committee, Strategic Plan Committee and Charter Renewal Committee or other such committees as needed.

## **ARTICLE 7 - NOMINATION AND ELECTION PROCEDURES**

### 7.1. Nomination.

The Nominating Committee shall present to the Board of Directors a ballot, including nominees for Board of Directors and the Nominating Committee, in advance of the last regular meeting prior to the annual meeting of the Directors.

### 7.2. Balloting Methods.

The Board of Directors shall be responsible for the establishment of balloting methods that safeguard the rights of voting Directors to a secret ballot and that provide assurance that ballots are cast only by voting Directors.

## **ARTICLE 8 - STAFF OF NOWELL**

### 8.1. Employment.

All staff shall be employed according to policies established by the Board of Directors.

### 8.2. Management.

The management of the Nowell shall be entrusted by the Board of Directors to the Executive Director and to such other management staff as may be required.



**ARTICLE 9 - CONTRACTS, LOANS, CHECKS, AND DEPOSITS; SPECIAL  
CORPORATE ACTS**

9.1. Contracts.

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contracts, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of Nowell. Such authority may be general or confined to specific instances but the appointment of any person other than an Officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or any other instrument in the name of and on behalf of Nowell, without specifying the executing Officers, the Chairperson or the Secretary may execute the same.

9.2. Loans.

No loans shall be contracted on behalf of Nowell and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

9.3. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Nowell, shall be signed by such Officer or Officers, agent or agents, of Nowell and in such manner as shall from time to time be determined by resolution of the Board of Directors or in the manner described in Nowell's fiscal policy.

9.4. Deposits.

All funds of Nowell not otherwise employed shall be deposited from time to time to the credit of Nowell in such banks, trust companies, or other depositories as the Board of Directors may select.

9.5. Voting of Securities Owned by Nowell.

Subject to the specific directions of the Board of Directors, any shares or other securities issued by any other corporation and owned or controlled by Nowell may be voted at any meeting or security holders of such the Treasurer of Nowell; or in the absence of the Chairperson and Treasurer, by the Secretary of Nowell. Such consent in respect to any shares or other securities issued by any other corporation and owned by Nowell shall be executed in the name of Nowell by the Chairperson, Treasurer, or Secretary of Nowell without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature, or attestation by another Officer.

9.6 Contracts Between the Nowell and Related Persons.

Directors must recuse themselves from votes that pertain to contracts with person(s) or organizations/businesses in which the director has a personal or financial interest or relationship. All Directors, Officers, and employees of Nowell shall be subject to the Rhode

Island Code of Ethics, [RIGL 36-14-1](#), *et seq*, and will comply with the RI Ethics Commission requirement of filing an annual financial disclosure statement with the RI Ethics Commission office.

## **ARTICLE 10- DECENTRALIZED UNITS**

### 10.1. Organization.

Nowell may organize such branches as may be expedient for the development of the academy in certain geographic areas within the total community served by Nowell as permitted by the Nowell Charter. Additionally, Nowell may seek to expand enrollment as permitted by the Nowell charter. Any such change must be formally requested and approved by the RI Department of Education and approved by the board of directors.

### 10.2. Discontinuance.

Nowell Academy may discontinue any of the branches, provided the proposal has been referred to a Board of Directors meeting for discussion and consideration. Final decision and action shall be the responsibility of the Board of Directors.

### 10.3. Decentralized Program Other Than in Branches.

Nowell may establish such program sites or centers as may be expedient for the development of certain geographic areas within the total community served by the academy. Decisions regarding relocation or dissolution of such units shall be the responsibility of the Board of Directors.

## **ARTICLE 11- INDEMNIFICATION**

### 11.1. Indemnification.

Nowell shall indemnify its Directors and officers against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of Nowell, by reason of the fact that such person served as a Director or officer of Nowell, to the fullest extent provided by law.

### 11.2. Authorization of Indemnification.

Indemnification shall be made unless there is a determination that such officer or Director did not act in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of Nowell. Such determination shall be made: (a) by majority vote of a quorum of Directors who were not parties to such action or suit; or (b) If a quorum of disinterested Directors direct, by written opinion of legal counsel for Nowell, or by other independent counsel.

### 11.3. Other Agents.

Other employees, agents, or other non-Director or non-officer volunteers may be indemnified by Nowell in accordance with the statutes and laws applicable to Rhode Island nonprofit corporations.

### 11.4. Liability Insurance.

Nowell may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of Nowell, or is or was serving at the request of the Nowell as a Director, Officer, employee or agent of another academy, partnership, joint venture, trust, or other enterprise against any liability asserted against her and incurred by her in any such capacity or arising out of her status as such, whether or not Nowell would have the power to indemnify her against such liability under these Bylaws.

**ARTICLE 12 – FISCAL YEAR**

12.1. Fiscal Year.

The Fiscal Year of Nowell shall begin on July 1 and end on June 30.

## **ARTICLE 13 – RULES OF ORDER**

### 13.1. Rules.

The proceedings of Nowell shall be governed by Robert’s Rules of Order, newly revised, except where these rules conflict with provisions of applicable law, these Bylaws, or any special rules of order Nowell may adopt.

## **ARTICLE 14 – GENERAL AMENDMENTS**

### 14.1. Bylaw Amendments.

Any of these Bylaws may be amended at any regular or special meeting of the Directors, by a two-thirds (2/3) affirmative vote of those voting provided that: (a) Notice of the meeting stating that the proposed amendment will be considered and voted upon has been given to the Directors at least seven (7) days prior to the meeting.

## **ARTICLE 15 – AMENDMENTS AFFECTING CHARTER SCHOOL LICENSE**

### 15.1. Dissolution or Reorganization.

Any action to dissolve Nowell or to reorganize it in a form which would not qualify for continued operation as a charter school must be passed by a two-thirds (2/3) affirmative vote of the voting Directors present at two (2) successive meetings after the following requirements have been met: (a) The proposal was approved by the Board of Directors after consultation with the Rhode Island Department of Education; (b) Written notice of the proposed action was sent to the voting Directors at least two (2) weeks prior to each meeting at which such action was to be considered; and (c) the notice of these meetings of these stated that the proposed action would be considered and voted upon.

### 15.2. Disposition of Assets upon Dissolution

In the event the Board of Directors undertakes to dissolve the corporation, the Board of Directors shall at all relevant times comply with the provisions of the Rhode Island Nonprofit Corporation Act, RIGL 7-6-1 *et seq*, relating to dissolution.

## **ARTICLE 16 – MISCELLANEOUS PROVISIONS**

### 16.1. Construction of Bylaws.

- a) If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.
- b) The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of these Bylaws and these Bylaws shall be governed by the laws of Rhode Island and Providence Plantations.

### 16.2 Nondiscrimination Statement.

- a) The Sheila C. "Skip" Nowell Leadership Academy is committed to maintaining a work and learning environment free from discrimination on the basis of race, color, religion, national origin, pregnancy, gender identity, sexual orientation, marital/civil union status, ancestry, place of birth, age, citizenship status, veteran status, political affiliation, genetic information or disability, as defined and required by state and federal laws. We are looking for a diverse pool of applicants that reflect the rich diversity of the students we serve. Additionally, we prohibit retaliation against individuals who oppose such discrimination and harassment or who participate in an equal opportunity investigation.



## **REFERENCES:**

References and links as of November 4, 2020

[http://www.icd.ca/getattachment/2f7700b9-d813-4801-81d1-91beb69385cd/16-Creating\\_Terms\\_of\\_Reference.pdf.aspx](http://www.icd.ca/getattachment/2f7700b9-d813-4801-81d1-91beb69385cd/16-Creating_Terms_of_Reference.pdf.aspx)

This is a site that discusses the types of committees, standing and ad hoc and provides examples of each.

<http://www.governinggood.ca/ex-officios-unearted-part-2/>

This site provides definitions of roles of ex-officio members of boards.

<http://www.governinggood.ca/co-chairs-considered/#more-1584>

Good discussion on vice-chair and co-chair positions and how they each support the work of chairing a board.

Charter School Act - Rhode Island General Laws, Chapters 16-77.1, 16-77.2, 16-77.3, and 16-77.4  
[Charter School Regulations](#)

RIGL Title 7 Corporations, Associations and Partnerships

[Chapter 7-6 Rhode Island Nonprofit Corporation Act](#) -<https://law.justia.com/codes/rhode-island/2010/title7/chapter7-6>

This site describes nonprofit organization establishment, requirements, and duties of a nonprofit.

RIGL Title 42 State Affairs and Government

<http://webserver.rilin.state.ri.us/Statutes/TITLE42/42-46/42-46-6.HTM>

This site describes the rules to be followed for all public meetings held by the board of directors. It includes notification and posting of meetings, quorum, public forum and other requirements regarding meetings of non-profit public bodies.

Executive Order regarding [Telephonic or Virtual Meetings](#)

This site offers detailed information regarding emergency suspension of open meetings requirements for in person voting etc.

**NOWELL ACADEMY BOARD OF DIRECTORS - ADOPTION OF BYLAWS 2020**

THESE AMENDED AND RESTATED BYLAWS WERE ADOPTED AT A BOARD OF DIRECTORS MEETING ON

THE fourth DAY OF November, 2020 BY



Signature of Chairperson, Nowell Academy Board of Directors

November 4, 2020

Date

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Signature of Executive Director, Nowell Academy

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Date