

Gateway Lab School

Board By-Laws Meeting



DATE: August 8, 2018, **6:00 pm**

LOCATION: 2501 Centerville Road, Wilmington DE

Attendance:

Joyce Henderson
Kenyatta Austin
Sherlock Hack (via Phone)

Location: Gateway Lab Charter School

Time meeting began: 6:15pm

Time meeting ended: 9:30pm

Purpose:

Viewing the By-laws and updating them. Last update was done 2015.

Changes Made to By-Laws:

- i) Article I verbiage was changed to
 - Section VIII electing officers and filling vacancies in said offices as may occur from time to time during the year
- ii) Article III verbiage change to the following:
 - Section 1
 - o At a minimum, the Board shall consist of five members: A Parent Director, A Teacher Director, and Three Community Director.
 - Section 2
 - o Eligibility: Members of the Board of Directors do not need to be Members of the Corporation. One member of the Board is required to be a certified teacher or parent/ legal guardian of a current student. A Parent Director who ceases to be a parent or legal guardian of a student enrolled at the School may continue in office upon request to be a community director for the remainder of the term with required board approval. Teacher Directors must be voted upon by their peers via an election process, and then complete an interview process before approval onto the board. A Teacher Director shall be deemed to have resigned from the Board of Directors on the date the Teacher Director is no longer employed as a teacher at the School. Members of the Board that are neither Parent Directors nor Teacher Directors shall make up the remainder of the Board (“Community Director”). All references to “director” or “Director” within these Bylaws is a general reference to any or all four classes of Directors referenced in this Section, unless otherwise stated.

Additionally, the term “Board Member” and “Director” or “director” are used interchangeably in these Bylaws.

-Section 3

- Voting Rights: Each director shall have one vote. Teacher and Staff Directors are precluded from voting on issues related to firing or teacher compensation at the School.

-Section 5

- The Parent Directors shall be approved by the Board such that they are parents or legal guardians of students enrolled in the School and the Teacher and Staff Directors shall be approved by the Board such that they are employed at the School, in accordance with the provisions of Article V. The directors may, in their discretion, approve additional directors pursuant to an affirmative vote of a majority of all Directors then serving, provided that the limit on the number of directors set forth above in Section 1 of this Article III shall not be exceeded.

Section 6.

- Staggered Terms: Teacher/ Staff Directors
- (ii) Teacher and Staff Directors elected to the Board shall serve either one (1), or two (2) year terms. The Board shall decide, by majority vote at the time of election, whether the term of service for a newly elected Teacher/ Staff Director will be a one (1) or two (2) year term. Teacher/ Staff Directors will be elected consistent with the provisions in the other Sections of this Article.
- Consecutive Terms
- (vi) No member may serve more than two consecutive terms; provided, however, that the initial terms of the Parent Directors, Teacher/ Staff Directors or Community Directors expiring at the term that was approved.
- Term Renewals
- (v) All Directors terms renewals must be affirmed by a vote on the board.

-Section 7. President of the Board.

The Board shall approve, at its annual meeting following the meetings of the Members, a President of the Board (the “President”) who shall be a director and who shall hold office until the first meeting of the Board following the next annual meeting of the Members and until his or her successor is approved or until his or her earlier resignation or removal by act of the Board. The President shall preside at meetings of the Members of the Corporation and of the Board. In the absence of the President, a Vice-President shall preside at meetings of the members of the Board.

Section 8. Vacancies.

The directors may, in their discretion, fill any vacancy by an affirmative vote of a quorum of the directors then serving; provided, however, that any vacancy with respect to a Parent Director position on the Board must be filled by a parent or legal guardian of a student enrolled in the School and any Teacher Director position on the Board must be filled by a teacher employed by the School. The term of service for any new Director elected to fill a vacancy resulting from a removal outlined in Section 9 or a resignation outlined in Section 11 of this Article shall be the remainder of the term of the Director being replaced. The remainder of the term shall not be considered for purposes of calculating “consecutive terms” as outlined in Section 6 of this Article. The same policy shall apply in filling vacated positions on the Executive Committee.

(Moved Resignation to section 10 instead of 13)

Section 10. Resignation

Any Director may resign from a committee of board, an office of the board, or the board itself by given written notice to the President or the secretary. Any such resignation shall take effect on the date of receipt of such notice or at any later time therein Specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it affect

(Former section 10)

Section 11: Compensation.

Directors shall serve without compensation.

(Former section 11)

Section 12: Emeritus Status

Section i: *Definition*

There shall be a category of director known as a “Director Emeritus”. This title may be bestowed upon individuals who are not presently serving on the Gateway Lab School Board of Directors (“Board”), but who have previously served the Board with distinction and excellence.

Section ii: *Terms*

A Director Emeritus is elected to serve a term of three (3) years, renewable at the discretion of the Director Emeritus, so long as he or she remains active in the work of Gateway Lab School and subject to Subsection “vi” of this title. A

Director Emeritus may end his or her term at any time; alternatively, a Director Emeritus may have his or her term ended by action of the Board pursuant to Subsection “vi” of this title.

Section iii: *Privileges & Limitations of a Director Emeritus*

A Director Emeritus shall be entitled to:

- Receive all written notices and information which are provided to the Board;
- Attend all Board meetings;
- Participate in meetings of Board Committees; and
- Attend all other school events.

A Director Emeritus shall not:

- Be subject to any attendance policy;
- Be counted in determining whether a quorum is present;
- Be entitled to hold office; and/or
- Be entitled to vote at any board meeting.

Section iv: *Eligibility:*

The Board will consider and weigh, in a proportion subject to their absolute discretion, the following factors in evaluating whether to award Director Emeritus status to a previous board member:

- Whether the candidate has served the Board with distinction;
- Whether the candidate has held an important leadership role;
- Whether the candidate has made or continues to make significant contributions to the betterment of the school;
- Whether the candidate has engaged in major volunteer or advocacy activities in his or her service on the Board;
- Whether the candidate has participated in one or more Gateway Lab School activities (events, networking fundraisers, etc.);
- Whether the candidate has created a positive legacy that will impact the school far into the future;
- Whether the candidate’s contributions have caused others to aspire to greater contributions and standards for Board service; and/or
- Whether this candidate’s contributions were vital to the creation, perpetuation, growth, or development of the school.

Section v: *Election:*

On an annual basis, the Leadership and Governance Committee will consider potential candidates and may nominate one or more individuals for Director Emeritus designation. The Leadership and Governance Committee will present the nomination(s) along with supporting statements to the Board for its consideration.

A simple majority vote of directors present at a meeting in which a quorum is present is sufficient to approve an individual for Director Emeritus designation. Any director who is **the** candidate for consideration of Director Emeritus designation may not vote in the election deciding whether to award that designation.

Section vi: *Board Termination of Director Emeritus Status:*

The Board intends for termination of Director Emeritus status to generally be left to the discretion of the individual who is granted the designation. However, any individual designated Director Emeritus is still subject to the Directors' Code of Conduct. Should the Board determine that an individual designated Director Emeritus has violated the Directors' Code of Conduct, the Board may take appropriate action to address the violation, up to and including rescinding that individual's Director Emeritus status.

(Same section as before)

Section 13: Board Giving Policy

Charitable contributions by a prospective board member are a significant responsibility and require commitment of personal time, and energy. A strong nonprofit organization represents board of directors who provide financial resources to the operation of the organization. While board members have varying capacities to give and charitable giving is a personal decision; each board member shall make a cash donation to Gateway Lab School (GLS) at a level they consider meaningful and generous by their own standard. Pledges should be made to the Finance Committee Chair annually in October or at the annual meeting. Pledges can be satisfied by the following options; Automated payments, or a lump sum payment made by May 1st of each year to the treasurer of the board. Having 100% board participation in giving is important to Gateway Lab School's funding opportunities and future.

Section 14: Attendance

Board members are required to attend at least 75% of scheduled meetings during the calendar year(except for emergencies beyond the control of the board member) Failure to fulfill these time commitments will constitute automatic resignation from the board of directors which will be formerly acknowledged in the next regularly scheduled board meeting.

Article V- Members

ARTICLE V – MEMBERS

Section 2 Approval of Directors.

The Teacher Members shall elect the Teacher Directors. Such directors shall be elected by a plurality of the votes of each class of Members present or represented by proxy at a regular or at the annual meeting of the Members. The Operational

and Sustainability Committee shall be responsible for the solicitation, interviewing, and nominating of candidates to become Parent Members, Teacher/ Staff Members or Community Members of the Board of Directors of the Corporation. . . . A report from the Operational and Sustainability Committee shall include the name, address, occupation, employer, educational background and such other information as is consistent with the Board application with respect to all candidates for membership on the Board of Directors.

Section 3. Annual Meeting.

An annual meeting (September) of the Members of the Corporation, for the purpose of strategic planning, approving directors for the ensuing year and for the transaction of such other business as may properly come before the meeting, shall be held at such place, on such date, and at such time as shall have been established by the Board.

(Former section 12)

Section 4. Regular Meeting

Regular meetings in addition to the annual meeting, the board should hold monthly meeting each school year, the dates in which should be determined by the board and at such as other times as the board may, from time to time, determine.

former section 4)

Section 5. Special Meetings.

Special meetings of the Members of the Corporation may be held at the call of the President or by written petition by at least 50% of the Members of the Corporation, for any purpose or purposes. Such request shall state the purpose or purposes of the proposed meeting.

Former section 5)

Section 6. Notice.

A notice of any annual, regular or special meeting, setting forth the time, date and place of the meeting, shall be given by the Secretary in person, by mail, by telephone, by tele copier, by telegram or by electronic mail not less than seven (7) days in advance of the meeting to each Member at the address last shown on the records of the Corporation. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any annual or special meeting.

(former section 6)

Section 7. Quorum. (Update from 2015 included the correct information

ARTICLE VI – OFFICERS

Section 1. Officers.

The officers of the Corporation shall consist of the President, a Vice President, a Secretary, a Treasurer, and such assistants as the Board may deem necessary. The officers shall perform such duties as described in this Article and shall receive no compensation for these services, except as otherwise expressly noted. Only members of the Board may serve as the President, Vice President, Treasurer and Secretary. No Officer may hold more than one office at the same time.

Section 2. Approval and Term.

The officers of the Corporation shall be nominated by and approved by the Board of Directors at its annual meeting. The officers shall serve at the pleasure of, the Board and each officer shall hold office for a one-year term and until a successor

is selected and qualified. Directors selected to the officer positions may serve no more than two (2) consecutive one-year terms. Former officers, after a break in service of one year, may be selected to another two (2) consecutive year term as an officer.

Section 3. Vacancies.

A vacancy in any of the offices of the Corporation may be filled for the unexpired term by the Board. The term of service for any new Officer elected to fill a vacancy resulting from a resignation or removal shall be the remainder of the one year term of the Officer being replaced, and shall continue in accordance with the qualifications set forth in Section 2 of Article 6 for a successor Officer.

Section 4. President.

The President shall preside at all meetings of the Board and all meetings of the Members of the Corporation. The President shall serve as the principal executive officer of the Corporation. The President shall see that all orders and resolutions of the Board and the Executive Committee or other committees of the Board are carried into effect. The President shall also have general supervision and direction of the officers and shall see that their duties and those assigned to other directors are properly performed. He or she may sign, with the Secretary or any other officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation.

Section 5. Vice President.

The Vice President shall have such powers and duties as may be prescribed from time to time by the President or by the Board. In the absence or disability of the President, the Vice President shall perform all the duties of the President. The Vice President will be expected to Chair at least one committee.

Section 6. Secretary.

The Secretary shall keep or cause to be kept a record of the proceedings of the Board, shall make service of all such notices as may be required under the provisions of these bylaws or by law, shall be custodian of the corporate records, and shall have such other powers and duties as may be prescribed from time to time by the President or the Board. The Secretary will also serve as our FOIA coordinator.

Section 7. Treasurer.

The Treasurer shall be responsible for the oversight of the custody of all Assets of the Corporation, shall generally supervise the accounting and bookkeeping of the Corporation, shall regularly report to the Board as to the financial condition and results of the operation of the Corporation, and shall have such other powers and duties as may be prescribed from time to time by the President or the Board. The Treasurer will have serves as Chair of the Citizens Budget Oversight Committee (CBOC).