

**NEW ENGLAND LABORERS and  
CRANSTON PUBLIC SCHOOLS  
CONSTRUCTION AND CAREER  
ACADEMY**

**BY-LAWS**

## **TABLE OF CONTENTS**

<b>ARTICLE I</b>	<b>PURPOSE</b>	<b>PAGE</b>
Section 1	Purpose	4
Section 2	Philosophy	5
Section 3	Mission	5
Section 4	Powers	5
Section 5	Liability of Directors	6

<b>ARTICLE II</b>	<b>OFFICES</b>	<b>PAGE</b>
Section 1	Principal Office	6
Section 2	Registered Office	6

<b>ARTICLE III</b>	<b>BOARD OF DIRECTORS</b>	<b>PAGE</b>
Section 1	General Powers	6
Section 2	Number, Method of Selection & Term	7
Section 3	Removal	7
Section 4	Vacancies	7
Section 5	Resignations	7
Section 6	Annual and Regular Meetings	8
Section 7	Special Meetings	8
Section 8	Notice of Meetings	8
Section 9	Emergency Meetings	8
Section 10	Place of Meetings	8
Section 11	Quorum	9
Section 12	Manner of Acting	9
Section 13	Minutes	9
Section 14	Prohibition of Compensation	9
Section 15	Conflict of Interest	9
Section 16	Directors Support of School	10

<b>ARTICLE IV</b>	<b>OFFICERS</b>	<b>PAGE</b>
Section 1	Number	10
Section 2	Election and Term of Office	10
Section 3	Chairperson	10
Section 4	Vice Chairperson	11
Section 5	Resignations	11
Section 6	Vacancies	11

<b>ARTICLE V</b>	<b>COMMITTEES</b>	<b>PAGE</b>
Section 1	Committees	11
Section 2	Additional Committees	12
<b>ARTICLE VI</b>	<b>CHALLENGES TO DECISIONS OF THE BOARD OF DIRECTORS</b>	<b>PAGE</b>
Section 1	Procedure	12
<b>ARTICLE VII</b>	<b>HIRING OF PERSONNEL</b>	<b>PAGE</b>
Section 1	Executive Director	13
Section 2	School Personnel	13
<b>ARTICLE VIII</b>	<b>CONTRACTS, LOANS, CHECKS, AND DEPOSITS</b>	<b>PAGE</b>
Section 1	Contracts	13
Section 2	Loans	13
Section 3	Checks, Drafts, or other Similar Orders	14
Section 4	Deposits	14
<b>ARTICLE IX</b>	<b>INDEMNIFICATION</b>	<b>PAGE</b>
Section 1	Authority	15
<b>ARTICLE X</b>	<b>GENERAL PROVISIONS</b>	<b>PAGE</b>
Section 1	Fiscal Year	15
Section 2	Financial Records	15
Section 3	Parliament Authority	15
Section 4	Waiver of Notice	15
Section 5	Confidentiality	16
Section 6	Severability	16
<b>ARTICLE XI</b>	<b>AMMENDMENTS</b>	<b>PAGE 16</b>

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ARTICLE I

PURPOSE

Section 1. Purpose. New England Laborers and Cranston Public Schools Construction and Career Academy (the “School”) is a public charter school formed pursuant to the provisions of Chapter 16-77 of the Rhode Island General Laws, "Establishment of Charter Public Schools," for students in grades nine (9) through twelve (12). The School will operate independently but within the existing City of Cranston Public School system. Its purpose shall be to accomplish the following:

- A. To improve student learning by creating a school with rigorous academic standards in all basic areas of instruction for student performance;
- B. To graduate all students prepared to begin a career or attend a post-secondary institution;
- C. To provide all students with an Individual Learning Plan;
- D. To encourage the use of innovative teaching methods;
- E. To create opportunities for teachers, including the opportunity to be responsible for the learning program at the School;
- F. To provide parents and students with expanded choices in the types of educational opportunities that are available;
- G. To be held accountable for meeting publicly promulgated, measurable, state and charter-based student academic results, and implement performance-based and/or other student based accountability systems;
- H. To encourage parental and community involvement with the School.

No substantial part of the activities of the School shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 2. Philosophy. The philosophy of teaching, learning and administration of the School is that all students can learn. All students learn best in a curriculum enriched with relevant and authentic performance-based learning experiences. Students have different learning styles, students learn best when immersed in an integrated curriculum, students learn best when they take ownership of their learning, students learn best in a student-centered environment and students learn through direct experience in the workplace. The School aims for every student to be placed in an internship, apprenticeship work environment, or employment which includes mentoring by an adult professional. As a result, students will be socialized into the professional work environment. Student experiences will result in reinforcement of the School's academic objectives and graduation requirements.

Section 3. Mission. The school provides students throughout the state in grades 9-12 with a solid academic foundation while developing career training and authentic work experiences in order to prepare students interested in exploring post high school or post college career options in the construction industry or other fields of interest. The School's mission statement:

Our School community fosters respect, responsibility, and motivation by constructing pathways that inspire hope and confidence to meet the challenges of a global society.

Section 4. Powers. The School shall have the powers set forth in its Charter and the power either directly or indirectly, either alone or in conjunction and/or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the School is organized, and to aid or assist other

organizations whose activities are such as to further accomplish, foster, or attain any of the School's purposes.

Section 5. Liability of Directors. The School and its directors shall have the same immunity possessed by school districts as limited by Chapter 31 of Title 9 of the Rhode Island General Laws. No director shall be personally liable to the School for monetary damages for breach of the director's duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director for any breach of the director's duty of loyalty to the School; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.

## ARTICLE II

### OFFICES

Section 1. Principal Office. The principal office of the School shall be located at 4 Sharpe Drive, Cranston, Rhode Island. The School may have such other offices as the business of the School may require and as the Board of Directors may from time to time establish.

Section 2. Registered Office. The registered office of the School need not be identical to its principal office and shall initially be located at 845 Park Avenue, Cranston, Rhode Island. The Board of Directors, in compliance with the provisions of applicable law, may change the registered office from time to time.

## ARTICLE III

### BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the School shall be managed by its Board of Directors (sometimes hereinafter referred to as the "Board" or "Directors"). The Board's responsibilities shall include: oversight of the progress of the School, including the review, implementation and approval of the School's vision, mission, budget and student achievement; establishment of the School's general policies and overall curriculum policies; approval and monitoring the School's

annual budget and financial procedures; hiring and year end summative review of the school's Executive Director; assurance that the School fulfills its charter contract and strategic planning; and enhancement of the School's public image;

Section 2. Number, Method of Selection and Term.

(i) Number and Method of Selection. The Board of Directors shall have nine (9) members. One (1) director shall be a signatory contractor selected by the New England Laborers, or designee; two (2) directors shall be representatives of the New England Laborers appointed by the New England Laborers; one (1) director shall be the Superintendent of Cranston Public Schools or designee, one (1) director shall be the Chairperson of the Cranston School Committee or designee, one (1) director shall be the President of the Cranston Teachers' Alliance or designee, one (1) director shall represent the RI Association of General Contractors, one (1) director shall represent the community of Cranston and one (1) director shall be a parent selected by the Executive Director of the School, and with the approval of the remaining Board of Directors. The parent representatives shall be selected from the parents of current students, while their student is enrolled in the school. Other than the parent representative the term is in effect until such director's death, resignation or removal in the manner provided hereafter.

Section 3. Removal. Any Director may be removed by a vote of the Board of Directors whenever in its judgment the best interests of the School will be served thereby. Election of an officer shall not of itself create contract rights.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors may be filled in the same manner as such director was selected, to serve the unexpired term of such director's predecessor in office.

Section 5. Resignations. Any director may resign at any time by giving written notice to the Board of Directors or to the Chairperson. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 6. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held on the third Tuesday in the month of August each year, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. Additional regular meetings of the Board of Directors shall be held monthly or on such other schedule as is determined by the Board of Directors. The Board of Directors may, by resolution, provide for the holding of additional regular meetings without notice other than said resolution.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any five (5) directors.

Section 8. Notice of Meetings. The Secretary shall give notice of all meetings, annual, regular or special, at least seven (7) days prior to the date of the meeting in writing delivered personally or mailed to each director at the director's address. If mailed, such notice shall be deemed given when deposited in the United States mail, postage prepaid, addressed to the respective director at the director's address as it appears on the records of the School. In addition, pursuant to Section 42-46-6 of the Rhode Island General Laws, written public notice of all meetings including the date, time and place of the meeting and a statement specifying the nature of the business to be discussed, shall be given at least 48 hours before the date of the meeting by posting a copy of the notice at the principal office of the School and at the office of the City of Cranston Public Schools.

Section 9. Emergency Meetings. Emergency meetings of the Board of Directors where the public welfare so requires may be called at any time at the request of the Chairperson, confirmed by the affirmative vote of a majority of the directors that the meeting is deemed necessary. If possible, at least one day's written or telephone notice of all such emergency meetings shall be given to each member of the Board of Directors by the Chairperson or the Chairperson's designee.

Section 10. Place of Meetings. The Board of Directors shall fix the place for the holding of the Annual Meeting and regular meetings of the Board. The Chairperson shall fix the place for the

holding of special meetings and emergency meetings. In the absence of any such designation, all meetings shall be held at the principal office of the School.

Section 11. Quorum. A majority of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 12. Manner of Acting. The act or decision done or made by the majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by the Charter. Meetings of directors may be held by means of a telephone conference circuit, and connection to such circuit shall constitute presence at such meeting.

Section 13. Minutes. The minutes shall include, but need not be limited to: the date, time and place of the meeting; the directors recorded as either present or absent; a record by individual directors of any vote taken; and any other information relevant to the business of the School that any director requests be included or reflected in the minutes. Minutes of meetings of the Board of Directors shall be available to the public within 35 days of the meeting or at the next regularly scheduled meeting.

Section 14. Prohibition of Compensation. Directors may not be paid compensation for performance of their duties as directors except that directors may be reimbursed for out-of-pocket expenses spent in performance of their duties as directors. No director shall be precluded from serving the School in any other capacity and receiving compensation therefore.

Section 15. Conflict of Interest. No contract or transaction between the School and one or more of its directors or officers, or between the School and any corporation, partnership, association, or other organization in which one or more of the School's directors or officers are directors or officers or have a financial interest, shall be void or voidable nor shall such director(s) or officer(s) be liable with respect to such contract or transaction solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or

committee thereof which authorizes the contract or transaction, or solely because their votes are counted for such purpose, if:

(a) The material facts as to their interest or relationship are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or Committee authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(b) The contract or transaction is fair and reasonable as to the School. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes the contract or transaction.

Section 16. Directors Support of School. Directors are encouraged to support the School through financial or in-kind contributions in the form of service to the school.

#### ARTICLE IV

##### OFFICERS

Section 1. Number. The officers of the School shall be a Chairperson and a Vice Chairperson. In the absence of the Chairperson, the Vice Chairperson will assume all duties and responsibilities of the Chairperson.

Section 2. Election and Term of Office. The officers of the School shall be elected for one (1) year terms at the last meeting of the school year (June) of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is practicable. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until such officer's death, resignation or removal in the manner hereinafter provided.

Section 3. Chairperson. The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall execute, on behalf of the school, any contracts, or other instruments which the Board of Directors had authorized to be executed, and shall have the authority to delegate such power of execution and signing to the Executive Director except in cases where the signing

and execution shall be expressly delegated by the Board of Directors or by these By-laws to some other officer or agent of the School, or shall be required by law to be otherwise signed or executed. The Chairperson shall do and perform all duties incident to the office of Chairperson and such other duties as may be assigned to the Chairperson by these By-laws or by the Board of Directors.

Section 4. Vice Chairperson. The Vice Chairperson shall: (a) ensure that the minutes of the proceedings of the Board of Directors are kept in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) be custodian of the records of the Board; (d) keep a record of the post office address of each director which shall be furnished to the Vice Chairperson by such director.

Section 5. Resignations. Any officer may resign at any time by giving written notice to the Chairperson or Vice Chairperson. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors in the manner prescribed in Article IV, Section 2 of these By-laws. In the case of a vacancy, such vacancy shall be filled for the unexpired portion of the vacated term.

## ARTICLE V

### COMMITTEES

Section 1. Committees. The Board of Directors may from time to time designate and establish one or more committees from among its members, each of which committee shall consist of at least two (2) directors. Each such committee, to the extent provided in the resolution creating the same, shall have and may exercise the authority delegated to it by the Board of Directors unless law shall prohibit the delegation of such authority. The designation of any such committee and

the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board shall otherwise prescribe. The Board shall have the authority to change the members of any such committee at any time, to fill vacancies and to discharge any such committee, either with or without cause, at any time.

Section 2. Additional Committees. The Board may from time to time create such additional committees of directors, officers, employees, members of the community or other persons designated by it (or any combination of such persons) to advise the Board, and the officers and employees of the School on matters designated by the Board, and to perform such other functions and duties as the Board shall by resolution prescribe. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board shall otherwise provide. The Board shall have the power to change the members of any such committee at any time, to fill vacancies and to discharge any such committee, either with or without cause, at any time.

## ARTICLE VI

### CHALLENGES TO DECISIONS OF THE BOARD OF DIRECTORS

Section 1. Procedure. Teaching personnel and parents of students may challenge decisions of the Board of Directors of the School which they believe do not conform to the School's Charter (other than matters governed by collective bargaining agreements or state or federal law) as follows:

(a) Reconsideration by the Board of Directors. A letter outlining the disagreement shall be sent to the School and considered at the next regularly scheduled meeting of the Board of Directors. The affected teaching personnel or parent(s) of student(s) are entitled to be heard on the matter. The decision of the Board of Directors and the reasons therefore will be sent in

writing to the affected teaching personnel or parent(s) within ten (10) working days of the conclusion of the hearing.

b. Appeal to the Commissioner. If the Board of Directors does not resolve the issue in a manner satisfactory to the affected teaching personnel or parent(s), the affected teaching personnel or parent(s) may appeal the decision to the Rhode Island Commissioner of Education in writing within thirty (30) days of the date the decision of the Board of Directors is mailed to the affected teaching personnel or parent(s).

## ARTICLE VII

### HIRING OF PERSONNEL

Section 1. Executive Director. The School shall employ an Executive Director responsible for the day-to-day administration of the School subject to the supervision of the Board of Directors and to the Cranston Public Schools Superintendent and with such functions as the Board of Directors from time to time determines.

Section 2. School Personnel. All hiring of personnel shall conform to existing or modified collective bargaining. All employees of the School, with the exception of technical assistants appointed by the New England Laborers, shall be appointed by the Executive Director, with the approval of the Board of Directors, and Cranston Public Schools Superintendent.

## ARTICLE VIII

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the School and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of

Directors. Such authority shall be confined to specific instances. The School shall make no loan to any director.

Section 3. Checks, Drafts or other Similar Orders. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Board of Director shall be signed by the Vice Chairperson of the Board, or such officer or officers or agent or agents of the Board of Directors and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the School not otherwise employed shall be deposited from time to time to the credit of the School in such banks, trust companies or other depositories as the Board of Directors may select.

## ARTICLE IX

### INDEMNIFICATION

Section 1. Authority. The School shall, to the extent legally permissible, have the power to indemnify persons against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising from any threatened, pending or completed action, suit or proceeding. The Board of Directors may authorize the School to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the School, or is or was serving at the request of the School as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such.

## ARTICLE X

### GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the School shall begin on the first day of July and end on the last day of June.

Section 2. Financial Records. The financial records of the School shall be examined in accordance with the generally accepted accountability principles. The report of said accountant shall be open to the Board of Directors of the School for review and examination.

Section 3. Parliament Authority. The parliament authority shall be Robert's Rules of Order to the extent they are applicable and to the extent they are not inconsistent with these By-laws.

Section 4. Waiver of Notice. Whenever any notice is required to be given to any person under the provisions of these By-laws or under the provisions of the Charter or under the provisions of applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of

such notice. The attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any written waiver of notice of such meeting.

Section 5. Confidentiality. No director, officer, agent or employee of the School shall willfully and knowingly disclose to any other person confidential information acquired by such person in the course of or by reason of his or her official duties.

Section 6. Severability. If any provision of these By-laws is held to be invalid or unenforceable, all other provisions shall nevertheless be valid and remain in full force and effect.

#### ARTICLE XI

#### AMENDMENTS

These By-laws may be altered, amended or repealed and new By-laws may be adopted by the affirmative vote of at least five (5) directors at any annual, regular or special meeting of the Board of Directors of the School, provided that the notice of such meeting states the proposed change in the By-laws.

**Resolution No. 8-2-2013**  
**Passed August 20, 2013**