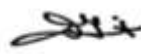


State of Rhode Island and Providence Plantations  
**DEPARTMENT OF EDUCATION**  
Shepard Building  
255 Westminster Street  
Providence, Rhode Island 02903-3400

Enclosure 6e  
November 3, 2011

Deborah A. Gist  
Commissioner

**TO:** Members of the Board of Regents

**FROM:** Deborah A. Gist, Commissioner 

**RE:** Approval of By-Laws – Academy for Career Exploration

**DATE:** November 3, 2011

---

I present for your consideration a recommendation to amend the Academy of Career Exploration charter.

As outlined in the attached by-laws, the school plans to alter its governance structure by reducing the number of board members and creating an executive committee composed of parents, school staff, and members of the business community.

In accordance with C-2-1 (a) of the Board of Regents Regulations Governing Rhode Island Public Charter Schools, such major changes in the school's operations require the action of the Board of Regents.

Following thorough review by RIDE, we have concluded that these changes comport with applicable federal and state law.

**Therefore, I RECOMMEND THAT, the Board of Regents for Elementary and Secondary Education approves the Academy for Career Exploration's proposed changes to its governance structure, which are reflected in the attached by-laws.**



# ACADEMY FOR CAREER EXPLORATION

1 ~~Texttron Chamber of Commerce Academy~~ **The Academy for Career Exploration**

2  
3 **BY-LAWS**

4 **ARTICLE I**

5 **PURPOSE**

6  
7 **Section 1. Purposes.** ~~Texttron Chamber of Commerce Academy~~ **The Academy for Career**  
8 **Exploration** (the "School") is a public charter school formed pursuant to the provisions of  
9 Chapter 16-77 of the Rhode Island General Laws, "Establishment of Charter Public Schools,"  
10 for students in grades nine (9) through twelve (12), designed to increase the educational  
11 opportunities of educationally disadvantaged and at-risk students. The School will operate  
12 independently but within the existing City of Providence School Department structure. Its  
13 purposes shall be to accomplish the following:

- 14  
15 (1) Improve pupil learning by creating a School with rigorous academic standards in all  
16 basic areas of instruction for pupil performance;  
17 (2) Increase learning opportunities for all pupils, with special emphasis on expanded  
18 learning experiences for pupils who are identified as educationally disadvantaged and  
19 at risk;  
20 (3) Encourage the use of innovative teaching methods;  
21 (4) Create opportunities for teachers, including the opportunity to be responsible for the  
22 learning program at the School;  
23 (5) Provide parents and pupils with expanded choices in the types of educational  
24 opportunities that are available;  
25 (6) Be held accountable for meeting publicly promulgated, measurable, state and charter-  
26 based pupil academic results, and implement performance-based and/or other student  
27 based accountability systems; and  
28 (7) Encourage parental and community involvement with the School.

29  
30 No substantial part of the activities of the School shall be carrying on propaganda, or otherwise  
31 attempting, to influence legislation (except as otherwise provided by Section 501(h) of the  
32 Internal Revenue Code of 1986), or participating in, or intervening in (including the publication  
33 or distribution of statements), any political campaign on behalf of any candidate for public  
34 office.

35  
36 **Section 2. Philosophy.** The philosophy of teaching, learning and administration of the School  
37 is that students learn through direct experience in the workplace. The School aims for every

1 student to be placed in a job within a professional work environment which includes  
2 mentoring by an adult professional. In that job, students will be socialized into the  
3 professional work environment. Student experiences in that job will result in reinforcement  
4 of the School's academic objectives (such as organized thinking patterns, and effective  
5 communication skills.)  
6

7 Every student must earn the right to enroll in the School by successfully completing summer  
8 school during the summer prior to enrollment in the traditional 180 days school. Successful  
9 completion demonstrates commitment and desire and ensures that the curriculum and  
10 program of the School are consistent with the needs and goals of the student.  
11

12 The adults who organize the operation of the School must be committed to experimentation in  
13 shifting traditional job roles.  
14

15 Section 3. Mission and Vision. ~~The School exists for one purpose only: To increase students'~~  
16 ~~choices in life after graduation. As students, we commit ourselves to this mission. As adults,~~  
17 ~~we~~  
18 ~~recognize our responsibility to continually reshape the institution in support of this mission.~~  
19 **The Academy for Career Exploration inspires students to achieve their greatest potential by**  
20 **providing a supportive, customized learning experience that is the foundation for career and**  
21 **life goals.**  
22

23 **We envision a school where students recognize that academic performance is the key to their**  
24 **future success and are provided with the tools and resources to pursue academic excellence.**  
25 **Our graduates will be prepared to become productive citizens who are able to reason and**  
26 **make sound decisions about their development, vocational choices and family life. The**  
27 **Academy for Career Exploration will be supported by both public and private funds and an**  
28 **engaged constituency including Board, parents, faculty, administration, alumni and business**  
29 **community.**  
30

31 Section 4. Powers. The School shall have the powers set forth in its Charter and the power  
32 either directly or indirectly, either alone or in conjunction and/or cooperation with others, to  
33 do any and all lawful acts and things and to engage in any and all lawful activities which may  
34 be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment,  
35 fostering or attainment of any or all of the purposes for which the School is organized, and to  
36 aid or assist other organizations whose activities are such as to further accomplish, foster, or  
37 attain any of the School's purposes.  
38

39 Section 5. Liability of Directors. The School and its directors shall have the same immunity  
40 possessed by school districts as limited by Chapter 31 of Title 9 of the Rhode Island General  
41 Laws. No director shall be personally liable to the School for monetary damages for breach of  
42 the director's duty as a director; provided, however, that the foregoing shall not eliminate or  
43 limit the liability of a director (i) for any breach of the director's duty of loyalty to the School;  
44 (ii) for acts or omissions not in good faith or which involve intentional misconduct or a

1 knowing violation of law; or (iii) for any transaction from which the director derived an  
2 improper personal benefit.

3  
4  
5 ARTICLE II  
6 OFFICES  
7

8 Section 1. Principal Office. The principal office of the School shall be located in the City of  
9 Providence in the State of Rhode Island. The School may have such other offices as the  
10 business of the School may require and as the Board of Directors may from time to time  
11 establish.

12  
13 Section 2. Registered Office. The registered office of the School need not be identical to its  
14 principal office and shall initially be located at 130 Broadway in the City of Providence in the  
15 State of Rhode Island. The registered office may be changed from time to time by the Board of  
16 Directors in compliance with the provisions of applicable law.

17  
18  
19 ARTICLE III  
20 BOARD OF DIRECTORS  
21

22 Section 1. General Powers. The affairs of the School shall be managed by its Board of  
23 Directors (sometimes hereinafter referred to as the "Board" or "Directors"). The Board's  
24 responsibilities shall include: the hiring and firing of the Head of School; approval of the  
25 budget; overseeing purchasing of goods and services; approval of graduation requirements;  
26 and delineation of educational priorities.

27  
28 Section 2.

29 (i) Number. The Board of Directors shall have no fewer than 12 nor more than 15  
30 members. Two (2) directors shall be parent representatives, two (2) shall be staff members  
31 at the School, and the remaining directors shall be community representatives, including  
32 representatives of the business community, educators, and interested community persons.

33 (ii) Election.

34 a. The Chairperson of the Parent Association will serve on the Board ex officio. The  
35 remaining parent representative shall be elected by and from parents of current pupils  
36 at a meeting of parents to be held each year in advance of the Board's November  
37 Annual Meeting at a time designated by the current parent board members, with at  
38 least 7 days' notice of the meeting provided to all parents. At the meeting any parents  
39 wishing to serve may have their names added to the list of candidates. The School shall  
40 use its best efforts to ensure that the nomination process is as open and inclusive as  
41 possible.

42  
43 b. The staff members shall be elected at a meeting of staff to be held each year in  
44 advance of the Board's November Annual Meeting by and from those persons

1 employed as faculty and staff at the school on a full or more than half time basis. All  
2 interested candidates must submit their names to the Head of School no less than 7  
3 days before the voting meeting. Notice of the candidates' filing deadline and of the  
4 voting meeting itself shall be published at least ten days before the meeting. Such  
5 notice shall include the date, time and place of the voting meeting, as well as a list of  
6 those candidates running, the number of open board positions and their terms.  
7

8 c. A Nominating Committee, whose membership may include both current  
9 directors and other interested community persons, will be constituted in August of  
10 each year to identify candidates for officers and to fill any vacancies among the  
11 community representatives. The slate presented by the Nominating Committee will  
12 be reviewed and candidates shall stand for election at the November Annual Meeting.  
13 Electors at the Annual Meeting shall include continuing community representatives,  
14 staff and parent representatives.  
15

16 (iii) Term. Directors shall serve staggered two-year terms, with half of the Board  
17 members' terms expiring each year. Prior to the November Annual Meeting of each  
18 successive year, successors to the class of directors whose term expires in that year shall be  
19 elected to hold office beginning on the date of that Annual Meeting for a term of two (2)  
20 years or until the director's successor is elected and qualified or until such director's death,  
21 resignation or removal in the manner provided hereinafter. No director may serve more than  
22 two (2) consecutive two year terms, but may be re-elected to the Board of Directors when at  
23 least one year has elapsed after the director's second consecutive term has ended. The  
24 Board may itself appoint a Director *Emeritus* to the Board for an indefinite term which shall  
25 be a valued advisory position, but with no voting powers.  
26

27 Section 3. Removal. A majority of the Board of Directors may, at any meeting called for the  
28 purpose, remove any director of the School for cause. Cause shall be deemed to have  
29 occurred in the event any director has more than two (2) unexcused absences during any  
30 year.  
31

32 Section 4. Vacancies. Any vacancy occurring on the Board of Directors may be filled in the  
33 same manner as such director was selected, to serve the unexpired term of such director's  
34 predecessor in office.  
35

36 Section 5. Resignations. Any director may resign at any time by giving written notice to the  
37 Board of Directors or to the Chairperson. The resignation shall take effect at the time  
38 specified in the notice, and, unless otherwise specified in such notice, the acceptance of the  
39 resignation shall not be necessary to make it effective.  
40

41 Section 6. Annual and Regular Meetings. The annual meeting (the "Annual Meeting") of the  
42 Board of Directors shall be held in November each year, for the purpose of electing officers  
43 and directors from the business community and for the transaction of such other business as

1 may come before the meeting. Additional regular meetings of the Board of Directors shall be  
2 held monthly or on such other schedule as is determined by the Board of Directors. The  
3 Board of Directors may, by resolution, provide for the holding of additional regular meetings  
4 without notice other than said resolution. Participation in meetings of the Board of Directors  
5 shall be limited to Directors and persons invited or approved by the Board to address it,  
6 though others may attend. If a guest wishes to address the Board, they will do so at the  
7 discretion of the Chairperson. A request to address the Board may be made, either prior to  
8 the meeting in writing, or verbally prior to the Call to Order or following completion of the  
9 business identified in the agenda

10  
11 Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or  
12 at the request of the Chairperson or any five (5) directors.

13  
14 Section 8. Notice of Meetings. Notice of all meetings, annual, regular or special, shall be  
15 given by the Secretary at least seven (7) days prior to the date of the meeting in writing  
16 delivered personally or mailed to each director at the director's address. If mailed, such  
17 notice shall be deemed given when deposited in the United States mail, postage prepaid,  
18 addressed to the respective director at the director's address as it appears on the records of  
19 the School. In addition, pursuant to Section 42-46-6 of the Rhode Island General Laws,  
20 written public notice of all meetings including the date, time and place of the meeting and a  
21 statement specifying the nature of the business to be discussed, shall be given at least 48  
22 hours before the date of the meeting by posting a copy of the notice at the principal office of  
23 the School and at the office of the City of Providence School Department.

24  
25 Section 9. Emergency meetings. Emergency meetings of the Board of Directors where the  
26 public welfare so requires may be called at any time at the request of the Chairperson,  
27 confirmed by the affirmative vote of a majority of the directors that the meeting is deemed  
28 necessary. If possible, at least one day's written or telephone notice of all such emergency  
29 meetings shall be given to each member of the Board of Directors by the Chairperson or the  
30 Chairperson's designee.

31  
32 Section 10. Place of Meetings. The Board of Directors shall fix the place for the holding of  
33 the Annual Meeting and regular meetings of the Board. The Chairperson shall fix the place for  
34 the holding of special meetings and emergency meetings. In the absence of any such  
35 designation, all meetings shall be held at the principal office of the School.

36  
37 Section 11. Quorum. A majority of directors currently in office shall constitute a quorum for  
38 the transaction of business at any meeting of the Board of Directors, but if less than such  
39 majority is present at a meeting, a majority of the directors present may adjourn the meeting  
40 from time to time without further notice.

41  
42 Section 12. Manner of Acting. The act or decision done or made by the majority of the  
43 directors present at a meeting duly held at which a quorum is present shall be the act of the  
44 Board of Directors, unless a greater number is required by law or by the Charter. Meetings of

1 directors may be held by means of a telephone conference circuit, and connection to such  
2 circuit shall constitute presence at such meeting.

3  
4 Section 13. Minutes. The minutes shall include, but need not be limited to: the date, time and  
5 place of the meeting; the directors recorded as either present or absent; a record by individual  
6 directors of any vote taken; and any other information relevant to the business of the School  
7 that any director requests be included or reflected in the minutes. Minutes of meetings of the  
8 Board of Directors shall be available to the public within 35 days of the meeting or at the next  
9 regularly scheduled meeting.

10  
11 Section 14. Presumption of Assent. A director of the School who is present at a meeting of the  
12 Board of Directors at which action on any corporate matter is taken shall be presumed to have  
13 assented to the action taken unless his or her dissent shall be entered in the minutes of the  
14 meeting or unless the director shall file a written dissent to such action with the person acting  
15 as the secretary of the meeting before the adjournment thereof or shall forward such dissent  
16 by certified mail to the Secretary of the School immediately after the adjournment of the  
17 meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

18  
19 Section 15. Prohibition of Compensation. Directors may not be paid compensation for  
20 performance of their duties as directors except that directors may be reimbursed for out-of-  
21 pocket expenses spent in performance of their duties as directors. No director shall be  
22 precluded from serving the School in any other capacity and receiving compensation therefore.

23  
24 Section 16. Conflict of Interest. No contract or transaction between the School and one or  
25 more of its directors or officers, or between the School and any corporation, partnership,  
26 association, or other organization in which one or more of the School's directors or officers are  
27 directors or officers or have a financial interest, shall be void or voidable nor shall such  
28 director(s) or officer(s) be liable with respect to such contract or transaction solely for this  
29 reason, or solely because the director or officer is present at or participates in the meeting of  
30 the Board or committee thereof which authorizes the contract or transaction, or solely because  
31 their votes are counted for such purpose, if:

32  
33 (a) The material facts as to their interest or relationship are disclosed or are known to the  
34 Board of Directors or the committee, and the Board of Directors or committee  
35 authorizes, approves or ratifies the contract or transaction by the affirmative votes of a  
36 majority of the disinterested directors, even though the disinterested directors are less  
37 than a quorum; or

38  
39 (b) The contract or transaction is fair and reasonable as to the School. Common or  
40 interested directors may be counted in determining the presence of a quorum at a  
41 meeting of the Board of Directors or of a committee which authorizes the contract or  
42 transaction.

ARTICLE IV  
OFFICERS

1  
2  
3  
4 Section 1. Number. The officers of the School shall be a Chairperson, a Vice-Chairperson, a  
5 Secretary, and other officers as may be deemed necessary and appointed by the Board of  
6 Directors. Each officer must be a director of the School. Any two or more offices may be held  
7 by the same person, except the offices of Chairperson and Secretary.

8  
9 Section 2. Election and Term of Office. The officers of the School shall be elected for one (1)  
10 year terms at the Annual Meeting of the Board of Directors. If the election of officers shall not  
11 be held at the Annual Meeting, such election shall be held as soon thereafter as is  
12 practicable. Each officer shall hold office until his or her successor shall have been duly  
13 elected and shall have qualified or until such officer's death, resignation or removal in the  
14 manner hereinafter provided.

15  
16 Section 3. Chairperson. The Chairperson shall preside at all meetings of the Board of  
17 Directors. The Chairperson shall execute, on behalf of the School, any deeds, mortgages,  
18 bonds, contracts, or other instruments which the Board of Directors has authorized to be  
19 executed, and shall have the authority to delegate such power of execution and signing to  
20 the Head of School except in cases where the signing and execution shall be expressly  
21 delegated by the Board of Directors or by these By-laws to some other officer or agent of  
22 the School, or shall be required by law to be otherwise signed or executed. The Chairperson  
23 shall do and perform all duties incident to the office of Chairperson and such other duties as  
24 may be assigned to the Chairperson by these By-laws or by the Board of Directors.

25  
26 Section 4. Vice Chairperson. In the absence of the Chairperson or in the event of the  
27 Chairperson's death, inability or refusal to act, the Vice Chairperson shall perform the duties  
28 of the Chairperson, and when so acting, shall have all the powers of and be subject to all the  
29 restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties as  
30 from time to time may be assigned to him or her by the Chairperson or by the Board of  
31 Directors.

32  
33 Section 5. Head of School. The School shall have a Head of School responsible for the day-  
34 to-day administration of the School subject to the supervision of the Board of Directors and  
35 with such functions as the Board of Directors from time to time determines. The Head of  
36 School shall have general oversight over: (a) custody of and responsibility for all funds and  
37 securities of the School; (b) receipt and giving of receipts for moneys due and payable to  
38 the School from any source whatsoever, and deposit of all such moneys in the name of the  
39 School in such banks, trust companies or other depositories as shall be selected in  
40 accordance with the provisions of Article VII of these By-laws; and (c) in general, the  
41 performance of all of the duties incident to the office of Head of School and such other  
42 duties as from time to time may be assigned to the Head by the Chairperson or by the  
43 Board of Directors. The Head of School may hire, with approval of the Board of Directors,  
44 an Assistant Head of School to whom he may delegate certain administrative

1 responsibilities.

2

3 Section 6. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the  
4 Board of Directors in one or more books provided for that purpose; (b) see that all notices are  
5 duly given in accordance with the provisions of these By-laws or as required by law; (c) be  
6 custodian of the Board records; (d) keep a record of the post office address of each director  
7 which shall be furnished to the Secretary by such director, and (e) in general perform all  
8 duties incident to the office of Secretary and such other duties as from time to time may be  
9 assigned to the Secretary by the Chairperson or by the Board of Directors.

10

11 The Secretary is authorized to enlist the services of any one or more employees of the School  
12 to assist the Secretary in carrying out his or her duties as herein defined.

13

14 Section 7. Removal. Any officer may be removed by a vote of the Board of Directors  
15 whenever in its judgment the best interests of the School will be served thereby. Election of an  
16 officer shall not of itself create contract rights.

17

18 Section 8. Resignations. Any officer may resign at any time by giving written notice to the  
19 Chairperson or Secretary. The resignation shall take effect at the time specified in the notice,  
20 and, unless otherwise specified in such notice, the acceptance of the resignation shall not be  
21 necessary to make it effective.

22

23 Section 9. Vacancies. A vacancy in any office because of death, resignation,  
24 removal, disqualification or otherwise, shall be filled by the Board of Directors in the manner  
25 prescribed in Article IV, Section 2 of these By-laws. In the case of a vacancy, such vacancy shall  
26 be filled for the unexpired portion of the vacated term.

27

28

29 ARTICLE V  
30 COMMITTEES

31

32 Section 1. Committees. The Board of Directors may from time to time designate and  
33 establish one or more committees from among its members as well as other individuals, each  
34 of which committee shall consist of at least two (2) directors. Each such committee, to the  
35 extent provided in the resolution creating the same, shall have and may exercise the  
36 authority delegated to it by the Board of Directors unless the delegation of such authority  
37 shall be prohibited by law. The designation of any such committee and the delegation thereto  
38 of authority shall not operate to relieve the Board of Directors, or any member thereof, of  
39 any responsibility imposed by law.

40

41 A majority of all the members of any such committee may determine its action and fix the  
42 time and place of its meetings, unless the Board shall otherwise prescribe. The Board shall  
43 have the authority to change the members of any such committee at any time, to fill  
44 vacancies and to discharge any such committee, either with or without cause, at any time.

1  
2 Section 2. Executive Committee. The Executive Committee shall be made up of the  
3 Chairperson and Vice Chairperson, the two parent representatives and the two staff  
4 representatives. The Executive Committee will determine the agendas and  
5 recommendations to be brought to the larger Board, **although agenda items and motions for**  
6 **Board action may also be proposed by any Board member at a full Board meeting, and those**  
7 **agenda items and motions may be adopted at a meeting of the Board subsequent to the**  
8 **meeting at which they were introduced, provided that the agenda item or motion is**  
9 **supported by at least one staff Board member, one parent Board member and one**  
10 **community Board member as well as a majority of all votes cast.** In matters under  
11 consideration by the Executive Committee, a simple majority is sufficient to pass a matter on  
12 for the Board’s consideration.

13  
14 Section 3. Finance Committee. The Finance Committee shall develop, in conjunction with the  
15 Head of School, for review and approval by the Board of Directors, an annual budget for the  
16 School, periodically monitor the actual financial performance of the School in relation to the  
17 budget, and otherwise help formulate and implement fiscal policy of the School. The Finance  
18 Committee shall also address issues relating to the welfare of the staff and advocate as needed  
19 with funding sources.

20  
21 Section 4. Development Committee. The Development Committee shall be responsible for  
22 overseeing the seeking of grants and contributions to the School.

23  
24 Section 5 The Parents Association. The Board of Directors recognizes the importance of the  
25 Parents Association to the operations of the School and encourages its representatives to  
26 attend meetings of the Board of Directors and present issues of concern to parents. The  
27 Chairperson of the Parents’ Association will serve on the Board of Directors, and the Parents  
28 Association will elect one additional member each year from among its members.

29  
30 Section 6 Additional Committees. The Board may from time to time create such additional  
31 committees of directors, officers, employees, members of the community or other persons  
32 designated by it (or any combination of such persons) to advise the Board, and the officers  
33 and employees of the School on matters designated by the Board, and to perform such other  
34 functions and duties as the Board shall by resolution prescribe. A majority of all the members  
35 of any such committee may determine its action and fix the time and place of its meetings,  
36 unless the Board shall otherwise provide. The Board shall have the power to change the  
37 members of any such committee at any time, to fill vacancies and to discharge any such  
38 committee, either with or without cause, at any time.

39  
40 Section 7. Chairperson. The Board of Directors shall designate and appoint one member of  
41 each committee to serve as chairperson of that committee.

42  
43  
44

1 ARTICLE VI  
2 CHALLENGES TO DECISIONS OF THE BOARD OF DIRECTORS

3  
4 Section 1. Procedure. Teaching personnel and parents of pupils may challenge decisions of the  
5 Board of Directors of the School which they believe do not conform to the School's Charter  
6 (other than matters governed by collective bargaining agreements or state or federal law) as  
7 follows:  
8

- 9 a. Reconsideration by the Board of Directors. A letter outlining the disagreement shall  
10 be sent to the School and considered at the next regularly scheduled meeting of the  
11 Board of Directors. The affected teaching personnel or parent(s) of pupils are entitled  
12 to be heard on the matter. The decision of the Board of Directors and the reasons  
13 therefore will be sent in writing to the affected teaching personnel or parent(s).  
14
- 15 b. Appeal to the Commissioner. If the Board of Directors does not resolve the issue in a  
16 manner satisfactory to the affected teaching personnel or parent(s), the affected  
17 teaching personnel or parent(s) may appeal the decision to the Rhode Island  
18 Commissioner of Education in writing within sixty (60) days of the date the decision of  
19 the Board of Directors is mailed to the affected teaching personnel or parent(s). The  
20 Commissioner shall consider the written outline of the disagreement submitted by the  
21 affected teaching personnel or parent(s) and the decision of the Board of Directors  
22 and may call a meeting of the interested parties to discuss and attempt to resolve the  
23 dispute. The decision of the Commissioner shall be rendered in writing and shall  
24 contain the reasons for the decision. The decision of the Commissioner shall be final  
25 and binding on the interested parties.  
26  
27

28 ARTICLE VII  
29 CONTRACTS. LOANS. CHECKS AND DEPOSITS

30  
31 Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or  
32 agents, to enter into any contract or execute and deliver any instrument in the name of and  
33 on behalf of the School, and such authority may be general or confined to specific instances.  
34

35 Section 2. Loans. No loans shall be contracted on behalf of the School and no evidence of  
36 indebtedness shall be issued in its name unless authorized by a resolution of the Board of  
37 Directors. Such authority shall be confined to specific instances. No loan shall be made by the  
38 School to any director.  
39

40 Section 3. Checks, Drafts or other Similar Orders. All checks, drafts or other orders for the  
41 payment of money, notes or other evidences of indebtedness issued in the name of the  
42 School shall be signed by such officer or officers or agent or agents of the School and in such  
43 manner as shall from time to time be determined by resolution of the Board of Directors.  
44

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

5  
6 ARTICLE VIII  
7 INDEMNIFICATION  
8

9 Section 1. Authority. The School shall, to the extent legally permissible, have the power to  
10 indemnify persons against expenses (including attorneys' fees), judgments, fines and  
11 amounts paid in settlement arising from any threatened, pending or completed action, suit or  
12 proceeding. The Board of Directors may authorize the School to purchase and maintain  
13 insurance on behalf of any person who is or was a director, officer, employee or agent of the  
14 School, or is or was serving at the request of the School as a director, officer, employee or  
15 agent of another corporation, partnership, joint venture, trust or other enterprise, against  
16 any liability asserted against such person and incurred by such person in any such capacity or  
17 arising out of his or her status as such.  
18

19  
20 ARTICLE IX  
21 GENERAL PROVISIONS  
22

23 Section 1. Fiscal Year. The fiscal year of the School shall begin on the first day of July and end  
24 on the last day of June.  
25

26 Section 2. Financial Records. The financial records of the School shall be examined annually  
27 by a Certified Public Accountant hired by the Board of Directors, and the report of the said  
28 accountant on the financial statement shall be filed with the records of the School. The  
29 report of said accountant shall be open to the Board of Directors of the School for review and  
30 examination.  
31

32 Section 3. Parliamentary Authority. The parliamentary authority shall be Robert's Rules of  
33 Order to the extent they are applicable and to the extent they are not inconsistent with these  
34 By-laws.  
35

36 Section 4. Waiver of Notice. Whenever any notice is required to be given to any person under  
37 the provisions of these By-laws or under the provisions of the Charter or under the provisions  
38 of applicable law, a waiver thereof in writing signed by the person or persons entitled to such  
39 notice, whether before or after the time stated therein, shall be deemed equivalent to the  
40 giving of such notice. The attendance of a person at a meeting shall constitute a waiver of  
41 notice of such meeting, except when a person attends a meeting for the express purpose of  
42 objecting to the transaction of any business because the meeting is not lawfully called or  
43 convened. Neither the business to be transacted at, nor the purpose of, any regular or special  
44 meeting of the Board of Directors need be specified in any written waiver of notice of such

1 meeting.

2

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

6

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

9

10

11

ARTICLE X  
AMENDMENTS

12

13

14 These By-laws may be altered, amended or repealed and new By-laws may be adopted by the  
15 affirmative vote of two thirds of the members holding office at any annual, regular or special  
16 meeting of the Board of Directors of the School, provided that the Executive Committee has  
17 reviewed and approved the proposed changes and that 30 days written notice outlining the  
18 proposed changes have been provided prior to said meeting. **Changes to the By-laws may also  
19 be proposed by any Board member at a full Board meeting, and those changes may be  
20 adopted at a meeting of the Board subsequent to the meeting at which the By-laws change is  
21 proposed, provided that the motion to amend the By-laws is supported by at least one staff  
22 Board member, one parent Board member and one community Board member as well as a  
23 majority of all votes cast.**

24

25

26 Adopted by the Academy for Career Exploration Board of Directors on **October 11, 2011.**