

**COWDEN STREET COLLABORATIVE INC.  
dba SEGUE INSTITUTE FOR LEARNING  
BYLAWS**

**ARTICLE I - General Provisions**

**Section 1.1 Name and Purpose.** Cowden Street Collaborative Inc. dba The Segue Institute for Learning (hereafter “the School” is a nonprofit corporation organized exclusively for charitable and educational purposes within Section 501(c)(3) of the Internal Revenue Code. It is also authorized as an independent public charter school by the State of Rhode Island pursuant to the Charter Public School Act of RI (R.I.G.L. 16-77, 16-77.3).

**ARTICLE II - Non-Membership Corporation**

The corporation has no members.

**ARTICLE III - Board of Directors**

**Section 3.1 Powers and responsibilities.** The property, affairs and business of the School will be governed by a Board of Directors (hereafter “Board”). The Board has and shall exercise all of the powers and responsibilities of the School subject to the laws of the State of Rhode Island for nonprofit boards and for school boards, as outlined in the School charter and as designated from time to time by the Board. Board powers are limited by the Articles of Incorporation or these bylaws.

The following powers are also exclusively held by the Board:

- (b) To amend the material terms of the school's charter (contingent upon approval by the Department of Education) and submit charter amendments to the state.
- (c) To support the general policies of the School in accordance with the school's charter and mandates from the RI Department of Education, and to see their faithful execution.
- (d) To manage the financial affairs of the School so as to ensure the School's financial stability and the continued integrity of its academic programs, including the power to borrow and incur indebtedness for the purposes of the School, and to approve its annual operating and capital budgets.
- (e) To select, appoint, evaluate and manage the Executive Director and to set the terms and conditions of her or his employment.

**Section 3.2 Number.** The number of directors of the Board of Directors (“the Board”) will be no fewer than nine (9) and no more than fifteen (15) directors as determined from time to time by the board. All directors have identical rights and responsibilities. No term of a sitting director may be shortened due to a reduction in the number of directors.

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**Commented [GG1]:** As the corporation has no governing members, I added this to underscore that. In turn, board members are now referenced as “directors” throughout the document to prevent any confusion.

**Commented [GG2]:** This was added as a general purpose statement. Board responsibilities or powers which were in section 2.11 and 2.12 have been distributed to the appropriate sections of the bylaws or will appear in the board job description/expectation.

**Commented [GG3]:** This was reduced from 15 to 13 per the conversation at the last board meeting. The last line reflects state law.

**Section 3.3 Qualifications.** Directors will reflect the qualities, attributes and diversity as determined by from time to time by the Board. A good faith effort will be made to recruit candidates that have demonstrated previous commitment to the School. Parents of Segue Scholars and members of the Central Falls community are desirable for service on the Board.

**Commented [GG4]:** This has been simplified to enable the needs to change per the recommendation of the Gov Committee and with the approval of the board. Added is the desire for demonstrated commitment.

**Section 3.4 Student Liaison.** Segue student voice is encouraged as part of Board of Director's meetings. When applicable, one or more students will participate in board meetings and serve as a liaison to the board. Student liaisons are not directors, do not have a vote and may be excluded in executive session.

**Commented [GG5]:** This has been added into its own section and reflects the previous discussion with the Board.

**Section 3.5. Election.** The Governance Committee will periodically recommend to the Board for its approval a process and additional qualifications for selecting directors. All directors will be nominated by the Governance Committee. Directors will be elected by a majority vote of the directors attending the meeting. With the exception of directors elected to fill vacancy terms, directors will be elected at the annual meeting.

**Section 3.6. Term of Office.** **Who decides terms?** The term of office for directors elected at an annual meeting is three years, starting on the first day of the month following their election and ending on the last day of the 36<sup>th</sup> month of that directors term. All directors serving a full three-year term may be re-nominated by the Governance Committee and may be elected to one additional three year term. Directors will be expeditiously notified of their election and terms by the Secretary.

**Commented [GG6]:** This reflects the advised change of the annual meeting to June. It clarifies the start and end date of terms as well as the need for directors to be re-nominated to a 2<sup>nd</sup> term and not just automatically continued.

**Section 3.7. Term Limit.** Directors are limited to serving no more than two (2) consecutive three (3) year terms without taking at least a two-year sabbatical from serving on the Board.

**Section 3.8 Transition Terms.** In order to transition to a term schedule aligned with the June annual meeting, the terms of directors serving as of April 2019 will be extended as follows:

**Commented [GG7]:** Because of the switch to a June annual meeting and to finally get everyone onto terms that align with the annual meetings to ensure new director cohorts and simple recording keeping on start and stop dates, this transition should accommodate all current directors.

- There is no term extension for any directors serving a second which ends before June 30, 2020.
- Directors whose first terms would have terminated between June 1, 2019 and June 29, 2020 will now expire on June 30, 2020. These directors may be considered at the 2020 annual meeting for election to a second three year term beginning July1, 2020.
- Directors whose first terms would have terminated between July 1, 2020 and June 29, 2021 will now expire June 30, 2021. These directors may be considered at the 2021 annual meeting for election to a second three year term beginning July 2, 2021.
- The terms of any director first elected after July 1, 2018 will expire on June 30, 2023. These directors may be considered for reelection to a second three year term at the 2023 annual meeting.

**Section 3.9 Vacancies due to resignation, long-term illness, death, or removal.** A vacancy occurring in this way may be filled at any meeting of the board upon nomination by the Governance Committee and majority vote of the attending directors. The term of these vacancy

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directors begins on the day following the day of the election and will run through the end of the term of the director they are replacing per Section 2.8.

**Commented [GG8]:** Because there was confusion about what was or was not a vacancy, this has been clarified in 2.9 and 2.10. Under RI state law, any director filling the term of a director vacating in the middle of their term serves to the end of that term.

**Section 3.10 Vacancies due to an increase in board numbers.** Directors elected between annual meetings to fill a newly authorized seat on the board will serve from the first day following the day of election and end at the last day of the second month following the next annual meeting. This shortened term will not count as a full term and these directors may be re-nominated by the Governance Committee and elected to a first full three-year term at the next annual meeting by a majority of directors attending.

**Commented [GG9]:** So as not to get back into terms that start and end throughout the year, any new appoints due to an increase in number of board members only run to the next annual meeting. That shorter term does not count as a full term.

**Section 3.11 Resignation.** A director may resign at any time by filing a written resignation with the Secretary and Chair of the Board. A director is deemed to have resigned from the Board if they miss three Board meetings with the fiscal year. The Board may choose to reinstate that director by majority vote for the remainder of their term.

**Commented [GG10]:** As the secretary is the official record keeper, resignations should go to that person. Also, we propose eliminating the ambiguity around whether or not a member is terminated for missing half of the annual board meetings.

**Section 3.12 Removal.** The Board may remove any director with or without cause by two-thirds vote of the entire Board of Members at any regular or special meeting of the Board, provided that notice is properly given at least ten (10 days) before any final action is taken by the Board. Relevant procedures of RIGL 42.26 on Open Meetings apply.

**Commented [GG11]:** This is more commonly seen language in bylaws. The length of time for notice was reduced to reflect any urgent situation that might need prompt removal.

**Section 3.13 Compensation.** Directors receive no compensation for service. Directors may be reasonably reimbursed for expenses incurred in performance of their board duties in accordance with the School's policies and as authorized by the Board.

#### ARTICLE IV - Meetings

**Section 4.1 Number and Schedule.** There shall be at least four (4) meetings of the Board held each calendar year. The annual meeting ("Annual Meeting") of the Board will be held in June of each year unless set for a different month by a majority vote of the Executive Committee. The Board will approve a calendar of meetings by March 1 of each year.

**Commented [GG12]:** The bylaws provide for the minimum required of school committees in RI law. This does not change your customary process of having 6 meetings and a retreat annually. A provision was added to give some flexibility should you need to move the annual meeting and to assign that power to the Ex Com. March 1 is to align with the calendar that you need to provide to RIDE.

**Section 4.2 Special Meetings.** Special meetings of the Board may be called by the board Chair or in writing to the Secretary with the signatures of a majority of directors then in office (an email from each director to the Secretary will constitute a signature). Special meeting notices must comply with RIGL §42-46.

**Commented [GG13]:** This is to clarify this process.

**Section 4.3 Quorum.** A majority of directors then in office will constitute a quorum for the transaction of business at any regular or special meeting of the Board except where otherwise required by these bylaws. In-person attendance is required, except in cases of active military service or disability, in accordance with RIGL 42-46-5.

**Commented [GG14]:** This was changed from half to majority, which is half plus one. The only provision for remote attendance was added.

**Section 4.4 Format.** The Board may select its own meeting format in any method allowed by the laws of the state of Rhode Island. Any such meeting, whether regular or special, complying with §3.1 or §3.2 will constitute a meeting of the Board and shall subscribe to the policies,

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procedures, and rules adopted by the Board. All meetings shall comply with the RIGL §42-46 on Open Meetings.

**Section 4.5 Notice.** Notice of all regular and special meetings of the Board, the agenda of all items to be discussed at such meetings, and summaries of issues to be voted upon shall be circulated to all directors at least two days prior to the meeting unless otherwise indicated in these bylaws. Public notice and accommodations made will be given at least two **business** (2) days prior to the meeting and in accordance with RIGL §42-46 on Open Meetings..

**Commented [GG15]:** This is the current requirement for public posting.

**Section 4.6 Records.** The Board will maintain a record of every meeting including the date, time and location of the meeting, the directors present or absent, and all action taken at the meeting, including formal votes taken. These records shall comply with the RIGL §42-46 on Open Meetings for required content and timelines for **public** posting.

**Commented [GG16]:** Just to make sure you are in accordance.

**Section 4.7 Proxies and Alternates.** Proxy votes are not permitted. An **absent** director may not designate an alternate to represent him or her at a Board meeting.

**Commented [GG17]:** These two sections were combined.

**Section 4.8 Manner of Acting.** Unless a different number is specified in these by-laws, a majority of those voting at any duly executed meeting will be required to act.

## ARTICLE V - Officers

**Section 5.1. Number.** The officers of the School will be a Chair of the Board (filling the statutory requirement of “President”), one or more Vice Chairs, a Secretary, and **Treasurer**. No person may hold two officer positions at the same time.

**Commented [GG18]:** This reflects our discussion on ensuring the mandated officers and eliminating the co-chair as it is now written.

**Section 5.2 Election, Qualifications and Term of Office.** The officers of the Board , with the exception of the Secretary, will be nominated by the Governance Committee and elected by majority vote of the Board at the annual meeting for a one year term starting the first of the month following the annual meeting. Officer terms are for 12 months and until a successor has been elected, or until resignation, removal or death. No individual may serve in one office for more than three (3) consecutive terms. All officers, with the exception of the Secretary, are directors. The Secretary is a staff member designated by the Executive Director and does not have a vote on the board or committee.

**Section 5.3. Removal.** Any officer may be removed either with or without cause, at **any time**, by the majority of the directors then in office at any regular or special meeting held and noticed for this purpose.

**Commented [GG19]:** Section 4.3 an Section 4.4 were not previously in the bylaws.

**Section 5.4. Resignation.** Any officer may resign at any time by giving written notice to the Chair of the Board or to the Secretary. Any such resignation will take effect at the date of receipt of such notice or at any later time so agreed by the Board. The acceptance of such resignation will not be necessary to make it effective.

**Section 5.5. Vacancy.** The Governance Committee may recommend and the Board may elect a director by majority vote at any regular or scheduled meeting to fill any officer position that becomes vacant. The term of an officer appointed to a vacancy position begins upon election and continues only to the remainder of the term of the officer being replaced. Should the Secretary become vacant for any reason, the Executive Director will choose their replacement from staff.

**Commented [GG20]:** Because this is not a position elected by the board, but a vacancy needs to be filled.

**Section 5.6. General Powers.** Each officer listed below will have the duties and powers as are commonly incident to the office, unless otherwise indicated in these bylaws, and such other duties and powers as the Board of Directors shall from time to time designate.

**Section 5.7. Chair of the Board.** The Chair of the Board ensures the integrity and fulfillment of the Board meeting process and presides over board meetings, using the commonly accepted power of that presiding. They may delegate this meeting presiding role from time to time to the Vice Chair or another director. The chair may serve as an ex-officio member of any committee.

**Commented [GG21]:** All officer roles were minimally defined, with the provision in 4.06 for the board to provide more definition through a job description or other policy.

**Section 5.8. Vice Chair.** The Vice Chair will perform the duties of the Chair in the event that the Chair is absent. The Vice Chair will also serve as liaison to committees to facilitate their functioning.

**Commented [GG22]:** The duty of serving as a liaison to committees was added.

**Section 5.9. Secretary.** The Secretary will record or cause to be recorded all the proceedings of the meetings of the Board of Directors and the Executive Committee; will see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; and will ensure that the records are maintained and available as required by law.

**Commented [GG23]:** Newly added.

**Section 5.10. Treasurer.** The Treasurer will be responsible for those financial affairs, record keeping and reporting as directed and authorized by the Board. The Treasurer will chair the Finance/Audit Committee.

**Commented [GG24]:** Newly added.

## ARTICLE VI - Committees

**Section 6.1. Committees.** In addition to the Standing Committees described in these bylaws, the Board may establish committees and task forces as it may determine necessary to advise and assist it. The Board will prescribe the need, length of service and the composition of such committees and task forces unless otherwise described in these bylaws.

**Commented [GG25]:** This section the Gov. Com. Wants to check with counsel as we don't want to create a bunch of committees that need to fall under Open Meetings.

**Section 6.2 Limitations.** No committee shall have the authority of the Board to amend or repeal these bylaws; to approve or amend the annual budget; to elect, appoint or remove any member of staff or any committee member, officer or director; to adopt a plan of merger; to authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the School; or to authorize its dissolution.

**Section 6.3. Composition.** Committee members will be directors. Other members of the school or community may serve on committees as non-voting members. Each committee will have at least two directors and the chair will be a director. All committee members and their chairs are approved by the Board at the annual meeting for a one year, renewable term, in consultation with

**Commented [GG26]:** This section is more in alignment with state law.

the Governance Committee and with the input and approval of the Board unless otherwise indicated in these bylaws. The Board has the power to change the chair or members of any committee, to add members, to fill vacancies and to discharge any such committee, with or without cause, at any time.

**Section 6.4 Notice and Manner of acting.** A majority of all the directors of any such committee may determine its action and fix the time and place of its meetings, unless otherwise determined by the Board. Standing committees of the Board may adopt rules for their own governance and procedures that are consistent with Rhode Island General Law, these bylaws, or the rules and regulations adopted by the Board. All board authorized committees will be held, notice and recorded in accordance with RIGL 42.46 Open Meetings.

**Section 6.5. Standing Committees.** The Board will have the following standing committees:

- (a) Executive Committee. The Executive Committee supports the effective functioning of the board including setting meeting agendas, assisting the board in establishing annual goals and meeting school board responsibilities. The committee's chair is the Chair of the Board and includes the Treasurer, Vice Chair(s) and Executive Director. Each member of the committee will have one vote, regardless of the number of officer positions held. The Executive Committee may exercise the powers and authority of the Board in the governance of the affairs of the School as authorized by the Board. The Executive Committee will keep minutes of its meetings and file them with the corporate minutes, report its actions to the next meeting of the Board of Directors, and refer all matters of policy to the Board of Directors.
- (b) Governance Committee. The Governance Committee will assist the Board in its processes for the effective and efficient performance of governance as designated from time to time by the Board. Primary among those duties are screening and nominating director and officer candidates, consulting on other positions indicated in these bylaws and any bylaws reviews. In addition to at least two directors, the Executive Director is a member of the Governance Committee.
- (c) Finance and Audit Committee. The purpose of the Finance and Audit Committee is to assist the Board in fulfilling its fiduciary role and overseeing the annual audit. The Finance and Audit Committee is chaired by the Treasurer. At least one of the committee members shall have financial expertise. This committee will work with financial and the Executive Director to develop the annual budget and review payables, receivables and general disbursements on a regular basis. This committee will also advise school administration on financial best practices and prudent financial controls. This chief financial officer will serve as the liaison to this committee.

**Commented [GG27]:** We considered eliminating the Ex Committee, but decided to keep it with limited capacity should it be needed for any emergency purpose.

**Commented [GG28]:** Audit was missing from the duty of this committee.

- (d) Personnel Committee. This committee will advise the Board on all matters pertaining to personnel, including but not limited to: reviewing and/or updating the personnel handbook; the creation, termination, and modification of positions (with consideration for recommendations made by school administration); conduct the evaluation of the Executive Director and recommend appropriate compensation for the Executive Director.
- (e) Academic Committee. This committee will work with school leadership to ensure students are provided a rigorous academic experience and to regularly inform the Board of the academic trajectory of the school. This committee will work closely with the Principal of the Middle School or their appropriate designee from Segue.

**Commented [GG29]:** Amended from annually to regularly.

#### **ARTICLE VII - Executive Director**

**Section 7.1 Executive Director.** The Board may appoint to manage the business and affairs of the School an Executive Director who will be the chief executive officer. The Executive Director serves at the discretion of the Board. He/she/they have primary responsibility to appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of all agents and employees of the school district, in accordance with Board and state of RI policies and regulations.

**Commented [GG30]:** The interim part is not really needed here.

#### **ARTICLE VIII - Conflict of Interest**

**Section 8.1 Adoption of Policy.** The Board will adopt a conflict of interest policy to ensure that any directors' potentially conflicting-interest transactions will be subject to the requisite disclosure, determination and action by the Board as they arise. The Board will also ensure no "excess benefit transactions" involving a "disqualified person" as defined in IRS Code

**Commented [GG31]:** This section was streamlined and all the conflict of interest policy should be reviewed for any needed changes and definition. Added is the excess benefit transaction prohibition which carries individual liability if violated.

**Section 8.2 Disclosure; Annual Review of Policy.** The conflict of interest policy will be reviewed by the Board annually. At the time of their election or appointment, each director or officer of the School will be asked to complete a disclosure statement identifying all related parties of the director or officer who have a conflicting interest with respect to any transaction between such person and the School. These statements will be kept on file with other board records. These statements will be updated annually and any additions or other changes shall be made by the director or officer in writing as they occur.

## ARTICLE IX Fiscal Year

**Section 9.1 Fiscal Year.** The fiscal year of the School begins on July 1 of each calendar year and terminate on June 30 of the following year. The Board may alter the term of the fiscal year at any meeting for which notice consistent with these bylaws has been given.

## ARTICLE X - Indemnification.

**Section 10.1 Personal Liability.** Directors and officers of the School will not be personally liable for any debt, liability or obligation of the School. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the School may look only to the funds and property of the School for the payment of any such contract or claim, or of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the School. The Cowden Street Collaborative Inc. dba The Segue Institute for Learning is required to maintain appropriate Director's liability insurance at no-cost to directors or officers.

**Section 10.2 Indemnification.** The School shall to the extent legally permissible by the law of the state of Rhode Island indemnify each of its directors, officers, employees, and volunteers against all liabilities and expenses reasonably incurred by him/her/they in connection with the defense or disposition of any action, suit or other proceeding, whether civic or criminal, in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of having been such a director, officer, employee or agent. However, no indemnification will be provided to such Indemnified person with respect to any matter in which such indemnified person has been finally adjudicated in any proceeding to (i) have breached the Indemnified person's duty of loyalty to the School, (ii) not have acted in good faith in the reasonable belief that such indemnified person's action was in the best interest of the School, (iii) have engaged in intentional misconduct or a knowing violation of law, or (iv) have engaged in any transaction from which the Indemnified person derived improper personal benefit. It is further provided that any compromise or settlement payment shall be approved by the School in the same manner as provided below for the authorization of indemnification.

## ARTICLE XI

### Bylaws Amendments

**Section 11.1 Amendments.** These Bylaws may be amended at a regular meeting by a two-thirds vote of all directors in attendance at the meeting; provided that notice of the proposed amendment, together with a copy thereof, is mailed to each director at least fifteen (15) days prior to the meeting at which the amendment is to be considered. Amendments to these Bylaws are effective immediately on their adoption or at such later time as specified in the amendment, contingent upon approval by the Board.

**Commented [GG32]:** This was adjusted from 2/3<sup>rd</sup> in office.

## ARTICLE XII – Non-Discrimination

**Section 12.1** Non-Discrimination. In the employment of persons, in the enrollment of students, membership on the Board and the conduct of its programs, and in the administration of public assemblies, performances, exhibits and events, the School will not discriminate on the basis of age, sex, sexual orientation, race, military service, gender identity, national origin, ancestry, religion, marital status, or non-disqualifying disability.

Commented [GG33]: added