

**Ocean Academy Charter School
Board of Trustees**

Minutes – Board of Trustees Meeting, April 28th, 2020

Virtual Meeting – 3:00 PM

By way of Conference Call as per DCA guidance – April 28th, 2020 3:00 PM

In Accordance with the Open Public Meetings Act: Public Notice of this Meeting pursuant to the Open Public Meetings Act has been given by the Board Secretary in the Asbury Park Press – Paper of Record.

Marshall White – President
Ken Seda – Vice President, Absent
Sharon Hollander
Jeanmarie Lamme, Absent
Anita Raynes Lepelstat
Roxanne Martin, Absent
Reverend Juan Angel Monge-Santiago
Jim Muzikowski
Aase Marie Schults Hare

Also in attendance, Valarie Smith (Executive Director), Lorna Hassel (Head of School), Cindy Coughlin (School Business Administrator), David Hespe (Board Attorney), Tom McMahon (Facilities Consultant), David Block (Financial Consultant).

Salute to the Flag

Action Agenda:

1. Minutes of March 4th Board of Trustees Meeting Approved.
Father Juan motioned to approve the March 4th Board of Trustees meeting minutes. Second by Anita Lepelstat - approved unanimously by the Board.
2. Tom McMahon, Facilities Consultant, presented on updates of the new building.
3. Valarie Smith presents on extended leases for both Georgian Court and Christ United.
4. Lorna Hassell presents on Distant Learning and other activities during school closing.
5. Lorna Hassell Presents on continuing contracting for all current employees for the 2020-21 school year.

Motion to continue contracting all current employees for the 2020-21 school year was made by Jim Muzikowski. Second by Father Juan. Motion Approved.

6. Lorna Hassell and Valarie Smith present on yearly raises for all staff.

All Teachers @ 3.5% Increase

Ocean Academy Charter School Board of Trustees

Administrative Support Staff @ 3.5% Increase

All Staff Under \$30,000 @ a \$1,000 flat Increase

Administrative Staff Whose Jobs are impacted by increased student enrollment @ 5%
(Nurse, SBA, Academic Supervisor, Head of School, & Executive Director)

All Hourly Staff continues @ \$12.00 per hour (this group received a \$2 increase last
January First)

Director of After School Program to Increase from \$25.00 per hour to \$28.00

Gratuity for IT Technician \$3,000

Motion to approve all increases for staff as presented was made by Jim Muzikowski, second by Sharon Hollander, and approved unanimously by the Board.

7. Valarie Smith presents on potential layoffs by Governor's Orders.
8. Valarie Smith presents on certain revisions to the Schools By-laws to reflect compliance with the School's Charter.

Anita Lepelstat motions to accept the proposed changes to the Schools By-Laws to reflect compliance with the School's Charter. Second by Jim Muzikowski, and approved unanimously by the Board.

9. Cindy Coughlin presents on Financial Issues and presents the Bill List for the Month since the last Board of Trustees Meeting.

Father Juan motions to accept the Bill List as presented by the School Business Administrator. Jim Muzikowski seconds and the Bill List is approved unanimously by the Board

10. No New Business was presented.
11. Father Juan motions to adjourn the meeting. Jim Muzikowski seconds. Approved unanimously by the Board.

Revised By-Laws 4/28/2020

BY-LAWS OF OCEAN ACADEMY CHARTER SCHOOL

Article I - Name and Incorporation

Section 1. Name: The name of the corporation is “Ocean Academy Charter School.” It is herein after referred to as Ocean Academy, OACS, or Charter School.

Section 2. Location: The principal location of Ocean Academy Charter School facility shall be in Lakewood, Ocean County, New Jersey.

Section 3. Purpose: The Ocean Academy is a non-profit corporation. Organized under the laws of the State of New Jersey for educating students, as stated in our Mission Statement, approved by the New Jersey Commissioner of Education.

Section 4. Non-Discrimination: Ocean Academy shall not discriminate based on race, religion, national origin, gender or age in either the hiring or other employment practices of the school or in its admission policies for students. Further, OACS shall be open to all students in its authorized geographic area on a space available basis and shall not discriminate in its admission policies or practices. The Charter School shall follow all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operations of charter public schools in the State of New Jersey.

Article II - Membership

Section 1. Non-Membership Corporation. The Ocean Academy Charter School shall have no members. The Trustees shall have all powers and duties for the conduct of the activities of the Charter School.

Article III - Board of Trustees

Section 1. Term. Trustees shall be elected for a three-year term. Terms shall be staggered so that no more than one third of the Board shall be up for election in any year, unless a vacancy (ies) needs to be filled. The initial Board members will be selected by the Founders for staggered terms of one, two, and three years.

Section 2. Vacancies. Vacancies on the Board of Trustees will be filled by a majority vote of the remaining Board Members. Resumes of all potential candidates will be reviewed by the Board as a Committee of the Whole and all candidates will be interviewed by the Board as a Committee of the Whole. A successful candidate will receive the majority votes of the full Board.

Ocean Academy Charter School Board of Trustees

In the event of a tie voter for a position, a second ballot will be cast for that position only, with only the tied candidates participating on the ballot. Should a second tie vote occur, a result shall be obtained by flipping a coin with the person whose name is earliest in the alphabet calling a coin side first.

Newly elected trustees shall assume office at the first Board of Trustees meeting following their election

Section 4. Resignation and Removal. A Trustee may resign by submitting his or her resignation in writing to the President of the Board of Trustees. The Resignation will be effective immediately unless the notice specifies an effective date. A Trustee may be removed for cause at a meeting of Trustees by an affirmative vote of two-thirds of the remaining Board of Trustees. Trustees being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 5. Vacancies. A vacancy on the Board of Trustees, including a vacancy caused by an increase in the number of Trustees, may be temporarily filled by a majority vote of the remaining Trustees to elect a person(s) to fill the vacancy (ies) until the next annual meeting of Trustees, at which time Trustees so elected must be re-elected as specified in the Bylaws or step down from the Board as soon as his or her successor is duly elected and qualified.

Section 6. Compensation. Trustees receive no payment for their services. With Board Approval, they may be reimbursed for out-of-pocket expenses incurred on approved Board business. Trustees must present receipts for all such expenses, which shall be for the Trustee only and shall be itemized and documented. Such expenses must be approved by a motion of the Board at the meeting immediately following the expenditure(s).

Section 7. Meeting Attendance. Trustees are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any Trustee after such Trustee's three unexcused, consecutive absences to ascertain the Trustee's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board of Trustees.

Section 8. Regular Meetings. Regular meetings of the Board of Trustees shall be held on the second Tuesday of every month from August to June, and as such other times as the Board shall determine. Timely public notice of all such meetings shall be provided as specified in the Open Public Meeting Act (N.J.S.A. 10:4-6 to 10:4-21) The Asbury Park Press will serve as the Charter School's newspaper of record.

Section 8. Annual meeting. An annual meeting as the act of the Board of Trustees. The election of Trustees and Officers and such other business as may come before the meeting shall be held each year in June starting in 2018. Written notice shall be given not less than 14 days or more than 30 days of the time, place, and purpose of the meeting. The meeting notice shall comply with the Open Public Meetings Act.

Ocean Academy Charter School Board of Trustees

Section 9. Quorum. A majority of the full number of Trustees shall constitute a quorum of the Board for the transaction of business. When a quorum is present, a majority of the Trustees present may take any action on behalf of the Board. Every act of a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees.

Section 10. Special Meetings. Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the President or by a petition signed by a majority of the Board. Such meetings shall be held not less than two business days of notice given personally, by electronic mail, or by phone to all Board members. Timely public notice of all such meetings shall be provided as specified in the Open Public Meeting Act.

Article IV - Election and Duties of President and Vice President

Section 1. Officers. The Officers of the Board shall be a President, Vice President, Secretary, and Treasurer. The Board of Trustees may create such other officer positions as it thinks necessary. Each officer position shall have its duties and responsibilities specified and included in these By-Laws. No Officer may hold more than one position at the same time.

Section 2. Election Procedure. The President and Vice President shall be chosen from among the members and shall hold office until the next annual meeting of the Board succeeding the date of their election and until their respective successors are elected and shall have qualified. (18A:15-1)

The President and/or Vice President must be elected by a majority of five (5). The person holding the lowest number of votes shall retire after three ballots.

Section 3. Vacancies. Vacancies in office shall be filled for the balance of the term by a member elected by current Board members and, if not filled within the thirty (30) days prescribed by law, the county superintendent shall fill the vacancy for the unexpired term. (18A:15-2)

Section 4. Duties of the President. The President shall preside at all meetings of the Board and shall perform other duties as directed by statute, state department of education regulations, and this Board. In carrying out these responsibilities, the President shall:

- A. Sign the instruments, acts, and orders necessary to carry out State requirements and the will of the Board;
- B. Consult with the School Leader on a regular basis (including but not limited to) preparation of the Board's agendas, and ensure that any necessary or appropriate information is shared with the Board members;
- C. Appoint Board committee members and chairpersons; shall present the charge and duration of existence to all members so appointed

Ocean Academy Charter School Board of Trustees

- D. Call such meetings of the Board as he/she may deem necessary upon at least two days' notice;
- E. Be an ex officio member of all Board committees;
- F. Confer with the Executive Director on crucial matters that may occur between Board meetings;
- G. Be responsible for the orderly conduct of all Board meetings.
- H. Within a month after the annual school Board election, the Board President shall meet with new Board members to review and familiarize them with the workings of the Board.
- I. Authorize commitment of the District to an unusually large expenditure for professional services in urgent situations precluding prior Board approval;
- J. Approve and sign off on School Leader's leave of absence and leave-related expenses.

As Presiding Officer of the Board, the President shall:

- A. Call the meeting to order at the appointed time;
- B. Announce the business to come before the Board in its proper order;
- C. Enforce the Board's policies relating to the order of business and the conduct of meetings;
- D. Recognize persons who desire to speak and protect the speaker who has the floor from disturbance or interference;
- E. Explain what the effect of a motion would be if it is not clear to every member;
- F. Restrict discussion to the question when a motion is before the Board;
- G. Answer all parliamentary inquiries, referring questions of law to the Board's attorney;
- H. Put motions to a vote, stating definitely and clearly the vote and result thereof.

The President shall have the right, as other Board members have, to offer resolutions, to discuss questions, and to vote.

Section 5. Duties of the Vice President. In the absence of the President, the Vice President shall perform the duties of the President. Should he/she also be absent, the Board shall conduct an election for a President pro tem. In the absence of an agreement on a presiding officer, the Board secretary shall serve as the presiding officer.

Section 6. Removal Any officer may be removed from office, with cause, by the affirmative vote of two-thirds of the full membership of the Board of Trustees at any regular meeting or special meeting called for that purpose. Any officer proposed to be removed for cause shall be entitled to at least five business days' notice in writing by mail of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Trustees at such meeting.

Article V - Fiscal Year and Check Signing

Section 1. Fiscal Year. The fiscal year of the Charter School shall be July 1st to June 30th.

Section 2. Check Signing. The President and School Business Administrator are authorized and required to sign all checks.

Article VI - Committees

Section 1. Establishment. The Board of Trustees may appoint such standing committees and/or ad hoc committees as it think necessary for the effective governing of the school.

Section 2. Standing Committees. Each standing committee shall have a charge specific to its permitted activities and such charges shall be incorporated into the Charter School policy manual. The function of any committee so established shall be fact-finding, deliberative, and advisory to the Board of Trustees. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school. Standing committees shall be made up of no more than two less than a quorum of the Board of Trustees. The President shall be an ex officio member of each committee. The School Leader of the Charter School shall be an ex officio member of each committee, except where his/her evaluation, tenure, or salary is to be deliberated. Standing committees shall be:

Grievance Committee: In accordance with New Jersey law (N.J.S.A. 18A:36A-15), the Board of Trustees shall establish a Grievance Committee comprised of both parents and teachers to make non-binding recommendations to the Board of Trustees concerning the disposition of complaints. The Grievance Committee shall have four members who will serve one year terms, with one member designated as chairperson by the other committee members. Committee members shall be appointed each year at the first Board of Trustees meeting following the annual meeting. Grievance Committee member may serve no more than two consecutive terms on the committee.

Facilities Committee: The Facilities Committee shall be charged with monitoring the facilities in which the Charter School owns/leases and assures that all properties conform to relevant state laws for such educational facilities. They will coordinate with all parties involved to ensure a safe and healthy environment.

Finance Committee: The finance committee is commissioned by and responsible to the Board of Trustees. It has the responsibility for working with the School Leader and School Business Administrator to create the upcoming fiscal year budget; presenting budget recommendations to the Board; monitoring implementation of the approved budget on a regular basis and recommending proposed budget revisions; recommending to the Board appropriate policies for the management of the charter school's assets.

**Ocean Academy Charter School
Board of Trustees**

Student Recruitment Committee: This committee shall be responsible for coordinating the lottery.

Committee Relations & Publicity Committee: This committee is responsible for positive publicity including print, internet, radio and television.

Article VII - Government of the Ocean Academy Charter School

Section 1. **Executive Director.** The Executive Director shall be appointed by the Board of Trustees and shall hold office at its discretion, subject to his/her contract, and the charter. As the agent for the Board the Executive Director shall be responsible for the direction and operation of the Charter School, the administration of an educational program of excel the proper care and custody of the property of the Charter School. The - Executive Director shall give a written report of the general condition of the school to the Board monthly and a formal report annually or as otherwise requested by the Board with one month’s advance notice.

Section 2. **Principal/Head of School.** A Head of School will be hired by the Board of Trustees and will be responsible for the leadership and managerial oversight of the academic component of the Charter School program as outlined in the charter.

Article VIII - Additional Provisions

Section 1. **Insurance.** The Board of Trustees shall provide for the liability and other forms of insurance considered necessary and prudent as protection against possible claims.

Section 2. **Audit.** At the end of each fiscal year, the accounts of the Charter School shall be audited by an independent auditor who is either a Certified Public Accountant or a Registered Municipal Accountant and who has expertise in accounting of tax-exempt organizations generally. The auditor shall be hired for this purpose by a majority vote of the members of the Board of Trustees present at the regular public meeting at which the motion to hire the auditor is being considered. The audit shall be done in compliance with New Jersey statutes governing Charter Schools and with all applicable state and federal laws controlling non-profit tax-exempt corporations. Copies of the audit shall be provided to agencies in accordance with 18A:23-1 et.seq.

Article IX - Dissolution

Section 1. **Revocation of Charter.** If, at any time and for any reason, the Charter School’s charter is revoked or the Charter School becomes insolvent, all assets of the Charter School, after satisfaction of all outstanding claims by creditors, will be distributed equitably by the Commissioner of Education, in accordance with law, (specifically 6A:23-9.6) among the participating districts of residence and non-resident district(s).

Ocean Academy Charter School
Board of Trustees

Section 2. Voluntary Dissolution. Should the Charter School choose to dissolve for reasons other than the revocation of its charter or financial insolvency, all assets of the Charter School, after satisfaction of all outstanding claims by creditors and governmental grantors, will be distributed equitably by the Commissioner of Education, in accordance with law, (specifically 6A:23-9.6) among the participating districts of residence and non-resident district(s).