

BYLAWS OF THE OCEAN ACADEMY CHARTER SCHOOL

ARTICLE I. NAME, LOCATION, PURPOSE

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

Section 2. Location: The principal location of the Ocean Academy Charter School campus and the address of the Board of Trustees shall be 1650 Massachusetts Avenue, Lakewood, New Jersey 08701.

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

ARTICLE II. AUTHORITY AND POWERS

Section 1. Authority:

The Board of Trustees is constituted, authorized, and governed by the Statutes of the State of New Jersey (Title 18A, Education), the regulations (N.J.A.C. 6A:11) and policies of the New Jersey Department of Education, and the approved charter.

Section 2. Powers: The Board of Trustees shall have all powers and authority necessary for the management of the business, property, and affairs of the Charter, to do such lawful acts and things as it deems proper and appropriate to promote the objectives and purposes of the Charter.

The Board of Trustees may delegate, as necessary from time to time, responsibility for such affairs, business, and property to its Officers or Employees.

Under the New Jersey Charter School Law, the board of trustees manages school operations—including budgeting, curriculum, and procedures—within the limits of the school's charter and the Executive Director's authority set forth in these By Laws.

ARTICLE III. MEMBERSHIP

Section 1. Non-Membership Charter: 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 IV. TERM, NUMBER AND COMPENSATION

Section 1. Number: The Board of Trustees shall consist of not less than seven nor more than 9 persons. Any qualifications for Trustees, as established by Law or by the Board of Trustees, must be met prior to election by the Board. Although the Board is currently composed of nine voting Trustees, it may be reduced to seven at any time during the year provided that the total number of Trustees does not become less than seven.

Section 2. Selection of Successor Trustees: All successor trustees shall be elected annually by the Trustees at the annual meeting pursuant to the following process.

Vacancies on the Board of Trustees will be filled by a majority vote of the remaining Board Members present at the meeting. Resumes of all potential candidates will be reviewed by the Board as a Committee of the Whole and all candidates will may be interviewed by the Board as a Committee of the Whole. A successful candidate will receive the majority votes of the remaining Board Members present at the meeting. In the event of a tie vote 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 immediately upon signing the statutorily required oath of office.

Section 3. 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 present at the meeting 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 these

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Bylaws or step down from the Board as soon as his or her successor is duly elected and qualified. Vacancies in the Trustees shall be filled within ninety days.

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 at any time with or without cause by the affirmative vote of two-thirds of the entire Board of Trustees. A Trustee whose removal is to be considered shall receive at least two weeks written 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. Attendance of Trustees: Trustees are expected to attend Board meetings. It shall be the duty of the Secretary of the Board to communicate with any member after such member's three unexcused, consecutive absences to ascertain continuing interest in Board membership. Failure to provide adequate response may qualify as sufficient cause for removal from the Board of Trustees.

Section 6. 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. The Executive Director of the Charter School shall be an ex officio member of the Board.

Section 7. 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).

ARTICLE V. MEETINGS

Section 1. 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 and Charter School Law and Regulations.

Section 2. Annual Meeting: The election of Trustees and Officers and such other business as may come before the meeting shall be held each year during an annual meeting in September starting in 2020. 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.

Section 3. 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 4. Special Meetings: Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the President, the Board Secretary, or by a petition signed by a majority of the Board members. 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.

Section 5. Cancellation and Recess of Meetings: The Board may at any time recess or adjourn to a time, date, and place announced before the adjournment takes place. The adjourned meeting shall take up its business at the point in the agenda where the motion to adjourn was passed. When circumstances are such as to prevent the attendance of a majority or all of Board members or to frustrate the purpose of the meeting, a meeting may be canceled by the Board Secretary at the request of the President.

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Section 6. Board Member Participation: Under all circumstances, a quorum of Trustees must either be physically present or participating via video or telephone-conference equipment or similar electronic equipment to lawfully conduct a meeting of the Board, to the extent permitted by the Open Public Meetings Act and other pertinent State law.

Section 7. Conduct of Meetings.

Parliamentary Authority: Roberts' Rules of Order shall govern the actions of the Board of Trustees in all cases in which it is not inconsistent with the statutes of the State of New Jersey, rules of the State Board of Education, or these bylaws.

Presiding Officer: The Board President shall preside at all meetings of the Board. In the absence, disability, or disqualification of the President, the Vice President shall act in his/her place; if neither person is present, any member shall be designated by a plurality of those present to preside.

Announcement of Adequate Notice: The person presiding shall commence each meeting with an announcement of the notice given for the meeting or a statement regarding the lack of adequate notice, in accordance with law.

Section 8. Agenda: The Board President and the Board Secretary, in consultation with the Executive Director, shall prepare an agenda of items of business to come before the Board at each meeting. The agenda shall be delivered to each Board member no later than two days before the meeting and shall include such reports and supplementary materials as are appropriate and available.

ARTICLE VI. PUBLIC PARTICIPATION IN BOARD MEETINGS

Section 1. Public Participation. The Board of Trustees recognizes the value of public comment on educational issues and the importance of allowing members of the public to express themselves on school matters of community interest. In order to permit the fair and orderly

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expression of such comment, the Board shall set aside a portion of every Board meeting, the length of the portion to be determined by the Board, for public comment on any school issue that a member of the public feels may be of concern to the school community. Public participation shall be governed by the following rules:

- A. Any participant must be recognized by the presiding officer and must preface comments by an announcement of his/her name, municipality of residence, and group affiliation, if applicable;
- B. In the event it appears the public comment portion of the meeting may exceed thirty minutes, the presiding officer may limit each statement made by a participant to two minutes' duration and the entire public comment period to thirty minutes;
- C. No participant may speak more than once on the same topic until all others who wish to speak on that topic have been heard;
- D. All statements, questions, or inquiries shall be directed to the presiding officer and any questions or inquiries directed by a participant to another Board member shall be redirected to the presiding officer who shall determine if such statement, question, or inquiry shall be addressed by the presiding officer on behalf of the Board or by the individual Board member;
- E. The presiding officer may:
 - a. Interrupt, warn, and/or terminate a participant's statement, question, or inquiry when it is too lengthy;
 - b. Interrupt and/or warn a participant when the statement, question, or inquiry is abusive, obscene, or may be defamatory;
 - c. Request any person to leave the meeting when that person does not observe reasonable decorum;
 - d. Request the assistance of law enforcement officers in the removal of a disorderly person when that person prevents or disrupts a meeting with an act that obstructs or interferes with a meeting;
 - e. Call for a recess or an adjournment to another time when the lack of public decorum interferes with the orderly conduct of the meeting; and
 - f. Waive these rules when necessary for the protection of privacy or to maintain an orderly operation of the Board meeting.

ARTICLE VII. BOARD MEMBER AUTHORITY.

Section 1. Authority: A Board member does not possess individually the authority and powers that reside in the Board of Trustees. No Board member by virtue of his/her office shall exercise any administrative responsibility with respect to the operation of the school or as an individual command the services of any school employee.

Section 2. Release of Information: Board member access to public, personnel, and student records shall be governed by law and Policy. Confidential information to which a Board member becomes privy as a result of his/her office shall be used only for the purpose of helping the member discharge his/her responsibilities as Board member. No Board member shall reveal information contained in a confidential record or received during a duly convened private session of the Board except when that information has been released to the public by the Board.

Section 3. Conduct of Board Members.

Public Expressions- Board members are entitled to express themselves publicly on any matter, including issues involving the Board and the school. Individual Board members cannot, however, express the position of the Board except as expressly authorized. A Board member shall not represent his/her personal opinion as the position of the Board and shall include in all formal expressions in which his/her Board affiliation is likely to be recognized, such as letters to government officials or newspapers, speeches to organizations, and the like, a statement that the opinions expressed do not necessarily represent those of the Board.

Visitation- Board members visiting a school shall comply with School policy and procedures for school visitors.

Ethics- Members of the Board shall adhere to the Code of Ethics for Board members.

ARTICLE VIII. OFFICERS

Section 1. Officers: The Officers of the Board shall be a President, Vice President, and Secretary. The Board of Trustees may create such other officer positions as it thinks necessary. No Officer may hold more than one position at the same time. The Officers shall be elected by the Trustees at the annual meeting of the Trustees.

Section 2. Election Procedure: The President, Vice President and Secretary 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, Vice President and Secretary must be elected by a majority of at least five (5) members if the board is composed of nine (9) members and at least four (4) members if the board is composed of seven (7) members. The person holding the lowest number of votes shall retire after three ballots. Notwithstanding anything to the contrary in this Bylaw, the Board, in its sole discretion, may elect and appoint as the Secretary of the Board a person who is not serving as a Trustee of the Board. Said non-Trustee Secretary may perform all the duties and possess all of the powers set forth below.

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). Officers thus elected shall serve for the remainder of the vacated term. A vacancy in the office of Board President because of death, resignation, removal, disqualification, or any other cause may be filled temporarily until the next scheduled board meeting in the following succession: Vice-President, and then Secretary (if a member of the board).

Section 4. Duties of Officers. The duties and authority of the Officers shall be determined from time to time by the Board. Subject to any such determination, the Officers shall have the following duties and authority:

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

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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
- 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

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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 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.

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.

Duties of the Secretary. The Secretary shall cause notices of all meetings to be served as prescribed by these Bylaws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall perform such other duties and possess such powers as are incident to the office or shall be assigned by the Board Chair.

Section 5. Removal of Officers: 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.

Section 6. Resignation: An officer may resign by submitting his or her resignation in writing to the President of the Board of Trustees. An Officer may be removed with or without cause by the affirmative vote of two-thirds of the entire Board of Trustees. An Officer whose removal is to be

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considered shall receive at least two weeks' notice as such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

ARTICLE IX. COMMITTEES

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

Section 2. Standing Committees. Each standing committee shall have a charge specific to its permitted activities. 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 four members or one less than a majority of the Board of Trustees, whichever is less. The President shall be an ex officio member of each committee. The Executive Director 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:

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.

Operations Committee: The Operations, Facilities and Personnel Committee will be responsible for areas of charter school operations related to school facilities and grounds including use of the building, parking lot, playgrounds, safety and security, maintenance, equipment, technology, leases, and insurance. The committee will also be responsible for personnel issues including staffing, reviewing job descriptions, compensation, benefits and other human resources issues.

Section 3. Other Committees: An ad hoc committee may be created and charged at any time by

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the President or a majority of the Board members present and voting. The President shall appoint members to any committee so created and charged; members shall serve until the committee is discharged.

The Board reserves the right to meet and work as a Committee of the Whole in informational, discussion, and exploratory sessions. No official action shall be taken at these meetings, unless so advertised.

Section 4. Committee Members and Meetings: Committees shall consist of no more than four Board members or one less than a majority of the board, whichever is less.

The President shall serve as ex officio member on all Board committees. A member may request or refuse appointment to a committee; a member's refusal to serve on any one committee shall not prejudice his/her appointment to another committee. A chairperson shall be appointed by the President. Committee meetings may be called at any time by the committee chairperson or when a meeting is requested by a majority of the members of the committee. Committee meetings shall not be open to the public, except that a majority of the committee or the chairperson may open the meeting to the public or invite persons whose knowledge or expertise may be useful to the committee.

ARTICLE X. 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 XI. GOVERNMENT OF THE OCEAN ACADEMY CHARTER SCHOOL

Section 1. Executive Director: The Executive Director shall be appointed by the Board of Trustees subject to his/her contract, and the charter. The Executive Director serves as chief school administrator and agent of the Board and is responsible for:

- Advising the Board on policies and ensuring compliance with state and federal laws;

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- Managing the school district's operations and staff, and supervising educational programs;
- Acting as the educational expert, guiding the Board and the community regarding school governance and student welfare; and
- Upholding and enforcing laws and regulations related to schools and ensuring educational standards are met.

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.

