State of Rhode Island and Providence Plantations
RHODE ISLAND BOARD OF EDUCATION
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Enclosure 8a

August 24, 2015

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TO: Members of the Council on Elementary and Secondary Education

FROM: Dan McConaghy, Chair

RE: **Approval of the Bylaws of the Council on Elementary and Secondary Education**

Two years ago, when state law established the Board of Education (replacing the Board of Regents), the Board of Education adopted a set of bylaws to govern conduct of its meetings.

Subsequently, state law established two Education Councils (Council on Elementary and Secondary Education and Council on Postsecondary Education). As a new body with all the rights and authorities of the former Board of Regents and the Board of Education and a legal entity that is able to use and be sued, under corporation rules of the State of Rhode Island, the Council on Elementary and Secondary Education, needs to have its own set of bylaws.

The proposed bylaws are modeled on the already-approved Board of Education Bylaws, with necessary changes in language, such as referring to the "council" rather than the "board."

RECOMMENDATION: That, the Council of Elementary and Secondary Education Approves the Bylaws of the Council on Elementary and Secondary Education, as presented.

Bylaws of the

Rhode Island Council on Elementary and Secondary Education

Article I

Officers and Duties

Section 1. **Officers of the Council.** The governor shall select from the appointed members of the Council on Elementary and Secondary Education (Council) a chairperson on an annual basis. Additionally, such other offices may from time to time, be established with such powers as determined by the Council, and the persons named to such offices shall serve at the pleasure of the Council. All officers shall hold office until their respective successors are elected and qualified. The Commissioner of Elementary and Secondary Education (Commissioner) shall serve as the chief executive officer of the Council, as well as the chief administrative officer of the Department of Elementary and Secondary Education.

Section 2. **Chair.** The Chair of the Council (Chair) shall preside at meetings of the Council, exercise the powers and perform the duties set forth in these bylaws and such other duties as usually devolve upon the presiding officer of a deliberative body, and, unless otherwise ordered, shall appoint all special committees. The Chair shall execute all contracts and documents on behalf of the Council unless otherwise ordered by the Council. In the absence of the Chair of the Council, the Chair of the Board of Education may serve as the presiding officer of the Council.

Article II

Meetings

Section 1. **Quorum.** A quorum shall consist of five (5) members of the Council, but less than a quorum may adjourn any meeting. A majority vote of those present shall be required for action.

Section 2. **Time and Place of Regular Meetings.** Regular meetings shall be held at least twice in each quarter of each calendar year at the call of the Chair at the time and place within the State of Rhode Island specified in the notice of the meeting.

Section 3. **Special Meetings.** Special meetings of the Council may be called by the Chair, and shall be called by the Chair upon the written request of four (4) members of the Council, such meeting to be held within one (1) week after the receipt of such request.

Section 4. **Notice.** In addition to providing notice of meetings as required by law, written notice of regular meetings and the agenda thereof, or in lieu of an agenda, a written statement of the substance of the business to be transacted shall be sent to each member of the Council at least forty-eight (48) hours prior to the date of the meeting.

Notice of special meetings shall specify the date and place where such meeting is to be held within the State of Rhode Island and the substance of the business to be transacted at such meeting, and shall be given by written notice mailed to each member not less than three (3) days prior to such meeting, or by e-mail sent to each member not less than twenty-four (24) hours prior to each meeting, or, in lieu of such letter or e-mail, by personal notice given to and actually received by each member of the Council, not less than twelve (12) hours prior to such meeting. No special meeting shall be held without such notice, unless waived as hereinafter provided, nor shall any business be transacted at any special meeting except that specified in such notice. All meetings, including emergency meetings, shall be convened pursuant to the provisions of the Rhode Island Open Meetings Act.

Section 5. **Waiver of Notice.** Any member may waive notice of any regular or special meeting by instrument in writing signed by him/her to or after such meeting, and the presence of a member at a meeting shall in any event constitute a waiver of notice as to that member.

Section 6. **Agenda for Regular Meetings.** The agenda of regular meetings of the Council shall be as follows:

- Acceptance of the Agenda
- Approval of the Minutes of Previous Meetings
- Chair's Report
- Commissioner's Report
- Open Forum (optional)
- Committee Reports
- Discussion Items
- Action Items
- Executive Session (should the Council so vote to enter)
- Report of Action Taken in Executive Session (if needed)
- Next Meetings

Section 7. **Preparation of Agenda.** The preparation of the agenda for a regular meeting of the Council shall be the responsibility of the Chair and the Commissioner, provided, however, that there shall be included in the agenda any matter which the Council has at a prior meeting voted to include in such agenda, and provided, further, that any item requested by any four (4) members of the Council in writing delivered to the Chair of the Council not less than seven (7) days prior to the date of a meeting shall be placed upon the agenda of such meeting. Any Council member may introduce a matter to be put on the agenda at the meeting upon the majority vote of the members present. Any such matters added to the meeting's agenda shall be for informational purposes only and may not be voted upon except when necessary to address an unexpected occurrence that requires immediate action to protect the public or to refer the matter to the appropriate committee or to another body or official.

Section 8. **Conduct of Meetings.** The affirmative vote of a majority of members present and voting shall be required for the adoption of any resolution. The presiding officer shall have the right, as other members present, to offer resolutions, discuss questions, and to vote. The presiding officer shall declare all votes. A roll call vote shall be taken upon the demand of any member present. On questions of election of officers, a vote by secret ballot shall be taken upon the demand of a majority of members present.

Any member desiring to speak shall address the presiding officer, and after his/her right to speak has been recognized, he/she shall confine remarks to the question under debate. Other than a member of the Council or staff members, no person shall speak at or address a meeting, except in Open Forum unless invited to do so by the presiding officer. All those desiring to speak during the Open Forum portion of a meeting shall have been invited by the Chair prior to the meeting or shall have filed a request through the Department of Elementary and Secondary Education at least twenty-four (24) hours prior to the time of the meeting setting forth the agenda item(s) or other item(s) to be addressed. Except in unusual circumstances, no more than twenty (20) minutes will be set aside on each Council agenda for persons, other than staff members, to address the Council during Open Forum; such persons will be asked to limit their remarks to two (2) minutes or less. Council members are asked to refrain from responding directly to the concerns being raised, but instead to ask that staff follow-up on the issues raised.

Section 9. **Meetings to be Open.** All meetings of the Council shall be open to the public, provided that executive (closed) session may be held as provided by law.

Section 10. **Minutes of Meetings.** Minutes of open meetings shall be deemed public records. Minutes of executive (closed) sessions shall be confidential if the Council has voted to seal them pursuant to R.I.G.L. §42-46-7. Final action taken in executive session shall be reported by the Chair once the open session reconvenes; provided, however, a vote taken in an executive (closed) session need not be disclosed for a period of time during which its disclosure would jeopardize any strategy, negotiation or investigation undertaken pursuant to discussions conducted under that section of the Rhode Island Open Meetings Act that sets forth the purposes for which a meeting may be closed. (R.I.G.L. §42-46-5(a))

Section 11. **Press and Public Relations.** The Chair shall be the chief spokesperson for the Council and the members shall, to the extent possible and consistent with the proper discharge of their individual responsibilities, refer all inquiries which concern interpretation of Council action and policy to the Chair.

Article III

Indemnification

Section 1. Each person who at any time is threatened to be or is made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Council or Board of Education) by reason of the fact that he/she is, or was, a member of the Council or Board or an officer, employee, or agent of the Council or Board, or is or has served at the request of the Council or Board as director, officer, employee, or agent of another enterprise of any type, shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with any such action, suit or proceeding, if the Council or Board determines he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Council or Board, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. No indemnification shall be made in respect to any criminal action or proceeding as to which such person shall have been judged to be guilty, unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt, in view of all the circumstances of the case, such person is entitled to indemnity for such expenses or fines which the court shall deem proper. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Board of Education, and with respect to any criminal action or proceeding had reasonable cause to believe that his/her conduct was unlawful.

Section 2. **Notice.** This indemnification shall be conditioned on due written notice of any such claims being given to the Council which shall be entitled to be presented at all hearings, proceedings and negotiations relative to such claims.

Section 3. **Miscellaneous.** The provisions of this article shall in no way be exclusive of any other rights of indemnification to which such person shall be entitled, shall continue as to a person who has ceased to be a member, officer, employee, or agent of the Council and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE IV

Committees

Section 1. Committees, standing or special, shall be appointed by the Chair from time to time as deemed necessary to carry on the work of the Council. Committees shall act by majority vote and a majority of committee members shall constitute a quorum. The Chair and Vice Chair shall be *ex officio* members of all committees.

Section 2. **Appeals Committee.** An Appeals Committee composed of three members and one alternate member shall be appointed by the Chair. Members shall be appointed annually by the Chair at the first meeting of the Council each year. The Chair shall designate the Appeals Committee Chair. It shall be the duty of the Appeals Committee to consider appeals to the Council from decisions of the Commissioner of Elementary and Secondary Education, to submit its recommendations for decisions on appeals to the Council, and to exercise such other functions as are assigned to it in the Procedural Rules for Approval from Decisions of the Commissioner.

ARTICLE V

Boards of Trustees for State Schools

In accordance with Rhode Island General Laws, the Council shall appoint members and designate the chairpersons to the Boards of Trustees for the Central Falls School District; the William M. Davies, Jr. Career and Technical High School; The Metropolitan Career and Technical High School; and the Rhode Island School for the Deaf from nominations made by the Commissioner of Elementary and Secondary Education. Unless otherwise stated in the General Laws, the Council will determine the number of trustees for each board. The appointments shall be made for terms of three (3) years, and at the expiration of their terms, members shall remain and continue in their official capacity until a new member is appointed. Any vacancy among the members of each board shall be filled by the Council for the remainder of the unexpired term. The members of each board shall not be appointed from more than three (3) successive three (3) year terms each. These terms shall be staggered among the members of each board for three-year periods, and the Council has the right to appoint a member to a term of less than three years.

ARTICLE VI

Seal

The Council shall not have its own seal, but can use either the adopted seal of the Rhode Island Board of Education or the seal of the State of Rhode Island and Providence Plantations. Either seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE VII

Parliamentary Procedure

Roberts Rules of Order shall govern on all parliamentary matters not covered by the laws of the State of Rhode Island and these bylaws.

ARTICLE VII

Amendment of Bylaws

Section 1. These bylaws may be amended, suspended or altered by vote of a majority of the members taken at any regular or special meeting, provided that written notice of the substance of the proposed change has been mailed to the members of the Council at least three (3) weeks prior to such meeting.

Section 2. Those parts of these bylaws which are in the nature of rules of order may be suspended by a two-thirds (2/3) vote of those present.