

THE CHARTER HIGH SCHOOL FOR LAW AND SOCIAL JUSTICE



EXCELLENCE • CHARACTER • COURAGE • COMMITMENT

Approved by the Board of Trustees 2019

SECOND AMENDED AND RESTATED BYLAWS

THE CHARTER HIGH SCHOOL FOR LAW AND SOCIAL JUSTICE

ARTICLE I

ORGANIZATION

Section 1. Name. The name of the corporation is THE CHARTER HIGH SCHOOL FOR LAW AND SOCIAL JUSTICE (the “**Corporation**”).

Section 2. Legal Organization. The Corporation is incorporated as an education corporation pursuant to Section 2853 of the New York Education Law (the “**Charter Law**”).

Section 3. Members. The Corporation shall have no members.

Section 4. Principal Place of Business. The principal place of business of the Corporation shall be located 1960 University Avenue, Bronx, New York 10453 or at such other place as the Board of Trustees (the “**Board**”) may select by resolution or amendment of these Second Amended and Restated Bylaws (the “**Bylaws**”).

Section 5. Fiscal Year. The fiscal year of the Corporation shall commence on July 1 in each calendar year and end on June 30 of the succeeding year or on such other date as shall be determined by resolution of the Board.

Section 6. Books. There shall be kept at the principal place of business of the Corporation (a) correct and complete books and records of account, (b) minutes of the proceedings of the Board and any committees, (c) a current list of the trustees and officers of the Corporation and their residence addresses and other contact information, (d) a copy of these Bylaws, (e) a copy of the Corporation’s application for recognition of exemption with the Internal Revenue Service (Form 1023), and (f) copies of the past years’ information returns to the Internal Revenue Service (Form 990).

Section 7. General Purposes. The Corporation is organized and will be operated exclusively to carry out educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may be amended hereafter (“**Section 501(c)(3)**”), including, but not limited to:

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(a) operating a public charter school (the “**School**”) in the Bronx, New York pursuant to the Corporation’s charter agreement, as amended, revised and/or renewed (the “**Charter**”);

(b) exercising all rights and powers conferred by the laws of the State of New York upon not-for-profit education corporations and consistent with the Constitution of the State of New York and the Charter, including, but not limited to, raising funds, receiving gifts, bequests and contributions in any form, using, applying, investing and reinvesting the principal and income therefrom and distributing the same for the above purposes; and

(c) engaging in any other activity that is incidental to, connected with, or in advancement of the foregoing purposes and that is within the definition of charitable and educational for purposes of Section 501(c)(3).

Section 8. Mission. The Charter High School for Law and Social Justice (the “School”) will provide students from the southern Bronx with a comprehensive high school education and lay the academic and social groundwork for success in college and careers. Using a theme of law and social justice, the School will engage, inspire, and empower its students, and will equip them with the academic skills to earn a Regents diploma and gain admission to the college of their choice prepared for success. The School will create a pathway for its students to law school and careers as attorneys. The pathway will include mentoring opportunities with law students and attorneys and partnerships with institutions of higher learning. These institutions will offer college and law school experiences to our students and share with them the academic benchmarks and habits necessary to gain entrance to college and law school.

ARTICLE II

BOARD OF TRUSTEES

Section 1. Number of Trustees. The Board shall consist of not less than five (5) nor more than twenty-five (25) trustees (each a “**Trustee**” and collectively, “**Trustees**”). The number of Trustees comprising the entire Board shall be fixed, from time to time, by resolution of the Board or by amendment of these Bylaws; provided, however, that the Board shall use its best efforts to ensure that an odd number of Trustees is serving on the Board.

Section 2. Powers of the Board. The Board shall have all powers of a Board of Trustees under all applicable laws including the New York Not-for-Profit Corporation Law (the “**N-PCL**”), the Charter Law, the New York Education Law (the “**Education Law**”), the Charter and these Bylaws, including but not limited to: (a) appointing and discharging advisors and consultants who have skills considered necessary or helpful to the Corporation; (b) employing and discharging persons for the furtherance of the purposes of the Corporation; (c) electing all officers of the Corporation (each an “**Officer**” and collectively “**Officers**”) and all Trustees; and (d) exercising all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the N-PCL, the Education law, the Charter Law, the Charter and these Bylaws.

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Section 3. Election of Trustees; Term of Office and Classification.

(a) The terms of office of the Trustees shall coincide with the annual meetings of the Board. At each annual meeting of the Board, the successors of the class of Trustees whose term of office expires at that meeting shall be elected, in accordance with these Bylaws, to a three-year term. Trustees shall be elected by the affirmative vote of at least a majority of the Trustees then in office and may serve any number of consecutive terms. A Trustee's term of office shall not be shortened by any reduction in the number of Trustees nor shall a Trustee's term of office be lengthened by amendment to the Charter, these Bylaws or other Board action.

(b) The Board shall be divided into three classes of Trustees (which shall be as nearly equal in number as possible) for the purpose of staggering the terms of office.

Section 4. Eligibility. The Board may elect as a Trustee any person who is not an employee of the Corporation and who the Board, in its discretion, believes will serve the interests of the School faithfully and effectively.

Section 5. Restrictions on Board membership.

(a) Not more than forty percent (40%) of the voting persons on the Board may be directors, officers, employees, agents or otherwise affiliated with any single entity (with the exception of the Corporation or another charter school education corporation), regardless of whether said entity is affiliated or otherwise partnered with the Corporation. For the purposes of the foregoing sentence, "single entity" shall mean any individual entity, as well as any and all related entities to such entity such as parents, subsidiaries, affiliates and partners. The State Education Department may, in its sole discretion, waive this restriction upon written request from the Corporation.

(b) The Corporation shall not enter into a management contract with a for-profit business or corporate entity.

(c) Where the Corporation has engaged a not-for-profit educational service provider or other entity that provides comprehensive management services to the School pursuant to a contract between such entity and the Corporation, no more than two (2) Trustees may be affiliated with such not-for-profit entity, or have immediate family members so affiliated; provided, however, that in such case the following restrictions shall apply:

(i) termination of the contract with the not-for-profit educational service provider or other entity shall constitute cause for removal of such person(s) from the Board, and upon such termination such person(s) may be removed from the Board by vote of the Board provided there is a quorum of at least a majority of the entire Board present at the meeting;

(ii) such person(s) shall not hold the offices of Chairperson or Treasurer of the Board;



(iii) when the Board has proper grounds to go into executive session pursuant to Article 7 of the New York Public Officers Law (the “**Open Meetings Law**”), and the Board is to discuss or vote upon an issue related to the not-for-profit management company or entity, the personnel of such company or entity, or such person(s), the Board may, after such person(s) has had an opportunity to fully address the Board, continue such executive session outside of the presence of such person(s); and

(iv) the number of Trustees on the Board shall not be less than seven (7) where two (2) Trustees are affiliated with the not-for-profit entity and not less than six (6) where one (1) Trustee is affiliated with the not-for-profit entity.

Section 6. Vacancies. A vacancy on the Board shall be deemed to exist upon (a) the death, resignation or removal of any Trustee, unless the Board elects to reduce the number of Trustees authorized under these Bylaws; (b) an increase in the authorized number of Trustees; or (c) the failure of the Board, at any annual or other meeting of Trustees at which any one or more Trustees are to be elected, to elect the authorized number of Trustees to be voted for at that meeting. Vacancies shall be filled such that the classes of Trustees are as nearly equal in number as possible. If a vacancy occurs on the Board for any reason, the position shall be filled by the Board, by the affirmative vote of at least a majority of the Trustees then in office until the next annual meeting of the Board, at which time the person filling the vacancy may be eligible for nomination as a candidate to stand for election for the remainder of the term of such position, if any.

Section 7. Removal or Suspension of Trustees. The Board may remove or suspend any Trustee from office by the majority vote of the full Board. Such action shall be taken only upon the examination and due proof of the truth of a written complaint of any Trustee of misconduct, incapacity or neglect of duty; provided that at least one week’s prior notice of the proposed action shall have been given to the accused and to each Trustee.

Section 8. Resignation. A Trustee may resign at any time by giving written notice to the Secretary or Chairperson. The resignation shall be effective upon receipt of such notice or at any later date specified in the notice. The acceptance of a resignation by the Secretary or Chairperson shall not be necessary to make it effective, but no resignation shall discharge an accrued obligation or duty of a Trustee. If any Trustee shall fail to attend three (3) consecutive meetings without an excuse accepted as satisfactory by the Board, he/she shall be deemed to have resigned and the vacancy shall be filled as provided in Section 6 of this Article II.

Section 9. Compensation. Trustees shall serve without compensation for their services as Trustees; however, the Board may approve reimbursement of a Trustee’s actual and necessary expenses while conducting the Corporation’s business.

Section 10. Action by the Board.

(a) Except as may be specifically provided by statute, the Charter, or these Bylaws, the vote of a majority of the Trustees present and entitled to vote at any meeting at which a quorum is present shall be the act of the Board.



(b) All voting by Trustees shall be in person and never by proxy. Notwithstanding the foregoing, to the extent permitted by Article 7 of the Public Officers Law, Trustees who do not reside in New York, or who cannot be present at the location on the date of the meeting may participate by video conference in order to be counted for the quorum and vote on relevant matters. Once a quorum is present, additional Trustees may participate in a Board meeting through conference telephone or similar communication equipment, provided that all Trustees participating in such meeting can hear one another and there is no objection from any Trustee or any person in the public audience. Trustees participating in the Board meeting other than in-person or by live video-conferencing shall not be included in establishing a quorum and will not be permitted to vote. Appropriate notice and access will be given to the public such that they can participate in the meeting if they so wish at any location at which video conferencing is being used. Public notice will inform the public that video conferencing will be used, identify the locations for the meeting, and state that the public has the right to attend the meeting at any of the locations.

ARTICLE III

COMMITTEES

Section 1. Appointment of Committees. The Board shall establish and maintain the following committees: Executive Committee, Finance Committee, Audit Committee, Fundraising Committee, and Education Accountability Committee. Each committee shall consist of at least three (3) Trustees, except for the Executive Committee, which shall consist of at least five (5) Trustees. The Board, by resolution adopted by a majority of the entire Board, may establish and maintain other committees, consisting of at least three (3) Trustees, with such powers and duties as permitted by law and as the Board may prescribe.

Section 2. Committee Members; Chair. Unless a shorter term is prescribed by the Board in its resolution creating a committee, the committee members shall be elected for a one-year term at each annual meeting of the Board. The Board shall elect members of committees except that with respect to the Executive Committee, members shall be elected by an affirmative vote of a majority of the Trustees then in office. The slate of candidates for committees shall be submitted to the Board by the chairperson of the committee. Vacancies in the membership of any committee shall be filled by appointment by the Chairperson of the Board after consulting with the chairperson, if any, of such committee. Unless otherwise provided in these Bylaws or required by law, the membership of committees shall not be restricted to Trustees but shall be drawn from the administration, faculty, parent body and community at large, as appropriate, and ratified by the Board. Except as otherwise provided in these Bylaws or by the Board, each committee shall choose a chairperson from among the Trustee members of the committee.

Section 3. Authority of Committees. The Board may grant to a committee comprised solely of Trustees any of the authority of the Board, except that no committee shall have authority with respect to the following, and as otherwise prohibited by law:

- (a) the election or removal of Trustees and Officers;



- (b) fill vacancies on the Board or on any committee;
- (c) create new committees or appoint members of the committees;
- (d) amend or repeal these By-laws or adopt new By-laws;
- (e) adopt the budget;
- (f) make personnel decisions;
- (g) form, enter into, and approve contracts;
- (h) make investment decisions;
- (i) grant degrees; or
- (j) amend or repeal any resolution of the Board which, by its terms, shall not be so amendable or repealable.

Section 4. Procedures of Committees. The Board may prescribe the manner in which the proceedings of a committee are to be conducted. In the absence of such prescription, a committee may prescribe the manner of conducting its proceedings, subject to the provisions of these Bylaws. All committees are subject to the Open Meetings Law and shall keep a record of their acts and proceedings and report thereon to the full Board.

Section 5. Quorum and Manner of Acting. A majority of the members of a committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The members of a committee shall act only as a committee.

Section 6. Executive Committee. The Executive Committee shall consist of not less than five Trustees, including the Chairperson, Vice Chairperson, Treasurer, Secretary and such other Trustees as may be appointed to the Executive Committee by the Board. The Chairperson of the Board shall be the chairperson of the Executive Committee. In intervals between meetings of the Board of Trustees, the Executive Committee may conduct such business of the Corporation as the Trustees may authorize, except to grant degrees or make removals from office, or as otherwise prohibited by law or set forth in these Bylaws.

Section 7. Finance Committee. The Finance Committee shall consist of the Treasurer (who shall serve as the chairperson of the Finance Committee), and at least two other Trustees. The Finance Committee shall review detailed monthly and quarterly financial statements and shall advise the Board regarding the investments and general fiscal policy of the Corporation.



Section 8. Audit Committee. The Audit Committee shall consist of at least three Trustees, each of whom is an Independent Trustee of the Board as defined in the Corporation's Conflict of Interest Policy. No person who is an employee of the Corporation or who has any material financial interest in any entity doing business with the Corporation may serve on the Audit Committee. To the extent permitted by law and these Bylaws, the Audit Committee shall (a) recommend to the Board the annual appointment of an independent auditor to conduct an annual audit of the financial statements of the Corporation and oversee such independent audit; (b) review with the Corporation's auditors the scope of the audit and non-audit assignments and related fees, accounting principles the Corporation shall use in financial reporting, internal auditing procedures and the adequacy of the Corporation's internal control procedures; (c) review the results of the audit and any related management letter with the independent auditors and present such results to the Board; and (d) fulfill such other duties and responsibilities as the Board may assign to the Audit Committee from time to time and as may be required by law.

Section 9. Fundraising Committee. The Fundraising Committee shall consist of at least three Trustees and shall be responsible for planning fundraising activities for the School.

Section 10. Education Accountability Committee. The Education Accountability Committee shall consist of at least three Trustees. The Education Accountability Committee works to ensure that the School is meeting its accountability goals related to student achievement, helps ensure the academic quality and credibility of the School as an academic institution, and supports the Principal in the maintenance, promotion, and improvement of the academic standards set forth in the Charter. The primary responsibilities of the Education Accountability Committee include advising the Board on the School's core activities of teaching and learning; recommending to the Board the adoption of academic policies consistent with the School's vision, mission, and strategic plan; building and enhancing the quality of the School's academic programs at all levels; advising the Board on the academic aspects of the strategic direction of the School; and working with the Principal of the School to monitor and advance the quality of all academic activities.

ARTICLE IV

MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Open Meetings Law. Board meetings shall be held in compliance with the Open Meetings Law.

Section 2. Place of Meeting. The Board shall hold its meetings at the School.

Section 3. Annual Meetings. The annual meeting of the Board shall be held each year in the month of June at a date, time and place fixed by the Board for the purpose of electing Trustees and Officers and for the transaction of any other business as may properly come before the meeting.

Section 4. Regular Meetings. Regular meetings of the Board shall be held at such times as may be fixed from time to time by resolution of the Board. The Board shall hold monthly meetings. Notice of each



meeting and an agenda for same shall be mailed not less than five (5) nor more than ten (10) days before the meeting to the usual address of every Trustee. No notice need be given of any adjourned meeting. Notice of a meeting need not be given to any Trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 5. Special Meetings. Special meetings of the Board may be called, subject to the notice requirements of Section 6 of this Article IV, by the Chairperson or in his or her absence by the senior Trustee, upon written request of three Trustees. Seniority shall be according to the order in which the Trustees are named in the Charter or subsequently elected.

Section 6. Notice of Special Meetings. Except as otherwise required by law or these Bylaws, notice of each special meeting of the Board (which notice shall state the purpose or purposes of such special meeting and at such meeting no other business than that stated in the notice shall be transacted as official business), shall be mailed not less than five (5) nor more than ten (10) days before the meeting to the usual address of every Trustee. No notice need be given of any adjourned meeting. Notice of a meeting need not be given to any Trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 7. Public Notice. Public notice of meetings shall be given in accordance with the Open Meetings Law.

Section 8. Quorum. Unless a greater proportion is required by law or these Bylaws, a majority of the number of Trustees then in office shall constitute a quorum for the taking of action by the Board. Except as otherwise provided by law or these Bylaws, at any meeting of the Board the affirmative vote of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board. If at any meeting of the Board, there shall be less than a quorum present, the Trustees present may adjourn the meeting until a quorum is obtained. Whether or not a quorum exists, the majority of Trustees at a meeting may vote to adjourn a meeting without notice.

Section 9. Minutes. The minutes taken at all open meetings of the Board shall include a record or summary of all motions, proposals, resolutions, actions taken, and any other matter formally voted upon and the results of the vote and shall be made available, for approval, to the Board at the next regular meeting of the Board and to the public as required by the Open Meetings Law. The minutes taken at executive sessions shall include any action taken by formal vote and provide a summary of the final determination of such action; provided, however, that such minutes need not include any matter which is not required to be made public by the Open Meetings Law. The minutes of executive sessions shall be made available to the public to the extent required by the Open Meetings Law.

Section 10. Organization. At each meeting of the Board, the Chairperson or, in the absence of the Chairperson, the Vice Chairperson, shall preside, or in the absence of either of such Officers, a Trustee, chosen by a majority of the Trustees present, shall preside. The Secretary shall act as Secretary of the Board. In the event the Secretary shall be absent from any meeting of the Board, the Trustees shall select a secretary to



record the minutes.

ARTICLE V

OFFICERS

Section 1. Number and Qualifications. The Officers of the Corporation shall be the Chairperson, Vice Chairperson, Treasurer, and Secretary, and such other Officers, if any, as the Trustees may from time to time appoint. The Chairperson, the Vice Chairperson, the Secretary and the Treasurer shall be selected from among the Trustees; any other Officers may, but shall not be required to be, selected from among the Trustees. Any person may hold more than one office in the Corporation except that no one person may hold both the offices of Chairperson and Secretary.

Section 2. Election and Term of Office. At each annual meeting of the Board, the Officers of the Corporation shall be elected for a one-year term. Each Officer shall continue in office until his or her successor shall have been elected and qualified or, if sooner, until his or her death, resignation or removal; provided, that if an Officer is required to be selected from among the Trustees by Section 1 of this Article V, such Officer's term of office shall end automatically if such person ceases for any reason to be a Trustee. Officers appointed to fill vacancies shall be elected as vacancies occur.

Section 3. Resignation. Any Officer may resign, at any time, by giving written notice to the Secretary or Chairperson. The resignation shall be effective upon receipt of such notice or at any later date specified in the notice, but no resignation shall discharge any accrued obligation or duty of an Officer.

Section 4. Removal. The Board may remove or suspend any Officer from office by the majority vote of the full Board. Such action shall be taken only upon the examination and due proof of the truth of a written complaint of any Trustee of misconduct, incapacity or neglect of duty; provided at least one week's prior notice shall have been given to the accused and to each Trustee.

Section 5. Chairperson. The Chairperson shall preside at all meetings of the Board at which the Chairperson is present. The Chairperson shall also perform such other duties as may be assigned to him or her from time to time by the Board.

Section 6. Vice Chairperson. In the absence or incapacity of the Chairperson, or a vacancy in the office of the Chairperson, the Vice Chairperson (as determined by the Board) shall preside at all meetings of the Trustees. The Vice Chairperson shall have such powers and shall perform such other duties as may be assigned to him or her by the Board or the Chairperson.

Section 7. Treasurer. The Treasurer shall have general custody of all funds and securities of the Corporation and from time to time shall render to the Board and to the Chairperson upon request, a statement of the financial condition of the Corporation and of all of his/her transactions as Treasurer. In general, the

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Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board or the Chairperson.

Section 8. Secretary. The Secretary shall keep the minutes books of the Corporation and the minutes of the meetings of the Board and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Board of the Chairperson.

Section 9. Compensation. The Officers shall not receive any salary or compensation for their services as Officers. An Officer shall be entitled to reimbursement for reasonable expenses incurred in carrying out his or her duties as an Officer and approved by the Board.

ARTICLE VI

CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts. The Board may grant to any officer or officers, agent or agents, in the name of and on behalf of the Corporation, the general or specific authority to enter into any contract or execute and deliver instruments. Unless so authorized by the Board, or expressly authorized by these Bylaws, no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable financially in any amount for any purpose.

Section 2. Loans. No loans or other indebtedness shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Trustees.

Section 3. Checks, Drafts, etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board.

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

ARTICLE VII

NON-LIABILITY; INDEMNIFICATION; INSURANCE

Section 1. Non-Liability of Trustees. Except as otherwise required by law, the Trustees shall not be personally liability for the Corporation's debts, liabilities or other obligations.



Section 2. Indemnification. The Corporation shall (in the case of Trustees and Officers) and may (in the case of employees and agents), to the fullest extent permitted by applicable law, indemnify any person made, or threatened to be made, a party or witness to any action, investigation or proceeding by reason of the fact that he or she (or his or her testator) is or was a Trustee, Officer, employee or agent of the Corporation acting within the scope of his/her normal duties, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any person if his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding, or if he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Charter or any Bylaw, agreement, vote of disinterested Trustees, or otherwise.

Section 3. Insurance. The Corporation shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Corporation, including insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Trustees, Officers, employees and agents pursuant to Section 2 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 2 above.

ARTICLE VIII

CODE OF ETHICS AND CONFLICTS OF INTEREST

Section 1. Code of Ethics. The Board shall adopt a Code of Ethics applicable to Trustees, Officers and employees of the School, and which may be amended from time to time by the Board.

Section 2. Conflicts of Interest Policy. The Board shall adopt a Conflict of Interest Policy applicable to Trustees, officers, key persons and employees of the Corporation consistent with the requirements of the N-PCL and the General Municipal Law. The Conflict of Interest Policy shall: (a) define the circumstances that constitute a conflict of interest; (b) include procedures for disclosing, addressing and documenting potential and actual conflicts of interest; (c) prohibit a conflicted Trustee, officer, key person or employee from participating in deliberations or voting or improperly influencing a vote on such conflict; (d) require that the existence and resolution of a conflict be properly documented, including in the minutes of any meeting at which the conflict was discussed or voted upon; (e) require Trustees, officers, key persons and employees, prior to their initial election, appointment or hire, as applicable, and no less than annually thereafter, to disclose any entities with which they are affiliated and with which the Corporation has a relationship, and any transactions possibly giving rise to a conflict for the Trustee, officer, key person or employee; (f) require the Board to oversee the adoption and implementation of and compliance with the Conflict of Interest Policy; and (g) limit participation in any Board or committee deliberations or vote on matters relating to the Conflict of Interest Policy to independent Trustees.

ARTICLE IX

AMENDMENTS



Section 1. Amendments. These Bylaws may be amended, repealed, or restated by a vote of two-thirds of the Trustees then in office, subject to approval by the New York State Education Department. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in advance, in accordance with the notice provisions set forth in Article IV of these Bylaws.