

THE CHARTER HIGH SCHOOL FOR LAW AND SOCIAL JUSTICE



EXCELLENCE • CHARACTER • COURAGE • COMMITMENT

Approved by the Board of Trustees on June 1, 2016

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 a non-stock, not-for-profit corporation, 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 in the Bronx, New York at such place or places as the Board of Trustees (the “**Board**”) may select by resolution or amendment of these 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:

(a) operating a public charter school (the “**School**”) in the Bronx, New York pursuant to the Corporation’s charter agreement (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 the advancement of the foregoing purposes and that is within the definition of charitable and educational for purposes of Section 501(c)(3).

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 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; © 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 Charter Law, the Charter, and these Bylaws.

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 an 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 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. 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 meetings 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 6. Removal of Trustees. The Board may, by the affirmative vote of at least a majority of the Trustees then in office, remove or suspend a Trustee on examination and due proof of the truth of a written complaint by any Trustee of misconduct, incapacity or neglect of duty, at any regular meeting of the Board or any special meeting of the Board called for that purpose. Notwithstanding anything in these Bylaws to the contrary, at least one (1) weeks' notice must be given for a meeting at which Trustees are to vote on the removal of a Trustee.

Section 7. 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 any accrued obligation or duty of a Trustee.

Section 8. 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 9. 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 a 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. Committees. The Board, by resolution adopted by a majority of the entire Board, shall establish and maintain the following standing committees; Executive Committee, Finance Committee, Audit Committee, Fundraising Committee, and Education Accountability Committee. The Board, by resolution adopted by a majority of the entire Board, may establish and maintain other standing committees or special committees of the Board, which such powers and duties as permitted by law and as the Board may prescribe. The Executive Committee shall consist of five (5) or more Trustees, and other committees shall each consist of three (3) or more Trustees and other non-Trustees as the Board may deem appropriate. All committees are subject to the New York



Open Meetings Law. 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 slate of candidates for committees shall be submitted to the Board by the chairperson of the committee and committee members shall be elected by an affirmative vote of a majority of the Trustees then in office. Unless otherwise provided herein, each committee shall choose a chairperson from among its members.

Section 2. Guidelines. Each committee, to the extent provided in the resolution establishing the committee, shall have all the authority of the Board, except that the Board may not delegate to a committee the authority to:

- (a) fill vacancies on the Board or on any committee or remove any Trustee from the Board or any committee;
- (b) create new committees of the Board;
- (c) amend or repeal these Bylaws or adopt new Bylaws;
- (d) adopt the Budget;
- (e) make personnel decision;
- (f) form, enter into, and approve contracts;
- (g) make investment decision;
- (h) grant degrees; or
- (i) amend or repeal any resolution of the Board which, by its terms, shall not be so amendable or repealable.

Section 3. Special Committees. The Board may create such special committees as it may deem desirable. Special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers that are not authorized for standing committees.

Section 4. Executive Committee. The Chairperson, Vice-Chairperson, Treasurer, and Secretary shall serve on the Executive Committee along with at least one additional Trustee. In intervals between meetings of the Board of Trustees, the Executive Committee may transact such business of the Corporation as the Trustees may authorize.

Section 5. 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 federal fiscal policy of the Corporation.

Section 6. 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 the annual appointment of the Corporation's auditors' (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) otherwise take all actions necessary and appropriate in light of, and in order to comply with, all applicable statutes, rules and regulations of regulatory agencies and bodies; and (d) perform such other matters as the Board may assign from time to time.

Section 7. Fundraising Committee. The Fundraising Committee shall consist of at least three Trustees and shall be responsible for planning fundraising activities for the school.

Section 8. Education Accountability Committee. To the extent permitted by law and these Bylaws, the Education Accountability Committee shall oversee the (a) assessment and performance measures of the School and (b) maintenance of the School records and public documents, and shall also fulfill such other duties and responsibilities as may be assigned to the Educational Accountability Committee.

Section 9. Procedures of Committees. Committee meetings shall be governed by the procedures set forth in Article IV of these Bylaws. All committees shall keep a record of their acts and proceedings in accordance with the New York Open Meetings Law and shall report thereon to the Board.

Section 10. 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.

ARTICLE IV

MEETINGS OF THE BOARD OF TRUSTEES AND ITS COMMITTEES

Section 1. Open Meetings Law. Board and committee meetings shall be held in compliance with Article 7 of the New York Public Officers Law (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 or its committees shall be held at such times as may be fixed from time to time by resolution of the Board or committee members, as the case may be. Notice of each meeting and an agenda for the same shall be mailed but less than five (5) nor more than ten (10) days before the meeting to the usual address of every Trustee. The Board shall hold monthly meetings.

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 the case of absence or incapacity of the Chairperson, the Vice-Chairperson) of the Board, by the Secretary, or by any director upon written demand of not less than one-fifth of the Trustees. Special meetings of a committee may be called, subject to the notice requirements of Section 6 of this Article IV, by any member of such committee.

Section 6. Notice of Special Meetings. Except as otherwise required by law or these Bylaws, a notice of each special meeting of the Board or committee, as the case may be (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 or committee member 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 them.

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 an 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 the time of the vote 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 are taken at all open meetings of the Board and its committees shall include a record or summary of all motions, proposals, resolutions, actions are 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 or committee, as the case may be, 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. At each meeting of a committee, the chairperson of the committee, or, in their absence, a member is chosen by a majority of the committee members present, shall preside, and a committee member shall also be selected to record the minutes.

Section 11. Matters Exempt from the Open Meetings Law. The Board may act on the following matters in a meeting closed to the public: 9a) judicial or quasi-judicial proceedings, and (b) any matter made confidential by state or federal law.

Section 12. Executive Session. Notwithstanding any other section of the Bylaws, upon a vote of a majority of the entire Board in an open meeting, on a motion that identifies the general subject or subject to be considered, the Board may conduct a meeting in executive session for the following reasons only (unless otherwise permitted by the Open Meetings Law or other applicable law), provide, however, that no action by formal vote shall be taken to appropriate public money:

- (a) matters which would imperil the public safety if disclosed;
- (b) any matter which may disclose the identity of a law enforcement agent or informer;



- (c) information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
- (d) discussions regarding proposed, pending, or current litigation;
- (e) collective bargaining negotiations;
- (f) the medical, financial, credit or employment history of a particular person or corporation or matters pertaining to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation;
- (g) the preparation, grading or administration of examinations; and
- (h) the proposed acquisition, sale or lease of real property of the proposed acquisition, sale or exchange of securities, by only when publicity would substantially affect the value thereof.

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 their successor shall have been elected and qualified or, if sooner, until their 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.

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, by the affirmative vote of at least a majority of the Trustees then in office, remove or suspend an Officer on examination and due proof of the truth of a written complaint by any Officer or misconduct, incapacity or neglect of duty, at any regular meeting of the Board or any special meeting of the Board called for that purpose. Notwithstanding anything in these Bylaws to the contrary, at least one (1) weeks' notice must be given for a meeting at which Trustees are to vote on the removal of an officer.

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 them 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 them by the Board or the Chairperson.

Section 7. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and shall deposit or cause to be deposited all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer shall also perform all other duties customarily incident to the office of Treasurer. At each annual meeting, they shall render a report of the Corporation's accounts showing in appropriate detail: (a) the assets and liabilities of the Corporation as of a twelve-month fiscal period terminating not more than six months prior to the meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during the said fiscal period; and (d) the expenses or disbursements of the Corporation, for both general and restricted purposes during the said fiscal period. Such a report shall be filed with the minutes of the annual meeting of the Board.

Section 8. Secretary. In addition to their duties pursuant to Section 9 of Article IV of these Bylaws, the Secretary shall keep a current list of the Corporation's Trustees and Officers and their residence addresses, and shall be the custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall also have custody of all other contracts and documents which are not in the custody of the Treasurer of the Corporation, or in the custody of some other person authorized by the Board to have such custody.

Section 9. Compensation. The Chairperson, Vice-Chairperson, Secretary, and Treasurer 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 their duties as an Officer and approved by the Board.

Section 10. Assignment and transfer of Stocks, Bonds, and Securities. The Chairperson and the Treasurer, and each of them, if the Board shall have authorized them to do so pursuant to the resolution, shall have power to assign, vote, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Corporation.

ARTICLE VI

CONTRACTS, CHECKS, DRAFTS, AND BANK ACCOUNTS

Section 1. Execution of Contracts. The Board may grant to any officers 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 o the Corporation unless specifically authorized by the Board of Trustees. No loans shall be made by the Corporation to its Trustees, Officers, or employees or to any other corporation, firm, association, or other entity.



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 evidence 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. The Trustees shall not be personal liability for the Corporation's Debts, liabilities, or other obligations.

Section 2. Indemnification of Trustees and Officers. In accordance with the New York Not-For-Profit Corporation Law, the Corporation shall, to the fullest extent permitted, and in the manner prescribed by the New York Not-For-Profit Corporation Law, as amended from time to time, indemnify any person who is or was made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, whether involving any actual or alleged breach of duty, neglect or error, any accountability, or any actual or alleged misstatement, misleading statement or other act or omission and whether brought or threatened in any court or administrative or legislative body or agency, by reason of the fact that they or their testator was a Trustee, Officer, employee or agent of the Corporation, against any judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees. No indemnification may be made to or on behalf of any such person if their acts were committed in bad faith or were the results of their active and deliberate dishonesty and were material to such action or proceeding. The Corporation shall reimburse or advance to any person referred to in this section the funds necessary for the payment of expenses (including, without limitation, attorneys' fees, costs, and charges) incurred in connection with any action or proceeding referred to in this section to the fullest extent permitted by New York Not-For-Profit Corporation Law.

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 and employees pursuant to Section 2 above, or to indemnify such persons in instances in which they may indemnified pursuant to Section 2 above.

ARTICLE VIII

CONFLICT OF INTEREST

Section 1. Conflicts of Interest Policy. The Board shall adopt a Conflict of Interest Policy applicable to Trustees, officers, and key 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 or employee from participating in deliberations or voting 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 and key 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 or key employe; (f) require the Board or a committee of independent trustees (as defined in the Conflict of Interest Policy) 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 directors.

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. 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 the Bylaws.