

# **BY-LAWS OF THE COALITION OF PUBLIC INDEPENDENT CHARTER SCHOOLS**

## **ARTICLE I**

### **OFFICES**

The principal office of The Coalition of Public Independent Charter Schools (the “Corporation”) will be located at such place in the City of New York, State of New York as the Board of Directors (the “Board of Directors” or the “Board”) may from time to time determine. The Corporation may also have other offices at such other places both within and without the State of New York as the Board of Directors may from time to time determine or the business of the Corporation may require.

## **ARTICLE II**

### **MEMBERS**

Section 1. Class and Designation of Members. There shall be two (2) classes of membership (collectively, “Members”) in the Corporation, as set out in this Article II, Section 1. The Board of Directors may from time to time establish such other classes of Members as it shall deem desirable and determine the qualifications of these classes and the amount of any minimum annual contribution.

(a) School Member. Any public charter school located within the United States and its territories which satisfies the criteria specified in Article II, Section 2, may be deemed to be a voting member of the Corporation (a “School Member”) upon the determination of the Board of Directors. Except as otherwise required by law, those School Members in good standing shall exclusively possess all voting power, and each School Member shall have one vote on all matters submitted to a vote pursuant to these By-Laws.

(b) General Member. Any (i) educational advocacy organization; (ii) charter school service or support organization; or (iii) other person or entity, may be deemed to be a general member of the Corporation (a “General Member”) upon the determination of the Board of Directors. Except as otherwise required by law, General Members shall not be entitled to vote but may participate in discussion at annual meetings of the Member pursuant to procedures adopted by the Board.

Section 2. Criteria for School Membership. Any independent charter school which

satisfies the thresholds for the five discretionary criteria in this Article II, Section 2 may be considered for approval as a School Member by the Board of Directors. The Board of Directors maintains the right to admit an independent charter school that does not meet the thresholds for the discretionary criteria.

(a) Nonprofit Status. To satisfy the nonprofit status criterion, an independent charter school must qualify under Section 115(a) of the Internal Revenue Code of 1986, or be exempt from Federal income taxation under Section 501(a) of such Codes as an organization described in Section 501(c)(3) of such Code.

(b) Adoption of CPICS Statement of Principles. To satisfy the adoption of principles criterion, an independent charter school shall have purposes, values and principles which do not materially conflict those purposes, values and principles of the Corporation as set out in the Corporation from time-to-time in its adopted "Statement of Principles."

(c) Student Enrollment. To satisfy the student enrollment criterion, an independent charter school must not utilize illegal, restrictive or exclusionary admissions practices or admissions testing.

(d) Site-Based Decision Making. To satisfy the site-based decision making criterion, an independent charter school shall ensure that all important decisions regarding staff and program are made by, and are the responsibility of the school itself.

(e) Good Practices. To satisfy the good practices criterion, an independent charter school shall adopt policies and procedures to ensure compliance with (i) all applicable laws and (ii) good governance and ethical practice regarding financial transparency, operational transparency, and accountability.

Section 3. Membership Criteria. All Members that maintain their financial obligations to the Corporation may remain Members. In addition, any School Members must maintain adherence to the criteria in Article II, Section 2 to remain a Member.

(a) Revocation or Termination of Membership. Any Member may have such membership revoked or terminated by the affirmative vote of three-quarters (3/4) of a quorum of the Board of Directors, whenever in the Board of Directors' judgment it is in the best interest of the Corporation.

(b) Reinstatement. Any Member which has had its membership of the Corporation revoked or terminated under Article II Section 3(a), hereof, may be reinstated to membership by action of the Board of Directors.

Section 4. Annual Meetings. An annual meeting of the Members shall be held each year on such date and time and at such place as shall be fixed by the Board of Directors for the election of the Directors and for the transaction of such other business as may come before the Members, including the delivery of a financial statement (explicitly required pursuant to Section 519 of the Not-for-Profit Corporation Law).

Section 5. Special Meetings. A special meeting of the Members may be called by the Board of Directors or by not less than 20% of the School Members upon request to the Chairperson or the Secretary. Such meetings shall be held on such date and time and at such place as shall be determined by the Board of Directors.

Section 6. Notice of Meetings. Written notice of the time, place and purpose of every meeting of Members shall be given by the Board of Directors to each Member, not less than ten nor more than sixty days prior to the date set for the meeting. Notice of any meeting of Members may be given by mail or electronically, including by facsimile or electronic mail. If mailed, such notice is given when deposited in the United States mail, directed to the Member at his or her address as supplied by the Member to the Corporation. If transmitted electronically, such notice is given when directed to the Member's electronic mail address as supplied by the Member to the Corporation. Notice of meeting need not be given to any Member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic, including by facsimile or electronic mail. If written, the waiver must be executed by the Member or the Member's authorized officer, director, employee or agent by signing such waiver or causing his signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such Member. If at any time there are more than 500 Members, notice may be served by publishing a notice in a newspaper published in the county in which the organization is headquartered at least once a week for three successive weeks before the meeting and by prominently displaying the notice on the organization's homepage from the date of publication through the meeting date.

Section 7. Record of Members. A list or record of Members entitled to vote, delineated by class and certified by the corporate officer responsible for its preparation, shall be produced at any meeting of Members upon the request therefor of any Member who has given written notice to the Corporation that such request will be made at least ten days prior to such meeting.

Section 8. Quorum. Ten percent (10%) of the School Members eligible to vote (or 100 School Members eligible to vote, whichever is less), present in person or by proxy shall constitute a quorum at a meeting of the Members.

Section 9. Proxies. Every School Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another voting School Member to act for him by proxy. Every proxy must be in writing and executed by the School Member or the School Member's duly authorized officer, director, employee or agent. In lieu thereof, to the extent permitted by law, a proxy may be transmitted by email provided that the email either sets forth or is submitted with information from which it can be determined that the email was authorized by the School Member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Executive Director or, upon the absence of the Executive Director, the Secretary.

Section 10. Vote of Members. Except as otherwise provided herein, any corporate action to be taken by the School Members shall be authorized by a majority of the votes cast at a meeting of the School Members. In the event any vote of the School Members conflicts with that of the Board, the vote of the School Members shall supersede that of the Directors. Any one or more School Members may participate in a meeting of the School Members by means of telephone, video conference or similar communications equipment; provided, that all persons participating in the meeting can hear each other at the same time and can participate in all matters before the School Members. Participation by such means shall constitute presence in person at a meeting. The record eligibility of voting rights shall be set 30 days before the date of the meeting.

(a) The following acts may not be taken without approval of the School Members: two-thirds (2/3) of the votes cast at a meeting of the Members is required for (1) disposing of all, or substantially all, of the assets of the Corporation, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding; provided, however, that the affirmative votes cast in favor of any action described in this subsection (a) shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast;

(b) a majority of the votes cast at a meeting of the Members is required to approve the purchase, sale, mortgage or lease of real property of the Corporation if the property constitutes all or substantially all of the assets of the Corporation;

(c) a plurality of the votes cast at a meeting of the Members is required for the election of

the Directors of the Corporation;

(d) a sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation; or

(e) a majority of the votes cast at a meeting of the Members is required for (1) any amendment of the certificate of incorporation, (2) a petition for judicial dissolution or (3) an alteration to these By-Laws that would increase the quorum requirement or increase the vote requirement to greater than a majority of the School Members or Board present at the time of the vote.

Section 11. Action by Members Without a Meeting. Whenever School Members are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent of all the School Members, which consent shall set forth the action so taken. Such consent may be written or electronic (or any combination of the foregoing). If written, the consent must be executed by the School Member or the School Member's authorized officer, director, employee or agent by signing such consent or causing his signature to be affixed to such waiver by any reasonable means (including but not limited to facsimile signature). If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the School Member.

#### Section 12. Books and Records.

(a) The Corporation shall keep, at the office of the Corporation, correct and complete books and records of account and minutes of the proceedings of its Members and Board of Directors, and shall keep at its office a list or record containing the names and addresses of all Members and the dates when they respectively became the holders of record thereof. Any of the foregoing books, minutes and records may be in written form or in any other form capable of being converted into written form within a reasonable time.

(b) Any person who shall have been a Member of record of the Corporation for at least six (6) months immediately preceding his demand shall have the right to examine (in person or by agent or attorney), during usual business hours, the minutes of the proceedings of the Members and a list or record of Members and to make extracts therefrom.

(c) An inspection authorized by paragraph (b) may be denied to such Member upon his refusal to furnish to the Corporation, its transfer agent or registrar an affidavit that such inspection is not desired and will not be used for a purpose which is in the interest of a business or object other than the business of the Corporation and that he has not within five (5) years given, sold or offered for sale any list or record of Members of any domestic or foreign

corporation or aided or abetted, or attempted or offered to aid or abet, any person in procuring any such list or record of Members for any such purpose.

(d) Upon refusal by the Corporation or by an Officer or agent of the Corporation to permit an inspection of the minutes of the proceedings of its Members or of the list or record of Members, as herein provided, the person making the demand for inspection may apply to the supreme court in the judicial district where the office of the Corporation is located, upon such notice as the court may direct, for an order directing the Corporation, its Officer or agent to show cause why an order should not be granted permitting such inspection by the applicant. Upon the return day of the order to show cause, the court shall hear the parties summarily, by affidavit or otherwise, and if it appears that the applicant is qualified and entitled to such inspection, the court shall grant an order compelling such inspection and awarding such further relief as to the court may seem just and proper.

(e) Upon the written request of any person who shall have been a Member of record for at least six (6) months immediately preceding his request, the Corporation shall provide to such Member an annual balance sheet and profit and loss statement or a financial statement performing a similar function for the preceding fiscal year, and, if any interim balance sheet or profit and loss or similar financial statement has been distributed to its Members or otherwise made available to the public, the most recent such interim balance sheet or profit and loss or similar financial statement. The Corporation shall be allowed a reasonable time to prepare such annual balance sheet and profit and loss or similar financial statement.

Section 13. Notice of Amendment. In the event the Members seek to amend these By-Laws or the Certificate of Incorporation, the Members shall provide notice to the Board.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

Section 1. Powers. The Board of Directors will have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. In so doing, the Board shall consider any matter referred to it by a designated committee of the Board or, if applicable, any matter directly referred to it by a Student Advisory Sub-Committee designated by any Family and Student Engagement Committee.

Section 2. Number. The number of Directors of the Corporation (each, a “Director” and collectively, the “Directors”) constituting the entire Board shall not be less than

ten (10) or more than nineteen (19). Subject to such minimum and maximum, the number of the Directors may be increased or decreased by resolution of the Board of Directors; provided, that any action of the Directors to effect such increase or decrease will require the vote of a majority of the entire Board and no decrease shall shorten the term of any incumbent Director. For purposes of any matter requiring a vote of the Board or otherwise requiring the approval or consent of the Board pursuant to the Certificate of Incorporation or these By-Laws, including for purposes of determining whether the requisite fraction or percentage of the Board constitutes a quorum or approves any matter, the “entire Board” shall be the total number of Directors elected and serving a term of office as of the most recently held election of Directors; provided, that the number is not less than ten (10) or more than nineteen (19) Directors.

### Section 3. Election and Term.

(a) Each Director shall belong to one of the following groups:

(i) A majority (more than half) of the entire Board shall be those directors nominated by School Members (the “School Directors”).

(ii) One (1) member of the Board (the “C3S Director”) shall be a person selected by the board of directors of The Coalition of Community Charter Schools, Inc. (“C3S”) for so long as C3S is a Member; provided, that the Board of Directors may, by an affirmative vote of the Board at the next annual meeting of the Board after the ninth (9th) anniversary of the formation of the Corporation and at nine (9) year intervals thereafter, resolve to abolish the position of a C3S Director and otherwise remove the right for C3S to unilaterally appoint a person to the Board. Each C3S Director shall serve for a three (3) year term; provided, that no individual acting as a C3S Director shall serve as a Director for more than nine (9) years in any ten (10) year period.

(iii) Two (2) members of the Board (the “Family Directors”) shall be persons who are each family members or caretakers of at least one (1) student enrolled and attending a School Member at the time of their election and any subsequent appointment. To be eligible for nomination as a Family Director, a person must not be employed by a School Member. The Family Directors shall be nominated by the parent-teacher associations at the respective schools of the School Members.

(iv) Two (2) members of the Board (the “Student Directors”) shall, as soon as reasonably practicable, be persons who either are: (i) a student enrolled and attending a School Member and aged eighteen (18) or over at the time of their election; and/or (ii) an alumnus of a School Member of not more than ten (10) years and being aged eighteen (18) or over at the time of their election.

(v) The remaining Directors (the “General Directors”) shall be those nominated by the majority of the Directors then in office.

(b) All Directors shall be elected by a plurality of votes cast by the School Members present at a meeting of the Members.

(c) In the event the total number of Directors is increased or decreased, the Directors shall be elected in a manner determined by the Board; provided that at all times the School Directors shall constitute a majority, or nearest approximation, of the entire Board.

(d) The Directors shall hold office for three-year terms; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next annual meeting at which the election of Directors is in the regular order of business and until his or her successor is elected or appointed and qualified. Directors may serve a maximum of three consecutive terms.

#### Section 4. Vacancies.

(a) Vacancies of Directors occurring in the Board for any cause, including any such vacancy occurring by reason of the removal of such a Director from office with or without cause, may be filled by the vote of a majority of: (i) the School Directors (to fill a School Director vacancy), or (ii) Directors (to fill a Family Director, Student Director and General Director vacancy), although less than a quorum, or by a sole remaining Director, provided that (in each case) each such vacancy shall only be filled from a slate of nominees approved and provided by the Nominating Committee. Each Director so elected will serve until the next annual meeting and until the earliest of such Director’s successor being elected or appointed and qualified or until such Director’s death, resignation or removal.

(b) Any vacancy in the position of C3S Director for any cause, including any such vacancy occurring by reason of the removal of such a Director from office with or without cause, may only be filled upon the Corporation receiving written notice of a replacement person from the board of C3S.

Section 5. Removal. Provided there is a quorum of not less than a majority of Directors then in office present, a Director may be removed for cause by the vote of three-quarters (3/4) of the Board of Directors present at the meeting at which such action is taken. In addition and without prejudice to the foregoing, the C3S Director may be removed at any time by written notice of C3S.

Section 6. Resignations. Any Director may resign at any time by giving written



notice to the Chairperson or Secretary. The resignation will take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

Section 7. Meetings. Regular or annual meetings of the Board of Directors will be held at such times and places as may from time to time be fixed by the Board of Directors or as may be specified in a notice of meeting. Unless otherwise determined by the Board of Directors, the Board of Directors shall meet quarterly. Special meetings of the Board of Directors may be held at any time upon the call of the Chairperson or any Director upon written demand of not less than a majority of the entire Board. Unless otherwise fixed by the Board of Directors, the annual meeting of the Board will be the first regular meeting following the beginning of the Corporation's fiscal year. At the annual meeting, the Treasurer will deliver a financial report as specified in Article V, Section 9(c). Any one or more Directors of the Board or any committee thereof may participate in a meeting of the Board or committee by means of telephone, video conference or similar communications equipment; provided, that all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board. Participation by such means shall constitute presence in person at a meeting. The following acts of the Board require the affirmative vote of at least three-quarters (3/4) of the entire Board:

(a) a purchase, sale, mortgage or lease of real property of the Corporation if the property constitutes all or substantially all of the assets of the Corporation;

(b) a sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation; or

(c) an alteration to these By-Laws or Certificate of Incorporation that would increase the quorum requirement or vote requirement to greater than a majority of the Board present at the time of the vote.

Section 8. Notice of Meetings. Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by the Board of Directors. Notice of each special meeting of the Board of Directors must be given to each Director not less than two days before such meeting. Notice may be in writing and sent by mail, addressed to such Director at his or her address as it appears on the records of the Corporation. Such notice will be deemed to have been given when it is deposited in the United States mail. Notice may also be by telephone or sent by facsimile transmission, electronic mail or hand delivery. Notice of a meeting of the Board need not be given to a Director who submits a signed waiver of notice 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 9. Place and Time of Meetings. Meetings of the Board of Directors will be held at the location, within or without the State of New York, which is fixed by the Board of Directors or, in the case of a special meeting, by the person or persons calling the special meeting.

Section 10. Quorum. At each meeting of the Board, a majority of the Directors then in office will constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until such a quorum is present.

Section 11. Manner of Acting. Except as otherwise provided herein or required by applicable law, the vote of a majority of the Directors present at any meeting at which there is a quorum will be the act of the Board of Directors.

Section 12. Conflicts Policy. The Board of Directors has adopted a separate Conflict of Interest Policy.

Section 13. Loans to Directors and Officers. Subject to the exceptions outlined in Section 716 of the Not-for-Profit Corporation Law of the State of New York, no loans shall be made by the Corporation to any Director or Officer, or to any other entity in which one or more Director or Officer is a Director or Officer or holds a substantial financial interest.

Section 14. Committees. The Board of Directors may designate one or more committees of Directors and/or Members to advise. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such person or persons constitute a quorum, may unanimously appoint another Director or Member (as appropriate) to act at the meeting in place of any such absent or disqualified member. Unless otherwise provided for in these By-Laws or by the Board of Directors by resolution, at each meeting of a committee, a majority of the members of the committee will be present to constitute a quorum and the vote of a majority of the members of a committee present at any meeting at which there is a quorum will be the act of the committee.

Section 15. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee consent in writing, which consent shall set forth the action so taken. Such consent may be written or electronic (or any combination of the foregoing). If written, the consent must be executed by the Director by signing such consent or causing his signature to be affixed to such waiver by any reasonable means (including but not

limited to facsimile signature). If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the members of the Board of Directors or such committee will be filed with the minutes of the proceedings of the Board of Directors or such committee.

Section 16. Compensation of Directors. The Corporation will not pay any compensation to Directors for services rendered to the Corporation, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

Section 17. Notice of Amendment. In the event the Board seeks to amend these By-Laws or the Certificate of Incorporation, the Board shall provide notice to the Members.

## **ARTICLE IV**

### **COMMITTEES OF THE BOARD**

Section 1. A committee of the Board is one that shall have authority to bind the Corporation and shall be comprised solely of Directors. Committees of the Board may be appointed by resolution of the Board at a meeting at which a quorum is present. Each committee must consist of at least three (3) Directors with such powers and duties as the Board may prescribe, except that no committee shall have authority as to the following matters:

- (a) the filling of vacancies on the Board or on any committee;
- (b) the amendment or repeal of the By-Laws or the adoption of new By-Laws;
- (c) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (d) the fixing of any compensation of the Directors for serving on the Board or any committee;
- (e) the election or removal of Officers and Directors;
- (f) the approval of a merger or plan of dissolution;
- (g) the authorization of a transaction involving the sale, lease, exchange or other disposition of all or substantially all the assets of the corporation; and

(h) the approval of amendments to the Certificate of Incorporation.

The Committees included in this Article shall be Committees of the Board.

Section 2. Executive Committee. There shall be an executive committee (the “Executive Committee”) which shall consist of at least three (3) Directors, one of whom shall be the Chairperson, who shall also serve as chairperson of the Executive Committee. The other members of the Executive Committee shall be appointed by the Chairperson, subject to the approval of the entire Board, except that all elective Officers shall be automatically appointed to the Executive Committee during their tenure of office.

Section 3. Membership Committee. There shall be a membership committee (the “Membership Committee”) of at least three (3) Directors. The members of the Membership Committee shall be appointed by the Chairperson, subject to the approval of the Board. The Membership Committee shall receive and review applications for membership in the Corporation and make recommendations to the Board about the eligibility of applicants for membership. The Membership Committee shall also recommend criteria and procedures for admission and termination of Members as specified in these By-Laws.

Section 4. Nominating Committee.

(a) There shall be a nominating committee (the “Nominating Committee”) of at least three (3) Directors, one of whom shall be the Chairperson, who shall serve until the next annual meeting. Two-thirds (2/3), or the nearest approximation, of the Nominating Committee shall be appointed by a vote of a majority of the School Directors and at least one (1) member of the Nominating Committee shall be appointed by the other Directors.

(b) Upon any vacancy of a School Director, Family Director or General Director for any cause, the Nominating Committee shall present an appropriate slate of nominees to the Board of Directors for consideration. In so doing, the Nominating Committee shall propose slates of nominees with a diversity of skills, knowledge, experience and perspectives and which is otherwise diverse with respect to race, ethnicity, and gender. The Nominating Committee shall also use reasonable efforts to ensure that the Board of Directors, taken as a whole, is generally representative of the range of Members and the students and families that the Corporation serves. In the case of Family Directors and Student Directors, the Nominating Committee shall solicit and consider in good faith recommendations from any Family and Student Engagement Committee designated by the Board. Matters discussed by the Nominating Committee are strictly confidential.

Section 5. Audit Committee. There shall be an audit committee (the “Audit

Committee”) comprised at least three (3) Directors each of whom shall be an Independent Director. The members of the Audit Committee shall be appointed by the Chairperson, subject to the approval of the Board. The Committee will annually undertake, or retain an independent auditor to undertake, an audit review of the Corporation. Upon completion of such review the results of the audit and any related management letter with the independent auditor shall be provided to the Board.

Section 6. Finance Committee. There shall be a finance committee (the “Finance Committee”) which shall consist of at least three (3) Directors, one of whom shall be the Treasurer. The other members of the Finance Committee shall be appointed by the Chairperson, subject to the approval of the Board. The Finance Committee shall advise the Treasurer and the Board in regard to the investments and general fiscal policy of the Corporation.

## **ARTICLE V**

### **COMMITTEES OF THE CORPORATION**

Section 1. The Board by resolution may appoint from time to time any number of persons as advisors of the Corporation to act as a committee of the Corporation. No such committee shall have the authority to bind the Board. Each advisor shall hold office at the pleasure of the Board and shall have only the responsibilities as the Board may from time to time determine. No advisor to the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation as a member of a committee of the Corporation, except that the Board may authorize reimbursement of expenditures reasonably incurred. The Committees included in this Article shall be Committees of the corporation.

Section 2. Advocacy Committee. The Board, by resolution adopted by a majority of the entire Board, may designate an advocacy committee (the “Advocacy Committee”). The Advocacy Committee shall consist of not less than three (3) Members (or representatives thereof) including at least one (1) General Member. The Advocacy Committee shall advance statewide and national legislation in accordance with the principals and objectives of the Corporation and will suggest communication strategies to inform and engage the public with regards to the activities of the Corporation.

Section 3. Development Committee The Board, by resolution adopted by a majority of the entire Board, may designate a development committee (the “Development Committee”). The Development Committee shall consist of not less than three (3) Members (or representatives thereof) including at least one (1) General Member. The Development Committee shall be charged with raising funds for the Corporation’s operation, publicizing its

activities, and soliciting new membership. The Development Committee shall receive instructions from the Executive Committee, and shall report to it about its activities at least one (1) month prior to meetings of the Executive Committee.

Section 4. School Services Committee. The Board, by resolution adopted by a majority of the entire Board, may designate a school services committee (the “School Services Committee”). Such Development Committee shall consist of not less than three (3) Members (or representatives thereof) including at least one (1) General Member. The School Services Committee shall review the services the Corporation provides for its Members and the performance thereof. The School Services Committee shall compile an annual summary report of its findings for the Board of Directors and shall recommend program changes as needed.

Section 5. State and Regional Outreach Committee. The Board, by resolution adopted by a majority of the entire Board, may designate a state and regional outreach committee (the “State and Regional Outreach Committee”). The State and Regional Outreach Committee shall consist of not less than three (3) Members (or representatives thereof) including at least one (1) General Member. The State and Regional Outreach Committee shall advise the Board of Directors and the Executive Director on strategies for increasing membership and engagement generally.

Section 6. Family and Student Engagement Committee.

(a) The Board, by resolution adopted by a majority of the entire Board, may designate a family and student engagement committee (the “Family and Student Engagement Committee”). The Family and Student Engagement Committee shall consist of not less than three (3) Members (or representatives thereof) including at least one (1) General Member. Such Family and Student Engagement Committee shall solicit recommendations for (i) prospective Family Directors and Student Directors from the parent organizations of School Members and (ii) prospective Student Directors from the School Members and, in each case, advise the Board on the administration of the election of any Family Directors and Student Directors (as the case may be).

(b) The Family and Student Engagement Committee may, by resolution adopted by a majority of its members, designate a subcommittee (the “Student Advisory Sub-Committee”). Such Student Advisory Sub-Committee shall consist of not less than ten (10) current students of School Members, attending any of Sixth (6th) Grade through to Twelfth (12th) Grade, as appointed by the Family and Student Engagement Committee. The Family and Student Engagement Committee shall use reasonable efforts to ensure that the Student Advisory Sub-Committee, taken as a whole, is generally representative of the range of students and families that the Corporation serves and the does not have more than one (1) student member

from any one (1) School Member. Any vacancy in the Student Advisory Sub-Committee may be filled and any member of the Student Advisory Sub-Committee may be removed, either with or without cause, by the Family and Student Engagement Committee. The Student Advisory Sub-Committee may advise the Board of Directors as to any matters concerning the Corporation.

Section 7. Advisory Committee. The Board, by resolution adopted by a majority of the entire Board, may designate an advisory committee (the “Advisory Committee”). Such Advisory Committee will consist of persons who are interested in the purposes and principles of the Corporation. The Advisory Committee and each member thereof will serve at the pleasure of the Board of Directors. Any vacancy in the Advisory Committee may be filled and any member of the Advisory Committee may be removed, either with or without cause, by the Board of Directors. The Advisory Committee will advise the Board of Directors as to any matters that are put before it by the Board of Directors concerning the Corporation. The Advisory Board Committee will not have or purport to exercise any powers of the Board of Directors nor will it have the power to authorize the seal of the Corporation to be affixed to any papers that may require it.

## **ARTICLE VI**

### **OFFICERS**

Section 1. Officers. The officers of the Corporation may consist of a Chairperson, a Vice Chairperson, a Secretary, a Treasurer and such other officers with such titles as the Board of Directors will determine, all of whom will be chosen by and will serve at the pleasure of the Board of Directors (each, an “Officer,” and collectively, the “Officers”).

Section 2. Election, Term of Office and Qualifications. The Officers of the Corporation will be elected annually by the Board of Directors at the annual meeting of the Board of Directors, and each Officer will hold office until the earlier of such Officer’s successor being chosen and qualified or until such Officer’s death, resignation or removal. Except as may otherwise be provided in the resolution of the Board of Directors choosing an Officer, no Officer need be a Director. One person may hold, and perform the duties of, more than one office; provided, that an individual who serves as Chairperson may not be held by the same person who also serves as Secretary. The Chairperson or such other person that presides over the Board of Directors shall not be an employee of the Corporation. All Officers will be subject to the supervision and direction of the Board of Directors.

Section 3. Removal. Any Officer elected or appointed by the Board of Directors may be removed by the vote of a majority of the Board of Directors, either with or without cause,

at any meeting of the Board at which a majority of the Directors is present.

Section 4. Resignations. Any Officer may resign at any time by giving written notice to the Chairperson. The resignation will take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office arising from any cause will be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for regular appointment to such office.

Section 6. Chairperson. A chairperson of the Board (the “Chairperson”) will preside at all meetings of the Board of Directors. In the Chairperson’s absence, the Vice Chairperson or a person chosen by the Directors present will preside. The Chairperson will have and exercise general charge and supervision of the affairs of the Corporation and will do and perform such other duties as the Board of Directors may assign to the Chairperson.

Section 7. Vice Chairperson. At the request of the Chairperson, or in the event of the Chairperson’s absence or disability, a vice chairperson of the Board (the “Vice Chairperson”) will perform the duties and possess and exercise the powers of the Chairperson, and the Vice Chairperson will have such other powers and perform such other duties as the Board of Directors may assign to the Vice Chairperson.

Section 8. Secretary. A secretary (the “Secretary”) will act as secretary of each meeting of the Board of Directors. In the absence of the Secretary, the presiding Officer of the meeting will appoint a secretary of the meeting. In addition, the Secretary will:

(a) record and keep the minutes of all meetings of the Board of Directors in books to be kept for that purpose;

(b) see that all notices and reports are duly given or filed in accordance with these By-Laws or as required by law;

(c) be custodian of the records (other than financial) and have charge of the seal of the Corporation and see that it is used upon all papers or documents whose execution on behalf of the Corporation under its seal is required by law or duly authorized in accordance with these By-Laws; and

(d) in general, perform all duties incident to the office of Secretary and such other duties as the Chairperson or the Board of Directors may from time to time assign to the Secretary.



Section 9. Treasurer. A Treasurer (the “Treasurer”) will:

(a) have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such depositories as will be designated by the Board of Directors;

(b) exhibit at all reasonable times the Corporation’s books of account and records to any Director upon application during business hours at the office of the Corporation where such books and records are kept;

(c) render a statement of the condition of the finances of the Corporation at the annual meeting of the Board of Directors as provided in Section 519 of the Not-for- Profit Corporation Law;

(d) make an annual report to the Board concerning assets held for a specific purpose, the use made of such assets and the income thereof as provided in Section 513(b) of the Not-for-Profit Corporation Law;

(e) receive, and give receipt for, amounts due and payable to the Corporation from any source whatsoever and, subject to the direction of the Board of Directors, authorize the disbursement of funds of the Corporation;

(f) in general, perform all the duties incident to the office of Treasurer, and such other duties as the Chairperson or the Board of Directors may from time to time assign to the Treasurer; and

(g) if required by the Board of Directors, give such security for the faithful performance of the Treasurer’s duties as the Board of Directors may require.

Section 10. Compensation. The Board of Directors, or any committee, may from time to time establish reasonable compensation and benefits for the Officers; provided, that no Officer who also serves as a Director may receive any compensation, except for reimbursement for reasonable expenses incurred in the performance of their duties to the Corporation. The Officer whose compensation is being determined shall not participate in the discussions and deliberations of, and the voting on, his compensation.

## **ARTICLE VII**

### **STAFF**

Section 1. Executive Director. The Board of Directors may employ an executive director (the “Executive Director”) who will be charged with the administrative and executive management of the affairs of the Corporation and such other powers and the performance of such other duties as the Board of Directors may delegate, subject to oversight by the Board of Directors.

Section 2. Additional Personnel. From time to time, Executive Committee may employ such other staff personnel with such titles as the Executive Committee will determine according to available administrative funds and needs of the Corporation.

Section 3. Compensation. The Board, or any committee, shall establish reasonable compensation and benefits for the Executive Director. The Executive Director shall not participate in the discussions and deliberations of, and the voting on, his compensation and shall not be counted in determining a quorum at any meeting in which his compensation is discussed. The Board of Directors may from time to time establish the rate of compensation and benefits for the staff personnel of the Corporation.

## **ARTICLE VIII**

### **EXECUTION OF INSTRUMENTS**

Section 1. Contracts and Instruments. The Board of Directors, subject to the provisions of Article III, Section 1, may authorize any Officer or Officers or agent or agents of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

Section 2. Deposits. Funds of the Corporation may be deposited from time to time to the credit of the Corporation with the depositories that are selected by the Board of Directors.

Section 3. Orders for the Payment of Money and Endorsements for Deposit. (a) All checks, drafts or other orders for the payment of money, notes or acceptances issued in the name of the Corporation will be signed by the Officer or Officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board of Directors.

(b) Endorsements for deposit to the credit of the Corporation in any of its authorized depositories may be made, without countersignature, by any Officer of the Corporation or may be made by hand-stamped impression in the name of the Corporation, unless otherwise provided

by resolution of the Board of Directors.

Section 4. Sale or Transfer of Securities. Stock certificates, notes, bonds or other securities held or owned by the Corporation may be sold, transferred or otherwise disposed of when endorsed for transfer by the Officer or Officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board of Directors.

## **ARTICLE IX**

### **INDEMNIFICATION**

To the fullest extent permitted by law:

(a) The Corporation will indemnify any person (and that person's heirs, executors, guardians, administrators, assigns and any other legal representative of that person) who was or is a party or is threatened to be made a party to or is involved in (including as a witness) any threatened, pending or completed action, suit, proceeding or inquiry (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative or investigative, and whether formal or informal, including appeals, by reason of the fact that the person is or was a Director or Officer of the Corporation, or, while a Director or Officer of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person or that person's heirs, executors, guardians, administrators, assigns or legal representatives in connection with that action, suit, proceeding or inquiry, including appeals. Notwithstanding the foregoing, the Corporation will indemnify any person seeking indemnification in connection with an action, suit, proceeding or inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or part thereof) was authorized by the Board.

(b) The Corporation will pay expenses as incurred by any person described in subsection (a) of this Article in connection with any action, suit, proceeding or inquiry described in subsection (a) of this Article; provided, that if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses will be made only upon delivery to the Corporation of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

(c) The Corporation may purchase and maintain insurance on behalf of any person described in subsection (a) of this Article against any liability asserted against that person, whether or not the Corporation would have the power to indemnify the person against that liability under the provisions of this Article or otherwise.

(d) The provisions of this Article will be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article will be deemed to be a contract between the Corporation and each Director or Officer who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification of this Article will not adversely affect any right or protection of any person described in subsection (a) in respect of any act or omission occurring prior to the time of the repeal or modification.

(e) If any provision of this Article will be found to be invalid or limited in application by reason of any law or regulation, that finding will not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article will neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in subsection (a) of this Article may otherwise be entitled or permitted by contract, the Certificate of Incorporation, vote of the Board or otherwise, or as a matter of law, both as to actions in the person's official capacity and actions in any other capacity while holding such office, it being the policy of the Corporation that indemnification of any person described in subsection (a) of this Article will be made to the fullest extent permitted by law.

(f) For purposes of this Article, reference to "other enterprises" will include employee benefit plans; reference to "fines" will include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to "serving at the request of the corporation" will include any service as a Director or Officer of the Corporation which imposes duties on, or involves services by, that Director or Officer with respect to an employee benefit plan, its participants or beneficiaries.

(g) The Corporation may, by vote of the Board, provide indemnification and advancement of expenses to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of and advancement of expenses to Directors and Officers.

## **ARTICLE X**

### **GRANTS AND OTHER EXPENDITURES FOR THE ADVANCEMENT OF CHARITABLE**

## **PURPOSES**

Section 1. Authorization. Grants, gifts, contributions or other distributions for the advancement of the charitable purposes of the Corporation will be made only if specifically authorized by the Board of Directors.

Section 2. Discretion Retained by Board of Directors. The Board of Directors will at all times maintain complete control and discretion over the distribution of funds received by the Corporation, and will not enter into any agreement with any person or organization that would in any way limit such control or discretion. The Board of Directors will not represent to any person from whom it solicits or receives gifts, grants, bequests or contributions that any funds received will be distributed other than at the discretion of the Board. The Board of Directors may solicit or receive gifts, grants, bequests or contributions for a specific project that it has reviewed and approved as in furtherance of the purposes of the Corporation as stated in the Certificate of Incorporation. The Board of Directors may, in its absolute discretion, refuse any conditional or restricted gift, grant, bequest or contribution and return to the donor any such contribution actually received.

Section 3. Procedures for Distributions. The Board of Directors will adopt procedures from time to time for grants, gifts, contributions or other distributions by the Corporation. Such procedures will not be inconsistent with Federal tax law or the Not-for-Profit Corporation Law and will further the charitable purposes of the Corporation.

Section 4. Evaluation and Site Visits. The Board of Directors will make such evaluation and site visits with respect to grants as it deems appropriate from time to time.

## **ARTICLE XI**

### **GENERAL PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the Corporation will be fixed by the Board of Directors.

Section 2. Seal. The corporate seal will have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Not-for-Profit, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 3. Books and Records. The Corporation will keep correct and complete books and records of account of the activities and transactions of the Corporation, including a

minute book, which will contain a copy of the Certificate of Incorporation, a copy of these By-Laws and all minutes of meetings of the Board of Directors and committees thereof.

Section 4. Non-Discrimination. In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual orientation, gender identity, mental or physical disability or any category protected by state or federal law.

## **ARTICLE XII**

### **AMENDMENTS**

Section 1. Certificate. The Members may amend the Certificate of Incorporation at any meeting of the Members at which a quorum is present, by a vote of a majority of the School Members. The Board of Directors may amend the Certificate of Incorporation at any meeting of the Board of Directors, at which a quorum is present, by a vote of a majority of the entire Board or by unanimous written consent of the Board of Directors.

Section 2. By-Laws. The Board of Directors may amend or repeal these By- Laws at any meeting of the Board of Directors at which a quorum is present by a vote of a majority of the Directors present or by unanimous written consent of the Board of Directors; provided, that any action to increase or decrease the number of Directors set forth in Article III, Section 2 will require a vote of a majority of the entire Board.

## **ARTICLE XIII**

### **CERTAIN DEFINITIONS**

#### **Section 1. Definitions.**

(a) “Affiliate”. A person or entity that is directly or indirectly through one or more intermediaries, controlled by, or in control of the Corporation.

(b) “Financial Interest”. A person has a Financial Interest if such person would receive an economic benefit, directly or indirectly, from any transaction, agreement, compensation agreement, including direct or indirect remuneration as well as gifts or favors that are not insubstantial or other arrangement involving the Corporation.

(c) “Independent Director”. A member of the Board of Directors (the “Board”) who:

(i) Has not been an employee of the Corporation or an Affiliate or Key Person within the last three (3) years;

(ii) Does not have a Relative who has been a Key Person within the last three (3) years;

(iii) Has not received and does not have a Relative who has received more than \$10,000 in compensation directly from the Corporation or an Affiliate in any of the last three (3) years (not including reasonable compensation or reimbursement for services as a Director, as set by the Corporation);

(iv) Does not have a substantial Financial Interest in and is an employee of, and does not have a Relative who has a substantial Financial Interest in or is an officer of, any entity that has provided payments, property or services to, or received payments, property or services from, the Corporation or an Affiliate if the amount paid by the Corporation to the entity or received by the Corporation from the entity for such property or services, in any of the last three fiscal years, exceeded:

(1) the lesser of \$10,000 or 2% of such entity’s consolidated gross revenues if the entity’s consolidated gross revenue was less than \$500,000;

(2) \$25,000 if the entity’s consolidated gross revenue was \$500,000 or more but less than \$10,000,000; or

(3) \$100,000 if the entity’s consolidated gross revenue was \$10 million or more;

(for the purposes of this subparagraph (iv), “payment” does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, or payments made by the corporation at fixed or non-negotiable rates or amounts for services received; provided, however, that such services by and to the corporation are available to individual members of the public on the same terms and such services received by the corporation are not available from another source);

(v) Is not in an employment relationship under control or direction of any Related Party and does not receive payments subject to approval of a Related Party;

(vi) Is not and does not have a Relative who is a current owner, whether wholly or partially, director, officer or employee of the Corporation’s outside auditor or who has worked on the Corporation’s audit at any time during the past three (3) years; or

(vii) Does not approve a transaction providing economic benefits to any Related Party who in turn has approved or will approve a transaction providing economic benefits to the Director.

(d) “Key Person.” A Key Person is a person who (i) has responsibilities, or exercises powers or influence over the Corporation as a whole or an Affiliate similar to the responsibilities, powers, or influence of a directors or officer of the Corporation or such Affiliate; (i) manages the Corporation or an Affiliate, or a segment of the Corporation or of an Affiliate that represents a substantial portion of the activities, assets, income or expenses of the Corporation or such Affiliate; or (ii) alone or with others controls or determines a substantial portion of the Corporation’s or Affiliate’s capital expenditures or operating budget.

(e) “Related Party.” Persons who may be considered a Related Party of the Corporation or an Affiliate of the Corporation under this Policy include:

(i) Directors, Officers, Key Persons or directors or officers of an Affiliate;

(ii) Relatives of Directors, Officers, or Key Persons;

(iii) Any entity in which a person in (i) or (ii) has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%;

(iv) Founders of the Corporation;

(v) Substantial contributors to the Corporation (within the current fiscal year or the past five fiscal years);

(vi) Persons owning a controlling interest (through votes or value) in the Corporation;

(vii) Any non-stock entity controlled by one or more Key Persons.

(f) “Relative.” A Relative is a spouse or domestic partner (as defined in section 2994-A of the New York Public Health Law), ancestor, child (whether natural or adopted), grandchild, great grandchild, sibling (whether whole or half blood), or spouse or domestic partner of a child (whether natural or adopted), grandchild, great grandchild or sibling (whether whole or half blood).



Adopted July 5, 2018.

Revised October 1, 2019.