

# **Bedford Stuyvesant New Beginnings Charter School 2 By-laws**

## **ARTICLE I: NAME**

The name of the Corporation is the Bedford Stuyvesant New Beginnings Charter School 2 (hereinafter "the Corporation").

## **ARTICLE II: MEMBERSHIP**

The Corporation has no members. The rights which would otherwise vest in the members vest in the Directors of the Corporation (hereinafter the "Trustees") of the Charter School. Actions which would otherwise require approval by a majority of all members or approval by the members require only approval of a majority of all Trustees or approval by the Board of Trustees (hereinafter the "Board").

## **ARTICLE III: BOARD OF TRUSTEES**

**A. Powers.** The Board shall conduct or direct the affairs of the Corporation and exercise its powers, subject to applicable Education Law, Not-for-Profit Corporation Law, the Corporation's Charter and these Bylaws. The Board may delegate the management of the activities of the Corporation to others, so long as the affairs of the Corporation are managed, and its powers are exercised, under the Board's ultimate jurisdiction. Without limiting the generality of the powers hereby granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws, and the following specific powers:

1. To elect and remove Trustees;
2. To select and remove Officers, agents and employees of the Corporation; to prescribe powers and duties for them; and to fix their compensation
3. To conduct, manage and control the affairs and activities of the Corporation, and to make rules and regulations;
4. To enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of the Corporation;
5. To carry on the business of operating the Charter School and apply any surplus that results from the business activity to any activity in which the Corporation may engage;
6. To act as trustee under any trust incidental to the Corporation's purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust;
7. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property;
8. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities;

9. To exercise such additional powers as may be necessary to comply with applicable provisions of the Education Law, the Not-For-Profit Corporation Law, the Corporation's Charter and these By-Laws; and
10. To indemnify and maintain insurance on behalf of any of its Trustees, Officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of the New York Not-for-Profit Corporation Law and the limitations noted in these Bylaws.

**B. Number of Trustees.** The number of Trustees of the Corporation shall be not fewer than five (5) and shall not exceed twenty (20). The Board shall fix the exact number of Trustees, within these limits, by Board resolution or amendment of the Bylaws.

**C. Election of Trustees.**

1. Election. The Board shall elect the Trustees by the vote of a majority of the Trustees then in office, whether or not the number of Trustees in office is sufficient to constitute a quorum, or by the sole remaining Trustee. Trustees-elect assume office subject to approval by the Charter Entity. One voting Trustee position on the Board is reserved for a community member of the district of location of the Charter School.

2. Eligibility. The Board may elect any person who in its discretion it believes will serve the interests of the Corporation faithfully and effectively.

3. Interested Persons. Not more than 40% of the persons serving on the Board may be interested persons. An "interested person" is: (1) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise; or (2) any sister, brother, ancestor, descendant, spouse, sister-in-law, brother-in-law, daughter-in-law, son-in-law, mother-in-law or father-in-law of any such person.

4. Term of Office.

a. The Trustees elected shall be divided into three classes for the purpose of staggering their terms of office. All classes shall be as nearly equal in number as possible.

b. The terms of office of the Trustees initially classified shall be as follows: that of the first class shall expire at the next annual meeting of the Trustees, the second class at the second succeeding annual meeting and the third class at the third succeeding annual meeting. Following the expiration of these designated terms, the term of each Trustee shall continue for three (3) years, except the term of any Trustee who is a parent of a child enrolled in the charter school or the designated representative of any partner organization shall be one (1) year.

c. The term of office of a Trustee elected to fill a vacancy in these Bylaws begins on the date of the Trustee's election, and continues: (1) for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a Trustee, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Trustees authorized.

d. A Trustee's term of office shall not be shortened by any reduction in the number of Trustees resulting from amendment to the Charter, the Bylaws, or other Board action.

e. A Trustee's term of office shall not be extended beyond that for which the Trustee was elected by amendment of the school's charter or the Bylaws or other Board action.

5. **Time of Elections.** The Board shall elect Trustees whose terms begin on July first of a given year at the Annual Meeting for that year, or at a Regular Meeting designated for that purpose, or at a Special Meeting called for that purpose.

**D. Removal of Trustees.** The Board may remove a Trustee in accordance with the applicable provisions of the Education Law and the Not-for-Profit Corporation Law.

**E. Resignation by Trustee.** A Trustee may resign by giving written notice to the Board Chair or Secretary. The resignation is effective upon receipt of such notice, or at any later date specified in the notice. The acceptance of a resignation by the Board Chair or Secretary shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Trustee.

**F. Vacancies.** A vacancy is deemed to occur on the effective date of the resignation of a Trustee, upon the removal of a Trustee, upon declaration of vacancy pursuant to these Bylaws, or upon a Trustee's death. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Trustees.

**G. Compensation of Trustees.** Trustees shall serve without compensation. However, the Board may approve reimbursement of a Trustee's actual and necessary expenses while conducting Corporation business.

#### **ARTICLE IV: PRINCIPAL OFFICE**

The Corporation's principal office shall be at the following address: *Bedford Stuyvesant New Beginnings Charter School 2, 82 Lewis Avenue, Brooklyn, New York*, or such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in office on the copy of the Bylaws maintained by the Secretary.

#### **ARTICLE V: MEETINGS OF THE BOARD**

**A. Place of Meetings.** Board Meetings shall be held at the Corporation's principal office or at any other reasonably convenient place as the Board may designate *provided however that the location of any board meeting shall comply with the requirements of Article 7 of the New York Public Officer's (hereinafter referred to as the "Open Meetings Law).*

**B. Annual Meetings.** An Annual Meeting shall be held in the month of June or July of each year for the purpose of electing Trustees, making and receiving reports on corporate affairs, and transacting such other business as comes before the meeting.

**C. Regular Meetings.** A minimum of twelve (12) Regular Meetings shall be held each year on dates determined by the Board.

**D. Special Meetings.** Special meetings of the Board may be called by the chairperson, or by a majority of the Trustees of the Board, for the purpose of transacting business between regularly scheduled Board meetings. Notice of Meetings. Notices to Trustees of Board meetings shall be given in a manner consistent with the Education Law. Notice of the time and place of every meeting shall be mailed not less than five nor more than ten days before the meeting to the usual address of every Trustee. The notice shall include the time and place of the meeting, and in the case of a special meeting, the purpose(s) for holding such meeting and the Trustee(s) who called for the special meeting.

**E. Adjournment.** A majority of the Trustees present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place.

**F. Notices.** Notices to Trustees of Board Meetings, *including annual, regular and special meetings, shall be given to the public in a manner consistent with the Open Meetings Law.* shall be given as follows

1. Annual Meetings and Regular Meetings may be held with notice if the Bylaws or the Board fix the time and place of such meetings.
2. Special Meetings shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, facsimile or e-mail. Notices will be deemed given when deposited in the United States mail, addressed to the recipient at the address shown for the recipient in the Corporation's records, first-class postage prepaid; when personally delivered in writing to the recipient; or when faxed, e-mailed, or communicated orally, in person or by telephone, to the Trustee or to a person whom it is reasonably believed will communicate it promptly to the Trustee.

**G. Waiver of Notice.** Notice of a meeting need not be given to a Trustee who signs a waiver of notice or written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or attends the meeting without protest prior to the meeting or at its commencement, of the lack of notice. The Secretary shall incorporate all such waivers, consents and approvals into the minutes of the meeting.

## **ARTICLE VI: ACTION BY THE BOARD**

**A. Quorum.** Unless a greater proportion is required by law, a majority of the entire Board of Trustees shall constitute a quorum for the transaction of any business or of any specified item of business. Trustees other than those participating in-person shall not vote. To the extent that there may be any conflict between any provision of these bylaws and the Open Meetings Law, the Open Meetings Law shall control.

**B. Action by the Board.**

1. **Actions Taken at Board Meetings.** Except as otherwise provided by statute or by these Bylaws, the vote of a majority of the Board present at the time of the vote, if a quorum is present at such time, 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.

2. **Board Participation by Other Means.** In all events, a quorum of Trustees must be present to lawfully conduct a Board Meeting of the Charter School. To the extent permitted by Article 7 of the Public Officers Law, Trustees participating by means of video-conferencing may be counted toward achieving a quorum. Trustees participating by means of videoconferencing shall do so from a site at which the public may attend, listen, and observe. Once a quorum is present, additional Trustees may participate in a Board meeting through conference telephone or similar communication equipment, provided that all Trustees participating in such meeting can hear one another and there is no objection from any Trustee or any person in the public audience. Trustees other than those in-person or participating by live video- conferencing shall not vote.

**C. Committees.**

1. **Appointment of Committees.** The Board may create committees for any purpose, and the Chair of the Board shall appoint members to and designate the chairs of such committees. Such members and chairs will serve for a term of one year, unless such terms are extended by the Chair at the Annual Meeting of the Corporation. A Board Committee will consist of not fewer than three Trustees, who shall serve at the pleasure of the Chair of the Board, except that any Executive Committee of the Board shall be comprised of: the Chair, the Vice-Chair, the Treasurer, the Secretary and one at-large trustee designated by the Chair.

2. **Standing Committees.** The Board shall have the following committees:

a. **Executive Committee:** The Executive Committee shall be chaired by the Chair and shall have the authority, subject to these By-Laws, to act in lieu of the Board in such exigent circumstances where a scheduled Board Meeting would not provide sufficient time for a decision, provided, however, that any such act by the Executive Committee shall be made by a majority of such Committee and reported to the Board at the next following meeting for ratification;

b. **Finance Committee:** The Finance Committee shall be chaired by the Treasurer and shall be responsible for monitoring the financial affairs of the Corporation and reporting on such to the Board at each Board meeting;

c. **Academic Committee:** The Academic Committee shall be chaired by a Trustee designated by the Chair and shall be responsible for working with the CEO to define academic excellence, ensure that all board members know the charter promises that were made to the community and

the authorizer and to devise clear and consistent measures to monitor these goals; and

d. Governance Committee: The Governance Committee shall be chaired by a Trustee designated by the Chair and shall be responsible for evaluation of Board performance. The Governance Committee assumes the primary responsibility for matters pertaining to Board of Trustees recruitment, nominations, orientation, training, and evaluation. The Governance Committee will regularly evaluate the effectiveness of board meetings, make recommendations for improvement and annually coordinate an evaluation of the full board and individual Trustees.

3. Authority of Board Committees. The Chair of the Board may delegate to a Board committee any of the authority of the Board, except with respect to:

- a. The election of Trustees;
- b. Filling vacancies on the Board or any committee which has the authority of the Board;
- c. The fixing of Trustee compensation for serving on the Board or on any committee;
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws; and
- e. The appointment of other committees of the Board, or the members of the committees.

4. Procedures of Committees. The Board may prescribe the manner in which the proceedings of any Board Committee are to be conducted. In the absence of such prescription, a Board Committee may prescribe the manner of conducting its proceedings, except that the regular and special meetings of the Committee are governed by the provisions of these Bylaws and the Open Meetings Law with respect to the calling of meetings.

#### **D. Standard of Care.**

1. Performance of Duties. Each Trustee shall perform all duties of a Trustee, including duties on any Board Committee, in good faith and with that degree of diligence, care and skill, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

2. Reliance on Others. In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:

- a. One or more Officers or employees of the Corporation whom the Trustee believes to be reliable and competent in the matters presented;

b. Legal counsel, public accountants or other persons as to matters that the Trustee believes are within that person's professional or expert competence; or

c. A Board Committee on which the Trustee does not serve, duly designated in accordance with a provision of the Corporation's Charter or Bylaws, as to matters within its designated authority, provided the Trustee believes the Committee merits confidence and the Trustee acts in good faith, and with that degree of care specified in Paragraph D.1., and after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

3. Investments. In investing and dealing with all assets held by the Corporation for investment, the Board shall exercise the standard of care described above in Paragraph D.1. and shall consider among other relevant considerations the long and short term needs of the Corporation in carrying out its purposes, including its present and anticipated financial requirements. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board. Nothing herein shall authorize the Board, or those acting on its behalf, to invest the corporation's money, assets or funds in any manner proscribed by the New York State Constitution and/or any other law.

**E. Rights of Inspection.** Every Trustee has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state or local law.

**F. Participation in Discussions and Voting.** Every Trustee has the right to participate in the discussion and vote on all issues before the Board or any Board Committee, except that any Trustee shall be excused from the discussion and vote on any matter involving such Trustee relating to: (a) a self-dealing transaction; (b) a conflict of interest; (c) indemnification of that Trustee uniquely; or (d) any other matter at the discretion of a majority of the Trustees then present.

**G. Duty to Maintain Board Confidences.** Every Trustee has a duty to maintain the confidentiality of all Board actions which are not required by law to be open to the public, including discussions and votes which take place at any Executive Sessions of the Board. Any Trustee violating this confidence may be removed from the Board.

## **ARTICLE VII: OFFICERS**

**A. Officers.** The Officers of the Corporation consist of a Board Chair (hereinafter "Chair"), Vice Chair (hereinafter "Vice Chair"), a Secretary and a Chief Financial Officer (hereinafter "Treasurer"). The Corporation also may have such other officers as the Board deems advisable.

1. Board Chair. Subject to Board control, the Chair has general supervision, direction and control of the affairs of the Corporation, and such other powers and duties as the Board may prescribe. If present, the Chair shall preside at Board meetings.

2. Vice Chair. If the Chair is absent or disabled, the Vice Chair shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe.

3. Secretary. The Secretary shall: (a) keep or cause to be kept, at the Corporation's principal office, or such other place as the Board may direct, a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; (b) keep or cause to be kept a copy of the Corporation's Charter and Bylaws, with amendments; (c) give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and (d) have such other powers and perform such other duties as the Board may prescribe.

4. Treasurer. The Treasurer shall: (a) keep or cause to be kept adequate and correct accounts of the Corporation's properties, receipts and disbursements; (b) make the books of account available at all times for inspection by any Trustee; (c) deposit or cause to be deposited the Corporation's monies and other valuables in the Corporation's name and to its credit, with the depositories the Board designates; (d) disburse or cause to be disbursed the Corporation's funds as the Board directs; (e) render or cause to be rendered to the Chair and the Board, as requested but no less frequently than once every fiscal year, an account of the Corporation's financial transactions and financial condition; (f) prepare or cause to be prepared any reports on financial issues required by an agreement on loans; (g) serve as Chairperson of the Finance Committee; and (h) have such other powers and perform such other duties as the Board may prescribe.

**B. Election, Eligibility and Term of Office.**

1. Election. The Board shall elect the Officers annually at the Annual Meeting or a Regular Meeting designated for that purpose or at a Special Meeting called for that purpose, except that Officers appointed to fill vacancies shall be elected as vacancies occur.

2. Eligibility. A Trustee may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the Chairman.

3. Term of Office. Each Officer serves at the pleasure of the Board, holding office until resignation, removal or disqualification from service, or until his or her successor is elected.

**C. Removal and Resignation.** The Board may remove any Officer, either with or without cause, at any time. Such removal shall not prejudice the Officer's rights, if any, under an employment contract. Any Officer may resign at any time by giving written notice to the Corporation, the resignation taking effect upon receipt of the notice or at a later date specified in the notice.



### **ARTICLE VIII: NON-LIABILITY OF TRUSTEES**

The Trustees shall not be personally liable for the Corporation's debts, liabilities or other obligations.

### **ARTICLE IX: INDEMNIFICATION OF CORPORATE AGENTS**

The Charter School may, to the fullest extent now or hereafter permitted by and in accordance with standards and procedures provided by § 721 through § 726 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testate or intestate was a Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

### **ARTICLE X: SELF-DEALING TRANSACTIONS**

The Corporation shall not engage in any self-dealing transactions, except as approved by the Board. "Self-dealing transaction" means a transaction to which the Corporation is a party and in which one or more of the Trustees has a material financial interest ("interested Trustee(s)"). Notwithstanding this definition, the following transaction is not a self-dealing transaction, and is subject to the Board's general standard of care: A transaction which is part of a public or charitable program of the Corporation, if the transaction (a) is approved or authorized by the Board in good faith and without unjustified favoritism; and (b) results in a benefit to one or more Trustees or their families because they are in a class of persons intended to be benefited by the program.

## **ARTICLE XI: OTHER PROVISIONS**

- A.** Fiscal Year. The fiscal year of the Corporation begins on July 1 of each year and ends June 30.
- B.** Execution of Instruments. Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent or employee shall have any power to bind the Corporation by any contract or engagement, to pledge the Corporation's credit, or to render it liable monetarily for any purpose or any amount.
- C.** Checks and Notes. Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation may be signed by authorized signers on the account. Such items for amounts of \$10,000.00 or greater must be signed by two of these individuals.
- D.** Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Not-for-Profit Corporation Law and the Education Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both a corporation and a natural person. The captions and headings in these Bylaws are for reference and convenience only and are not intended to limit or define the scope or effect of any provisions.

## **ARTICLE XII: AMENDMENT**

All changes to the bylaws and any other sections of the charter are subject to approval by the charter entity, and any other entity required by law.

## **CERTIFICATE OF THE SECRETARY**

The undersigned does hereby certify that the undersigned is the Secretary of the Charter School, an education Corporation duly organized and existing under the laws of the State of New York; that the foregoing Bylaws of said Corporation were duly and regularly adopted as such by the Board of Trustees of said Corporation; and that the above and foregoing Bylaws are now in full force and effect.