

Bridge Preparatory Charter School
Board of Trustees Bylaws

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Mission Statement of the Board of Trustees of Bridge Prep:

To support the leadership and mission of Bridge Prep by providing experience, oversight and governance to ensure that the mission of Bridge Prep can be achieved.

BYLAWS

ARTICLE I: NAME AND PURPOSE

The name of the Corporation is Bridge Preparatory Charter School (Bridge Prep or “School”). The Corporation is a not-for-profit corporation organized under the Not for Profit Corporation Laws of the State of New York (the “NPCL”) and is a charter school as defined in the New York State Charter Schools Act (Article 56) of the Education Law of the State of New York (the “NYEL”). The purposes of the Corporation are to: (a) operate a public charter school in the City of New York, subject at all times to the NYEL and the NPCL; (b) exercise all rights and powers of a not-for-profit corporation under the NPCL; and (c) engage in any other activity that is connected with or in advancement of the foregoing purposes.

ARTICLE II: MEMBERSHIP

The Corporation has no members. The rights which would otherwise vest in the members vest in the School’s Board (“Board”). 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.

ARTICLE III: BOARD OF TRUSTEES

A. Powers: The Board shall conduct or direct the affairs of the School and exercise its powers, subject to the provisions of applicable law including the New York State Education Laws and Not for Profit Corporation Laws, as well as the requirements of the School’s Charter and these Bylaws. The Board may delegate the management of the activities of the School to others, so long as the affairs of the School are managed, and its powers are exercised, under the Board’s ultimate jurisdiction. Without limiting the generality of the powers

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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 or Advisory Board Members;
2. To select and remove the Executive Director of the School; to prescribe powers and duties for him/her and to fix his/her compensation;
3. To conduct, manage and control the affairs and activities of the School, 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 School;
5. To carry on the business of operating the School and apply any surplus that results from the business activity to any activity in which the School may engage;
6. To act as trustee under any trust incidental to the School'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, subject to the provisions of the New York State Not for Profit Corporation Laws and any limitations noted in the by-laws;
9. To indemnify and maintain insurance on behalf of any of its Trustees, Officers, Directors, 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 applicable provisions of the New York State Not for Profit Corporation Laws and the limitations noted in these Bylaws.

B. Number of Trustees: The number of Trustees of the School shall be not fewer than five (5) and shall not exceed fifteen (15). The Board shall fix the exact number of Trustees, within these limits, by Board resolution or amendment of the Bylaws.

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C. Election of Trustees:

1. **Election.** The Board shall elect the Trustees by the vote of a majority of the Trustees then in office or, in the event that only one Trustee remains, then by the sole remaining Trustee. Trustees assume office subject to approval by the Charter Authorizing Entity.
2. **Eligibility.** The Board may elect any person who is at least eighteen (18) years old and who, in its discretion, it believes will serve the interests of the School faithfully and effectively.
3. **Interested Persons.** Not more than twenty-five percent (25%) of the persons serving on the Board may be interested persons. An interested person is: (1) any person currently being compensated by the School for services rendered to it within the previous 12 months, an independent contractor or otherwise; or (2) any sister, brother, ancestor, descendant, spouse, domestic partner, sister in law, brother in law, daughter in law, son in law, mother in law or father in law, cousin or cousin in law of any such person.
4. **Term of Office.**
 - a) The Trustees elected shall be randomly divided into three classes for the purpose of staggering their terms of office. The Board Executive Committee will assign each founding Board member to a class prior to the first Board meeting. All classes shall be as nearly equal in number as possible. The assignment of any Board member to a particular class does not in any way restrict that Board member from participating fully in all Board activities and from serving additional terms.
 - 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, except for the Bridge Prep Family Association member the term of each Trustee shall continue for three (3) years. Trustees may not serve more than two consecutive three (3) year terms. After completion of two terms of office, an individual is again eligible to seek a Trustee position after the expiration of two years from the completion of the second term of service.
 - c) The term of service for the Bridge Prep Family Association member shall be two years, which aligns with the term of service as President of the

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Bridge Prep Family Association as stated in the By-laws of the Bridge Prep Family Association. Should the person elected President of the Bridge Prep Family Association cease to perform that role, the term of service on the Board of Trustees will also cease.

- d) The Family Association President, upon cessation of his/her/their term as President of the Family Association, is not precluded from thereafter seeking to become a Trustee of the Board via the election process established by these by-laws. However, the total term of service may not be longer than the total term of service allowed any other Trustee under these by-laws.
 - e) 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.
 - f) 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.
 - g) A Trustee's term of office shall not be extended or shortened 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 1st 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 or Suspension of Trustees, Officers and Employees: The Board may remove or suspend from office by vote of a majority of the entire Board any Trustee, officer or employee engaged under special contract, on examination and due proof of the truth of a written complaint by any Trustee, of misconduct, incapacity or neglect of duty provided that at least one week's previous notice of the proposed action shall have been given to the accused and to each Trustee, in accordance with the applicable provisions of the New York State Education Laws and the Not for Profit Corporation Laws. The New York State Board of Regents (the "Regents") may also remove any Trustee for misconduct, incapacity, neglect of duty, or where it appears to the satisfaction

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of the Regents that the corporation has failed or refuses to carry into effect its educational purposes.

- 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. A Trustee who misses three consecutive meetings of the Board, unless a majority of the Trustees has excused such Trustee from attendance, shall be deemed to have resigned.
- 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 School business.
- H (1). Advisory Board:** The Board may establish an Advisory Board of no more than four (4) to six (6) members to complement the knowledge, understanding and strategic thinking of the Board of Trustees. Advisory Board Members will provide subject matter expertise in academics, pedagogy, charter or business operations, finance, fundraising, real estate, special needs programs or other areas of specialized knowledge. The Advisory Board will act as a resource that can be accessed to aid in the overall success of Bridge Prep. The Advisory Members will not mask gaps in the operating board but serve as a body that can challenge assumptions and provide access to resources for the betterment of Bridge Prep. Members of the founding team may be asked to serve as Advisory Board Members as well as new members sought out for their expertise. Like Trustees, Advisory Board Members must be elected by a majority of the voting Board of Trustees. Advisory Members will be non-voting members and shall serve a term of one (1) year with no term limits. Advisory Members are expected to attend monthly Board meetings, either in person or via video conference or telephone, in accordance with New York State Open Meetings Laws. Additionally, there will be quarterly Advisory Board meetings with a

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specific agenda and goals.

H (2). Advisory Committee Members: The Board hereby establishes a procedure whereby potential Board of Trustee Members may serve on one of the Committees of Bridge Prep prior to becoming a member of the Board of Trustees. The Board may elect any person who is at least eighteen (18) years old and who, in its discretion, it believes will serve the interests of the School faithfully and effectively. Advisory Committee Members must be elected by a majority of the voting Board of Trustees. The Advisory Committee Member will act as a resource that can be accessed to aid in the overall success of Bridge Prep. No more than two (2) Advisory Committee Members may serve on any one committee. The Advisory Committee Members will be non-voting Board members and shall serve a term of one (1) year with no term limits. Advisory Committee Members are expected to attend monthly Board meetings, either in person or via video conference or telephone, in accordance with New York State Open Meetings Laws.

ARTICLE IV: OFFICES

Bridge Prep's administrative offices shall be located at the facility where the School is operated. The Office Manager shall note any change in office on the copy of the Bylaws maintained by the Office Manager. The School may also have offices at such other places, within the State of New York, as the Board may from time to time determine.

ARTICLE V: MEETINGS OF THE BOARD

A. Place of Meetings. Board Meetings shall be held at the School facility or at any other reasonably convenient place as the Board may designate; provided that Board meetings shall be scheduled at least monthly at the school facility.

B. Annual Meeting. An Annual Meeting shall be held in the month of June 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. Frequency of Meetings. A minimum of twelve (12) meetings (inclusive of the June Annual Meeting and any Special Meetings) shall be scheduled each year

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on dates determined by the Board; provided that Board meetings shall be scheduled at least monthly at the school Facility.

D. Special Meetings. A Special Meeting shall be held at any time called by the Chair, or by any Trustee upon written demand of not less than one half of the entire Board.

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. Notice to Trustees. Notices to Trustees of Board Meetings shall be given as follows:

1. If the Board fixes the dates of regular meetings (which may include the Annual Meeting) for the year, then such meetings may be held without further notice of time and place. In the event that the date of an Annual Meeting or regular meeting is changed (or a regular meeting is added), written notice of the new meeting date (or the date of the new regular meeting) will be provided at least ten (10) days in advance of the meeting.
2. Special Meetings shall be held upon reasonable notice, at least 48 hours, if practicable.
3. 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 School's records, first class postage prepaid; when personally delivered in writing to the recipient; or when faxed, emailed, 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.

H. Public Notice. Public notice of all Board meetings and of all meetings of Committees shall be given in accordance with the requirements of the Article 7

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of the New York State Public Officers Law/The Open Meetings Law. If a Board's meeting is scheduled at least one week in advance, notice of its time and place shall be given to the news media and conspicuously posted in one or more public locations and on the Corporation's website.

I. Board Attendance. It is expected that Trustees will attend the scheduled Board meetings unless excused from attendance, by prior notification to the Board Chair or Secretary.

A board-attendance problem occurs if any of the following conditions exist in regard to a board member's attendance to scheduled Board meetings:

1. The member has two un-notified absences in a row ("un-notified" means the member did not call ahead or email the Board Chair and/or the Secretary before the upcoming meeting to indicate they would be gone from the upcoming meeting).
2. The member has three (3) notified absences in a row.
3. The member misses one third (1/3) of the total number of board meetings in a twelve-month period.

If a board-attendance problem exists regarding a member, the Board Chair will promptly contact the member to discuss the problem. The member's response will be shared by the Chair with the Executive Board at its next scheduled meeting. In that meeting, the Executive Board will decide what actions to recommend to the Board regarding the board member's future membership on the Board. Provided that at least one week's notice of the proposed action shall have been given to the board member, and to each Trustee, prior to the next scheduled board meeting, at the next scheduled board meeting the Board will decide if the members notified absences are excused (see Article III F) and what actions to take regarding the board member's future membership on the board.

If the board decides to terminate the board member's membership, termination will be conducted in accordance with Article III D of these bylaws.

ARTICLE VI: ACTION BY THE BOARD

A. Quorum. Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of any business or of any specified item of business.

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B. Action by the Board.

- 1. Actions Taken at Board Meetings.** Any business may be transacted and any corporate action may be taken at any annual, regular or special meeting of the Board at which a quorum is present, whether such business or proposed action be stated in the notice of such meeting or not, unless special notice of such business or proposed action is required by law or by these bylaws. 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. To the extent permitted by the New York State Open Meetings Laws, Trustees participating by means of video conferencing may be counted toward achieving a quorum. 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. Trustees shall not be entitled to vote unless they attend the meeting in person or, to the extent permitted by the New York State Open Meetings Laws, by live video conferencing. Trustees participating by means of video conferencing shall do so from a site at which the public may attend, listen and observe. All meetings of the Board are subject to the provisions of the New York State Open Meetings Laws.

C. Committees.

- 1. Appointment of Committees.** The Board may create committees of the Board for any purpose, and the Chair of the Board shall designate the chairs of such committees (except as indicated below), subject to the approval of the Board. In the case of a Co-Chair model, one Co-Chair will appoint the Chair of the Academic Committee and has the right to appoint a Parliamentarian (see Article VII, paragraph 5) and the second Co-Chair will appoint the Chairs of the Finance and Governance Committees. Should the Co-Chairs fail to mutually agree on their authority concerning the appointment of Committee Chairs as indicated in the foregoing sentence, a vote of the full Board will determine which Committees each Co-Chair has

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the authority to appoint the Committee Chair. A Committee will consist of not fewer than three Trustees, or not fewer than five Trustees in the case of the Executive Committee, subject to the approval of the Board. No Trustee should serve on more than two committees. The Chair of the Board is an ex-officio member of each committee. In the case of a Co-Chair model, each Co-Chair is an ex-officio member of each Committee for which that Co-Chair appointed the Committee Chair.

2. **Standing Committees.** The Board shall have four standing Committees: an Executive Committee (chaired by the Chair of the Board and consisting of the officers of the board plus a fifth member approved by the board), The Finance Committee (chaired by the Treasurer), The Academic Committee and The Board Development and Governance Committee. Additional Committee members shall be appointed by the Chair of the Committee, subject to the approval of the Board.
3. **Ad hoc Committees and Task Forces.** The Chair of the Board, or in the case of a Co-Chair model either Co-Chair, has the authority to appoint an Ad Hoc Committee or a Task Force to address a specific task or function and to establish the time period for the duration of the Ad Hoc Committee or Task force. Any other Officer may also request the formation of an Ad Hoc Committee or a Task Force to address a specific task or function which shall also be for a limited duration and must be approved by the Executive Committee. The Chair of the Board, or in the case of a Co-Chair model, the Co-Chair seeking to form the Ad Hoc Committee or Task Force, will appoint the Chair of the Ad Hoc Committee or Task Force. The Chair of the Ad Hoc Committee or Task Force determines the members of the Committee. The Ad Hoc Committee or Task Force may be comprised of Board Members, Advisory Board Member or Advisory Committee Members. The Chair of the Board or in the case of a Co-Chair model, the Co-Chair seeking to form the Ad Hoc Committee or Task Force, serves as an ex officio member on such Ad Hoc Committee or Task Force. The Ad Hoc Committee is advisory only and has no authority to take final action which action may only be taken by a vote of the quorum of the Board. Any Standing Committee Chair may serve as a member of an Ad Hoc Committee.
4. **Authority of Committees.** The Board may delegate to a Committee any of the authority of the Board, except with respect to:
 - a) The election of Trustees;

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- b) Filling vacancies on the Board or any Committee which has the authority of the Board;
 - c) The amendment or repeal of Bylaws or the adoption of new Bylaws; and
 - d) The appointment of other Committees.
5. **Procedures of Committees.** The Board may prescribe the manner in which the proceedings of any Committee are to be conducted. In the absence of such prescription, a Committee may prescribe the manner of conducting its proceedings, subject to the provisions of these Bylaws, and if no alternative procedure is prescribed, by Robert's Rules of Order.

D. Standard of Care.

1. **Performance of Duties.** Each Trustee shall perform all duties of a Trustee, including duties on any 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 Directors, Officers or employees of the school 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 Committee on which the Trustee does not serve, duly designated in accordance with a provision of the School'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 School 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 School in carrying out its purposes,

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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.

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 School, 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 Committee, except that any Trustee shall be excused from the discussion and vote on any matter involving: (a) a conflict of interest for such Trustee (even if such conflict of interest does not constitute a prohibited transaction under applicable law); (b) indemnification of that Trustee uniquely; or (c) any other matter at the discretion of a majority of the Trustees then present. A Trustee who attends a Committee Meeting that they are not a member of shall limit their remarks to three (3) minutes on a given topic.

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 School consist of a Chair, Vice Chair, a Secretary and a Treasurer. The School also may have such other officers as the Board deems advisable and may, but is not required to, elect Co-Chairs (meaning two), to simultaneously serve, abiding by the specifications expressed in these by-laws. In the case of a Co-Chair model, upon the election of two Co-Chairs, the role of Vice-Chair may remain vacant.

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1. **Chair**. Subject to Board control, the Chair, or in the case of a Co-Chair model, the two Co-Chairs, have general supervision, direction and control of the affairs of the School, and such other powers and duties as the Board and these bylaws may prescribe. The Chair shall preside at Board meetings. In the case of a Co-Chair model, the Co-Chairs will alternate presiding at Board meetings or, if mutually agreed upon between the two Co-Chairs, determine which Co-Chair will preside at each monthly Board meeting.
2. **Vice Chair**. If the Chair (or Co-Chairs) are 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 School's Executive Director's office, or such other place as the Board may direct, a book of minutes of all meetings of the Board and 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 School's Charter and Bylaws, with amendments;
 - c) keep or cause to be kept a copy of the School's incorporation and tax status filings and documentation;
 - d) give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and have
 - e) 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 School's properties, receipts and disbursements;
 - b) make the books of account available at all times for inspection by any Trustee;

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- c) deposit or cause to be deposited the School's monies and other valuables in the School's name and to its credit, with the depositories the Board designates;
- d) disburse or cause to be disbursed the School'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 School's financial transactions and financial condition;
- f) prepare or cause to be prepared any reports on financial issues required by any loan agreement;
- g) chair the Finance Committee; and
- h) have such other powers and perform such other duties as the Board may prescribe.

5. Parliamentarian. The Chair of the Board may appoint a Parliamentarian, or in the case of a Co-Chair model, the Co-Chair with authority to appoint the Chair of the Academic Committee may also appoint the Parliamentarian. The Parliamentarian will be responsible to oversee the rules and procedures of the Board and the conduct of meetings of the Board. To the extent of any conflict between any provision of these by laws and the New York State Open Meetings Laws, the Open Meetings Laws will control. The Board's proceedings will be conducted in compliance with these Bylaws, the Open Meetings Laws and if no alternative procedure is prescribed, by Robert's Rules of Order. The Parliamentarian is not an *ipso facto* member of the Executive Committee but may be a member of the Executive Committee, by appointment of the Board. The Parliamentarian has the authority to make determinations as to conflicts concerning the conduct of meetings of the Board, provided that such determinations are accepted by a majority of the Board.

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. Should more than one Trustee be nominated for Board Chair, any Trustee present who was not nominated for the position, upon approval of a majority of the Board, will act as Chair of the Board, *Pro Temp* until the conclusion of the vote for the Board Chair.

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

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 Board, the resignation taking effect upon receipt of the notice or at a later date specified in the notice.

ARTICLE VIII: NO LIABILITY OF TRUSTEES; INDEMNIFICATION; INSURANCE

A. No Liability of Trustees. The Trustees shall not be personally liable for the School's debts, liabilities or other obligations.

B. Indemnification. The School shall (in the case of Trustees and Officers) and may (in the case of Directors, employees and agents), to the fullest extent permitted by law, indemnify any person made, or threatened to be made, a party or witness to any action, investigation or proceeding by reason of the fact that he or she (or his or her testator) is or was a Trustee, officer, employee or agent of the School, against claims, judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

No indemnification may be made to or on behalf of any person if

- a) his or her acts were committed in bad faith, or were the result of his or her deliberate dishonesty and were material to such action or proceeding, or
- b) he or she personally gained a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

C. Insurance. The School shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the School, including insurance to indemnify the School for any obligation which it incurs as a result

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of its indemnification of Trustees, Officers, employees or agents, or to indemnify such persons in instances in which they may be so indemnified.

ARTICLE IX: CONFLICTS OF INTEREST

A. Code of Ethics. The Board shall approve a Code of Ethics applicable to Trustees, Directors, officers and employees of the School, compliant with the New York State General Municipal Law, which may be amended from time to time by the Board.

B. Conflict of Interest. Any Trustee, Officer, or Committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or Committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction that may reasonably be construed to be adverse to the School's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect proceedings, including the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt formal policies requiring:

- Regular annual statements from Trustees, Officers and Directors and employees to disclose existing and potential conflicts of interest; and
- Corrective and disciplinary actions with respect to transgressions of such policies.

1. Deemed Conflicts. For the purpose of this section, a person shall be deemed to have a conflict of interest in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the School, or is a director, trustee or officer of, or has a significant financial or influential

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interest in the entity contracting or dealing with the School. These provisions will be consistent with the New York State General Municipal Law.

2. **Annual Attestation**. Every member of the Board of Trustees shall execute an annual attestation concerning Conflicts of Interest and the disclosure of interests that could give rise to such conflicts as indicated above and as specified in the Bridge Prep Code of Ethics.

ARTICLE X: OTHER PROVISIONS

- A. **Fiscal Year**. The fiscal year of the School begins on July 1st of each year and ends June 30th.
- B. **Execution of Instruments**. Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any Officer or agent of the School to enter into any contract or execute and deliver any instrument in the name of or on behalf of the School. 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 School by any contract or engagement, to pledge the School'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 School may be signed by the Chair of the Board, Executive Director of the School, or any Executive Committee member. Check requests for amounts of \$5,000.00 or greater must be signed by two (2) of these individuals.
- D. **Construction and Definitions**. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the New York State Not for Profit Corporation Laws and the Education Laws 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 School and a natural person. The captions and headings in these Bylaws are for reference and

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convenience only and are not intended to limit or define the scope or effect of any provisions.

E. Interpretation of Charter. To the extent of any conflict between any provision of these by laws and the New York State Open Meetings Laws, the Open Meetings Laws will control. Whenever any provision of the Bylaws is in conflict with the provisions of the Charter, the provisions of the Charter shall control.

ARTICLE XI: AMENDMENT

A majority of the Trustees may adopt, amend or repeal these Bylaws, subject to approval by the Charter Entity, where applicable.

ARTICLE XII: REFERENCES TO DOCUMENTS

References in these Bylaws to the certificate of incorporation of the School, or to any other document, shall include all amendments thereto or changes thereof unless specifically excepted.

ARTICLE XIII: PUBLIC COMMENT

A. The public shall be allowed to speak only during the Public Comment period of the meeting. The Public Comment Period will follow the completion of the agenda of the Board Meeting. The total time allotted for public comment shall not exceed thirty minutes. The Board Chair, or in the case of a Co-Chair model, the Co-Chairs, if warranted, may mutually modify these guidelines. Should the Co-Chairs fail to mutually agree as to any proposed changes to this section of the bylaws, the proposed changes will be presented for a vote to the full Board.

B. Speakers must register prior to the start of the meeting. Speakers must give their name, address and organization represented, if any. Speakers must be recognized by the Board Chair or, in the case of a Co-Chair model, the Co-Chair who is presiding over that meeting.

C. Speakers must limit their remarks to three (3) minutes on a given topic and may be recognized again by the Board Chair, or, in the case of a Co-Chair

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model, the Co-Chair who is presiding over that meeting, after other speakers have had an opportunity to speak. Speakers may not yield any remaining time they may have to another speaker.

- D.** Board members may not interrupt a speaker during their remarks, except for clarification. Board members may not comment or cross-address the speaker, unless directed to do so by the Board Chair, or, in the case of a Co-Chair model, the Co-Chair who is presiding over that meeting.
- E.** All remarks shall be addressed to the Board Chair, or, in the case of a Co-Chair model, the Co-Chair who is presiding over that meeting. The Board Chair, or, in the case of a Co-Chair model, the Co-Chair who is presiding over that meeting will not answer questions presented during public commentary but may do so following the close of the meeting. Speakers shall observe the commonly accepted rules of courtesy, decorum, dignity, and good taste.
- F.** Interested parties or their representatives may address the Board with written communications which may be sent via email to the School “Attention Board” at the School’s website address or mailed to the Board at the address of the School. Speakers may not read written communications verbatim but should summarize their contents.