**ARTICLE I**

**Name, Location, Mission, and Objectives**

Section 1: The name of the corporation is Brooklyn RISE Charter School (hereinafter the “Corporation” or “School”).

Section 2: The purpose for which the Corporation is organized is to establish and operate a charter school (to ensure academic success for students in grades K-5 in the Brooklyn community. We prepare our students with the academic knowledge, skills, and mindsets for academic success to ensure that all our students our on the path to college.

**ARTICLE II**

**Membership**

The Corporation has no members. The rights which would otherwise vest in the members vest in the Board of Trustees of the Corporation (hereinafter the “Trustees”). 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**

Section 1: The Board of Trustees shall consist of at least five (5) Trustees and no more than fifteen (15) Trustees. Each Trustee shall be at least eighteen (18) years of age.  All Trustees shall have identical rights and responsibilities. The Head of School will be an advisory, non-voting member of the Board (*ex-officio*). Trustees shall take office only once approved by the School’s authorizer.

Section 2: Not more than forty percent (40%) of the persons serving on the Board may be (i) persons currently being compensated by the School for services rendered to it within the previous twelve (12) months; or (ii) a 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.

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

Where the School has engaged a not-for-profit educational service provider or other entity that provides comprehensive management services to the School pursuant to a contract between such entity and the School, no more than two (2) Trustees may be affiliated with such not-for-profit entity, or have immediate family members so affiliated, and one (1) such Trustee’s affiliation is limited to serving as director of such entity; provided, however, that in such case the following restrictions shall apply:

1. termination of the contract with the not-for-profit educational service provider or other entity shall constitute cause for removal of such person(s) from the Board, and upon such termination such person(s) may be removed from the Board by vote of the Board provided there is a quorum of at least a majority of the entire Board present at the meeting;
2. such person(s) shall not hold the offices of Chairperson or Treasurer of the Board;
3. when the Board has proper grounds to go into executive session pursuant to the New York Open Meetings Law (“Open Meetings Law”), and the Board is to discuss or vote upon an issue related to the not-for-profit management company or entity, the personnel of such company or entity, or such person(s), the Board may, after such person(s) has had an opportunity to fully address the Board, continue such executive session outside of the presence of such person(s); and
4. the number of Trustees on the Board shall not be less than seven (7) where two (2) Trustees are affiliated with the not-for-profit entity and not less than six (6) where one (1) Trustee is affiliated with the not-for-profit entity.

Section 3: Trustees shall be sought who reflect the qualities, qualifications, and diversity determined by the Board and delineated in the Job Description of the Board of Trustees.

Section 4: The Corporation’s nominating committee, known as the Governance Committee, shall present a slate of potential Trustees and officers for election by the Board of Trustees. This slate shall be presented at the annual meeting of the Board. Officers shall serve one (1) year terms that run concurrently with the school year (July 1- June 30). Officers may succeed themselves in office subject to the term limits discussed below.

Section 5: Trustees shall serve a term of three (3) years from the date of their appointments, or until their successors are seated. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. After election, the term of a Trustee may not be reduced, except for cause as specified in these bylaws. No Trustee shall serve more than two (2) consecutive, three-year terms. Trustees shall serve staggered terms to balance continuity with new perspective.

Section 6: Any vacancy occurring in the Board of Trustees and any position to be filled by reason of an increase in the number of Trustees may be filled, upon recommendation of a qualified candidate by the Governance Committee, by two-thirds (2/3) vote of the seated Trustees, subject to the approval of the School’s authorizer. A Trustee elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 7: A Trustee may resign at any time by filing a written resignation with the Chair of the Board. 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 Chair of the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Trustee.

Section 8: The Board may remove or suspend a Trustee with cause by vote of a majority of the entire Board on examination and due proof of the truth of a written complaint by any Trustee of misconduct, incapacity or neglect of duty, in accordance with Section 226(8) of the Education Law and other such sections of the Education Law and the Not-for-Profit Corporation Law. In accordance with the procedures set forth in the Education Law, the Board of Regents may remove any Trustee for misconduct, incapacity, neglect of duty, or where it appears to the satisfaction of the Regents that the Board has failed or refuses to carry into effect its educational purposes.

Section 9: Members of the Board of Trustees:

* 1. Shall serve without compensation. However, the Board may approve reimbursement of a Trustee’s actual and necessary expenses while conducting business on behalf of the Corporation.
	2. Shall serve the Corporation with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the Corporation.
	3. Shall ensure that all participation in Board work is bound by the Code of Ethics, Conflict of Interest, and Confidentiality policy statements.
	4. Shall have no direct or indirect financial interest in the assets or leases of the Corporation; any Trustee who individually or as part of a business or professional firm is involved in the business transactions or current professional services of the Corporation must disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.

Section 10: 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 Education Law, Not-for-Profit Corporation Law and Open Meetings Law), as well as the requirements of the School’s charter and these By-laws. 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 hereby granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these By-laws, and the following specific powers:

1. To elect and remove Trustees;
2. To select and remove Officers, agents and employees of the School; to prescribe powers and duties for them and to fix their 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 Not-for-Profit Corporation Law and any limitations noted in the By-laws; and
9. 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 applicable provisions of the Not-for-Profit Corporation Law and the limitations noted in these By-laws.

**ARTICLE IV: PRINCIPAL OFFICE**

The Corporation’s principal office shall be at 9 Hanover Place, Brooklyn, NY 11201 or at 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**

Section 1: The annual meeting of the Board of Trustees shall occur in the last quarter of the fiscal year. There shall be at least 12 regular monthly meetings of the Board held each year. Notice of Annual Meetings and Regular Meetings shall be given to each Trustee at least thirty (30) days in advance and Trustees shall also receive a written agenda a reasonable time in advance of each meeting. Meetings may be held without additional notice if the Bylaws fix the time and place of such Meetings or if the Board has established a meeting calendar.

Section 2: Special Meetings of the Board of Trustees may be called by the Chair or by a majority of the Board by filing a written request for such a meeting with the Chair and stating the objective, date, and hour, therefore. Special Meetings shall be held upon four (4) days’ notice by first-class mail or 48 hours’ notice delivered 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, 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.

Section 3: The Board shall select its own meeting format in any method allowed by the laws of the State of New York. Any such meeting, whether regular or special, complying with Sections 1 or 2 of Article V shall constitute a meeting of the Board of Trustees and shall subscribe to the policies, procedures, and rules adopted by the Board.

Section 4: An absentee Board member may not designate an alternate to represent him or her at a Board meeting. The Board will create and maintain a written policy regarding Trustee absences from Board Meetings.

Section 5: The Board shall comply with the Open Meetings Law and Article 7 of the Public Officers Law and accordingly adopts the following policies and protocols:

1. All meetings of the Board of Trustees and all committees of the Board will be open to the general public.
2. A calendar of all scheduled Board meetings will be posted at the School’s premises (and School’s website) as soon as it becomes available.
3. The School will provide notice of the time and place of any Board meeting that is scheduled more than one week in advance to the news media and shall conspicuously post such notice in one or more public locations at least 72 hours in advance of the scheduled meeting.
4. The School will provide the time and place of any Board meeting that is scheduled less than one week in advance to the news media (to the extent practicable) and will conspicuously post such notice in one or more public locations at a reasonable time in advance of the scheduled meeting.
5. To the extent possible, the School will publicly post notices of Board meetings immediately after each meeting date is determined.
6. For the purposes of determining a quorum, Trustees must be physically present at the meeting; members not physically present may join discussions via electronic means but may only vote by video conference and not by phone conference.
7. Written minutes will be recorded of all Board meetings. Minutes will include:
	1. The date and time of the meeting.
	2. A list of Trustees in attendance and those absent, either excused or otherwise;
	3. A summary of all motions, proposals, resolutions, and any other matters formally voted upon;
	4. A record of how each Trustee voted on each matter; and
	5. In the case of an executive session, the minutes will include a record of the session.
8. Minutes of open sessions will be available to the public upon request from the Secretary within two weeks of the date of the meeting; minutes of executive sessions will be available within one week of the meeting.
9. All executive sessions shall be conducted as part of an open meeting; they are not considered separate meetings per se. An executive session may be called via motion and majority vote by the Board; the motion must specifically identify the general area or areas to be considered.
10. All Trustees may participate in the executive session, and the Board may authorize others to be present as well.
11. No public funds may be appropriated during an executive session.
12. An executive session can only be conducted by the Board for consideration of one or more of the following matters:
	1. Matters which imperil the public safety if disclosed;
	2. Any matter which may disclose the identity of a law enforcement agent or informer;
	3. Information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
	4. Discussions regarding proposed or pending litigation;
	5. Matters which apply to school employees or collective negotiations that are within the scope of Article 14 of the Civil Service Law;
	6. The medical, financial, credit, or employment history of a particular person or corporation;
	7. The preparation, grading, or administration of examinations; and
	8. The proposed acquisition, sale, or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value.

Section 6: Board Meetings shall be held at The Corporation’s principal office, which is the School’s premises. .

Section 7: A majority of the Trustees present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place.

Section 8: 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**

**Committees and Task Forces**

Section 1: A Board resolution shall appoint committees or task forces of the Board, except the Governance Committee. Committees shall be comprised of at least three (3) members and may be composed of Trustees or community members, or both. The Board may prescribe the need and/or the composition of such committees. consecutive, and Board members may be re-appointed to a committee if they are absent from said committee for at least one year

Section 2: The duties of the Governance Committee shall be:

* 1. To study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant Trustee positions on the Board;
	2. To present a slate of nominees for Officers to the Board for election at the annual meeting;
	3. To recommend candidates to the Board to fill vacancies that arise outside of the regular nominating process;
	4. To provide orientation and ongoing Executive development to Trustees;
	5. To oversee a Trustee assessment process to ensure optimum performance; and
	6. To recommend the appointment of a past Chair to the Board, if necessary, in the interests of continuity.

Section 3: In addition to the Governance Committee there shall also be another standing committee; the Finance and Audit Committee which will oversee the Corporation’s budget and financial health. The Board Chair, with the advice and consent of the Board, shall appoint the Chair of the Finance and Audit Committee and the committee itself. The Finance and Audit committee shall be comprised of three (3) members. Executive

**ARTICLE VII**

**Action by the Board**

Section 1: A majority of the entire number of Trustees then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Trustees.

Section 2: Standard of Care:

1. Performance of Duties: Each Trustee shall perform all duties of a Trustee, including duties on any committee, in good faith, with undivided loyalty 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:
	1. One or more Officers or employees of The Corporation whom the Trustee believes to be reliable and competent in the matters presented;
	2. Legal counsel, public accountants, or other persons as to matters that the Trustee believes are within that person’s professional or expert competence; or
	3. A Board Committee on which the Trustee does not serve, duly designated in accordance with a provision of The Corporation’s Charter of Bylaws, as to matters within its designated authority, provided the Trustee believes the Committee merits confidence and the Trustee acts in good faith, 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 execute the standard of care described in Article VII Section 2 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.

Section 3: 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 inspections 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.

Section 4: Every Trustee has the right to participate in the discussion and vote on all issues before the Board or any discussion before a Board Committee, except that a Trustee shall not be permitted to participate in the discussion and vote on any matter involving such Trustee relations 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.

Section 5: 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 VIII**

**Officers**

Section 1: There shall be four (4) elective Officers of the Board: a Chair, a Vice Chair, a Secretary, and a Treasurer.

1. 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 Board, as requested but no less frequently than once every fiscal year, an account of the Corporation’s on 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.

Section 2: The Governance Committee shall present nominations for Officers to the Board for Board review and vote. The nominated Officers shall be Trustees.

Section 3: 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.

Section 4: A Trustee may hold any number of offices, except that the Secretary may not serve concurrently as the Chair.

Section 5: Officers shall take office immediately following the close of the meeting at which they are elected and the term of office for an Officer shall be one year or until their successor assumes office. A Trustee may serve more than one (1) term in the same office, but not more than two (2) consecutive terms in the same office.

**ARTICLE IX**

**Non-Liability of Trustees**

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

**ARTICLE X**

**Indemnification of Trustees and Officers & Insurance**

The Corporation 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 judgements, fines, amounts paid in settlement and reasonable expenses, including attorneys’ fees.

In accordance with Section 726 of the New York Not-For-Profit Corporation Law, the Corporation shall prescribe and maintain insurance to indemnify Trustees and officers of the Corporation, on any terms and conditions set forth in a resolution of the Board.

**ARTICLE XI**

**Self-Dealing Transactions**

The Board Members 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 benefitted by the program.

**ARTICLE XII**

**Other Provisions**

Section 1: The fiscal year of the Corporation begins on July 1 of each year and ends June 30.

Section 2: 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.

Section 3: Except as otherwise specifically provided by Board resolutions, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation may be signed by the Board Chair, the Head of School, or Treasurer. Such items for amounts of $5,000.00 or greater must be signed by two of these individuals.

Section 4: 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. 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.

Section 5: Any Trustee, Officer, or Committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board 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 constructed to be adverse to the Corporation’s interest.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shown 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:

1. Regular annual statements from Trustees, Officers, and key employees to disclose existing and potential conflicts of interest; and
2. Corrective and disciplinary actions with respect to transgressions of such policies. For the purpose of this section, a person shall be deemed to have an “interest” in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the Corporation, or is a Director, Trustee, or Officer of, or has a significant financial or influential interest in the entity contracting or dealing with the Corporation.

Section 6: Whenever any provisions of the Bylaws is in conflict with the provisions of the Charter, the **provisions of the Charter shall control.**

**ARTICLE XIII**

**Requirements Related to Management Contract with Charter Management Organization**

Section 1: Approval of Management Contract by New York State Education Department. As required by the School’s Initial Charter (Charter Agreement) with the State Education Department), the School shall not enter into a contract for comprehensive school management or operations services (a “Management Contract”) without first submitting such Management Contract to the New York State Education Department for its review.

Section 2: Any Management Contract that the School enters into with a management organization shall contain a provision permitting the School to terminate the Management Contract for cause with shall include any act or omission by the management organization that constitutes a default and remains uncured (both as defined in a Management Contract) where such uncured default causes a default under the School’s Charter or causes the School to be in violation of the Charter Schools Act.

**ARTICLE IX**

**Amendment**

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

**CERTIFICATE OF THE SECRETARY**

The undersigned does hereby certify that the undersigned is the Secretary of the Corporation an education corporation duly organized and existing under the law 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 not in full force and effect.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Last update: June 2023