

BY-LAWS
OF
The South Bronx Charter School for International Cultures and the Arts

ARTICLE I

Name and Office

Section 1. Name. This corporation is an education corporation and shall be known as the SOUTH BRONX CHARTER SCHOOL FOR INTERNATIONAL CULTURES AND THE ARTS, herein referred to as “SBCSICA.”

Section 2. Office. SBCSICA shall have its principal office in the City of New York , State of New York and shall be deemed, for the purposes of venue in civil actions, to be an inhabitant and a resident thereof.

ARTICLE II

Board of Trustees

Section 1. Authority. The business and affairs of SBCSICA shall be managed and controlled under the general direction of the Board of Trustees of SBCSICA (the “Board of Trustees” and each member thereof, a “Trustee”) in accordance with the purposes and limitations set forth herein and in the Charter, dated as of March 2010 between SBCSICA and the Board of Regents of New York.

Section 2. Powers. The Board of Trustees of SBCSICA shall:

- A. Formulate the general policy to be followed in the management of the affairs, property and business of SBCSICA;
- B. Create such special committees, from time to time, as may be deemed desirable by the Board of Trustees. The Chairperson of the Board of Trustees shall appoint the members of such committees;
- C. In accordance with SBCSICA’s management agreement with Victory Schools, Inc. (“Victory Schools”), hire SBCSICA’s Principal and approve the hiring of the teachers, based upon nominations submitted by Victory Schools;
- D. Monitor Victory Schools’ budgeting, regulatory, financial, compliance, and academic performance with respect to SBCSICA and discharge Victory Schools if contractually-established performance standards are not met; and
- E. Remove a Trustee for cause by a majority vote of the Board of Trustees.

All powers exercised by the Board of Trustees shall be consistent with the objectives and purposes for which SBCSICA is formed and the provisions of Section 501(c)(3) of the Internal Revenue Code.

Section 3. Composition.

- A. In general, board members should be individuals of high moral character, demonstrate an interest in the welfare of children and be committed to improving education in the community. All board members must be committed to dedicating the necessary time and energy to ensure the effective and smooth operation of the school.
- B. The Board of Trustee shall have the following members: (i) at least one educator with classroom and/or administration experience; (ii) at least one parent or guardian of a child attending the school (i.e.

PTO President); (iii) at least one business leader with experience either in for-profit or not-for-profit sector; (iv) at least one community leader, and (v) any other person over the age of 21 who lives in the community that can demonstrate knowledge of educational issues affecting the school's community.

C. To become a Trustee, a person shall be nominated by a current Trustee. Trustees shall be elected by a majority vote of the Trustees present at a meeting of the Board of Trustees, provided that those present constitute a quorum. Each Trustee shall be at least eighteen (18) years of age.

Section 4. Term of Office. Trustees will be elected to serve terms of five (5) years dating from the day of their election and extending to the date of the annual meeting of the Trustees five (5) years thereafter. All Trustees shall be eligible for re-election.

Section 5. Number of Trustees. The number of Trustees constituting the entire Board of Trustees after the first annual meeting of the Board of Trustees shall be seven (7), but in no event shall the entire Board consist at less than five (5), or more than nine (9) Trustees, including the president of the Parent -Teacher Organization of SBCSICA ("PTO"), who shall be a voting Trustee for the length of his or her term as president of the PTO.

Section 6. Vacancies. Temporary vacancies shall be filled for the remainder of an unexpired term by vote of a majority of Trustees then in office.

Section 7. Compensation. Trustees shall not receive any salary, fees or other financial compensation for their service to SBCSICA, but by resolution of the Board of Trustees, reasonable expenses related to attendance of meetings of the Board of Trustees, if any, may be reimbursed. Nothing herein shall be construed to preclude any Trustee from serving SBCSICA in any other capacity and receiving compensation therefor.

Section 8. Meetings. The Board of Trustees shall meet at least bi-monthly during SBCSICA's school year and as appropriate over the summer recess on dates to be determined in advance by the Board of Trustees. Special meetings of the Board of Trustees may be called at any time by the Chairperson of the Board of Trustees, or upon a majority vote of the Trustees. Provided there is a quorum, every meeting of the Board of Trustees held to discuss public business, including official meetings of committees and subcommittees will be open to the general public in accordance with the New York Open Meeting Laws. The Board of Trustees may invite public comment during such meetings at times designated by the Chairperson of the Board of Trustees but the Board of Trustees may, at its discretion, limit public comments to ten (10) minutes per person or such lesser time period as the Board of Trustees may set. Times and locations of each meeting shall be set by the Board of Trustees.

Section 8a. Attendance.

A. Board Members will be required to attend meetings; attendance may be in person or via video conferencing. A committee comprised of three members (Board Chair, Vice-Chair and a Trustee) will determine whether an absence is excused or unexcused. (adopted by resolution on May 10, 2011)

B. Attendance: Each Board member must recognize the commitment required to serve as a member of the Board of Trustees. Accordingly, to facilitate the operation of the Institution, (i) each Board member shall be required to attend a minimum of seven (7) regularly scheduled monthly Board meetings in any academic school year. (ii) In addition, each Board member shall attend a majority of the special Board meetings called by the Chair during any academic school year. (iii) Each Board member shall be permitted up to three (3) unexcused absences in any academic school year. (iv) In the event any Board member has (A) more than three (3) unexcused absences in any academic school year or (B) two (2) consecutive unexcused absences, such Board member shall be deemed to have resigned voluntarily from the Board. In such event, the remaining Board members shall endeavor to fill such vacated position at the next succeeding Board meeting. (adopted by resolution on October 18, 2013)

Section 9. Proxies. Proxies are prohibited at meetings of the Board of Trustees.

Section 10. Executive Session. To enter into executive session, a motion for executive session must be made during a meeting by a Trustee, the subject of the executive session must be specifically identified, and the motion to conduct the executive session must be carried by a majority vote of the Trustees. Topics for an executive session will be limited to those confidential matters identified in the Open Meetings Law of New York for Public Officials, as amended from time to time.

Section 11. Notices. To the extent practicable, written notice of meetings of the Board of Trustees shall be given to Trustees at least five (5) days prior to the date set for such meeting. Notice thereof shall state the time and place of the meeting and, in the case of a special meeting, the purpose or purposes for holding such meeting and the Trustee(s) who called for the special meeting.

Section 12. Notice to the General Public. If a Board of Trustees 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 at least 72 hours before the meeting. If a meeting is scheduled less than one week in advance, notice of the time and place of the meeting shall be given to the news media, to the extent practicable, and shall be conspicuously posted in one or more public locations at a reasonable time before the meeting. The provisions in this section 12 are subject to the Open Meetings Law of New York. To the extent of any conflict between any provision of these by-laws and the open Meeting Law, the Open Meetings Law shall prevail and control.

Section 13. Quorum. At all meetings of the Board of Trustees, a majority of the Trustees, represented in person or via videoconferencing in compliance the Open Meetings Law. A quorum is required for the transaction of business of SBCSICA at all meetings of the Board of Trustees or any committee thereof. (amended by resolution adopted on November 15, 2013).

Section 14. Voting. Each member of the Board of Trustees shall be entitled to one vote upon each matter submitted to a vote at meetings of the Board of Trustees. The majority vote of those Trustees present, in person or via videoconferencing in compliance the Open Meetings Law, and entitled to vote at a duly organized meeting of the Board of Trustees shall decide any question put to a vote. (amended by resolution adopted on November 15, 2013).

Section 15. Action Without a Meeting. Any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all Trustees or members of the committee consent in writing to the adoption of a resolution authorizing such action to the extent permitted by the Public Officers Law of the State of New York. The resolution and written consents thereto shall be filed with the minutes of the proceedings of the Board of Trustees.

Section 16. Resignations. Any Trustee may resign at any time by giving written notice of his or her resignation to Chairperson of the Board of Trustees. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective is not specified therein, immediately upon receipt. Unless otherwise specified therein, the acceptance of any such resignation shall not be necessary to make it effective.

ARTICLE III

Officers

The Board of Trustees shall elect by majority vote, from among the Trustees, the following officers:

Section 1. Chairperson of the Board of Trustees. The Chairperson of the Board of Trustees shall preside over all meetings of the Board of Trustees. In his or her absence, the Secretary, or the Trustee in attendance possessing the most seniority in that office, in that order, shall preside. The Chairperson of the Board of Trustees shall appoint members of special committees, if any. He or she shall also perform such other duties as may from time to time be assigned to him or her by the Board of Trustees.

Section 2. Secretary. The Secretary shall keep, or cause to be kept, the minutes of all Board of Trustee meetings. He or she shall be custodian of the records. He or she shall see that all notices are duly given in accordance with

the provisions of these Bylaws and as required by law. He or she shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board of Trustees.

Section 3. Treasurer. The Treasurer shall have the custody of the funds and securities of SBCSICA and shall cause to be kept full and accurate accounts of receipts and disbursements in books belonging to SBCSICA, and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of SBCSICA in such depositories as may be designated by the Board of Trustees. The Treasurer shall disburse the funds of SBCSICA as may be ordered by the Board of Trustees taking proper vouchers for the disbursements, and shall render to the Chairperson, and the Board of Trustees, at meetings and whenever they may require it, an account of all transactions as Treasurer and of the financial condition of SBCSICA, provided that routine transactions may be delegated to the staff of SBCSICA. The Treasurer will work with Victory Schools to accomplish the aforementioned duties in accordance with the contractually-established delegation of certain such duties to Victory Schools. The Treasurer shall perform such other duties as the Board of Trustees may from time to time prescribe or require.

ARTICLE IV

Standing Committees

Section 1. Committee Membership. An executive committee of the Board of Trustees, if established, shall consist of no less than five members as required by New York State Education Law § 226(2). All committees other than the executive committee shall consist of no less than three members.

Section 2. Grievance Committee. The Grievance Committee shall be vested with the responsibility for investigating and reviewing complaints received by the Board of Trustees from the community. The Grievance Committee, which shall consist of Trustees who are not parents, teachers and administrators of the school, shall make non-binding recommendations to the Board of Trustees.

Section 3. Budget and Finance Committee. The Budget and Finance Committee shall review the regular budget and other fiscal reports to be submitted by Victory Schools to the Board of Trustees on a quarterly basis, or at such other times as required by the Board of Trustees. The Treasurer shall be the chairperson of this committee.

Section 4. Development Committee. The Development Committee shall be vested with the responsibility of securing general and special purpose contributions to SBCSICA.

ARTICLE V

General Provisions

Section. 1. Fiscal Year. The fiscal year of SBCSICA shall be from July 1 through June 30.

Section. 2. Books, List and Records. SBCSICA shall keep, at its office in written form, correct and complete books and records of account and minutes of the meetings of the Board of Trustees and standing committees, and such special committees as from time to time may be designated by the Board of Trustees. When SBCSICA receives a request for information under the Freedom of Information Act, it will respond in the following manner: (1) within five (5) business days of receipt of a written request, SBCSICA will either make the information available to the person requesting it, deny the request in writing, or provide a written acknowledgment of receipt of the request that supplies an approximate date for when the request will be granted or denied; (2) if an individual is denied access to a record, he or she may, within thirty (30) days, appeal such denial to the School Principal of SBCSICA or his or her designee; (3) upon timely receipt of such an appeal, SBCSICA will, within ten (10) business days of the receipt of the appeal, fully explain the reasons for further denial or provide access to the record sought. SBCSICA also will forward a copy of the appeal, as well as its ultimate determination, to the Committee on Open Government of New York State. SBCSICA may deny access to a requested record for a variety of reasons, including that: (1) such access would constitute an unwarranted invasion of personal privacy; (2) such

records are compiled for law enforcement purposes; and, (3) such records are inter-agency or intra-agency materials which are not statistical or factual tabulations of data, instructions to staff that affect the public, or a final policy.

Section. 3. Conflict To the extent there are any conflicts between the terms of the SBCSICA's charter and the terms of these by-laws, the terms of the charter will control.

ARTICLE VI

Amendments

Section 1. Amendments. These By-Laws may be amended, altered or repealed by the Board of Trustees by a three-fourths vote of those Trustees present at a duly organized meeting of the Board of Trustees, provided that those present constitute a quorum.

By-Laws Last Amended – April 2014