

# **BYLAWS**

of

## **South Buffalo Charter School**

### **ARTICLE I**

#### **NAME**

The name of the Corporation is South Buffalo Charter School (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 South Buffalo 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 the limitations of the 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 business at a profit and apply any profit 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 properly 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 evidence of debt and securities;
  9. To lend money and accept conditional or unconditional promissory notes therefore, whether interest or non-interest bearing, or secured or unsecured; 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.
  11. To appoint an 'ISA liaison' to serve as a liaison between the Board of Trustees and the instructional staff of South Buffalo Charter School.
- B. Number of Trustees. The number of Trustees of the Corporation shall be not less than 5 nor more than 25. The Board shall fix the exact number of Trustees, within these limits, by Board resolution or amendment of the Bylaws. Such resolution or amendment increasing or decreasing the exact number of Trustees shall require the vote of a majority of the Board.

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.

2. Eligibility.

- a. The Board may elect any person who in its discretion it believes will serve the interests of the Corporation faithfully and effectively.
- b. In addition to other candidates, the Board will consider the following nominees: (i) A parent(s) of an active South Buffalo Charter School student, who is selected by majority vote of the Board; and (ii) A parent (s) of an active South Buffalo Charter School student, who is selected by the Parents Association.
- c. With respect to the Parent Board Member selected by majority vote of the Board, parents shall be notified by the Principal that applications are available in the school office for any parent interested in becoming a Board Member. Applications submitted by the applicable deadline shall be submitted to a vote of all parents, subject to final approval by the Board.

3. Interested Persons. Not more than 49% 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 or appointed 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 offices 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 designed terms, the term of each Trustee shall continue for three (3) years. Except the

term of any Trustee who is nominated by the Parent Association, 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 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 a reduction in the number of Trustees resulting from amendment of the South Buffalo Charter School Charter, the Bylaws or other Board action.
  - e. A Trustee's term of offices shall not be extended beyond that for which the Trustee was elected by amendment of the South Buffalo Charter School Charter, the Bylaws or other Board action.
5. Time of elections. The Board shall elect Trustees whose terms begin on July 1 of a given year at the Annual Meeting for that year, or at a Regular Meeting designated for that purpose, or a Special Meeting called for that purpose.
- D. Removal of Trustees. The Board may remove a Trustee in accordance with the provisions of the Education Law and the Not-for-Profit Corporation Law. In addition, any Trustee that has more than three unexcused absences from Regular and Special Meetings in any one school year may at the discretion of the Board be removed.
- 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. Leave of Absence. A board member may take a leave of absence from the Board of Trustees at any time during their term of service of a period of no longer than two years, provided that no board member shall be permitted to take a leave of absence if doing so would reduce the number of trustees

below the minimum specified in Article III.B. In the case of an executive officer requesting to take a leave of absence, an interim officer shall be appointed to fill the office.

- H. 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 154 S. Ogden, Buffalo, New York 14210, or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall make any change in principal 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.
- B. Annual Meetings. 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. Regular Meetings. Regular Meetings shall be held at various times within the year as the Board determines.
- 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-fifth 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. Notices. Notices of Board Meetings shall be given as follows:
1. Annual Meetings and Regular Meetings may be held without notice if the Bylaws of 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 email. 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 of any specified item of business.
- B. Action by the Board.
1. Action 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 as 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. Action by the Board without a Meeting. Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all members of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Trustees or committees shall be filed with the minutes of the proceedings of the Board or committee.
  3. Board Meeting by Videoconference. Trustees may participate in a Board meeting through use of video communication or similar communication equipment, so long as all Trustees participating in such meeting can hear

one another and that the public has access to the site and proper notice thereof. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

C. Committees.

1. Appointment of Committees. The Board may appoint one or more Board committees by vote of the majority of Trustees. A Board Standing Committee will consist of not less than two Trustees, who shall serve at the pleasure of the Board.
2. Authority of Board Committees. 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.
3. 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 provision of these Bylaws 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 the 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 degrees 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 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 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 as noted below. 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; 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. Moreover, any South Buffalo Charter School Faculty or Student Representative maybe disciplined, including immediate dismissal, if Board information is disclosed without the Chair's prior approval relating to discussions and votes which take place at any properly held Executive Session of the Board.

H. ISA Liaison. The board shall have the power to appoint and approve an ISA Liaison.

1. When a vacancy of the ISA Liaison position exists, the ISA shall be nominate a candidate to fill the vacancy. The Board of Trustees shall have the power to appoint the identified candidates.
2. The ISA Liaison shall have the opportunity to briefly report to the board during committee reports during regular meetings of the Board of Trustees. The ISA Liaison shall notify and provide a summary of the report to the Board President no later than one week prior to a regular meeting so that the report can be included in the board packet.
3. The ISA Liaison shall, at the request of the Board of Trustees, be permitted to attend an executive session to serve as a professional and instructional resource.
4. The ISA Liaison shall be responsible for and expected to communicate regularly with ISA leadership and membership.

## ARTICLE VII

### OFFICERS

A. Officers. The Officers of the Corporation consist of a President (hereinafter "Chair"), Vice President (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. 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 subjected 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 a Regular or Special Meetings (and if a Special Meeting, 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 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 any reports on financial issues required by an agreement on loans; and (g) 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 call 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 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 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 South Buffalo Charter School may, to the fullest extent now or hereafter permitted by and in accordance with standards and procedures provided by Sections 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 on 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 to execute and deliver any instrument in the name of the 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 the Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation may be signed by any two of the following: the President, the Treasurer or other persons authorized by the Board of Trustees.
- 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 convenience of reference only and are not intended to limit or define the scope or effect of any provisions.
- E. Conflict of Interest. Any Trustee, Officer, key employee or Committee member having any interest in a contact, other transaction or program presented 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 action on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction, which might reasonably be construed 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 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, or 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 the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest 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.

- F. Interpretation of Charter. Whenever any provisions of the Bylaws are in conflict with the provisions of the Charter, the provisions of the Charter shall control.

## ARTICLE XII

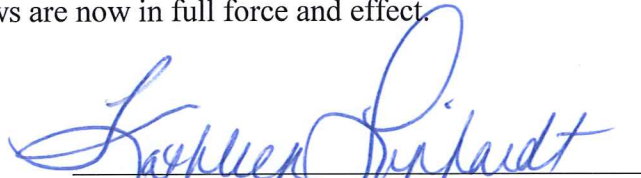
### AMENDMENT

A majority of the Trustees may adopt, amend or repeal the Bylaws.

#### CERTIFICATE OF SECRETARY

The undersigned does hereby certify that the undersigned is the Secretary of the South Buffalo 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.

DATED: September 11, 2018

  
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Kathleen Linhardt, Secretary