

**BYLAWS
OF
THE SOUTH BRONX CHARTER SCHOOL
FOR INTERNATIONAL CULTURES AND THE ARTS**

**ARTICLE I
Name and Office**

I.1 Name. This corporation is a not-for-profit education corporation and shall be known as the SOUTH BRONX CHARTER SCHOOL FOR INTERNATIONAL CULTURES AND THE ARTS, herein referred to as "SBCSICA."

I.2 Office. The SBCSICA shall have its principal office at 164 Bruckner Blvd, Bronx, New York and shall be deemed, for the purposes of venue in civil actions, to be an inhabitant and a resident of the State of New York.

**ARTICLE II
Board of Trustees**

II.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" or the "Board" and each member thereof, a "Trustee") in accordance with the purposes and limitations set forth herein and in the Charter of SBCSICA between SBCSICA and the Board of Regents of New York (the "Charter"), and subject to the New York Education Law (the "NYSEL") and New York Not-for-Profit Corporation Law (the "NPCL"). The Board of Trustees may delegate the management of SBCSICA to others, so long as the affairs of SBCSICA are managed, and its powers are exercised, under the Board of Trustee's ultimate jurisdiction.

II.2 Powers and Duties. Without limiting the generality of the powers hereby granted to the Board of Trustees, but subject to the same limitations, the Board of Trustees shall have all the powers enumerated in these Bylaws, and the following specific powers:

- a) Formulate the policies and other governance measures to be followed in the management of the affairs, property and business of SBCSICA;
- b) Establish committees of SBCSICA, from time to time;
- c) Oversee, select and remove Officers, agents, and employees of SBCSICA; including the school's principal, and to prescribe powers and duties for such individuals;
- d) Fix compensation for all officers, agents, and employees of SBCSICA;
- e) Monitor the budgeting, regulatory compliance, financial management, and academic performance of SBCSICA;
- f) 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 SBCSICA;

g) To carry on the business of operating a charter school and apply any surplus that results from the business activity to any activity in which SBCSICA may engage;

h) To act as trustee under any trust incidental to SBCSICA's purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust;

i) 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;

j) 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;

k) To lend money received only from private sources and to accept conditional or unconditional promissory notes therefore, whether interest or non-interest bearing, or secured or unsecured; and

l) 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.

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

II.3 Eligibility.

a) In general, Trustees should be individuals of high moral character, demonstrate an interest in the welfare of children and be committed to improving education in the community. Trustees must be committed to dedicating the necessary time and energy needed to ensure the effective and smooth operation of the school.

b) Each Trustee shall be at least eighteen (18) years of age.

c) A teacher, school administrator, school employee, or person with an interest in a for-profit contract with SBCSICA shall not serve on the Board.

II.4 Number of Trustees. The total number of members of the Board of Trustees shall, be no less than five (5) members, or no more than nine (9) members. The Board of Trustees shall have at minimum the following members:

a) at least one educator with classroom and/or school administration experience;

b) The Parent-Teacher Organization ("PTO") President, upon election to that position will automatically serve on the Board of Trustees as the parent representative with voting power and the same responsibilities as a member of the Board of Trustees. If the PTO President is not re-elected, their seat on the Board of Trustees is automatically vacated. If the elected PTO President is unable to serve on the Board of Trustees, the PTO has thirty (30) days

to elect a parent representative to serve in their stead on the Board of Trustees for the remainder of the unexpired term of the elected PTO President;

c) at least one executive leader with experience in the for-profit and/or the not-for-profit sectors;

d) at least one local community resident with demonstrated experience in community involvement and leadership; and

e) any other person must be over the age of 18 and who can demonstrate knowledge of educational issues and/or civic matters affecting the school's community.

II.5 Election. To become a Trustee, a candidate shall be recommended to the Board of Trustees by the Nominating Committee and elected by a majority vote of the Trustees present at a meeting of the Board of Trustees where a quorum is established. Any Trustee may at any time recommend a candidate to fill an existing vacancy in writing to the Nominating Committee for review and consideration.

II.6 Term of Office. Trustees will be elected to serve for a term of five (5) years commencing on the date of their election and terminating on the date of the annual meeting of the Board of Trustees in the fifth (5th) year of their services on the Board of Trustees. All Trustees shall be eligible for re-election to an additional five (5) year term. 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 of Trustees action.

II.7 Vacancies. Any Trustee may at any time recommend a candidate to fill an existing vacancy in writing to the Nominating Committee for review and consideration. Upon recommendation from the Nominating Committee, vacancies among such Trustees for any reason, may be filled by a vote of a majority of the Trustees then in office, regardless of their number. Vacancies may be filled at any time the Board of Trustees deems necessary except when the total number of Trustees will be less than five (5). The Board of Trustees must always take all necessary actions to avoid falling short of a minimum of five (5) Trustees. A Trustee filling a vacancy assumes office subject to approval by the New York City Department of Education Office of School Design and Charter Partnerships (“OSDCP”).

II.8 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.

II.9 Removal of Trustees. The Board of Trustees may remove a Trustee with or without cause by a majority vote of the of the entire Board and in accordance with the applicable provisions of the Charter, the NYSEL and the NPCL.

II.10 Compensation. Trustees shall not receive any salary, fees or other financial compensation for their service to the SBCSICA. Trustees may be reimbursed for reasonable expenses related to school business. All claims for reimbursement of travel expenses for official school business must be in writing, itemized, supported with original receipts and approved for

payment. The SBCSICA shall only reimburse travel to the extent expenses are actual, necessary, and reasonable.

ARTICLE III

Meetings of the Board of Trustees

III.1 Place of Meetings. Board of Trustees Meetings shall be held at SBCSICA's principal office or at any other reasonably convenient place as the Board of Trustees may designate.

III.2 Meetings.

a) Regular Meetings. The Board of Trustees shall meet at least 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.

b) Special Meetings. Special meetings of the Board of Trustees may be called at any time by the Chairperson of the Board of Trustees, or upon the written request of at least three (3) Trustees for a specified reason. The Chairperson must call for a Special Meeting of the Board of Trustees within forty-eight (48) hours of the written request of at least three (3) Trustees for a specified purpose.

c) Annual Meeting: The December meeting of each year will be deemed as the Annual Meeting of the Board of Trustees. The agenda for the Annual Meeting must include, but is not limited to, the following items: elections of Officers, approval of the calendar of regular monthly meetings of the Board of Trustees for the following calendar year, and the election of directors.

III.3 Attendance: Members of the Board of Trustees are required to attend all meetings. Attendance may be in person or via video conferencing, subject to applicable requirements under the New York Open Meetings Law (the "NYOML"). 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, each member of the Board of Trustees shall be required to attend a minimum of nine (9) regularly scheduled monthly meetings each calendar year and a majority of the special meetings called by the Chairperson during any academic school year. Each Trustee shall be permitted up to three (3) unexcused absences in a calendar year. In the event a Trustee has more than three (3) unexcused absences in a calendar year or two (2) consecutive unexcused absences, such Trustee shall be deemed to have resigned voluntarily from the Board. To be excused from a meeting of the Board of Trustees, a Trustee must provide written notice at least twenty-four (24) hours in advance to the meeting to the Chairperson or Board of Trustees. The Board of Trustees will vote to approve the absence. Once a majority of Board of Trustees approves the absence, it is deemed to be excused. If a majority of the Board of Trustees does not approve, then it is deemed to be an unexcused absence.

III.4 Proxies. Proxies are prohibited at meetings of the Board of Trustees.

III.5 Executive Session: To enter executive session, a motion for executive session must be made by a Trustee, the subject of the executive session must be superficially identified,

and the motion carried by a majority of the Trustees present. The public must be provided with a period for which the executive session is expected to last. Any executive session shall be conducted in accordance with the NYOML requirements.

III.6 Notices of Meetings to the Trustees. To the extent possible, written notice of any change to the regular calendar meetings of the Board of Trustees shall be provided to the Trustees at least ten (10) days prior to the date set for such meeting. Notice thereof shall state the date, time and place of the meeting and, in the case of a special meeting, the purpose for holding such meeting and name the Trustees who called for the special meeting.

III.7 Waiver of Notice. Notice of a meeting of the Board of Trustees need not be given to any Trustee who submits a waiver of notice before or after such meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Trustee. The waiver of notice may be written or electronic. If written, the waiver must be executed by the applicable Trustee by any reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and must contain or be accompanied by information reasonably showing that the transmission was authorized by the Trustee. A waiver of notice may provide for notice of a meeting of the Board via alternate means, including, but not limited to four (4) days' notice of the meeting via first-class mail or two (2) days' notice of the meeting via telephone, e-mail, facsimile or personal delivery. The Secretary shall incorporate all such waivers, consents and approvals into the minutes of the meeting. This provision shall not permit waiver of the public notice provisions contained in Article 7 of the Public Officers Law.

III.8 Quorum. At all meetings of the Board of Trustees, the presence of a majority of the Trustees represented in person or via videoconferencing/virtually (subject to the requirements of the NYOML) shall constitute a quorum. A quorum is required for the transaction of business of the SBCSICA and for the Board of Trustees to act on any items. In the event a quorum is not constituted, the Board of Trustees may proceed to meeting for informational purposes only and the Board of Trustees may not act on any items.

III.9 Action by the Board of Trustees.

a) Each member of the Board of Trustees shall be entitled to one vote upon any item(s) brought forward for a vote. Only items duly motioned and seconded may be considered for a vote by the Board of Trustees.

b) Except as otherwise provided by applicable law, these Bylaws or the Charter, 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.

III.10 Open Meetings. Provided there is a quorum, every meeting of the Board of Trustees where action is taken will be open to the public in accordance with the NYOML. 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 as the Board of Trustees may set.

III.11 Notice of Meetings to the General Public. If a Board of Trustees meeting is scheduled at least one (1) week in advance, notice shall be given or electronically transmitted to

the news media and shall be conspicuously posted in one or more designated public locations, including the SBCISCA school building(s), at least seventy-two (72) hours before such meeting. Notice of the time and place of every other meeting shall be given or electronically transmitted, to the extent practicable, to the news media and posted conspicuously at the school building(s) and on the SBCSICA's official website. Public notice of Special Meetings of the Board of Trustees must be posted forty-eight (48) hours in advance. If a meeting will be streamed live over the internet, the public notice for the meeting shall inform the public of the internet address of the website streaming such meeting. If videoconferencing is used to conduct a meeting, the public notice for the meeting shall inform the public that videoconferencing will be used, identify the locations for the meeting, including the videoconferencing site, and state that the public has the right to attend the meeting at any of the locations.

ARTICLE IV

Officers

IV.1 Officers of the Board of Trustees

a) Chairperson. The Chairperson of the Board of Trustees shall preside over all meetings of the Board of Trustees and conduct all school business on behalf of the Board of Trustees. The Chairperson will also perform any other duties assigned to them, from time to time, by the Board of Trustees. No employee of SBCSICA shall serve as the Chairperson or hold any other title with similar responsibilities.

b) Vice-Chairperson. The Vice-Chairperson will preside over all meetings of the Board of the Trustees in the absence of the Chairperson and conduct all school business on behalf of the Board and any other duties assigned to the Chairperson if the Chairperson is unavailable.

c) Secretary. The Secretary shall keep, or cause to be kept, the minutes of all Board of Trustee meetings. They shall be custodian of the records. They 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 them by the Board of Trustees.

d) Treasurer. The Treasurer shall have the custody of the funds and securities of the SBCSICA and shall cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the SBCSICA and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the 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 the SBCSICA. The Treasurer will work with financial management consultants and or vendors to accomplish the aforementioned duties in accordance with the contractually established delegation of certain such duties to outsourced entities. The Treasurer shall perform such other duties as the Board of Trustees may from time to time prescribe or require.

IV.2 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.

IV.3 Eligibility. A Trustee may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the President.

IV.4 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.

IV.5 Removal and Resignation. The Board may remove any Officer, with or without cause, at any time on a vote of the majority of the Trustees. 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 SBCSICA, the resignation taking effect upon receipt of the notice or at a later date specified in the notice.

ARTICLE V

Committees

V.1 The Committees Generally. All committees of SBCSICA, shall consist of no less than three (3) members, all of whom must be Trustees. Trustees are required to serve on at least two committees at SBCSICA. The Chairperson of the Board shall make a recommendation to the Board of Trustees with respect to the membership composition of each committee of SBCSICA and the Board shall determine the members of each such committee by a vote of the Board. The Board shall appoint the chairperson of each committee of SBCSICA. All committees shall make recommendations for final action to the Board of Trustees. No committee of SBCSICA shall have authority 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;
- e) The appointment of other committees of SBCSICA, or the members of any of SBCSICA committees; and
- f) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or appealable;
- g) The election or removal of officers and Trustees;
- h) The approval of a merger or plan of dissolution;
- i) The adoption of a resolution authorizing action on the sale, lease, exchange or other disposition of all or substantially all the assets of SBCSICA; and

- j) The approval of amendments to the Charter.

V.2 Committees of SBCSICA. SBCSICA shall have the following committees:

a) Finance/Audit Committee. The Finance/Audit Committee shall review the regular budget and other financial reports to be submitted by the outsourced financial management consultant/vendor and SBCSICA staff 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. The committee shall meet with potential auditors and recommend the contracting of an auditing firm for completion of the annual audited financial statement. The committee will meet with auditor prior to the commencement of the annual audit and prior to the issuance of the management letter for the exit interview. The committee will provide oversight of the overall fiscal operations of the SBCSICA.

b) Nominating/Bylaws Committee. The Nominating/Bylaws Committee shall investigate any candidates recommended for membership to the Board of Trustees in accordance with the requirements set forth in these Bylaws and the Charter. Any Trustee may recommend a candidate to the committee. The committee shall also keep track of the term of each Trustee and review, consider and recommend their re-election to the Board. The committee will, from time to time and as deemed necessary, review and recommend revisions of the Bylaws to the Board of Trustees.

c) School Environment/Curriculum & Instruction Committee. The School Environment/Curriculum & Instruction Committee shall be invested in the health, safety, and academic achievement of each student as well as in the academic performance of SBCSICA. The committee will routinely assess the school's environment to ensure all protocols are followed in accordance with the policies of the Board of Trustees and in compliance with regulatory government agencies. The committee will provide oversight of all pedagogical matters at the SBCSICA.

d) Personnel/Grievance Committee. The Personnel/Grievance Committee shall be vested with the responsibility for investigating and reviewing complaints received by the Board of Trustees from the community, employees, parents, and the Director of Human Resources. The committee, which shall consist of Trustees who are not parents, teachers or administrators of the school, shall make non-binding recommendations to the Board of Trustees for final action. The committee will provide oversight of the overall operations of human resources at SBCSICA.

e) Development Committee. The Development Committee shall be invested in the growth and development of the SBCSICA community and seek opportunities for fundraising, development of real estate as needed, and ensure that SBCSICA is well poised for renewal of the charter.

V.3 Additional Committees. Additional committees of SBCSICA shall be created by the by the Board upon recommendation by the Chairperson as needed to oversee, address, and or make recommendations on special projects, initiatives or temporary issues/concerns that may arise.

V.4 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, except that the regular and special meetings of the Committee are governed by the provisions of these Bylaws and the NYOML with respect to the calling of meetings.

ARTICLE VI

Conflict of Interest

SBCSICA shall not enter into any Related Party Transaction or transaction in which a Trustee or Officer has a conflict of interest unless such transaction is approved in accordance with SBCSICA's Conflict of Interest Policy. Such Conflict of Interest Policy shall be reviewed and adopted annually by the Board of Trustees. Trustees and Officers of SBCSICA shall avoid any real or perceived conflict of interest. Each Trustee shall complete an annual conflict of interest disclosure form at SBCSICA's Annual Meeting of the Board of Trustees.

ARTICLE VII

General Provisions

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

VII.2 Books, Lists and Records. The SBCSICA shall keep, at its offices 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.

VII.3 FOIA Requests. When the SBCSICA receives a request for information under the Freedom of Information Act, it will respond in the following manner: (a) within five (5) business days of receipt of a written request, the 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; (b) 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 the SBCSICA or designee; (c) upon timely receipt of such an appeal, the 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. The 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. The SBCSICA may deny access to a requested record for a variety of reasons, including that: (a) such access would constitute an unwarranted invasion of personal privacy; (b) such records are compiled for law enforcement purposes; and, (c) 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.

VII.4 Conflict. To the extent there are any conflicts between the terms of the SBCSICA's Charter and the terms of these Bylaws, the terms of the Charter will control.

ARTICLE VIII

Amendments

VIII.1 Amendments. These Bylaws may be amended, revised, altered or repealed by the Board of Trustees by a majority vote of the whole number of the members of Board of Trustees at a meeting of the Board of Directors where a duly constituted quorum is present, subject to prior notice to OSDCP in accordance with the Charter.

Bylaws Last Amended

February 2016

June 24, 2021