

# **BYLAWS**

**RENAISSANCE CHARTER HIGH SCHOOL FOR INNOVATION**

**(A NEW YORK EDUCATION CORPORATION)**

## **Table of Contents**

ARTICLE I.	Name and Offices	3
ARTICLE II.	Purpose	3
ARTICLE III.	Charter	3
ARTICLE IV.	No Members	3
ARTICLE V.	Board of Trustees	3
ARTICLE VI.	Meetings of the Board	5
ARTICLE VII.	Advisory Board	6
ARTICLE VIII.	Committees	7
ARTICLE IX.	Officers	8
ARTICLE X.	Execution of Instruments	9
ARTICLE XI.	Indemnification	10
ARTICLE XII.	Conflicts of Interest	10
ARTICLE XIII.	Amendments	10
ARTICLE XIV.	Non-Discrimination	11
ARTICLE XV.	References to Charter	11

## **Article I Name and Offices**

**Section 1. Name.** The name of the school is the Renaissance Charter High School for Innovation (“Innovation”, the “School”, or the “Corporation”).

**Section 2. Offices.** The principal offices of the School shall be located at 410 East 100<sup>th</sup> Street, Second Floor, New York, New York, 10029, or such other offices within the State of New York as the Board of Trustees (the “Board”) may from time to time determine.

## **Article II Purpose**

The purpose of the School is to operate and maintain a public high school under a charter (the “Charter”) granted by the New York State Board of Regents. The School is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code (the “Code”), or the corresponding section of any future version of the Code.

## **Article III Charter**

The Charter is incorporated by reference into these Bylaws (the “Bylaws”). The powers of the School and of its trustees (“Trustees”) and officers (“Officers”) are set forth in the Charter. In the event of any inconsistency between the Charter and these Bylaws, the Charter shall govern.

## **Article IV No Members**

The School shall be governed by a Board of Trustees (the “Board”) and shall have no members.

## **Article V Board of Trustees**

**Section 1. Number.** The Board of Trustees shall consist of at least five, but not more than fifteen, trustees. Within the specified limits, the number of Trustees may be increased or decreased from time to time, by resolution of the Board, but no decrease shall shorten the term of any incumbent Trustee.

**Section 2. Powers.** The affairs and property of the School shall be managed by, or under the direction of, the Board in accordance with applicable law, the School’s Charter,

and these Bylaws. 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 responsibilities:

- a. Determining whether the school is fulfilling the mandates of its Charter.
- b. Monitoring the fiscal integrity of the school.
- c. Overseeing the performance of the Executive Director and the Principal.

**Section 3. Composition.** Trustees shall be composed of individuals who have an expressed commitment to the mission and values of the School. Trustees may be drawn from the following categories of persons:

- a. The Renaissance Charter School (TRCS) Principal, or his or her approved designee, who shall promote cooperation, partnerships and shared resources between TRCS and Innovation, in furtherance of the purposes and shared values of both schools.
- b. Community representatives appointed based on their knowledge of the East Harlem and surrounding communities, and their demonstrated commitments to these communities.
- c. Individuals with exceptional business, educational, professional or personal experience.
- d. A parent elected for a three-year term by a majority vote of the parents present at a meeting of Innovation’s Parent-Teacher Organization, and then approved and appointed by the Board.

**Section 4. Election and Term.** 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. Trustees-elect assume office subject to approval by the School’s authorizer.

**Section 5. Eligibility.** The Board shall select Trustees who are eligible in accordance with applicable law, are not employees of the School, are at least 18 years old, support the School’s mission and vision, and have demonstrated an ability to serve the interests of the School faithfully and effectively.

**Section 6. Term.** All Trustees shall be appointed for five-year terms, unless otherwise provided for in these Bylaws.

**Section 7. Newly Created Trustee Positions.** Newly created Trustee positions

resulting from an increase in the authorized number of Trustees and vacancies occurring in the Board for any cause, including any vacancy occurring by reason of the removal of any Trustee from office with or without cause, may be filled by the vote of the majority of the Trustees then in office, although less than a quorum, or by a sole remaining Trustee. Each Trustee so elected shall serve until the next annual meeting and until such Trustee's successor is elected or appointed and qualified or until such Trustee's earlier death, resignation, or removal.

**Section 8. Removals and Suspensions.** Any Trustee may be removed or suspended from office, by vote of a majority of the entire Board, upon examination and due proof of the truth of a written complaint by any Trustee, of misconduct, incapacity or neglect of duty; provided, that at least one week's previous notice of the proposed action shall have been given to the accused and to all members of the Board.

**Section 9. Resignation.** Any Trustee may resign at any time by giving five (5) days written notice to the Chairperson or Secretary. The resignation shall take effect at the time specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

## **Article VI Meetings of the Board**

**Section 1. Place of Meetings.** Board Meetings shall be held at the School's principal office, or at any other reasonably convenient place that is open to the public.

**Section 2. Annual Meetings.** The Annual Meeting of the Board shall be held in the month of June, or at another time to be designated by the Board, for the purpose of electing Trustees and Officers, selecting committee members, making and receiving reports on Innovation affairs, and transacting other business.

**Section 3. Regular Meetings.** Regular meetings of the Board shall be held at such times and places as the Board may designate, provided that the Board meets at least twelve (12) times a year.

**Section 4. Special Meetings.** Special Meetings of the Board may be called by the Chairperson, or by a majority of the Trustees of the Board, for the purpose of transacting business between regularly scheduled Board meetings.

**Section 5. Emergency Meetings.** Emergency meetings may be called by the Chairperson of the Board, or a majority of the Trustees of the Board, upon at least twenty four (24) hours written notice by email, overnight delivery service, facsimile transmission, or hand delivery. In addition, if possible, each Trustee shall receive telephone notice of an emergency meeting unless waived by the Trustee, in writing. Emergency meetings shall be reserved for true emergencies or matters of great urgency that require immediate action.

**Section 6. Notice of Meetings.** Notice need not be given of regular meetings of the Board if the Board sets the time and place of these meetings in advance. Notice of each special meeting of the Board must be given to each director not less than two (2) days before such meeting. Notice shall be in writing and sent by email, addressed to each Trustee at his or her email address as it appears on the records of the Board Secretary. Notice may also be given by first class mail, by overnight delivery service, by courier service, by facsimile transmission, and by hand delivery. Such notice shall state the time and place where the meeting is to be held and, to the extent possible, the purpose for which the meeting is called. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

**Section 7. Public Notice of Meetings.** Public notice of all Board meetings shall be given in accordance with the notice requirements in the Open Meetings Law. The notice shall state the time and place of the meeting and shall include the location, if any, from which a Trustee is participating by videoconference. The notice shall state that the public may attend the meeting from the videoconference location.

**Section 7. Quorum.** At each meeting of the Board, the presence of one-half of the total number of directors shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting to another date and time until a quorum is obtained.

**Section 8. Manner of Acting.** The vote of a majority of the Trustees present at any meeting at which a quorum of the Board is present shall be the act of the Board.

**Section 9. Adjournment.** A majority of the Trustees present at a meeting, whether or not a quorum is present, may adjourn the meeting to another time and place. Notice of the adjournment shall be given to any Trustees who were not present.

## **Article VII Advisory Board**

The Advisory Board (the "Advisory Board" or "Board") consists of people who support Innovation's mission and activities, who bring their skills and experience to bear on Innovation's behalf. Upon request by the Board, the Advisory Board shall provide advice about matters concerning the School. Advisory Board members are encouraged to attend all Board meetings, but they may not vote, and they may not attend executive sessions except by invitation of the Board. The Advisory Board shall not have or purport to exercise any powers of the Board nor shall it have the power to bind the School in any manner. The Advisory Board shall include a member of Innovation's teaching staff and

may include other staff members. The Board shall appoint the members of the Board for renewable two-year terms, and may remove any member of the Board, either with or without cause.

## **Article VIII Committees**

**Section 1. Committees of the Board.** The Board may designate from among its members an Executive Committee, Finance and Audit Committee, a Personnel Committee, and other committees (“Committees”) of the Board consisting of three (3) or more Trustees. The Committees of the Board shall have the authority delegated by resolution of the Board.

**Section 2. Executive Committee.** The Executive Committee shall have all of the authority of the Board, except that it shall have no authority or powers regarding the following matters:

- a. The filling of vacancies on the Board or on any committee (“Committee”) of the Board.
- b. The fixing of compensation of the Trustees for serving on the Board or on any Committee of the Board.
- c. The amendment or repeal of the Bylaws, or the adoption of new Bylaws.
- d. The amendment or repeal of any resolution of the Board, which, by its terms, shall not be so amendable or repealable. Any reference in these Bylaws to the Board shall include the Executive Committee unless the context or express provision otherwise indicates.

**Section 3. Committees of the Corporation.** The Board may designate Committees of the Corporation, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the Committee. These Committees lack the authority to bind the school in any manner, but may undertake various projects on behalf of the Board and recommend actions to the Board.

**Section 4. Committee Meetings.** Meetings of Committees shall be held at such time and place as shall be fixed by the Chairperson of the Board or the Chairperson of the Committee or by a vote of a majority of all of the members of the Committee. The meeting provisions of these By-laws and of the Open Meetings Law govern regular and special meetings of Committees.

**Section 5. Quorum and Manner of Acting.** Unless otherwise provided by resolution of the Board, a majority of all of the members of a Committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of

the Committee shall be the act of the Committee. The procedures and manner of acting of the Committees shall be subject at all times to the directions of the Board.

**Section 6. Tenure of Members of Committees of the Board.** Each committee of the Board or the Corporation and every Committee member shall serve at the pleasure of the Board.

**Section 7. Alternate Members.** The Board may designate one (1) or more Trustees as alternate members of any Committee, who may replace any absent member or members at any meeting of such committee.

## **Article IX Officers**

**Section 1. Officers.** The Officers of the Board shall consist of a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. The Board may choose to appoint other Officers, if deemed necessary. All Officers shall be chosen by, and shall serve at the pleasure of, the Board.

**Section 2. Election, Term of Office, and Qualifications.** The Officers of the Board shall be elected annually by a majority vote of the Board at the annual meeting of the Board, and each Officer shall hold office until such Officer's successor is elected and qualified or until such Officer's earlier death, resignation, or removal. One person may hold, and perform the duties of, more than one office, provided that the same person may not hold the offices of Chairperson and Secretary. All Officers shall be subject to the supervision and direction of the Board.

**Section 3. Removal.** Any Officer elected or appointed by the Board may be removed at any time, with or without cause, at any meeting, by a majority of the entire Board at which a majority of the Trustees is present or by action in writing signed by all Trustees.

**Section 4. Resignations.** Any Officer may resign at any time by giving five (5) days written notice to the Chairperson. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Vacancies.** A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular appointment to such office.

**Section 6. Chairperson.** The Chairperson shall convene regularly scheduled Board meetings and shall preside or arrange for another trustee to preside at each meeting. The

Chairperson shall be responsible for officially representing the Board at external meetings and signing correspondence or other documents as required.

**Section 7. Vice Chairperson.** At the request of the Chairperson, or in the event of the Chairperson's absence or disability, the Vice Chairperson shall perform the duties and possess and exercise the powers of the Chairperson, and the Vice Chairperson shall have such other powers and perform such other duties as the Board may assign to the Vice Chairperson.

**Section 8. Secretary.** The Secretary shall be responsible for keeping records of the Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, and distributing copies of the minutes and the agenda to each Board trustee.

**Section 9. Treasurer.** The Treasurer shall serve as Chairperson of the Finance and Audit Committee and shall be responsible for maintaining oversight over and making regular reports to the Board about the fiscal health of the school. The Treasurer shall provide oversight on the annual budget, the development and adherence of the school's financial policies, and the completion of all required financial forms.

**Section 10. Employees and Other Agents.** The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

## **Article X Execution of Instruments**

**Section 1. Contracts and Instruments.** The Board, subject to the provisions of Article XI, may authorize any Officer or agent of the School to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the School. Such authority may be general or may be confined to specific instances.

**Section 2. Deposits.** Funds of the School may be deposited from time to time to the credit of the School with the depositories that are selected by the Board.

### **Section 3. Orders for the Payment of Money and Endorsments for Deposit.**

All checks, drafts or other orders for the payment of money, notes, or acceptances issued in the name of the School shall be signed by any two Officers or agents of the School

authorized, and in the manner determined, by resolution of the Board. Endorsements for deposits to the credit of the School in any of its authorized depositories may be made, without countersignature, by any Officer of the School or may be endorsed by hand-stamped impression in the name of the School, unless otherwise provided by resolution of the Board.

## **Article XI Indemnification**

**Section 1. Indemnification.** The School may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a Trustee, Officer, employee or agent of the School, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

**Section 2. Insurance.** The School shall have the power to purchase and maintain insurance to indemnify the School for any obligation that it incurs as a result of its indemnification of Trustees, Officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

## **Article XII Conflicts of Interest**

Any potential conflict of interest which could result in a direct or indirect financial or personal benefit to a Trustee, Officer or staff member must be disclosed on good faith or known to the Board, and must be resolved pursuant to the Conflict of Interest Policy adopted by the School (which is annexed to these Bylaws as Exhibit A, and shall be referred to as the "Conflict of Interest Policy").

## **Article XIII Amendments**

A majority of the Trustees may adopt, amend or repeal these Bylaws subject to approval by the Charter authorizer. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

**Article XIV**  
**Non-Discrimination**

In all of its dealings, neither the School nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

**Article XV**  
**References to Charter**

References in these bylaws to Innovation's Charter shall mean the Charter as it may be amended and revised from time to time.

*The Regents of the New York State Education Department approved these bylaws on January 12, 2015, to be retroactively effective to December 15, 2014.*

*The Board of Trustees of the Corporation adopted these bylaws on February 23, 2015, to be retroactively effective to December 15, 2014.*

Exhibit A

Conflict of Interest Policy