High Meadow School Bylaws

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ARTICLE I

The Corporation

Section 1: Name

The name of the not-for-profit corporation is High Meadow School Inc., hereby referred to as “the corporation”.

Section 2: Purpose

The purpose of the corporation is to maintain and operate a school as a not-for-profit enterprise. The corporation also has such powers as are now or may hereafter be granted by the Not-for- Profit Corporation Law of the State of New York.

Section 3: Offices

The corporation shall have and continually maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of New York as the Board of Trustees may from time to time determine.

Section 4: Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees.
Section 5: Fiscal Year
The fiscal year of the corporation shall begin on the 1st day of July and end on the last day of June in each year.

Section 6: Corporate Seal
The Board of Trustees may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "corporate Seal, State of New York" provided, however, that the use of said seal shall be entirely discretionary, and shall not be required for the issuance of any documents unless specifically required by the laws of the State of New York.

ARTICLE II

Members
The corporation shall have no members.

ARTICLE III

The Board of Trustees

Section 1: General Powers.
The affairs of the corporation shall be managed by its Board of Trustees. The Board of Trustees primary duty is to provide general oversight of the corporation, which may include the hiring and evaluation of the Head of School, the setting of general institutional policies, and assessment of the school’s effectiveness in manifesting the mission of the corporation, and other activities deemed necessary.

Section 2: Number and Tenure
The Board of Trustees shall consist of no less than five (5) and no more than twenty-five (25) voting members. The entire board shall be the number of Trustees elected to the board at any given time. Trustees must be at least 18 years of age, with the exception that up to one (1) Trustee may be below eighteen years of age who is at least sixteen years of age. Potential members for the board may be nominated by anyone and are elected by the board. The Head of the School shall be a nonvoting, ex-officio member, whose term shall be renewable each year until terminated by action of the Board or by resignation. All newly elected board members shall
serve for a term of three (3) years starting on July 1 following their election. Board members who are elected before their term starts shall be considered Trustees immediately following their election and shall be re-confirmed prior to July 1st. Trustees may be re-elected following each three (3) term not to exceed three (3) successive three (3) year terms. Former trustees may request re-nomination to the board following a period of 3 years off the board.

All members of the Board of Trustees shall sign a Conflict of Interest Disclosure Statement upon election to Board and annually thereafter.

Section 3: Resignation
Any Trustee may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Not-for-Profit Corporation or its Head of School, the acceptance of a resignation by the Board of Trustees shall not be necessary to make it effective.

Section 4: Removal
Any member of the Board may be removed at any regular or special meeting of the Board by an affirmative vote of two-thirds of the voting members of the Board of Trustees as from time to time constituted whenever, in their judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The member being removed shall be notified of the meeting at which the removal action will be taken, and the specific charges against them, at least five (5) days prior to the meeting.

Section 5: Vacancies
The Board of Trustees may fill any vacancy occurring in the Board of Trustees at any regular or special meeting.

Section 6: Compensation
Trustees of the Not-for-Profit Corporation serve on a volunteer basis and receive no salary or other compensation for services rendered to the Corporation's Board of Trustees.
ARTICLE IV

Meetings

Section 1: Place of Meetings
The place of any meeting of the Board of Trustees may be either within or without the State of New York. Members of the Board of Trustees or any committee designated by the Board of Trustees, including the executive committee, may participate in a meeting of the Board or such committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 2. Annual and Regular Meetings
The annual meeting of the Board of Trustees shall be held in June of each year at a time and place fixed by the Board. Regular meetings of the Board shall be held on at least on a quarterly basis. The dates of regular board meetings will be agreed upon at the annual meeting of the Board of Trustees.

Any board member, the Head of School, or any designated teacher representatives to the Board may submit agenda items to the Executive Committee for consideration for the annual meeting or any regular meeting. Items should be submitted in writing to any member of the Executive Committee in order to receive consideration. Any agenda items submitted less than 14 days prior to the next regular board meeting may not be considered for approval prior to that board meeting. All submitted agenda items will only be added to the official agenda if approved by the Executive Committee.

Notice of the time and place of the annual meeting and each regular meeting of the Board, shall be mailed or emailed to each Trustee, addressed to them at their residence, usual place of business (or at such other address as they may have designated in a written request filed with the Secretary) or e-mail address, at least fourteen (14) days before the day on which the meeting is to be held. A written agenda for such meetings stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be mailed or emailed to each Trustee, addressed to him or her at their residence, usual place of business (or at such other address as they may have designated in a written request filed with the Secretary) or e-mail address, at least seven (7 days before the day on which the meeting is to be held.

Notice of a meeting need not be given to any Trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto.
or at its commencement, the lack of notice to them. No notice need be given of any adjourned meeting.

The Board of Trustees honors the valuable input of community members, and welcomes teacher representatives to attend any regular Board meeting, as well as any members of staff with prior approval from the Head of School.

Section 3: Special Meetings

Special meetings of the Board of Trustees may be called by the Head of School, the Board Chair, or any three (3) voting members of the Board. The person or persons calling such meeting may fix the agenda and any place as the place for holding any special meeting of the Board called by them.

Notice of special meetings shall be given in writing at least 7 days in advance and shall include the proposed agenda and time and place as shall be fixed by the person or persons calling the meeting. Regular quorum voting rules apply to special meetings.

Notice of a special meeting need not be given to any Trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to them. No notice need be given of any adjourned meeting.

Section 4: Quorum

Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by the statute or by these By-Laws, the vote of a majority of the Trustees present at the time of the vote, if a quorum is present at 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.

Section 5: When There Exists a Conflict of Interest

Where a Trustee or key person has a conflict of interest, as defined by a the corporation’s Conflict of Interest Policy, in an issue coming before the board, that individual must disclose the circumstances giving rise to the conflict, and the Board has an obligation to make a record of the existence of the conflict and how it was addressed, both with respect to that individual and with respect to the transaction.

No Trustee who directly or indirectly is involved in a potential conflict of interest shall be counted in determining the existence of quorum at any meeting of the Board where the potential conflict is considered, nor shall the trustee improperly influence the deliberations or vote on any action of the Board regarding that potential conflict.
Section 6: Manner of Action

The act of a majority of the voting members of the Board present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these by-laws. Trustees who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for purposes of this paragraph.

Section 7: Presumption of Assent

A Trustee of the corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail or email to the secretary of the corporation within 24 hours of the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

Section 8: Action by the Board without a Meeting

Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if the entire board or the Committee act on the given resolution in writing and all are in unanimous support of the contemplated action. The resolution and the written consents thereto by the members of the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee.

ARTICLE V

Officers of the Board

Section 1: Officers

The officers of the corporation shall be a Chair of the Board of Trustees, a Vice Chair, a Head of School, a Treasurer, a Secretary, and such number of assistant treasurers, assistant secretaries, and other officers, such as Past Chair or Second Vice Chair, as may be elected or appointed by the Board of Trustees. Any two or more offices may be held by the same person, except the office of Chair and Secretary. No employee of the corporation shall serve as chair of the board or hold any other title with similar responsibilities, unless the board approves such employee serving as chair of the board by a two-thirds vote of the entire board and contemporaneously documents in writing the basis for the board approval; provided, however, that no such employee shall be considered an independent director for the purposes of certain voting requirements as indicated by law.
Section 2: Election and Term of Office
The officers of the corporation shall be elected annually by the Board of Trustees at the annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Each officer shall hold office until their successor shall have been duly elected and shall have qualified.

Section 3: Removal
Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board at any meeting of the Board of Trustees, whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4: Vacancies
A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5: Duties of the Chair of the Board, Past Chair, and Vice Chair
The Chair of the Board shall provide leadership to the Board, act as a liaison between the Board and the Head of School, providing support, consult, and helping to ensure the Board’s directives and resolutions are carried out and exercise, and perform such other powers and duties as indicated in these by-laws or as may be from time to time prescribed by the Board. The Vice Chair and any other officers that are charged with supporting the Chair, shall understand the responsibilities of the board chair and be able to perform these duties in the chair's absence.

Specific duties of the Chair include:
- Presiding over meetings of the Board and Executive Committee.
- Leading the Board and Executive Committee to carry out its governance functions.
- Ensuring the Board has approved policies to help ensure sound and compliant governance and management of the organization.
- Ensuring that meeting agendas are followed.
- During meetings, engaging each board member in deliberation and controlling dominating or out-of-line behavior.
- Assigning chairs for the Committees of the Board and holding such committees accountable for their duties.
- Ensuring ongoing recruitment, development, and contributions of Board members.
- Periodically consulting with board members on their roles and helping them assess their performance.
• Partnering with the Head of School to help ensure the Board’s directives, policies, and resolutions are carried out
• Working with the Head of School in cultivating and soliciting major foundation grants and individual gifts
• Serving as an ambassador of the organization and advocating its mission to internal and external stakeholders

Section 6: Duties of the Head of School

The Head of School shall be hired by the Board of Trustees to serve as the chief executive officer (CEO) of the corporation and shall in general supervise and control all of the operational and educational affairs of the corporation.

Specific Duties of the Head of School include:
• Oversight of the student body including ensuring sufficient enrollment and delivery of student support services
• Building relationships and fostering a healthy community through internal and external communications with all community members
• Oversight of volunteers and Committees of the Corporation
• Recruitment, retention, supervision, dismissal, and development of all employees
• Ensure curriculum/program design and instruction are aligned with the mission of the school
• Ensure proper stewardship of the schools resources including the campus, finances, and digital infrastructure
• All day to day financial decisions
• Ensure that the school has diversified and beneficial revenue streams, including addition of new programs, and oversight of the school’s fundraising activities
• Ensure the school is continually developing according to a strategic vision
• Ensure that the school is in compliance with all regulations

Section 7: Treasurer

The Treasurer is the Board’s direct liaison to the school’s financial operations and fiduciary management functions for the purpose of ensuring fiscal oversight. The Treasurer, jointly with the Board Chair, works in partnership with the Head of School, and any employees or contractors the Head of School designates, to ensure the short and long-term fiscal health and welfare of the school.

Specific duties of the Treasurer include:
• Work with the Head of School, and any employees or contractors the Head of School designates, to ensure that the annual budget is in balance, funds and cash flow are adequate, assumptions are reasonable and financial procedures and controls are properly established and being executed.
• Work with the Head of School and the Financial Committee to ensure the financial viability of the school and report expectations, policies, concerns and compliance issues to the Board of Trustees.
• Serve on the Board’s Finance Committee
• Serve as High Meadow School's Dual Signatory as prescribed by the school’s financial policies.
• Review accounting statements monthly to ensure that proper procedures are maintained and recorded.
• Be familiar with and able to share information as requested by the board about
  a. the budget, including its inputs and assumptions;
  b. the financial state of the school, both short term (fund balances, accounts payable/receivable, expected revenues and expenses) and long term (multi-year or future expenses, including capital expenses, understand and contribute to long-term financial planning)
• Provide oversight for a calendar of filing deadlines, which may include filing with the corporation’s Secretary of State, Board of Regents, the Attorney General, the state tax agency, and the IRS.

Section 8: Secretary

The Secretary provides administrative and clerical support to the Board, through the timely and accurate collection and sharing of information directly related to its activities. The Secretary ensures that the Board is well informed and that its activities are well documented for the use of Board members, the committees, and relevant government bodies.

Specific duties of the Secretary include:
• Giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes
• Recording minutes of meetings. Minutes are an important organizational document and provide a memorialized chronology of key information such as board actions, elections of officers or trustee, and certain reports from committees and staff. Meeting minutes can have vital legal significance in an IRS examination and as evidence in courts if, for example, someone challenges the validity of certain actions or positions. The secretary should be well-equipped to record accurate minutes and be aware and sensitive to any special or confidential information discussed at a meeting.
• Maintain records of the board and ensure effective management of organization’s records
• Be knowledgeable of the organization’s records and related materials
• Be sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings
• Stay informed about changes in the New York Consolidated Laws, Not-For-Profit Corporation Law
Section 9: Assistant Treasurers and Assistant Secretaries

The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer, secretary or by the Chair of the Board of Trustees. If required by the Board of Trustees, the assistant treasurers shall give bond for the faithful discharge of their duties in such sum and with such surety as the Board of Trustees shall determine, the cost of such bond being paid for with funds of the corporation.

ARTICLE VI

Committees of the Board

Section 1: Committees of the Board

The general purpose of the Committees of the Board shall be to support the Board in its role of providing oversight for the operations of the Corporation and in planning for long term sustainability of the Corporation. As such, the Committees of the Board shall consist of an Executive Committee, a Governance Committee, a Finance Committee, and a Strategy and Outcomes Committee.

Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of the voting members present at a meeting at which a quorum is present. The Chair of the Board of Trustees shall appoint the members of such committee, except as otherwise provided in the resolution designating such committees. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 2: Terms of Office of Committee Members

Each Committee of the Board shall have a minimum of three members and all committee members must be members of the Board of Trustees. Any member of the Board of Trustees may volunteer to join a committee at any time. A committee member may resign at anytime, provided that following their resignation, the committee still consists of at least three (3) members.

Section 3: Committee Chairs

Except as otherwise provided herein, one member of each committee shall be appointed by the Chair of the Board as Chair of such committee.
Section 4: Minutes
The Committee Chair is accountable for minutes or may appoint any member of the committee to assist. These minutes need to be sent to the secretary of the board upon completion. The secretary will keep in an organized file system that can be accessed by board members for reference.

Section 5: Quorum
Unless otherwise provided herein or in the resolution of the Board of Trustees designating a Committee, a majority of the voting members of the whole committee or a minimum of three members, whichever is greater, shall constitute a quorum and the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6: Rules
Committee meetings may be called by the Committee Chair, Chair of the Board, the Head of School, or any three (3) members of the committee.

Notice of committee meetings shall be given in writing at least 7 days in advance and shall include the proposed agenda and time and place as shall be fixed by the person or persons calling the meeting. Regular quorum voting rules apply to special meetings.

Notice of a meeting need not be given to any Trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to them. No notice need be given of any adjourned meeting.

In addition, each committee may adopt rules for its own governance not inconsistent with these by-laws or with rules adopted by the Board of Trustees.

Section 7: Executive Committee
The general purpose of the Executive Committee shall be to support the Chair in ensuring that all matters of the board are attended to in a timely manner and to provide temporary leadership in the event of a crisis requiring the leadership of the board and where the Board cannot act quickly enough as prescribed by these bylaws.

The Executive Committee shall be comprised of the officers of of the Board of Trustees and the Chairs of the three standing Committees of the Board. The adoption of any resolution or the taking of any other actions shall require the affirmative vote of a majority of all the voting members of the Executive Committee as from time to time constituted.
The Executive Committee shall keep minutes of its proceedings, and it shall report all action taken by it to the Board at the meeting thereof held next after the taking of such action or as otherwise indicated by these bylaws. All action taken by the Executive Committee shall be subject to revision or alteration by the Board at the meeting of the Board at which any such action has been reported to the Board; provided, however that such revision or alteration shall not affect any action taken by any officer or employee of the corporation, or by a third party, or any rights of third parties that have vested, in reliance upon any action or direction of the Executive Committee.

Specific actions that may be taken by the Executive Committee include:
- Approving the agenda for regular board meetings
- In the event of a time-sensitive crisis, whereas the Head of School is unable to provide appropriate leadership and the Board cannot take action in a timely-manner, the Executive Committee may take action on behalf of the Board of Trustees. Minutes of such action must be submitted to the Board of Trustees in writing within 24 hours of such an action and are subject to revision as stated in these bylaws.
- The Executive Committee shall not have the authority to act on behalf of the Board of Trustees for the purpose of: 1) amending these by-laws, 2) amending the budget, or 3) making decisions covering the selection or retention of the Head of School.

Other duties of the Executive Committee, which may require Board approval to fully carry out, include:
- Supporting the Chair and Head with any issues that arise between meetings
- Taking action as they may, from time to time, be authorized to do so by the Board
- Organizing Board activities such as retreats or involvement in school events

Section 8: Governance Committee

The purpose of the Governance Committee is to ensure that the school has effective and mission-aligned governance and leadership in place. The Chair of the Governance Committee shall be appointed by the Chair of the Board.

Specific actions that may be taken by the Governance Committee include:
- Establishing priorities for board composition
- Designing and implementing evaluation of the board of trustees
- Planning ongoing board education
- Review governance concerns brought by the larger community and determine if they should be brought to the attention of the full board or, if not, respond to such concerns in accordance with the Corporation’s Whistleblower Policy, or any other related policies.

Other duties of the Governance Committee, which may require Board approval to fully carry out, include:
- Planning for Trustee recruitment and orientation
• Planning for Trustee succession, especially of the Chair
• Planning for Head of School succession
• Ensuring that the Head of School and Board of Trustees maintain an effective working relationship
• Leading the evaluation of the Head of School
• Ensure the Corporation’s Whistleblower and Nondiscrimination policies are updated as needed

Section 9: Finance Committee

The purpose of the Finance Committee is to ensure fiscal oversight of the corporation, ensuring that financial records are complete and accurate, that appropriate financial controls and policies are in place, and that the corporation has a long term plan for fiscal health.

Specific actions that may be taken by the Finance Committee include:
• Establishing reserve funds, lines of credit, or investments in coordination with the Head of School and any employees or contractors the Head of School designates.
• Overseeing the annual audit in coordination with the Head of School and any employees or contractors the Head of School designates.

Other duties of the Finance Committee, which may require board approval to fully carry out, include:
• Overseeing the organization’s budget development, including in-depth review of proposed budgets and the routine review of budget reports.
• The periodic review of financial reports, ensuring that they are accurate.
• Ensuring the school has a long term plan for fiscal health
• Ensure the schools fiscal policies meet the requirements of any legal or accreditory authorities.
• Ensure the Conflict of Interest policy is updated as needed

Section 10: Strategy and Outcomes Committee

The purpose of the Strategy and Outcomes Committee is to ensure the school is fulfilling its mission and operating effectively and efficiently by monitoring any key success metrics for the strategy or general health of the corporation. This includes supporting the Head of School in identifying key success metrics and periodically reviewing those metrics. The committee also ensures the periodic review of the school’s mission and oversight of any process to adjust the school’s mission.

Specific actions that may be taken by the Strategy and Outcomes Committee include:
• Developing or implementing tools or rubrics for evaluating progress and outcomes for fulfilling the school’s mission.
• Developing or implementing tools or rubrics for evaluating progress and outcomes for the school’s operations.
• Initiating a review of the mission of the Corporation

Other duties of the Strategy and Outcomes Committee, which may require Board Approval to fully carry out, include:
• Initiating and monitoring the setting and execution of long-term goals

ARTICLE VII

Committees of the Corporation

Committees of the Corporation may be formed from time for the benefit of the operations of corporation. Any such committee will fall under the purview of the Head of School. Committees of the Corporation may be formed or dissolved at any time by the Head of School and may include or be chaired by any community member appointed by the Head of School. While members of the Board of Trustees are likely candidates to sit on such committees they may do so as representatives of the board or as volunteers, but in either case will have no authority of the Board.

ARTICLE VIII

Policies and Procedures

Section 1: Policies and Procedures

The Board of Trustees shall develop and adopt additional policies and procedures as needed to ensure meaningful and consistent oversight of the corporation. Such policies shall include, but are not limited to a Conflict of Interest Policy, a Non-discrimination Policy, and a Whistleblower Policy.

The Head of School will ensure that meaningful and consistent policies are implemented for the operations of the corporation. When operational policies may have a significant impact on the corporation overall, the Board may also, from time to time, adopt such policies for the corporation.

Section 2: Conflict of Interest Policy

Conflicts of interest for board members are almost inevitable in not-for-profit corporations, and the existence of conflicts of interest should not disqualify board service. In fact, board members with significant community and business relationships are valuable because of the contacts and expertise they bring to the board, and more likely to have conflicts arising from those relations. The Board of Trustees shall ensure that a conflict of interest policy and corresponding
procedures are adopted that allow the corporation to benefit from engaged and sophisticated board members, and to manage conflict of interest issues in ways that provide reassurance that the mission of the corporation remains paramount.

Section 3: Non-discrimination Policy
The corporation is committed to providing an inclusive and welcoming environment. At a minimum the corporation’s non-discrimination policy shall be that it does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. Additional policies and procedures shall be adopted as needed, either by the Board or Head of School, to ensure an inclusive and welcoming environment.

Section 4: Whistleblower Policy
At a minimum the Whistleblower policy shall be that it is contrary to the values of the corporation for anyone to retaliate against any board member, officer, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, or suspected violation of any regulation or policy governing the operations of the corporation.

ARTICLE IX

Contracts. Checks, Deposits and Funds

Section 1: Contracts
The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2: Consultants and Advisors
The Board of Trustees may from time to time appoint such consultants and advisors as it shall deem necessary, each of whom shall serve at the discretion of the Board of Trustees, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as a majority of the Board of Trustees may from time to time determine.
Section 3: Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of any such determination by the Board of Trustees, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the Head of School.

Section 4: Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 5: Gifts

The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any specific purpose of the corporation.

ARTICLE X

Indemnification of Trustees, Officers and Employees, and Waiver of Notice

Section 1: General

The corporation shall, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that such person is or was a Trustee or officer of the corporation, or that such person is or was serving at the request of the corporation as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea to no lo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner...
he or she reasonably believed to be in, or not opposed to the best interests of the corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe his or her conduct was unlawful.

Section 2: Actions By or In the Right of the Corporation

The corporation shall, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in favor of the corporation by reason of the fact that such person is or was a Trustee or officer of the corporation, or that such person is or was serving at the request of the corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue or matters as to which such person shall be made in respect of any claim, issue or matters as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3: Authorization of Indemnification

Any indemnification under Section 1, Section 2 or Section 5 of this Article (unless ordered by a court) shall be made by the corporation only as authorization in the specific case, upon a determination that indemnification of the Trustee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1, 2, or 5 of this Article. Such determination shall be made by (1) the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

Section 4: Contract with the Corporation

The provisions of this Article VII shall be deemed to be a contract between the corporation and each Trustee or officer who serves in any capacity at any time while this Article VII is in effect, and any repeal or modification of this Article VII shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore brought or threatened based in whole or in part upon any such state of facts.
Section 5: Indemnification of Employees and Agents

Persons who are not covered by the foregoing provisions of this Article VII and who are or were employees or agents of the corporation, or who are or were serving at the request of the corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Board of Trustees, subject to the same standard of conduct set forth in Sections 1 and 2 of this Article; provided, however, that to the extent that such employee or agent has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding to which he or she was made a party by reason of the fact that he or she is or was an employee or agent acting in the above described capacity, or in the defense of any claim, issue or matter therein, the corporation shall indemnify such employee or agent against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6: Payment of Expenses in Advance

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the Trustee, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that such Trustee, officer, employee, or agent is entitled to be indemnified by the corporation as authorized by this Article VII.

Section 7: Insurance against Liability

The corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a Trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these by-laws.

Section 8: Other Rights of Indemnification

The indemnification provided or permitted by this Article VII shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a Trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 9: Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the The New York Nonprofit Revitalization Act or under the provisions of the articles of incorporation of the by-laws
of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Amendments to By-laws

These by-laws may be altered, amended or repealed and by-laws may be adopted by the affirmative vote of two-thirds of the entire Board at any meeting of the Board of Trustees, provided that at least seven (7) days written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting. Any amendment to the By-laws will be voted only after examination of any possible conflicts with the Articles of Incorporation.