

**Mathematics, Engineering, and Science Academy (MESA)  
Charter High School  
By-Laws**

**ARTICLE I  
THE CORPORATION**

Section 1.1. Name and Formation. MESA Charter High School (the “Corporation”) is a non-stock, non-profit corporation organized under the laws of the State of New York.

Section 1.2. Purposes. The Corporation is organized and is to be operated exclusively to carry out charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “Code”), including, without limitation: (a) to operate a public charter school in the City and State of New York (the “School”) pursuant to a charter agreement therefore; (b) to exercise all rights and powers conferred by the laws of the State of New York upon non-stock corporations, including, but without limitation thereon, to raise funds, to receive gifts, devises, bequests and contributions, in any form, and to use, apply, invest, and reinvest the principal and/or income there from or distribute the same for the above purposes; and (c) to engage in any other activity that is connected with or in advancement of the foregoing purposes and that is within the definition of charitable and educational for purposes of Section 501(c)(3) of the Code; provided, the powers of the Corporation shall never be inconsistent with the purposes of the Corporation stated above of the Constitution of the United States or the State of New York.

**ARTICLE II  
OFFICES**

Section 2.1. Principal Place of Business. The principal place of business of the Corporation shall be located in the City and State of New York. The Corporation may have such other offices, either within or without the State of New York, as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.

Section 2.2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of New York a registered office and a registered agent whose office is the Corporation’s registered office.

**ARTICLE III  
BOARD OF TRUSTEES**

Section 3.1. Powers. The business, affairs and property of the Corporation shall be managed and controlled by the Board of Trustees, and all corporate powers shall be vested in and exercised by the Board, except as otherwise provided by law, the charter filed to create the Corporation, or these By-Laws.

Section 3.2. Duties. The duties of the Board of Trustees shall be as follows:

- a) to govern and oversee the School for the purpose of achieving its Mission;
- b) to take actions necessary to cause the School corporation to satisfy its obligations under the New York State charter schools act and other applicable laws;
- c) to hire, fire, oversee, evaluate, guide and support the Executive Director and Principal and other members of the School staff;

d) to financially manage the School, including: budget development and monitoring, establishing fiscal controls, and causing audits of the School's books and records to be made as required by law and otherwise prudent;

e) to develop, approve, implement, and monitor achievement of the School's accountability plan as required by law;

f) to set, implement and enforce, or delegate the implementation and enforcement of, School policies in respect of –

- i) admissions,
- ii) curriculum, teaching and learning,
- iii) employment and other personnel matters,
- iv) student discipline,
- v) Special Education,
- vi) English language education for English language learners,
- vii) the Code of Ethics and policies governing self-dealing of Trustees, Officers and employees,
- viii) dress code,
- ix) transportation,
- x) student food services,
- xi) student health services,
- xii) communication with students' families,
- xiii) communication with governmental and regulatory agencies,
- xiv) public relations and outreach, and
- xv) hearing complaints as required by §2855(4) of the New York charter schools act (the enforcement of which shall not be delegated, notwithstanding the foregoing).

Section 3.3. Performance of Duties. Each Trustee shall perform all duties of a Trustee, including duties on a Board committee, in good faith and with the degree of diligence, care and skill, including reasonable inquiry, an ordinary prudent person in a like position would use under similar circumstances.

Section 3.4. Number. The number of Trustees constituting the initial Board of Trustees shall be nine (9). Thereafter the number of Trustees may be changed from time to time by amendment of these By-Laws in compliance with applicable laws, but the School's Board will have a minimum of five members and a maximum of fifteen members.

Section 3.5. Each Trustee shall hold office for a term of either two (2) years or three (3) years or until earlier death, resignation or removal. Terms are renewable. No more than 40% of the persons serving as Trustees at any one time may be officers, directors or employees of a single organization. No more than 49% of the persons serving as Trustees at any one time 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 sibling, 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.

Section 3.6. Removal. Any Trustee may be removed for cause by a majority vote of the entire Board, but not less than the entire Board, excluding the Trustee who is the subject of the removal action, provided, that at least one week's previous notice of the proposed action have been given to the accused and to each trustee.

Section 3.7. Resignation. Any Trustee may resign at any time by delivering written notice of his or her resignation to the Corporation. At the election of the Corporation made by Board action, the resignation of a Trustee shall be effective upon such notice or upon a later date which is prior to the date of resignation specified in the notice,

notwithstanding a resigning Trustee's specification of a different date in his notice. Acceptance of a resignation shall not be necessary to make it effective.

Section 3.8. Vacancies. Any newly created Trusteeships and any vacancies on the Board of Trustees, arising at any time and from any cause, may be filled at any meeting of the Board by a majority of the Trustees regardless of their number. In accordance with the General Municipal Law, no vacancies will be filled with a person who has an interest in a for-profit contract, unless one or more of the exemptions listed in General Municipal Law 802 are applicable. Trustees so elected shall serve for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a Trustee, or in the case of any other vacancy for the term. To the extent required by law, any Trustee that shall fail to attend three (3) consecutive regular meetings without an excuse accepted as satisfactory by the Board may, at the Board's election, shall be deemed to have resigned, and the vacancy shall be filled.

Section 3.9. Meetings. Meetings of the Board of Trustees shall be subject to requirements of the New York State Open Meetings Law, as applicable and as amended from time to time. Regular meetings of the Trustees will be held at the school facility once it has been identified and the school has taken occupancy of it. Until that time, meetings may be held at such time and place as shall from time to time be determined by the Board, but not fewer than the number of times per year required by applicable laws and regulations. The School will hold a meeting of the Board once per calendar month on dates determined by the Board. Special meetings may be called at any time by two or more Trustees together. A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 3.10. Notice of Meetings. Notice of the time and place of each regular, special or annual meeting of the Board, and, to the extent reasonably possible a written agenda stating all matters upon which action is proposed to be taken, shall be given to each Trustee by the Board Chairperson by personal delivery, facsimile, or regular mail, postage prepaid, at least 72 hours before the day on which the meeting is to be held; provided however, that notice of a special meeting shall be given by receipted personal or overnight delivery no fewer than seven (7) days prior to the special meeting date. Trustees calling for a special meeting shall specify in reasonable detail matter(s) to be considered at the special meeting. Notice of a meeting need not be given to any Trustee who submits a signed waiver of notice before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. Public notice of meetings shall be given as required by Article 7 of the Public Officers Law. Specifically, the School will post notices in the following media outlets; The New York Times, The Daily News, and The New York Post. The School will also post notices in the main office of the School, as well as on the school's website. Trustees calling for a special meeting shall be responsible for giving all required public notices of the special meeting.

Section 3.11. Executive Session. Upon a majority vote of the entire Board of Trustees on a motion which identifies generally the subject to be considered, the Board may meet in executive session in compliance with Section 105 of the New York State Open Meeting Law, as amended from time to time.

Section 3.12. Videoconferencing and Telephone Conferencing. Videoconferencing may be used to conduct a meeting of the Board of Trustees in compliance with the New York State Open Meetings Law, as amended from time to time. Public notice of a meeting at which a Trustee intends to participate by videoconference shall identify the videoconference locations for the meeting and state that the public has the right to attend the meeting at a videoconference location. The Corporation shall provide an opportunity for the public to hear and participate in the teleconferenced discussion.

Section 3.13. Quorum and Voting. A majority of the Board of Trustees shall

constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by these By-Laws, the vote of a majority of the Board of Trustees constituting the quorum thereof shall be an act of the Board, except that a vote of three-quarters of the Trustees eligible to vote, if a quorum shall be constituted, shall be required to amend these By-Laws.

Section 3.14. Minutes. Minutes taken at all open meetings of the Corporation shall consist of a record or summary of all motions, proposals, resolutions, and any other matter formally voted upon and the vote thereon. Minutes taken at executive sessions shall include any action that is taken by formal vote and provide a record or summary of the final determination of such action, and the date and vote thereon; provided, however, that such summary need not include any matter which is not required to be made public by the New York State Freedom of Information Law. The minutes of meetings and executive sessions shall be available to the public as required by the New York State Open Meetings Law.

Section 3.15. Committees. The Board of Trustees may designate from among its members committees from time to time comprised of a number of committee members as required by applicable law; provided, the Board shall at all times maintain an Executive Committee, a Finance Committee, and an Education Committee and a Compliance Committee. All standing committees will have a minimum of three (3) members, except the Executive Committee which will have a minimum of five (5) members. The Board may designate one or more Trustees as alternate members of any committee, who may replace absent or disqualified members at any meeting of the committee. A committee shall appoint its chairperson by action of a majority thereof. Any one or more members of a committee may participate in a meeting of the committee by means of videoconference such that all persons participating in the meeting can hear each other, provided such meeting and notice thereof comply with applicable requirements of the New York State Open Meetings Law. From time to time a committee may empanel one or more standing or other subcommittees. Committee members shall maintain minutes of each committee meeting and shall file copies of the minutes with the corporate records in compliance with applicable laws. A committee shall have all the powers delegated by the Board except that no committee shall have the power (a) to change the membership of, or to fill vacancies in, the Board or any committee of the Board, (b) to amend or repeal these By-Laws or adopt any new By-Laws, (c) to amend or repeal any resolution or the Board which by its terms shall not be so amendable to repealable, or (d) to exercise other powers specifically denied the committee by resolution of the Board of Trustees or by law. Each committee and each member of each committee shall serve at the pleasure of the Board of Trustees. A majority of a committee shall constitute a quorum for the transaction of business. Except as otherwise provided by these By-Laws, the vote of a majority of a committee constituting the quorum thereof shall be an act of the committee. Committee minutes must be make publicly available or provided to the school's authorizing agency.

Section 3.16. Compensation. Persons serving as Trustees or members of a committee shall not receive any salary or compensation for their services as Trustees or committee members. A Trustee or committee member shall be entitled to reimbursement for reasonable expenses incurred by him or her in carrying out his or her duties as such.

Section 3.17. Right of Inspection. Subject to restrictions imposed by applicable law on access to or the use or dissemination thereof, every Trustee shall have the right to inspect and copy at his expense all books, records and documents of the Corporation and to inspect the physical properties of the Corporation; provided such inspection is conducted at reasonable times upon not less than 10 days' prior written request to the Corporation.

## **ARTICLE IV**

### **OFFICERS**

Section 4.1. Number. The “Officers” of the Corporation shall be a Chair, Vice Chair, Secretary and Treasurer, and such other Officers, if any, as the Board of Trustees may from time to time elect. The same person may hold any two or more offices; provided, no individual may act in more than one capacity where action of two or more Officers is required; and further provided the Secretary may not be the same person as the Chair.

Section 4.2. Election and Term. All Officers shall be elected by the Trustees from among them and shall hold office for the term of one year or such shorter term as decided by Board action. Each officer shall continue in office until the expiration of his term or his or her death, resignation or removal in accordance with Section 4.3 of these By-Laws.

Section 4.3. Resignation or Removal. Any Officer may be removed, with or without cause, by a majority vote of the entire Board excluding the Trustee who is the subject of the removal action. Any Officer may resign at any time by delivering written notice of his or her resignation to the Corporation. At the election of the Corporation made by Board action, the resignation of a Trustee shall be effective upon such notice or upon a later date prior to the date of resignation specified in the notice, notwithstanding the specification of a later date in the notice. Acceptance of a resignation shall not be necessary to make it effective. A vacancy in an office shall be filled for the unexpired term by Board action.

Section 4.4. Employees and Other Agents. The Board of Trustees may from time to time hire such employees and appoint such agents on such terms as it deems appropriate from time to time.

Section 4.5. Chair. The Chair shall have the power to sign alone in the name of the Corporation all contracts authorized by the Board of Trustees and to execute and deliver other documents and instruments. The Chair also shall be the Chairperson of the Board of Trustees and shall preside at Board meetings in such capacity. The Chair shall also have such other powers and perform such other duties as the Board of Trustees may from time to time prescribe.

Section 4.6. Vice Chair. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair. The Vice Chair shall also have such other powers and perform such other duties as the Board of Trustees may from time to time prescribe.

Section 4.7. Secretary. The Secretary shall be responsible for the maintenance of an accurate record of all the minutes of all meetings of the Board of Trustees; be responsible to serve or cause to be served all notices of the Corporation and be custodian of the Corporation’s records (other than financial records). The Secretary shall also have such other powers and perform such other duties as the Board of Trustees may from time to time prescribe.

Section 4.8. Treasurer. The Treasurer shall be responsible for the oversight of all financial matters within the Corporation and the maintenance of accurate financial records of the Corporation and shall be the custodian of the Corporation’s financial records. The Treasurer shall also have such other powers and perform such other duties as the Board of Trustees may from time to time prescribe.

Section 4.9. Compensation. Persons serving as Officers shall not receive any salary or compensation for their services as Officers. An Officer shall be entitled to reimbursement for reasonable expenses incurred by him or her in carrying out his or her duties as such.

## **ARTICLE V**

### **SELF-DEALING TRANSACTIONS**

Neither MESA nor the Board shall engage in any self-dealing transactions, except as approved by the Board. "Self-Dealing transaction" is a transaction to which MESA is a party and in which one or more of the Trustees have material financial interest ("Interest Trustee"). Notwithstanding, the following is not a self-dealing transaction, and is subject to the Board's general standard of care: A transaction that is part of a public or charitable program of MESA, if the transaction (a) is approved or authorized by the Board in good faith and determined by the Board to be in the best interest of MESA 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 VI**  
**MISCELLANEOUS**

Section 6.1. Interpretation of Charter. In the event of a conflict between these By-Laws and the Charter, the provisions of the Charter shall control.

Section 6.2. Effectiveness of Non-Public Notices. Non-public notices given under these By-Laws shall be deemed effective only upon verified receipt or refusal.

**[END OF DOCUMENT]**