

BYLAWS

OF

ST. HOPE LEADERSHIP ACADEMY CHARTER SCHOOL

As amended August 28 2012

ST. HOPE LEADERSHIP ACADEMY CHARTER SCHOOL

BYLAWS

ARTICLE I

STRUCTURE

Structure. St. HOPE Leadership Academy Charter School. (the “Corporation”) is a non-stock, non-profit corporation organized under the laws of the State of New York. The Articles of Incorporation of the Corporation (as amended from time to time, the “Articles of Incorporation”) will be filed upon approval of the Corporation’s charter application to the Chancellor of the New York City School District (the “Chancellor”) and the Board of Regents of the University of the State of New York.

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, but without limitation thereon: (a) to operate a public charter school in New York, New York pursuant to a charter agreement between the Corporation, and the Board of Regents of the University of the State of New York; (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 therefrom or distribute the same for the above purposes; and (c) to engage in any other activity that is incidental to, 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 or the Constitution of the United States or the State of New York.

ARTICLE II

OFFICES

Principal Place of Business. The principal place of business of the Corporation shall be at:

222 West 134th Street New York, NY 10030

or as otherwise designated by the Board of Trustees and shall be located in New York, New York. The Corporation may have such other offices, within 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.

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 Articles of Incorporation or these Bylaws. The Board may delegate the management of the activities of the Corporation to others, so long as the affairs of the Corporation are managed, and its powers are exercised, under the Board's ultimate direction and control.

Section 3.2 Number. The number of Trustees of the Corporation shall be not fewer than seven (7) and shall not exceed fifteen (15). The number of Trustees constituting the initial Board of Trustees shall be seven (7). Thereafter the number of Trustees may be increased or decreased from time to time by amendment of these Bylaws in accordance with the provisions of Article VI, Section 6.3, provided that no decrease in the number of Trustees shall have the effect of shortening the term of any incumbent Trustee and provided further that the number of Trustees shall never be less than seven (7).

Section 3.3. Election. The Nominating Committee shall present a slate of qualified candidates to the Board at the Annual Meeting. Trustees shall be elected by a majority of the Trustees then in office whether or not it is sufficient to constitute a quorum.

Section 3.4. Parent Trustee. The Board shall designate a position on the Board to be filled by a parent or guardian of a student at the School (the Parent Trustee). The Nominating Committee shall be responsible for presenting a qualified person to the Board for election as the Parent Trustee.

Section 3.5. Term. The initial Trustees shall be divided into two classes, designated Class I and Class II, as nearly equal in number as possible.. The initial term of office of Trustees of Class I shall expire at the Annual Meeting of the Corporation in 2009 and that of Class II shall expire at the Annual Meeting of Corporation in 2010. Thereafter, the term of office of a Trustee shall expire at the close of the third Annual Meeting after the date of the Trustee's election, No Trustee shall serve more than three consecutive three-year terms. The term of office of the Parent Trustee shall be limited to one three-year term or until his or her student leaves the school, whichever is earlier.

Section 3.6. Removal. A Trustee may be removed with cause by a majority vote of the entire Board on 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 each trustee. If a special meeting is called to remove any or all of the Trustees, the notice for such special meeting shall state that it is called for the purpose of removing any or all of the Trustees.

Section 3.7. Resignation. Any Trustee may resign at any time by delivering written notice of his or her resignation to the Secretary or President of the Corporation. Such resignation shall become effective upon receipt thereof by the Secretary or President but the acceptance of such 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 upon recommendation by the Nominating Committee at any meeting of the Board by a majority of the Trustees in office. A Trustee so elected shall serve until the close of the third Annual Meeting after the date of his or her election as provided in Section 3.5.

Section 3.9. Meetings. The Board of Trustees and the Corporation are subject to the New York Open Meetings Law, N.Y. Public Officers Law § 101, and other applicable laws. All meetings of the Board of Trustees shall be held at the premises of St Hope Leadership Academy Charter School in accordance with law. The annual meeting of the Board shall be held at a date and time fixed by the Board, for the election of officers and appointment of Trustees and for the transaction of such business as may properly come before the meeting. Regular meetings of the Trustees shall be held at such time as shall from time to time be set and determined by the Board. Special meetings may be called at any time by the President or by any Secretary or Trustee upon

written request of one-fifth of the entire Board. 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 possible a written agenda stating all matters upon which action is proposed to be taken shall be given to each Trustee 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 special meetings to discuss matters requiring prompt action may be given to him or her by telephone, confirmed in writing by facsimile, electronic mail, personal or overnight delivery, no less than 24 hours before the time at which such meeting is to be held. Additional Notice of meetings shall not be required if the Board has established a Board calendar including the time and date of each meeting. 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 him or her. Pursuant to N.Y. Public Officers Law § 104, public notice of the time and place of a meeting scheduled at least one week prior thereto shall be given to the news media and shall be conspicuously posted in one or more designated public locations at least seventy-two hours before such meeting. In addition, if at least a one week notice is not given, then the public notice of the time and place shall be given to the news media and shall be conspicuously posted in one or more designated public locations at a reasonable time prior thereto.

Section 3.11. Executive Session. Notwithstanding any other section, upon a majority vote of the entire Board of Trustees in an open meeting on a motion which identifies the general area or areas of the subject or subjects to be considered, the Corporation may conduct a meeting that is not open to the public, an executive session, for the following reasons: (a) matters which will imperil public safety if disclosed, (b) any matter which may disclose the identity of a law enforcement agent or informer, (c) information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed, (d) discussions regarding proposed, pending or current litigation, (e) collective negotiations pursuant to article 14 of the New York Civil Service Law, (f) the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation, (g) the preparation, grading or administration of examinations, and (h) the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof. At an executive session, the Board of Trustees shall take no action by formal vote to appropriate public moneys.

Section 3.12. Videoconferencing. If videoconferencing is used to conduct a meeting, the Corporation shall provide an opportunity for the public to attend, listen and observe at any site at

which a Trustee participates, and the notice for the meeting shall inform the public that videoconferencing will be used, identify the locations for the meeting, and state that the public has the right to attend the meeting at any of the locations. To the extent permitted by Article 7 of the Public Officers Law, Trustees participating by means of videoconferencing may be counted toward achieving a quorum.

Section 3.13. Quorum and Voting. A majority of the number of Trustees in office, or, if the number of Trustees in office is an even number, half of that number, shall constitute a quorum for the transaction of business or of any specified item of business

Section 3.14. Action by the Board. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time, provided that participation by such meeting shall not constitute presence in person at such meeting for the purposes of a quorum.

Section 3.15. Minutes The 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, and shall be available to the public within two weeks from the date of such meeting. The 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 Freedom of Information Law, N.Y. Public Officers Law § 85. The minutes of open meetings shall be available to the public within two weeks from the date of such meeting, and the minutes of executive sessions shall be available to the public within one week from the date of the executive session.

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 a Trustee.

ARTICLE IV

COMMITTEES

Section 4.1. Committees. The Board of Trustees, by resolution adopted by a majority of the entire Board, shall designate from among its members an Executive Committee, consisting of at least five (5) Trustees and chaired by the President of the Board, and other standing committees, each consisting of at least three (3) Trustees. These standing committees shall include, but are not limited to: the Finance Committee, the Nominating Committee, and the Education/Accountability Committee. The Board may designate one or more Trustees as

alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The President shall appoint the chairperson of each committee. Any one or more members of such committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, provided such meeting and notice thereof comply with Article III, Sections 3.11, 3.12, and 3.13 and any other requirements under the New York State Open Meeting Law. Such committees 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 fix the compensation of Trustees for serving on the Board or any committee of the Board, (c) to amend or repeal these Bylaws or adopt any new Bylaws, (d) to amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable, or (e) 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.

Section 4.2. Responsibilities of Committees. The committees shall have the following responsibilities:

Education/Accountability Committee:

to work with the Executive Director to review the school's academic results and monitor progress towards the goals set by the Board;

to present, with the Executive Director, periodic reports informing the entire Board of progress towards these goals;

to evaluate the performance of the Executive Director;

to report to the Board of Trustees on the performance of the Executive Director.

Nominating Committee:

to study the qualifications of candidates for Trustees and present qualified nominees to the Board;

to present nominees for Officers to the Board;

to recommend candidates to the Board to fill vacancies that arise outside the regular nominating process;

to provide ongoing orientation to Trustees;

to oversee a Trustee evaluation process to ensure optimum performance.

Finance Committee:

to develop in conjunction with the Executive Director a proposed annual budget for the Board's consideration;

to monitor the school's financial standing and make recommendations to the Board on financial matters when required to ensure that the school is operating under adequate and proper financial controls;

to develop in conjunction with the Executive Director an annual fund raising plan, to work with the Executive Director to ensure that the annual fund raising plan is achieved involving the remainder of the Board in this effort when appropriate

ARTICLE V

OFFICERS

Section 5.1. Number. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers, if any, as the Board of Trustees may from time to time appoint. The same person, with the exception of the offices of President and Secretary, may hold any two or more offices provided that no individual may act in more than one capacity where action of two or more officers is required.

Section 5.2. Election and Term. All officers shall be elected by the Trustees at their annual meeting and shall hold office for the term of one year or until a successor shall have been elected and qualified whichever shall be later, or until death, resignation or removal.

Section 5.3. Resignation and Removal. An officer may resign by giving written notice of his or her resignation to the President or Secretary. Any officer may be removed, with or without cause, by a majority vote of the Board of Trustees. A vacancy in any of such remaining offices shall be filled for the unexpired term by a majority vote of the Board.

Section 5.4. Employees and Other Agents. The Board of Trustees may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Trustees may from time to time determine.

Section 5.5. President. The President is also the Chairman of the Board and shall be the chief presiding officer of the Corporation, shall preside at all meetings of the Board of Trustees, and shall have general charge and supervision of the administration of the affairs and business of the Corporation, as assigned by the Board of Trustees from time to time. He or she shall have the power to sign alone in the name of the Corporation all contracts authorized either generally or specifically by the Board of Trustees and to execute and deliver other documents and instruments. The President shall also have such other powers and perform such other duties as the Board of Trustees may from time to time prescribe.

Section 5.6. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President may have such powers and perform such duties as may be delegated thereunto by the President or prescribed by the Board of Trustees.

Section 5.7. 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 and of any committees of which a secretary shall not have been appointed by the Board in books to be kept for that purpose; serve or cause to be served all notices of the Corporation; be custodian of the records (other than financial); and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board. In the event of absence or disability of the Secretary, the Board of Trustees may appoint an Assistant Secretary to perform the duties of the Secretary during such absence or disability.

Section 5.8. Treasurer. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Trustees may designate. The Treasurer shall keep proper books of accounts and other books showing at all times the amount of the funds and other property of the Corporation, all of which books shall be open at all times to the inspection of the Board of Trustees. The Treasurer shall submit a report of the accounts and financial condition of the Corporation at each annual meeting. He or she shall perform all duties incident to the office of Treasurer, and such other duties as shall from time to time be assigned by the Board. If required by the Board, the Treasurer shall give such security for the faithful performance of his or her duties as the Board may require.

Section 5.9. 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 an officer.

ARTICLE VI

MISCELLANEOUS

Section 6.1. Checks, Notes and Contracts. The Board of Trustees is authorized to select such depositories as it shall deem proper for the funds of the Corporation. The Board of Trustees shall adopt Financial Policies and Procedures including policies concerning the number and identity of the Officers or employees of the Corporation whose signatures shall be required on checks, notes and contracts and establishing financial limits.

Section 6.2. Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, 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 Corporation.

Section 6.3. Amendments. These Bylaws may be amended at any meeting of the Board of Trustees by a vote of the majority of the entire Board of Trustees. The charter entity shall be notified of amendments, with amendments subject to approval pursuant to Article 56 of the Education Law and through the process set forth by the charter entity.

ARTICLE VII

STANDARD OF CARE

Section 7.1. Performance of Duties. Each Trustee shall perform all duties of a Trustee, including duties on any committee, in good faith, with undivided loyalty and with that degree of diligence, care and skill, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

Section 7.2. Reliance on Others. In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statement and other financial data, presented or prepared by:

- (i) One or more Officers or employees of the Corporation whom the Trustee believes to be reliable and competent in the matters presented;
- (ii) Legal counsel, public accountants or other persons as to matters that the Trustee believes are within that person's professional or expert competence; or
- (iii) A Board Committee on which the Trustee does not serve, duly designated in accordance with a provision of the Corporation's Charter or Bylaws, as to matters within its designated authority, provided the Trustee believes the Committee merits confidence and the Trustee acts in good faith, and with that degree of care specified in Section 7.1. and after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Section 7.3. Investments. In investing and dealing with all assets held by the Corporation for investment, the Board shall exercise the standard of care described above in Paragraph D.1. and shall consider among other relevant considerations the long and short term needs of the Corporation in carrying out its purposes, including its present and anticipated financial requirements. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board.

ARTICLE VIII

CONFLICTS OF INTEREST

The following shall be the Conflicts of Interest Policy of the Corporation.

Section 8.1 The General Municipal Law defines prohibited conflicts of interest for school trustees, officers and employees. Under the General Municipal Law, no school officer or employee may have an interest, direct or indirect, in any contract with the School, when such trustee, officer or employee, individually or as a member of the Board, has the power or duty to (a) negotiate, prepare, authorize or approve the contract, or authorize or approve payment under the contract; (b) audit bills or claims under the contract; or (c) appoint an officer or employee who has any of the powers or duties set forth above. No Treasurer may have an interest, direct or indirect, in a bank or trust company designated as a depository or paying agent or for investment of funds of his/her school. This, however, does not preclude payment of lawful compensation and necessary expenses of a school employee in one or more public offices or positions of employment, the holding of which is not prohibited by law.

Section 8.2 Exceptions to Law. The General Municipal Law enumerates a number of exceptions to its general rule prohibiting conflicts. Specifically, the statute provides that its prohibitions on conflict of interest do NOT apply to:

- a) The designation of a bank or trust company as a depository, paying agent, registration agent or for investment of funds of a municipality except when the chief fiscal officer, treasurer, or his/her deputy or employee, has an interest in such bank or trust company; provided, however, that where designation of a bank or trust company outside the municipality would be required because of the foregoing restriction, a bank or trust company within the municipality may nevertheless be so designated;
- b) A contract with a person, firm, corporation or association in which a municipal officer or employee has an interest which is prohibited solely by reason of employment as an officer or employee thereof, if the remuneration of such employment will not be directly affected as a result of such contract and the duties of such employment do not directly involve the procurement, preparation or performance of any part of such contract;
- c) The designation of a newspaper, including but not limited to an official newspaper, for the publication of any notice, resolution, ordinance or other proceeding where such publication is required or authorized by law;
- d) The purchase by a municipality of real property or an interest therein, provided the purchase and the consideration therefore is approved by order of the supreme court upon petition of the governing board;
- e) The acquisition of real property or an interest therein, through condemnation proceedings according to law;

- f) A contract with a membership corporation or other voluntary non-profit corporation or association;
- g) The sale of lands and notes pursuant to Section 60.10 of the local finance law;
- h) A contract in which an officer or employee has an interest if such contract was entered into prior to the time he/she was elected or appointed as such officer or employee, but this does not authorize a renewal of any such contract;
- i) Employment of a licensed physician as school physician for a school upon authorization by a two-thirds vote of the board of trustees;
- j) A contract with a corporation in which an officer or employee has an interest by reason of stockholdings when less than five percent of the outstanding stock of the corporation is owned or controlled directly or indirectly by such officer or employee;
- k) A contract for the furnishing of public utility services when the rates or charges therefore are fixed or regulated by the public service commission;
- l) A contract for the payment of a reasonable rental of a room or rooms owned or leased by an officer or employee when the same are used in the performance of his/her official duties and are so designated as an office;
- m) A contract for the payment of a portion of the compensation of a private employee of an officer when such employee performs part-time service in the official duties of the office;
- n) A contract in which a school officer or employee has an interest if the total consideration payable thereunder, when added to the aggregate amount of all consideration payable under contracts in which such person had an interest during the fiscal year, does not exceed the sum of seven hundred and fifty dollars;
- o) A contract with a member of private industry council established in accordance with the federal job training partnership act or any firm, corporation or association in which such member holds an interest, provided the member discloses such interest to the council and the member does not vote on the contract.

Section 8.3 Express Prohibitions. In addition, the law clearly states that a trustee, officer or employee may not:

- a) Directly or indirectly, solicit any gift, or accept or receive any gift having a value of \$75 or more, whether in the form of money, service, loan, travel, entertainment, hospitality, thing, or promise, or in any other form, under circumstances in which it could reasonably be inferred that the gift was intended to or could reasonably be expected to influence him/her in the performance of his/her official duties, or was intended as a reward for any official action on his/her part;
- b) Disclose confidential information acquired in the course of his/her official duties or use such information to further his/her personal interests;
- c) Receive, or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board; or
- d) Receive, or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board whereby the compensation is to be dependent or contingent upon any action by the agency. This does not prohibit the fixing of fees based upon the reasonable value of services rendered.

Section 8.4 Penalties. Any contract willfully entered into by or with a school in which there is a prohibited interest is void and unenforceable. In addition, any trustee, officer or employee who willfully and knowingly violates the foregoing provisions shall be guilty of a misdemeanor.

It should be noted that competitive bidding does not cure the prohibition against having any interest in a contract when the trustee, officer or the employee has the power to approve the contract.

The law further authorizes, in addition to any other penalty imposed, that any person who knowingly and intentionally violates the above may be fined, suspended, or removed from office or employment in the manner provided by law.

Section 8. 5. Disclosure of Interests. The Legislature has also enacted various disclosure requirements, in an effort to protect the public and to publicize conflicts of interest, so that both the public and the governing body might take appropriate account of any personal interests in assessing the public benefit of a personal transaction.

Any trustee, officer or employee who has, will have, or later acquires an interest in any actual or proposed contract with the Board must publicly disclose the nature and extent of such interest in writing to the Board as soon as he/she has knowledge of it.

Although certain interests may not be expressly prohibited by law, they are still subject to disclosure requirements. Legal counsel should be sought concerning any question regarding disclosure of specific items.

The law requires that written disclosure be made part of and set forth in the minutes of the Board. Once made, no further disclosures with respect to additional contracts with the same party during the remainder of the fiscal year need be made.

Section 8.6. Violations of the Conflicts of Interest Policy. If the Board of Trustees or a committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board of Trustees or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 8.7. Records of Proceedings. The minutes of the Board of Trustees and all committees with Board-delegated powers shall contain --

Names of Persons with Financial Interest. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Trustees' or committee's decision as to whether a conflict of interest in fact existed.

Names of Persons Present. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 8.8. Compensation Committees. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 8.9. Annual Statements. Each Trustee, principal officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person --

Receipt. Has received a copy of the conflicts of interest policy.

Read and Understands. Has read and understands the policy.

Agrees to Comply. Has agreed to comply with the policy.

Tax Exemption. Understands that the Corporation is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 8.10. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Corporation may conduct periodic reviews.

ARTICLE IX

CODE OF ETHICS

The Board of Trustees recognizes that sound, ethical standards of conduct serve to increase the effectiveness of board trustees and their staff as educational leaders in their community. Actions based on an ethical code of conduct promote public confidence and the attainment of school goals. The Board also recognizes its obligation under the General Municipal Law to adopt a code of ethics consistent with the provisions of the General Municipal Law, setting forth the standards of conduct required of all school trustees, officers and employees. Therefore, every officer and employee of the school, whether paid or unpaid, including Board Trustees, shall adhere to the following code of conduct:

Section 9.1. Gifts. An officer or employee of the Corporation shall not directly or indirectly solicit any gifts; nor shall an officer or employee accept or receive any single gift having a value of \$75 or more, or gifts from the same source having a cumulative value of \$75 or more over a twelve-month period, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or any other form, if it could reasonably be inferred that the gift was intended to influence him or her in the performance of his or her official duties or was intended as a reward for any official action on his or her part. However, the Board welcomes and encourages the writing of letters or notes expressing gratitude or appreciation to staff members. Gifts from children that are principally sentimental in nature and of insignificant financial value may be accepted in the spirit in which they are given.

Section 9.2. Confidential information. An officer or employee of the Corporation shall not disclose confidential information acquired by him or her in the course of his or her official duties or use such information to further his or her own personal interest. In addition, he/she shall not disclose information regarding any matters discussed in an executive session of the Board, whether such information is deemed confidential or not.

Section 9.3. Representation before the Board. An officer or employee of the Corporation shall not receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the school board.

Section 9.4. Representation before the Board for a contingent fee: An officer or employee of the Corporation shall not receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the school board, whereby the compensation is to be dependent or contingent upon any action by the school with respect to such matter, provided that this paragraph shall not prohibit the fixing at any time of fees based upon the reasonable value of the services rendered.

Section 9.5. Disclosure of interest in matters before the Board. A member of the Board of Trustees and any officer or employee of the Corporation, whether paid or unpaid, who participates in the discussion or gives official opinion to the Board on any matter before the Board shall publicly disclose on the official record the nature and extent of any direct or indirect financial or other private interest he or she has in such matter. The term “interest” means a pecuniary or material benefit accruing to an officer or employee.

Section 9.6. Investments in conflict with official duties. An officer or employee of the Corporation shall not invest or hold any investment directly in any financial, business, commercial or other private transaction that creates a conflict with his or her official duties.

Section 9.7. Private employment. An officer or employee of the Corporation shall not engage in, solicit, negotiate for or promise to accept private employment when that employment or service creates a conflict with or impairs the proper discharge of his or her official duties.

Section 9.8. Future employment. An officer or employee of the Corporation shall not, after the termination of service or employment with the Board, appear before the Board or any panel or committee of the Board, in relation to any case, proceeding, or application in which he or she personally participated during the period of his or her service or employment or that was under his or her active consideration. This shall not bar or prevent the timely filing by a present or former officer or employee of any claim, account, demand or suit against the district on his or her own behalf or on behalf of any member of his or her family arising out of any personal injury or property damage or for any lawful benefit authorized or permitted by law.

Section 9.9. Distribution of Code of Ethics. The Executive Director shall cause a copy of this Code of Ethics to be distributed annually to every officer and employee of the school. Each officer and employee elected or appointed thereafter shall be furnished a copy before entering upon the duties of his or her office or employment.

Section 9.10. Penalties. In addition to any penalty contained in any other provision of law, any person who shall knowingly and intentionally violate any of the provisions of the Board's code of ethics may be fined, suspended or removed from office or employment, as the case may be, in the manner provided by law.

CERTIFICATE OF THE PRESIDENT

The undersigned does hereby certify that the undersigned is the President of the Charter School, an education Corporation duly organized and existing under the laws of the State of New York; that the foregoing Bylaws of said Corporation were duly and regularly adopted as such by the Board of Trustees of said Corporation; and that the above and foregoing Bylaws are now in full force and effect.

_____, President Dated: _____

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