



## ATTACHMENT 5b BY-LAWS

### Article I.

#### General Provisions

Section 1. Name: The name of the school is OnTECH Charter High School (hereafter known as the “*School*”). The Educational Corporation known as the School shall have no members.

Section 2. Purpose: The purpose of the School is to operate and maintain a public school under a charter granted by the New York State Board of Regents as set forth in its Charter (as amended from time to time, the “*Charter*”).

Section 3. Charter: The Charter is hereby made a part of these bylaws and the powers of the School and of its Trustees and officers and all matters concerning the conduct and regulation of the affairs of the School, shall be subject to such provisions in regard thereto, if any, as are set forth in the Charter. In the event of any inconsistency between the Charter and these bylaws, the Charter shall be controlling. All references in these bylaws to the Charter shall be construed to mean the Charter as from time to time amended.

### Article II.

#### Board of Trustees

Section 1. Powers. The Board of Trustees (hereafter known as the “*Board*”) shall be the highest governing body of the School.

- (a) The Board will be responsible for the property, affairs, business, policy and goals of the School.
- (b) The Board, by the vote of a majority of the Trustees then in office, shall appoint and determine the terms and conditions of employment of the Principal of the School.
- (c) The Board may delegate responsibility for day-to-day operations of the School to the Principal.

Section 2. Composition. The Board shall consist of five to fifteen persons (hereafter known as the “*Trustees*”), the exact number of Trustees to be determined from time to time by resolution of the Board. No decrease in the number of Trustees shall shorten the term of any incumbent Trustee.

Section 3. Classes. The Board shall have two classes of Trustees, each class to be as nearly equal in number as possible, as determined by the Board. The initial classification of the Trustees will be established by the Board.

Section 4. Terms. The term of each Trustee shall be for three years. At each annual meeting of the Board, the Board shall appoint, in accordance with Section 5 of this Article II, successors of the class of Trustees whose term expires at that meeting to hold office for a term expiring at the annual meeting of the Board held in the second year following the year of their appointment. Each Trustee shall serve until the expiration of the term for which he or she is appointed and, unless the Board shall determine that a vacancy shall be left upon the expiration of such term, until a successor shall have been appointed and shall have been qualified. Each Trustee may serve up to three consecutive three-year terms, after which time such Trustee shall be re-eligible to serve as a Trustee only after a lapse of one year. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office, if any, but such the completion of such unexpired term shall not considered part of the three consecutive term limit.

Section 5. Selection. The successors of the class of Trustees whose terms expire at an annual meeting shall be designated, and any vacancy occurring as a result of the resignation or removal of any Trustee or an increase in the number of Trustees shall be filled, upon the recommendation of the Nominating Committee, by the affirmative vote of the majority of the Trustees then in office.

Section 6. Resignation and Removal. Any Trustee may resign from the Board by delivering a resignation in writing to the Secretary or Chairperson. If a Trustee fails to attend three consecutive meetings of the Board without excuse accepted by the Board, then the absent Trustee shall be deemed to have resigned as a Trustee. The Board may remove any Trustee with or without cause by a vote of two-thirds of the Trustees then in office (excluding the Trustee being removed) at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been provided to the Trustee proposed for removal at least ten (10) days before any final action is taken by the Board.

### Article III.

#### Meetings

Section 1. Notice. Written notice of the date, time and place of (a) any meeting scheduled at least one week prior thereto shall be given to each Trustee not less than five (5) calendar days before the meeting and (b) any other meeting shall be given to each Trustee at a reasonable time prior thereto. Any Trustee may waive notice or any meeting and the attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting unless the Trustee attends the meeting for the express purpose of objecting to the method of notice for such meeting. Public notice of meetings shall also be given to the extent and in the manner required by the Open Meetings Law.

Section 2. Open Meetings Law. All meetings of the Board shall comply with the New York State Open Meetings Law. To the extent of any conflict between any provision of these Bylaws and the Open Meetings Law, the Open Meetings Law will control.

Section 3. Annual Meeting. An annual meeting shall be held in July in each year or such other date as the Chairperson may fix, or as shall be specified in the notice thereof.

Officers of the Board shall be elected at the annual meeting or at any other meeting as the Board may determine.

Section 4. Regular Meetings. The Board shall meet monthly at the time and place fixed by the Chairperson or as shall be specified in the notice thereof. The annual meeting may count as one of the twelve regular meetings.

Section 5. Special Meetings. Special meetings may be called by the Chairperson or by any Trustee upon written demand for a special meeting signed by at least two members of the Executive Committee.

Section 6. Review of Audited Financials. The Chairperson and Treasurer shall present the audited financial statements of the School on an annual basis to the Board. The Audit will be conducted in accordance with the New York Nonprofit Revitalization Act of 2013.

Section 7. Action at Meetings. A majority of the Trustees then in office who are physically present at a Meeting shall constitute a quorum for purposes of transacting business or making and passing motions. A Trustee that is voted onto the board will be counted as part of quorum at the meeting at which he or she is officially considered a member of the Board. Each Trustee shall be entitled to one vote on each matter submitted to a vote of the Trustees. Except as otherwise provided by law or expressly by the Charter or these Bylaws, the vote of a majority of the Trustees present at the time of such vote, if a quorum is present, shall be the act of the Board, but a majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 8. Contracts. Except as otherwise provided by law, the Board may prospectively or retroactively authorize the Secretary or any other officer(s) or agent(s) for the School, in the name and on behalf of the School, to enter into any contract. Any such authority may be general or confined to specific instances.

#### Article IV.

##### Committees

Section 1. Required Participation. Each Trustee is required to participate on at least one standing Committee.

Section 2. Standing Committees. The following shall be the standing Committees of the Board, the membership of which shall not be limited to Trustees except for the Executive Committee:

- (a) *Executive Committee.* The Executive Committee shall be comprised of the Officers of the Board. The Chairperson of the Board shall be *ex officio* chairperson of the Executive Committee, and the Board Secretary shall be the secretary thereof. The Executive Committee has authority to take action on behalf of the Board on urgent matters in the intervals between meetings of the Board and in implementation of Board decisions. The Executive Committee shall meet as shall be determined by the Chairperson.

- (b) *Nominating Committee.* The Nominating Committee shall present a slate of Officers for election by the Board at each annual meeting of the Board or upon the occurrence of a vacancy of the Board. The Nominating Committee shall accept nominations for Trustee candidates, interview and evaluate candidates, evaluate the performance of incumbent Trustees and report to the Board regarding its evaluation of candidates and Trustees.
- (c) *Legal Committee.* The Legal Committee shall be responsible for oversight of the legal affairs of the School. The Legal Committee shall report to the Board on any legal issues of the School.
- (d) *Finance Committee.* The Finance Committee shall be responsible for oversight of the fiscal management of the School and shall cause to be prepared an annual budget showing estimated operating income and expenses of the School for the ensuing fiscal year and shall submit the budget to the Board for approval. In addition, the Finance Committee shall report to the Board on any other matters pertaining to the finances of the School.
- (e) *Audit Committee.* The Audit Committee shall at least once each calendar year, cause the books of the School to be duly audited by an independent certified public accountant designated by the Board. The Audit Committee shall supervise the School's internal auditor in the periodic review of the adequacy and implementation of the School's internal audit controls, the adequacy and competency of related personnel and the policies and procedures with respect to the maintenance of the School's books and records and accounting procedures and controls, and make recommendations to the Board concerning such matters.
- (f) *Academic Committee.* The Committee on Academic Excellence shall be responsible for oversight of the academic program of the School, and shall report to the Board about matters relating to its visits to classrooms, review of student work and meetings with the school leadership.
- (g) *Other Committees.* In addition to the standing Committees described above, the Board, by resolution adopted by a majority of the Trustees then in office, shall have the power to create such other standing Committees of the Board, each of which Committees, to the extent provided in the resolution, shall have the authority of the Board, to the full extent permitted by law.

Section 3. Special and Ad Hoc Committees. The Board, by resolution adopted by a majority of the Trustees then in office, may create special or ad hoc Committees of the Board as it may deem desirable. Such special or ad hoc Committees of the Board may include Trustees and such other persons as may be selected by the Board and shall have only the powers specifically delegated to them by the Board, to the extent permitted by law, and shall serve at the

pleasure of the Board. The members and chairperson of all such special or ad hoc Committees shall be appointed by the Board.

Section 4. Limitations on Authority of Committees. No Committee shall have authority as to the following matters: (a) the filling of vacancies on the Board or on any Committee of the Board; (b) the amendment or repeal of these Bylaws or the adoption of new provisions thereof; or (c) the amendment or repeal of any resolution of the Board that by its terms shall not be amendable or repealable.

## Article V.

### Officers

Section 1. Officers. There shall be four officer positions of the Board (hereafter known as the “*Officers*”) consisting of a Chairperson, Vice-Chairperson, Secretary and Treasurer. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be elected annually by the Board at its annual meeting by a vote of the majority of the Trustees present at the time of such vote, and shall hold office until the next annual meeting after their election and until their successors shall have been elected and shall have qualified. The duties of the Officers are as follows:

- (a) *Chairperson.* The Chairperson shall convene annual and regularly scheduled Board meetings and shall preside or arrange for the Vice-Chairperson or other Trustees to preside at each meeting. The Chairperson shall also preside or arrange for the Vice-Chairperson or other Trustees to preside at meetings of the Executive Committee. The Chairperson shall be deemed to act as, and may exercise the powers of, President of the School to the extent action in such capacity is necessary or desirable. The Chairperson shall perform duties incident to the office of the President as required, including, but not limited to, signing documents in lieu of a President where the signature of a President is required. The Chairperson shall perform such other duties as may from time to time be assigned to him or her by the Board.
- (b) *Vice-Chairperson.* The Vice-Chairperson will assume the responsibilities of the Chairperson in his or her absence, including convening regularly scheduled Board meetings and presiding or arranging for other Trustees to preside at each meeting.
- (c) *Secretary.* The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings and creating the agenda for each meeting. The Secretary also shall be responsible for sending out meeting announcements, distributing copies of minutes and the agenda to each Trustee, and act as the liaison between the Board and its committees.

- (d) *Treasurer.* The Treasurer shall be responsible for the oversight and audit of the school's finances. The Treasurer shall, with the approval of a plurality of the Board, select an auditor to conduct the annual audit.

Section 2. Removal and Resignation. Any Officer may resign from the Board by delivering a resignation in writing to the Secretary or Chairperson. The Board may remove any Officer with or without cause at any time by action of the Board. Any Trustee that resigns or is removed as such shall be deemed to have concurrently resigned as an Officer. In case of an emergency, any Officer may be suspended by a majority of the entire Executive Committee, pending further action by the Board.

## Article VI.

### Indemnification; Insurance

Section 1. Indemnification. The School shall, to the extent permitted by applicable law, indemnify each person who may serve or who has served at any time as an Officer or Trustee of the School, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of such person's serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless such person is successful on the merits, the proceeding was authorized by the Board or the proceeding seeks a declaratory judgment regarding such person's own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which such person shall have been finally adjudicated in any proceeding as not having acted in good faith in the reasonable belief that his or her action was in the best interests of the School. Further, such indemnification shall extend to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, so long as the payment and indemnification thereof have been approved by the Board, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the School of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if such person shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment. The right to indemnification under this Section shall be a contract right inuring to the benefit of the Officers and Trustees and no amendment or repeal of this Section shall adversely affect any right of such Officer or Trustee existing at the time of such amendment or repeal. The right to indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Officer or Trustee.

Section 2. Insurance. The School shall prescribe and maintain adequate insurance to indemnify Trustees and officers of the School, on any terms and conditions set forth in a resolution of the Board.

## Article VII.

### Amendments

Section 1. Amendments. These Bylaws will be reviewed annually and may be amended by a vote of no less than two-thirds of the number of Trustees then in office. Proposed amendments to these Bylaws must be submitted to the Secretary to be sent out with regular Board announcements.