

BYLAWS
OF
Enterprise Charter School

**An Education Corporation under Article 56
of the Education Law of the State of New York**

ARTICLE I
APPLICABLE LAW

Section 1.1 Public School.

The Enterprise Charter School (the “Corporation”) is a charter school as defined in the New York State Charter Schools Act (Article 56) of the Education Law of the State of New York. Except as otherwise provided by the Education Law of the State of New York, the Corporation is an independent and autonomous public school.

Section 1.2. Not for Profit Corporation Status.

Pursuant to the Education Law of the State of New York, and except as otherwise provided by said law, the Corporation is a Type B New York State not for profit corporation as defined in the Not For Profit Corporation Law of the State of New York. The Corporation is a non-membership corporation.

Section 1.3. Closure or Dissolution.

In the event of closure or dissolution of the Corporation for any reason, transfer of students and student records, and disposition of the Corporation’s assets shall occur as required under New York State Charter Schools Act (Article 56) of the Education Law of the State of New York.

ARTICLE II
BOARD OF TRUSTEES

Section 2.1. Board Member Responsibilities and Management of Corporate Affairs.

Except as otherwise provided by law, the Education Law of the State of New York, the charter approved by the Board of Regents and issued to the Corporation by the Board of Regents of the University of the State of New York (“Charter”) or these bylaws, the activities, property and affairs of the Corporation shall be managed by the Board of Trustees. The Board of Trustees is responsible for management of the Enterprise Charter School academic, financial, operations, property and all other affairs of the Corporation. Each board member will be required to participate in training regarding roles, responsibility and scope of authority. Specific training regarding fiscal accountability will be provided in accordance with Education Law.2102- as required and applicable.

Section 2.2. Number and Qualifications.

The Board of Trustees shall consist of a minimum of seven (7) voting members, at least six (6) of whom shall be classified as “At-Large Trustees”, and at least one (1) of whom shall be classified as a “Parent Representative Trustee”. At-Large Trustees shall be community leaders who are representative of the community at large. Each Parent Representative Trustee shall be a parent/guardian of child(ren) enrolled in Enterprise Charter School. All Trustees shall be strongly committed to improving public school educational opportunities for all children and fully supportive of Enterprise Charter

School's mission statement, goals and objectives. The Trustees may increase or decrease the number of Trustees of the Corporation by vote of the majority of the entire board, but the number of Trustees constituting the entire board shall at no time be less than seven (7) nor more than eleven (11), and at no time shall there be any less than one (1) Parent Representative Trustee. No decrease in the number of Trustees shall shorten the term of any incumbent Trustee. All of the Trustees shall be at least eighteen (18) years of age. Every Trustee, before being elected and seated as a Trustee, shall be approved for election to the Board of Trustees by the Board of Trustees as required by the Charter and by the school's authorizer as required. Board of Trustees members will be required to attend required training pursuant to New York State Law. Qualifications for trustees also include a commitment to improving public school educational opportunities for all children and full support of Enterprise Charter School's mission statement, goals and objectives.

Section 2.3 Employee Liaisons.

Two Employee Liaisons shall be designated by a majority vote of the employees at Enterprise Charter School. One Employee Liaison shall be a teacher and one shall be a non-instructional (non-teacher) employee. Employee Liaisons shall serve a term of no more than three (3) years. In order to be designated as an Employee Liaison, a person must be a current employee of Enterprise Charter School, and the term will automatically expire upon the termination or resignation of his or her employment at Enterprise Charter School. Employees who serve as direct supervisors of other employees are not eligible to serve as Employee Liaisons. All vacancies shall be filled by a majority vote of the employees at Enterprise Charter School.

Employee Liaisons shall have a standing invitation to all regular meetings and to executive session, but shall be excused from executive session during any discussion or votes regarding employee wages, benefits, and/or performance or discipline of individual employees. Employee Liaisons are not Board members, and shall not vote on any issue before the Board of Trustees. Employee Liaisons are not authorized to negotiate for, advocate for, or approve any contracts or decisions on behalf of the Board of Trustees, any individual employee of Enterprise Charter School, or the collective employees of Enterprise Charter School. The purpose of the Employee Liaisons is to serve as conduits for open communication between the employees and the Board of Trustees.

Section 2.4. Term of Office.

Each At-Large Trustee term of office shall be for a period of three (3) years. Each Parent Representative Trustee term of office shall be the shorter of either a period of three (3) years or until the Parent Representative Trustee no longer has any child(ren) attending Enterprise Charter School.

Section 2.5. Election of Trustees.

Except as otherwise provided by law, the Education Law of the State of New York, the Charter or these bylaws, election of At-Large Trustees to fill expired terms take place at the annual meeting of the Board of Trustees (see Article III, Section 3.3.). One (1) Parent Representative Trustee is designated to be a member of the Board of

Trustees by a majority vote of the voting parent/guardians of those children enrolled at Enterprise Charter School. The Parent Representative Trustee is designated to be a member of the Board of Trustees by a majority vote of the voting parents/guardians of those children enrolled at Enterprise Charter School whenever a Parent Representative Trustee term expires or a vacancy occurs. Any parent/guardian designated to be a Parent Representative Trustee is seated immediately upon approval of the Board of Trustees as required by the Charter and by the school's authorizer as required.

Section 2.6. Vacancies.

Newly created At-Large Trusteeships resulting from an increase in the number of Trustees and/or vacancies occurring in the Board of Trustees for any reason may be filled by vote of a majority of the Trustees then in office. A Trustee elected to fill a vacancy shall hold office until the expiration of the term he or she was elected to complete.

Section 2.7. Resignation.

Any member of the Board of Trustees may resign at any time by giving his or her resignation to the President, Vice President or Secretary. A Trustee's resignation will take effect at the time designated by the resigning Trustee. Unless otherwise specified in a notice of resignation from the resigning Trustee, Board of Trustee acceptance of resignation shall not be necessary to make the resignation effective.

Section 2.8. Removal.

Any Trustee may be removed for cause by the affirmative vote of the majority of the entire board in accordance with Education Law 226(8), notice of which shall have referred to the proposed action. Unexcused absence from two (2) consecutive regular meetings of the board or four (4) regular meetings of the board in any 12-month period shall, without limitation, be considered cause for removal.

Section 2.9. Contracts with the Corporation.

No member of the board shall be interested, directly or indirectly, in any contract relating to the operations of the Corporation, nor in any contract for furnishing supplies thereto.

Section 2.10. Compensation.

No Trustee shall receive, directly or indirectly, salary, compensation or emolument from the Corporation for acting as a Trustee, except reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

ARTICLE III

MEETINGS OF TRUSTEES

Section 3.1. Regular Meetings.

Regular meetings of the Board of Trustees of the Corporation, for the transaction of such business as may be set forth in the notice of the meeting, shall be held at such

time and place as shall be determined by the Board of Trustees and the notice of meeting shall specify. Enterprise Charter School shall conduct a minimum of ten regular meetings per year between July 1st and June 30th.

Section 3.2. Special Meetings.

Special meetings of the Board of Trustees may be called at any time by the President, or in his or her absence or disability, the Vice-President, and must be called by such officer on written request by three (3) Trustees. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board of Trustees shall be held at such time and place as the person calling the meeting shall determine and the notice of the meetings shall specify.

Section 3.3. Annual Meeting.

The annual meeting of the Board of Trustees shall be the regular meeting held in July of each year, or such other regular meeting as the Board of Trustees shall designate.

Section 3.4. Notice of Meetings.

Notice of each regular or special meeting of the Board of Trustees stating the time and place thereof shall be given by the President, the Vice President or the Secretary to each member of the board not less than seven (7) days before the

meeting, by mailing the notice, postage prepaid, addressed to each member of the board at his or her residence or usual place of business, or not less than five (5) days before the meeting, by delivering the notice to each member of the board personally, or by telephone and/or electronically. Employee Liaisons shall be provided notice of all regular meetings in the same manner described above. Whether to give notice of special meeting to the Employee Liaisons shall be within the discretion of the officer calling the meeting.

Section 3.5. Quorum and Action of the Board or Trustees.

At all meetings of the Board of Trustees, except as otherwise provided by law, the Education Law of the State of New York, the Charter or these bylaws, a quorum shall be required for the transaction of business, which quorum shall consist of a simple majority of Trustees not including vacancies, and the vote of a majority of the Trustees present shall decide any question that may come before the meeting. Individuals who participate in board meetings by telephone may not be counted for purposes of meeting a quorum and are not permitted to vote.

Section 3.6. Procedure.

The order of business and all other matters of procedure at every meeting of the Trustees may be determined by the person presiding at the meeting.

Section 3.7. Public Notice.

In addition to the notice requirements set forth above, public notice of any and all meetings of the Board of Trustees, and any committee or subcommittee shall be given as required by the Open Meetings Law of the State of New York. To the extent of any conflict between any provision of these bylaws and the Open Meetings Law, the Open Meetings Law shall prevail and control.

ARTICLE IV

COMMITTEES OF THE BOARD OF TRUSTEES

Section 4.1. Executive Committee.

There shall be an Executive Committee which shall consist of the officers of the Corporation and the chair of the Human Resources/Personnel Committee. Except as otherwise provided by law, the Education Law of the State of New York, the Charter or these bylaws, all acts done and power and authority conferred by the Executive Committee from time to time within the scope of its authority shall be, and may be deemed to be, and may be specified as being, an act under the authority of the Board of Trustees.

Section 4.2. Audit and Finance Committee.

The Board of Trustees, by resolution or resolutions adopted by a majority of the entire board, shall designate from among its members an Audit and Finance Committee

which shall consist of the chairman and at least two (2) other Trustees. The Audit and Finance Committee shall be responsible for the fiscal health and well-being of the Enterprise Charter School. This committee will monitor finances, review budgets and financial statements and make financial recommendations to the Board of Trustees as necessary. The Treasurer shall chair this committee.

Section 4.3. Human Resources/Personnel Committee.

The Board of Trustees, by resolution or resolutions adopted by a majority of the entire board, shall designate from among its members a Human Resources/Personnel Committee which shall consist of the chairman and at least two (2) other Trustees. The Human Resources/Personnel Committee shall be responsible for all human resource issues including, but not limited to making recommendations as to: (1) staffing in concurrence with the school CEO; (2) compensation and benefits; (3) personnel policies and (4) work place safety. The president shall designate the chair of the Human Resources/Personnel Committee.

Section 4.4. Other Committees.

The Board of Trustees, by resolution or resolutions adopted by a majority of the entire board, shall designate from time to time from among its members such other committees (ad hoc and standing) as the Board of Trustees deems necessary. Any such other committee shall consist of a chairman and at least two (2) other Trustees. The president shall designate the chair of any such other committees.

Section 4.5. Acts and Proceedings.

Every committee shall, at the discretion of the committee chair, be able to appoint such subcommittee(s) as may be necessary. Each committee and subcommittee shall keep regular minutes of its proceedings and report its actions to the Board of Trustees when required.

Section 4.6. Meetings of Committees and Subcommittees.

Committees and subcommittees of Trustees shall meet at such times and places as the chair of each committee shall determine and the notice of the meeting shall specify. Meetings of committees and subcommittees of Trustees shall be governed by the provisions of Sections 5, 6 & 7 of Article III of these bylaws, which govern meetings of the entire Board of Directors.

Section 4.7. Notice and Public Notice of Meetings of Committees and Subcommittees.

Reasonable notice of meetings of committees and subcommittees shall be provided by the chair of each such committee or subcommittee. In addition, public notice of any and all meetings of any committee or subcommittee shall be given as required by the Open Meetings Law of the State of New York. . To the extent of any conflict between any provision of these bylaws and the Open Meetings Law, the Open Meetings Law shall prevail and control.

ARTICLE V

OFFICERS

Section 5.1. Officers.

The Board of Trustees shall, at its annual meeting, appoint or elect from among its members a Chairman, Vice Chairman, Secretary and Treasurer. The Board of Trustees may from time to time elect or appoint such additional officers as it deems necessary. Such additional officers shall have such authority and perform such duties as the Board of Trustees may from time to time prescribe. The responsibilities of the officers shall be as follows:

Chairman: The Chairman shall be the chief executive officer of the Corporation, shall preside at all meetings of the Corporation and the Board of Trustees; and shall, in general, perform such other duties incident to the office of the Chairman and shall do and perform such other duties as may be assigned to him or her from time to time by the Board of Trustees.

Vice Chairman: In the absence of the Chairman, the Vice Chairman shall perform all of the duties pertaining to the office of the Chairman. The Vice Chairman shall have such other duties as may be assigned to him or her by the Board of Trustees. In case of a vacancy in the office of the Chairman, the Vice Chairman shall assume the office of the Chairman.

Secretary: The Secretary shall keep the minutes of all meetings of the Board of Trustees, the minutes of all meetings of the members, and, unless otherwise directed, the minutes of all meetings or committees of the Board of Trustees; shall give, or cause

to be given, notice of all meetings of members of the Board; and all other notices required by law or by these bylaws; shall have custody of the corporate books and records; shall affix the Corporate Seal to all instruments requiring it when authorized by the Board or the Chairman.

Treasurer: The Treasurer shall have care and custody of all monies of the Corporation and deposit same in the name of the Corporation in the depository or depositories selected by the Board of Trustees from time to time; shall disburse said funds as ordered or authorized by the Board of Trustees; shall keep accurate records of receipts and disbursements, submit his or her books and records to the Chairman and give an itemized statement of his or her accounts at each annual meeting of the members; and shall, in general, perform all other duties incident to the office of Treasurer and shall do and perform such other duties as may be assigned to him or her from time to time by the Board of Trustees. The Treasurer shall have oversight of all financial systems of the Enterprise Charter School; and be responsible for reviewing the work of the accounting firm and auditing firm engaged by the Enterprise Charter School.

Section 5.2. Term of Office.

Unless otherwise determined by the Board of Trustees, the officers shall hold office until the next annual meeting of the board and until their successors have been elected or appointed and qualified. Each additional officer appointed or elected by the Board of Trustees shall hold office for such term as shall be determined from time to time by the Board of Trustees and until his or her successor has been elected or appointed and qualified. Any officer, however, may be removed or have his or her

authority suspended by the majority of the entire board in accordance with Education Law 226(8) consistent with principles of due process. If the office of any officer becomes vacant for any reason, the Board of Trustees shall have the power to fill such vacancy.

Section 5.3. Resignation.

Any officer may resign at any time by notifying the Board of Trustees, the Chairman or the Secretary of the Corporation in writing. Such resignation shall take effect at the time specified therein and unless otherwise specified in such resignation, the acceptance thereof shall not be necessary to make it effective.

Section 5.4. Duties of Officers May Be Delegated.

In case of the absence or disability of an officer of the Corporation, or for any other reason that the board may deem sufficient, the board may delegate the powers or duties of any officer to any other officer or to any member of the board, except as otherwise provided by law, the Education Law of the State of New York, the Charter or these bylaws.

Section 5.5. Compensation.

No officer of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation for acting as an officer, except reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

ARTICLE VI

INDEMNIFICATION OF TRUSTEES AND OFFICERS

Section 6.1. Right of Indemnification.

Each Trustee and officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a Trustee or officer, shall be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by New York State law or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a Trustee or officer only if such action or proceeding (or part thereof) was authorized by the Board of Trustees.

Section 6.2. Advancement of Expenses.

Expenses incurred by a Trustee or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VI may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such Trustee or officer to repay such advancement in case such Trustee or officer is ultimately found not to be entitled to indemnification as authorized by this Article VI and (b) approval by the

Board of Trustees acting by a quorum consisting of Trustees who are not parties to such action or proceeding or, if such a quorum is not obtainable, then by a vote of a majority of the entire Board of Trustees. To the fullest extent permitted by law, the Board of Trustees shall not be required to find that the Trustee or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expenses hereunder.

Section 6.3. Availability and Interpretation.

To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VI (a) shall be available with respect to events occurring prior to the adoption of this Article VI, (b) shall continue to exist after any rescission or restrictive amendment of this Article VI with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Trustee or officer or, if applicable, at the sole discretion of the testator or intestate of such Trustee or officer seeking such rights, on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the Trustee or officer for whom such rights are sought were parties to a separate written agreement.

Section 6.4. Other Rights.

The rights of indemnification and to the advancement of expenses provided in this Article VI shall not be deemed exclusive of any other rights to which any Trustee or officer of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in these bylaws, a resolution of the Board of Trustees or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VI shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Trustee or officer of the Corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 6.5. Severability.

If this Article VI or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and remainder of this Article VI shall remain fully enforceable. Any payments made pursuant to this Article VI shall be made only out of funds legally available therefore.

ARTICLE VII
CORPORATE FINANCE

Section 7.1. Corporate Funds.

The funds of the Corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board of Trustees may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Trustees from time to time may designate. No officers, agents or employees of the Corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided by this section.

Section 7.2. Fiscal Year.

The fiscal year of the Corporation shall commence on July 1 and end on June 30 unless otherwise provided by the Board of Trustees.

Section 7.3. Loans to Trustees and Officers.

No loans shall be made by the Corporation to anyone.

Section 7.4. Gifts.

Except as otherwise provided by law or the Charter, the Board of Trustees, the executive committee or any authorized officer, employee or agent of the Corporation

may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

Section 7.5. Income from Corporate Activities.

All income from activities of the Corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

ARTICLE VIII

AMENDMENTS

Section 8.1. Procedure for Amending Bylaws.

These bylaws may be adopted, amended or repealed at any meeting of the Board of Trustees by a vote of two-thirds (2/3) of the entire Board of Trustees. Notice of a meeting to vote on adoption, amendment or repeal of any bylaw(s) shall include details and specification of the proposed action.

ARTICLE IX

Conflicts of Charter

Section 9.1 Conflicts between Charter and Bylaws

To the extent there are any conflicts between the terms of the charter school's charter and the terms of these bylaws, the terms of the charter will control.