

**BY-LAWS
of
Dr. Lena Edwards Academic Charter School
A New Jersey Non-Profit School
Amended June 25, 2019**

PREAMBLE

Pursuant to the provisions of Section 15A:9-5, Schools, Nonprofit, of the New Jersey Statutes, Dr. Lena Edwards Charter School (the "School"), organized under the laws of the State of New Jersey, does hereby adopt the following By-Laws:

Section 1. The name of the School is Dr. Lena Edwards Academic Charter School. The location of the principal office of the School will be 509 Bramhall Avenue, Jersey City, New Jersey, 07304.

Section 2. The purposes for which the School is formed are exclusively for charitable, scientific, educational and other purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, including, but not limited to, the provision of a broad range of social, educational and human services to persons in need, and to that end to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to

invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Trustees, will best promote the purposes of the School without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the By-Laws of the School, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Trustees or officers except as permitted under the New Jersey Nonprofit School Act.

Section 3. The number of Trustees of the School shall be not more than Nine (9). The terms for the voting members of the Board shall be three (3) years. The selection of Trustees and the method of electing future Trustees shall be as set forth herein.

Section 4. Annual Meeting.

The annual meeting shall be held in compliance with the provisions of the "New Jersey Open Public Meeting Act 1975 as amended and held at 509 Bramhall Ave., Jersey City, NJ on the Second Tuesday of June of each year upon not less than ten

nor more than sixty day's written notice of the time, place, and purposes of the meeting at the principal business offices of the School or at such other time and place, within or without the State of New Jersey, as shall be specified in the notice of meeting in order to elect trustees of the School and transact such other business as shall come before the meeting. If that date is a legal holiday, the meeting shall be held at the same hour on the next succeeding business day.

Section 5. Board of Trustees Appointment, Annual & Regular Meetings.

The School shall not have members. The Trustees shall have all the power and duties for the conducting of activities of the School.

The number of trustees which shall constitute the whole board shall be not less than one (1) or more than nine (9). Trustees' terms shall be for three (3) years commencing July First.

The three year terms shall be staggered so three terms shall be for a three year term commencing July 1 in different years. By example three terms shall commence year

1, three terms commence year 2 and three terms commence year 3.

Any Board members filling an unexpired term shall take office for the remaining Three (3) Year Term.

The voting members will have among its members: one (1) from the parents of the school, (Parent Trustee) such member's membership shall cease when his or her child ceases to attend Dr. Lena Edwards Academic Charter School. When the "Parent Trustee" ceases to have a child in DLEACS, the Parent trustee shall be replaced by a current parent for the unexpired term.

An annual Board meeting for the election of Trustees and Officers and such other business as may come before the meeting shall be held not later than the Third Tuesday of June of each year upon not less than ten nor more than sixty day's written notice to the Trustees of the time, place and purposes of the meeting at the School's principal location, or such other time and place as shall be specified in the notice of meeting. The Board will provide for ten (10) regular meetings, one of which will also be designated the Annual Meeting which may be

held without the aforesaid notice to the Trustees, by resolution adopted at any Board meeting. All notices of Board meetings shall comply with the notice requirement contained in the Open Public Meetings Act, N.J.S.A. §10:4-6 et seq.

Section 6. Special Meetings of the Board.

Special meetings of the board for any purpose or purposes may be called at any time by the president or by two trustees. Such meetings shall be held upon notice given in accord with the Open Public Meeting Act, Such notice shall specify the time and place of the meeting and the agenda.

Section 7. Action without Meeting:

The Board or any committee of the Board may act without a meeting if, prior or subsequent to such action, each trustee or committee member shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the meeting and made public at the next Board of Trustees meeting.

Section 8. Meeting By Telephone.

The Board or a committee of the Board may participate in meetings of the Board or such committee, by means of a telephone conference call or any other means of communication by which all persons participating in or attending the meeting are able to hear and/or see each other.

Section 9. Quorum and Voting of Board of Trustees.

A majority of the entire voting members of the board shall constitute a quorum for the transaction of business at any meeting and the affirmative vote of a majority of the trustees present and entitled to vote shall be necessary to approve questions before such meeting.

Section 10. Vacancies in Board of Trustees.

Any vacancy in the board, including a vacancy caused by an increase in the number of trustees shall be filled by the affirmative vote of a majority of the remaining trustees even though less than a quorum of the board, or by a sole remaining Trustees.

Section 11. Waivers of Notice and Adjournments.

Any notice required by these By-Laws, the Certificate of Incorporation, or by the New Jersey Law maybe waived by a writing signed by the person or persons entitled to such notice either before or after the time stated therein. Any trustee attending a meeting without protesting, prior to its conclusion, a lack of notice shall be deemed to have waived notice of such meeting. Neither the business to be transacted at nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Notice of an adjournment meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed fifteen days in any one adjournment.

Section 12. Officers.

At its regular meeting following the annual meeting, the board shall elect a president, vice president(s), a treasurer, and a chief executive/assistant secretary (at the sole option of

the board) and such other officers as it shall deem necessary.
The SBA shall be the Secretary.

No officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law, these By-Laws or the Certificate of Incorporation to be executed, acknowledged or verified by two (2) or more officers.

Section 13. Duties and Authority of President.

The president shall be in responsible for the operations of the School. He shall have charge and supervision over and responsibility for the business and affairs of the School. Unless otherwise directed by the board, all other officers shall be subject to the authority and the supervision of the president. The president may enter into and execute in the name of the School contracts or other instruments in the regular course of business which are authorized, either generally or specifically, by the board. He shall have the general powers and duties of management usually vested in the office of president of the School. and shall be a signer on all bank accounts together with the Secretary of the Board. (School business Administrator)

Section 14. Duties and Authority of Vice President.

In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice presidents shall perform such other duties and have such other powers as the board or the president may from time to time prescribe.

Section 15. Duties and Authority of Treasurer.

The treasurer shall prepare bank reconciliations the treasurer's report and have custody of the funds and securities of the School and shall keep or cause to be kept regular books of account for the School. The treasurer shall perform such other duties and possess such other powers as are incident to his office or as shall be assigned to him by the president of the board.

Section 16. Duties and Authority of Secretary.

The secretary shall be the Certified School Business Administrator of the School and shall cause notices of all meetings to be served as prescribed in these By-Laws, the Laws of the State of New Jersey and shall keep or cause to be kept the minutes of all meetings of the board. The secretary shall have charge of the seal of the School. He shall be co-signer with the president on all bank accounts and perform such other duties and possess such other powers as are incident to his office or as are assigned to him by the president or the board.

Section 17. Duties and Authority of Chief Executive / Assistant Secretary.

The Board may employ a Chief Executive (CEO) to be responsible for the day to day operation of the School in conjunction with the President and Officers of the Board. The CEO shall report directly to the President of the Board. The Chief Executive's duties and responsibilities shall be as defined by the Board and contained in an Employment Agreement.

The CEO shall also be the Assistant Secretary and perform the duties of the Secretary, in the absence of the Secretary or in the event of disability or refusal to act and perform the

duties of the Secretary. When so acting the CEO shall have all the powers of and be subject to all the restrictions upon the Secretary.

Section 18. As a means of accomplishing the foregoing purposes, the School Board of trustees shall have the following powers:

(a) To apply for, accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated, from any person, firm, School, private, public, federal, state, county or municipal body or entity.

(b) To pay or distribute such portions or the whole of its net income or principal, or both, from whatever sources derived, in furtherance of its purposes or anyone of them, as its Board of Trustees shall determine.

(c) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, for any of its purposes, any property,

both real and personal, of whatever kind, nature or description and wherever situated.

(d) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the School for moneys borrowed or in payment for property acquired or for any of the other purposes of the School, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the School wherever situated, whether now owned or hereafter to be acquired.

(e) To invest and reinvest its funds, in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions in any bequest, devise, grant or gift.

(f) To take advantage of any rights to subscribe for additional stocks, bonds, or other investments and to make any

and all necessary payments therefore, and generally to exercise in respect of all stocks, bonds, investments, or other property, real or personal, all rights, powers and privileges as are or may be lawfully exercised by any School or person holding similar property in his own right.

Section 19. Contracts.

(a) No contract or other transaction between this School and any other corporation shall be impaired affected or invalidated, nor shall any trustee be liable in any way by reason of the fact that any one or more of the trustees of this School is or are interested in, or is a director or officer, or are trustees or officers of such other corporation, provide that such facts are disclosed or made known to the board.

(b) Any Trustees personally and individually, may not be a party to or may not be interested in any contract or transaction of this School.

Section 20. Registered Agent. The name and address of the registered agent of the School upon whom process against the School may be served is Connell Foley LLP, 23 Chapel Avenue, Jersey City, New Jersey 07305.

Section 21. Distribution of Assets. No part of the net earnings of the School shall inure to the benefit of or be distributable to its Trustees, officers, or other private persons, except the School shall be authorized and empowered to reimburse reasonable out of pocket expenses and to make payments and distributions in furtherance of its purposes or any of them. No substantial part of the activities of the School shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the School shall not participate in, or intervene in (including and publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the School shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of any future United States Internal Revenue Law).

Section 22. The School shall not engage in any act of self-dealing as defined in Section 4541(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 23. The School shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 24. The School shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 25. The School shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 26, The Board shall employ an independent CPA firm to provide annual audits.

Section 27. Upon the dissolution of the School, the Board of Trustees shall, after paying or making provision for

the payment of all the liabilities of the School, dispose of all of the assets of the School exclusively for the purposes of the School in such manner, to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

Section 28. Indemnification

The private property of the Incorporators, Trustees, and officers of the School shall not be subject to the payment of corporate debts to any extent whatsoever.

All Trustees, officers, employees and agents of the School shall be indemnified to the full extent permitted by law. Such indemnification may be funded through insurance or otherwise as authorized by the Board of Trustees.

Section 29. Amendments to By-Laws.

These By-Laws may be altered, amended or repealed by a majority of the Trustees of the Board. Any by-law adopted, amended or repealed by a majority of the trustees may be

amended or repealed by a majority of the trustees, unless the resolution of the trustees adopting such by-law expressly reserves the right to amend or repeal it to a greater number than the majority of the Board

Section 30. **Fiscal Year.** The fiscal year of the School shall be July 1 to June 30.

Section 31. **Force and effect of By-Laws.**

These By-Laws are subject to the provisions of the New Jersey Business Corporation act and the School's Certificate of Incorporation, as it may be amended from time to time. If any provision of these By-Laws is inconsistent with a provision in that Act or the Certificate of Incorporation, the provision of that act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

Section 32. **Insurance.**

The Board of Trustees shall provide for liability and other forms of insurance considered to be necessary and prudent as protection against possible claims.

Section 33. **Committees of the Board of Trustees.**

There shall be four standing committees(s) of the Board of Trustees: Executive Committee, Finance Committee, Nominating Committee and Compensation Committee. In addition to the provisions for the standing committees, the Board, by resolution approved by a majority of the entire Board, may appoint from among the Trustees one or more committees, of one or more members (which may include persons who are not trustees, provided that at least one member of each committee shall be a trustee and that any act of any committee which has members which are not Trustees shall be advisory, shall not bind the Board of the School and shall be subject to Board approval) each of which, to the extent provided in the resolution, shall have and may exercise the authority of the Board, except that no such committee shall:

- (a) make, alter or repeal any by-law of the School;**
- (b) elect or appoint any Officer of Trustee, or remove any Officer or Trustee; or**
- (c) amend or repeal any resolution previously adopted by the Board.**

The Board, by resolution adopted by a majority of the entire Board, may:

- (a) fill any vacancy in such committee;**

- (b) appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee;**
- (c) abolish any such committee at its pleasure; or**
- (d) remove any members of such committee at any time, with or without cause.**

A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting in which a quorum is present shall be the act of such committee. Each committee shall appoint among its members a chairperson unless the resolution of the Board establishing such committee designates the chairperson, in which case, in event of a vacancy in the chairperson, the Board shall fill the vacancy.

Actions taken at a meeting of any such committee shall be kept in a record of its proceedings which shall be reported to the Board at its next meeting following such committee meeting, except that when the meeting of Board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at its second meeting

following such committee meeting. All notices of committee meetings shall comply with the notice requirements contained in Open Public meeting Act, N.J.S.A. §10:4-6 et seq.

A. Executive Committee: The Board, by resolution adopted by a majority of entire Board, may designate from among its members an Executive Committee consisting of three or more Trustees. Such committee shall have, subject to the provisions of Section 19, such powers of the Board of Trustees as may be provided in the resolution establishing the committee.

B. Nominating Committee: The President shall, with the advice and consent of the Board, appoint a nominating committee of three or more persons (which may include person who are not Trustees, provided that at least one member of the nominating committee shall be a Trustee), which shall recommend to the Board the names of the community members to be submitted for election as Trustees. Names for a roster of prospective Trustees may be suggested to Nominating Committee, during the year, by any Trustee or parent of a student enrolled in the School.

C. Finance Committee: The Finance Committee shall consist of the Treasurer, as Chair, and two to four additional trustees. It shall study the school's finances, develop relevant plans and recommend an auditor for Boards selection and report on all financial matters to the Board of Trustees.

D. Compensation Committee: the Compensation Committee shall consist of the Treasurer and at least two other Trustees, the CEO and any other appointees by the President. It shall advise the Board on all salaries of the employees of the school, review evaluations of the employees and assist in establishing an Incentive Pay Program. It shall make recommendations to the Board for annual compensation and incentive pay based on performance as well as any other tasks assigned by the President.