

THIRD AMENDED AND RESTATED
BYLAWS OF INTEGRATION CHARTER SCHOOLS

ARTICLE I

ORGANIZATION

Section 1. Name. The name of the corporation is INTEGRATION CHARTER SCHOOLS (the “**Corporation**”), formerly known as New Ventures Charter School.

Section 2. Legal Organization. The Corporation is incorporated as a non-stock education corporation pursuant to Section 2853 of the New York Education Law (the “**Charter Law**”).

Section 3. Members. The Corporation shall have no members.

Section 4. Principal Place of Business. The principal place of business of the Corporation shall be located at Corporate Commons 2 at 2 Teleport Drive, Staten Island, New York 10311, or at such other place as the Board of Trustees (the “**Board**”) may select by resolution or amendment of these Third Amended and Restated Bylaws (the “**Bylaws**”).

Section 5. Fiscal Year. The fiscal year of the Corporation shall commence on July 1 in each calendar year and end on June 30 of the succeeding year.

Section 6. Books. There shall be kept at the principal place of business of the Corporation (a) correct and complete books and records of account, (b) minutes of the proceedings of the Board and any Committees, (c) a current list of the trustees and officers of the Corporation and their residence addresses and other contact information, (d) a copy of these Bylaws, (e) a copy of the Corporation’s application for recognition of exemption with the Internal Revenue Service (Form 1023), and (f) copies of the past years’ information returns to the Internal Revenue Service (Form 990).

Section 7. General Purposes. The Corporation is organized and will be operated exclusively to carry out educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may be amended hereafter (“**Section 501(c)(3)**”), including, but not limited to:

(a) operating public charter schools (the “**Charter Schools**”) in Staten Island, New York pursuant to the Corporation’s charter agreement (or agreements) (the “**Charter**”);

(b) exercising all rights and powers conferred by the laws of the State of New York upon not-for-profit education corporations and consistent with the Constitution of the State of New York and the Charter, including, but not limited to, raising funds, receiving gifts, bequests and contributions in any form, using, applying, investing and reinvesting the principal and income therefrom and distributing the same for the above purposes; and

(c) engaging 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).

Section 8. Mission. Integration Charter Schools is dedicated to providing innovative pathways to college that fully integrate students living with emotional challenges and others with special needs. In building a network of associated schools which share this common mission, ICS strives to fill gaps in public education. When fully realized, ICS, in conjunction with the local public schools, will provide Staten Island parents of special needs children with an array of options which is richer than that enjoyed by any other community in the United States.

ARTICLE II

BOARD OF TRUSTEES AND NON-VOTING TRUSTEES

Section 1. Number of Trustees. The Board shall consist of not less than five (5) nor more than twenty-five (25) trustees (each a “**Trustee**” and collectively, “**Trustees**”). The number of Trustees comprising the entire Board shall be fixed, from time to time, by resolution of the Board or by amendment of these Bylaws; provided, however, that the Board shall use its best efforts to ensure that an odd number of Trustees are serving on the Board.

Section 2. Powers of the Board. The Board shall have all powers of a Board of Trustees under all applicable laws including the New York Not-for-Profit Corporation Law (the “**N-PCL**”), the Charter Law, the Charter and these Bylaws, including but not limited to: (a) appointing and discharging advisors and consultants who have skills considered necessary or helpful to the Corporation; (b) employing and discharging persons for the furtherance of the purposes of the Corporation; (c) electing all officers of the Corporation (each an “**Officer**” and collectively “**Officers**”) and all Trustees; and (d) exercising all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the N-PCL, the Charter Law, the Charter and these Bylaws.

Section 3. Election of Trustees; Classification.

(a) The terms of office of the Trustees shall coincide with the annual meetings of the Board. At each annual meeting of the Board, the successors of the class of Trustees whose term of office expires at that meeting shall be elected, in accordance with these Bylaws, to a three-year term. Trustees shall be elected by the affirmative vote of at least a majority of the Trustees then in office and may serve any number of consecutive terms. A Trustee’s term of office shall not be shortened by any reduction in the number of Trustees nor shall a Trustee’s term of office be lengthened by amendment to the Charter, these Bylaws or other Board action.

(b) The Board shall be divided into three classes of Trustees (which shall be as nearly equal in number as possible) for the purpose of staggering the terms of office.

Section 4. Vacancies. A vacancy on the Board shall be deemed to exist upon (a) the

death, resignation or removal of any Trustee, unless the Board elects to reduce the number of Trustees authorized under these Bylaws; (b) an increase in the authorized number of Trustees; or (c) the failure of the Board, at any annual or other meeting of Trustees at which any one or more Trustees are to be elected, to elect the authorized number of Trustees to be voted for at that meeting. Vacancies shall be filled such that the classes of Trustees are as nearly equal in number as possible. If a vacancy occurs on the Board for any reason, the position shall be filled by the Board, by the affirmative vote of at least a majority of the Trustees then in office until the next annual meeting of the Board, at which time the person filling the vacancy may be eligible for nomination as a candidate to stand for election for the remainder of the term of such position, if any.

Section 5. Removal of Trustees. The Board may remove or suspend any Trustee from office by the majority vote of the full Board. Such action shall be taken only upon the examination and due proof of the truth of a written complaint of any Trustee of misconduct, incapacity or neglect of duty; provided that at least one week's prior notice of the proposed action shall have been given to the accused and to each Trustee.

Section 6. Resignation. A Trustee may resign at any time by giving written notice to the Secretary or Chairperson. The resignation shall be effective upon receipt of such notice or at any later date specified in the notice.

Section 7. Compensation. Trustees shall serve without compensation for their services as Trustees; however, the Board may approve reimbursement of a Trustee's actual and necessary expenses while conducting the Corporation's business.

Section 8. Action by the Board.

(a) Except as may be specifically provided by statute, the Charter, or these Bylaws, the vote of a majority of the Trustees present and entitled to vote at any meeting at which a quorum is present shall be the act of the Board.

(b) All voting by Trustees shall be in person and never by proxy. Notwithstanding the foregoing, to the extent permitted by Article 7 of the Public Officers Law, Trustees who do not reside in New York, or who cannot be present at the location on the date of the meeting may participate by video conference in order to be counted for the quorum and vote on relevant matters. Once a quorum is present, additional Trustees may participate in a Board meeting through conference telephone or similar communication equipment, provided that all Trustees participating in such meeting can hear one another and there is no objection from any Trustee or any person in the public audience. Trustees participating in the Board meeting other than in-person or by live video-conferencing shall not be included in establishing a quorum and will not be permitted to vote. Appropriate notice and access will be given to the public such that they can participate in the meeting if they so wish at any location at which video conferencing is being used. Public notice will inform the public that video conferencing 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.

Section 9. Advisory Trustees. The Board from time to time may elect, by an affirmative vote of a majority of the Trustees then in office, additional individuals to serve as “Advisory Trustees”.

Section 10. Emeritus Trustees. Upon the nomination of the Governance and Nominating Committee, the Board from time to time may appoint, by an affirmative vote of a majority of the Trustees then in office, “Emeritus Trustees”. Persons eligible for nomination as Emeritus Trustees shall be persons who shall have served as Trustees of the Corporation for a period of time fixed by resolution of the Board.

Section 11. Rights and Duties of Advisory and Emeritus Trustees. Advisory Trustees and Emeritus Trustees shall have neither the powers nor the duties of trustees of not-for-profit corporations in the State of New York. Advisory Trustees and Emeritus Trustees shall have the right to attend, and participate in the discussion at, Board meetings as guests of the Board, and shall be furnished copies of notices and materials distributed to the Trustees in connection therewith. However, Advisory Trustees and Emeritus Trustees shall not have the right to vote at meetings, or by written consent, or exercise any other powers of Trustees nor shall Advisory Trustees or Emeritus Trustees be counted for the purposes of determining the existence of a quorum. Advisory Trustees and Emeritus Trustees may be removed at any regular meeting or any special meeting of the Board called for that purpose and may resign at any time by giving written notice to the Secretary or Chairperson.

ARTICLE III

COMMITTEES

Section 1. Committees.

(a) The Board shall have the following standing committees: (i) an Executive Committee; (ii) a Finance and Audit Committee; (iii) a Governance and Nominating Committee; and (iv) an Education and Accountability Committee. Each Standing Committee shall consist of at least three (3) Trustees except for the Executive Committee, which shall consist of at least five (5) Trustees. The Board may establish and appoint other standing committees or special committees of the Board, consisting of at least three (3) Trustees, with such powers and duties as permitted by law and as the Board may prescribe. As used in these Bylaws, “**Committee**” shall refer to any committee provided for in, or created by the Board pursuant to, this Article III.

(b) To the extent permitted by law, the Committees shall have all the authority granted by the Board, except that no Committee shall have the authority to (i) fill vacancies on the Board or any Committee, (ii) remove Trustees, (iii) appoint or remove Officers, (iv) amend, repeal, or adopt Bylaws or the Charter, (v) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable, (vi) authorize an expenditure that exceeds the approved budgetary amount for such item of expenditure by more than an amount authorized by resolution of the Board and (vii) any other matter covered under Section 712 of the N-PCL.

(c) Unless a shorter term is prescribed by the Board in its resolution creating a special

committee, the Committee members shall be elected for a one-year term at each annual meeting of the Board. The Board shall elect members of Committees, except that with respect to the Executive Committee, members shall be elected by an affirmative vote of a majority of the Trustees then in office. The slate of candidates for Committees shall be submitted to the Board by the Governance and Nominating Committee. Vacancies in the membership of any Committee shall be filled by appointment by the Chairperson of the Board after consulting with the chairperson, if any, of such Committee. Unless otherwise provided in these Bylaws, the membership of Committees shall not be restricted to Trustees but shall be drawn from the administration, faculty, parent body and community at large, as appropriate, and ratified by the Board. Except as otherwise provided in these Bylaws or by the Board, the chairperson of each Committee shall be chosen by the Chairperson of the Board from among the Trustee members of the Committee.

Section 2. Executive Committee. The Executive Committee shall consist of not less than five (5) Trustees, including the Chairperson, a Vice Chairperson, the Treasurer, the Secretary, and such other directors as may be appointed to the Executive Committee by the Board. The Chairperson of the Board shall be the chairperson of the Executive Committee. The Executive Committee may, in intervals between meetings of the Trustees, conduct such business of the Corporation as the Trustees may authorize, except as otherwise set forth in these Bylaws.

Section 3. Finance and Audit Committee. The Finance and Audit Committee shall consist of the Treasurer (who shall serve as the Chairperson of the Finance and Audit Committee) and at least two other Trustees. No person who is an employee of the Corporation or who has any material financial interest in any entity doing business with the Corporation may serve on the Finance and Audit Committee. To the extent permitted by law and these Bylaws, the Finance and Audit Committee shall (a) recommend to the Board an annual budget and fiscal policy (and amendments thereof from time to time), (b) recommend to the Board an independent auditor to conduct an annual audit of the financial statements of the Corporation and oversee such independent auditor, and (c) fulfill such other duties and responsibilities as may be assigned to the Finance and Audit Committee by the Board from time to time.

Section 4. Governance and Nominating Committee.

(a) The Governance and Nominating Committee shall consist of at least three Trustees. To the extent permitted by law and these Bylaws, the Governance and Nominating Committee shall (i) identify individuals qualified to become members of the Board, (ii) recommend the slate of Trustees to be voted upon by the Board at the annual meeting of the Board or any Trustee to fill a vacancy on the Board, (iii) recommend to the Board the Trustees to be appointed to Committees of the Board, (iv) recommend to the Board candidates to be appointed as Officers of the Corporation, (v) develop and recommend to the Board a set of corporate governance guidelines, (vi) oversee the evaluation of the Board, Officers, and other management, if any, and (vii) fulfill such other duties and responsibilities as may be assigned to the Governance and Nominating Committee by the Board from time to time.

(b) The names of the persons selected by the Governance and Nominating Committee as nominees to the Board shall be submitted to the Board at least thirty days in advance of the

annual meeting at which the elections are to be held.

Section 5. Education and Accountability Committee. The Education and Accountability Committee shall consist of at least three Trustees. The Education and Accountability Committee works to ensure that each school operated by the Corporation is meeting its accountability goals related to student achievement, helps ensure the academic quality and credibility of each school as an academic institution, and supports each Principal in the maintenance, promotion, and improvement of the academic standards set forth in each school's charter. The primary responsibilities of the Academic and Accountability Committee include advising the Board on each school's core activities of teaching and learning; recommending to the Board the adoption of academic policies consistent with each school's vision, mission, and strategic plan; building and enhancing the quality of each school's academic programs at all levels; advising the Board on the academic aspects of the strategic direction of each school; and working with the Principal of each school to monitor and advance the quality of all academic activities.

ARTICLE IV

MEETINGS OF THE BOARD OF TRUSTEES AND ITS COMMITTEES

Section 1. Open Meetings Law. Board meetings shall be held in compliance with Article 7 of the New York Public Officers Law (the "**Open Meetings Law**").

Section 2. Place of Meeting. The Board shall hold its meetings at a charter school operated by the Corporation.

Section 3. Annual Meetings. The annual meeting of the Board shall be held each year in the month of November at a date, time and place fixed by the Board for the purpose of electing Trustees and Officers and for the transaction of any other business as may properly come before the meeting.

Section 4. Regular Meetings. Regular meetings of the Board or its Committees shall be held at such times as may be fixed from time to time by resolution of the Board or Committee members, as the case may be. The Board shall hold monthly meetings. Notice of each meeting and an agenda for same shall be mailed not less than five (5) nor more than ten (10) days before the meeting to the usual address of every Trustee. No notice need be given of any adjourned meeting. Notice of a meeting need not be given to any Trustee or Committee member 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.

Section 5. Special Meetings. Special meetings of the Board may be called, subject to the notice requirements of Section 6 of this Article IV, by the Chairperson or in his or her absence by the senior Trustee, upon written request of three Trustees. Seniority shall be according to the order in which the Trustees are named in the Charter or subsequently elected. Special meetings of a Committee may be called, subject to the notice requirements of Section 6 of this Article IV, by

any member of such Committee.

Section 6. Notice of Special Meetings. Except as otherwise required by law or these Bylaws, notice of each special meeting of the Board or Committee, as the case may be (which notice shall state the purpose or purposes of such special meeting and at such meeting no other business than that stated in the notice shall be transacted as official business), shall be mailed not less than five (5) nor more than ten (10) days before the meeting to the usual address of every Trustee. No notice need be given of any adjourned meeting. Notice of a meeting need not be given to any Trustee or Committee member 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.

Section 7. Public Notice. Public notice of meetings shall be given in accordance with the Open Meetings Law.

Section 8. Quorum. Unless a greater proportion is required by law or these Bylaws, a majority of the number of Trustees then in office shall constitute a quorum for the taking of action by the Board. Except as otherwise provided by law or these Bylaws, the act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board. If at any meeting of the Board, there shall be less than a quorum present, the Trustees present may adjourn the meeting until a quorum is obtained. Whether or not a quorum exists, the majority of Trustees at a meeting may vote to adjourn a meeting without notice.

Section 9. Minutes. The minutes taken at all open meetings of the Board and its Committees shall include a record or summary of all motions, proposals, resolutions, actions taken, and any other matter formally voted upon and the results of the vote and shall be made available, for approval, to the Board at the next regular meeting of the Board or Committee, as the case may be, and to the public as required by the Open Meetings Law. The minutes taken at executive sessions shall include any action taken by formal vote and provide a summary of the final determination of such action; provided, however, that such minutes need not include any matter which is not required to be made public by the Open Meetings Law. The minutes of executive sessions shall be made available to the public to the extent required by the Open Meetings Law.

Section 10. Organization. At each meeting of the Board, the Chairperson or, in the absence of the Chairperson, the Vice Chairperson, shall preside, or in the absence of either of such Officers, a Trustee, chosen by a majority of the Trustees present, shall preside. The Secretary shall act as Secretary of the Board. In the event the Secretary shall be absent from any meeting of the Board, the Trustees shall select a secretary to record the minutes. At each meeting of a Committee, the chairperson of the Committee or, in his or her absence, a member chosen by a majority of the Committee members present, shall preside, and a Committee member shall also be selected to record the minutes.

ARTICLE V

OFFICERS

Section 1. Number and Qualifications. The Officers of the Corporation shall be the Chairperson or co-Chairpersons, Vice Chairperson, Treasurer, and Secretary, and such other Officers, if any, as the Trustees may from time to time appoint; provided, however, that if the Board elects co-Chairpersons, the Board shall not elect a Vice Chairperson. The Chairperson, the Vice Chairperson, the Secretary and the Treasurer shall be selected from among the Trustees; any other Officers may, but shall not be required to be, selected from among the Trustees. Any person may hold more than one office in the Corporation except that no one person may hold both the offices of Chairperson and Secretary.

Section 2. Election and Term of Office. At each annual meeting of the Board, the Officers of the Corporation shall be elected for a one-year term. Each Officer shall continue in office until his or her successor shall have been elected and qualified or, if sooner, until his or her death, resignation or removal; provided, that if an Officer is required to be selected from among the Trustees by Section 1 of this Article V, such Officer's term of office shall end automatically if such person ceases for any reason to be a Trustee. Officers appointed to fill vacancies shall be elected as vacancies occur.

Section 3. Resignation. Any Officer may resign, at any time, by giving written notice to the Secretary or Chairperson. The resignation shall be effective upon receipt of such notice or at any later date specified in the notice, but no resignation shall discharge any accrued obligation or duty of an Officer.

Section 4. Removal. The Board may remove or suspend any Officer from office by the majority vote of the full Board. Such action shall be taken only upon the examination and due proof of the truth of a written complaint of any Trustee of misconduct, incapacity or neglect of duty; provided that at least one week's prior notice of the proposed action shall have been given to the accused and to each Trustee.

Section 5. Chairperson or Co-Chairpersons. The Chairperson (or co-Chairpersons) shall preside at all meetings of the Board at which the Chairperson is present. The Chairperson (or co-Chairpersons) shall also perform such other duties as may be assigned to him or her from time to time by the Board.

Section 6. Vice Chairperson. The Vice Chairperson shall have such powers and perform such duties as may be assigned by the Chairperson or the Board. The Vice Chairperson (or if there shall be more than one, the Vice Chairperson designated by the Chairperson or the Board) shall in the absence or disability of the Chairperson or at the Chairperson's request, perform the duties and exercise the powers of the Chairperson.

Section 7. Treasurer. The Treasurer shall have general custody of all money and securities of the Corporation and from time to time shall render to the Board, and to the Chairperson upon request, a statement of the financial condition of the Corporation and of all of his/her transactions as Treasurer. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board or the Chairperson.

Section 8. Secretary. The Secretary shall keep the minute books of the Corporation, and the minutes of the meetings of the Board and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Board or the Chairperson.

Section 9. Compensation. The Officers shall not receive any salary or compensation for their services as Officers. An Officer shall be entitled to reimbursement for reasonable expenses incurred in carrying out his or her duties as an Officer and approved by the Board.

Section 10. Assignment and Transfer of Stocks, Bonds and Securities. The Chairperson and the Treasurer, and each of them, if the Board shall have authorized them to do so pursuant to resolution, shall have power to assign, vote, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Corporation.

ARTICLE VI

CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts. The Board may grant to any officer or officers, agent or agents, in the name of and on behalf of the Corporation, the general or specific authority to enter into any contract or execute and deliver instruments. Unless so authorized by the Board, or expressly authorized by these Bylaws, no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable financially in any amount for any purpose.

Section 2. Loans. No loans or other indebtedness shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Trustees. No loans shall be made by the Corporation to its Trustees, Officers, or employees or to any other corporation, firm, association or other entity.

Section 3. Checks, Drafts, etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE VII

INDEMNIFICATION AND INSURANCE

Section 1. Non-Liability. Except as otherwise required by law, the Trustees shall not

be personally liable for the Corporation's debts, liabilities or other obligations.

Section 2. Indemnification. To the maximum extent permitted by applicable law, the Corporation shall indemnify any person who was or is a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a Trustee or an Officer of the Corporation acting within the scope of his/her normal duties, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding. However, the Corporation will not indemnify a Trustee or an Officer against any costs incurred in any action, suit, or proceeding if there is a judicial determination that such person failed to act in good faith or that such acts were the result of active and deliberate dishonesty, and were material to the cause of action. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Charter (as may be amended and/or restated from time to time) or any Bylaw, agreement, vote of disinterested Trustees, or otherwise.

Section 3. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any person described in Section 2 of this Article VII against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under applicable law.

ARTICLE VIII

CONFLICTS OF INTEREST

Section 1. The Board shall adopt a Conflict of Interest Policy applicable to Trustees, officers, key persons and employees of the Corporation consistent with the requirements of the N-PCL and the General Municipal Law. The Conflict of Interest Policy shall: (a) define the circumstances that constitute a conflict of interest; (b) include procedures for disclosing, addressing and documenting potential and actual conflicts of interest; (c) prohibit a conflicted Trustee, officer, key person or employee from participating in deliberations or voting or improperly influencing a vote on such conflict; (d) require that the existence and resolution of a conflict be properly documented, including in the minutes of any meeting at which the conflict was discussed or voted upon; (e) require Trustees, officers, key persons and employees, prior to their initial election, appointment or hire, as applicable, and no less than annually thereafter, to disclose any entities with which they are affiliated and with which the Corporation has a relationship, and any transactions possibly giving rise to a conflict for the Trustee, officer, key person or employee; (f) require the Board to oversee the adoption and implementation of and compliance with the Conflict of Interest Policy; and (g) limit participation in any committee deliberations or vote on matters relating to the Conflict of Interest Policy to independent Trustees.

ARTICLE IX

AMENDMENTS

Section 1. Amendments. These Bylaws may be amended, repealed, or restated by a vote of two-thirds of the Trustees then in office. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in advance, in accordance with the notice provisions set forth in Article IV of these Bylaws.