

BYLAWS
OF
WEST BUFFALO 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 West Buffalo 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. Public Officers Law.

Pursuant to the Education Law of the State of New York, and except as otherwise provided by said law, the Corporation is subject to New York’s Open Meetings Law (Article 6 of the Public Officers Law) and Freedom of Information Law (Article 7 of the Public Officers Law).

ARTICLE II
BOARD OF TRUSTEES

Section 2.1. 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.

Section 2.2. Number and Qualifications.

The Board of Trustees shall consist of no less than seven (7) voting members, at least five (5) of whom shall be classified as “At-Large Trustees”, and no more than two (2) of whom shall be classified as “Institutional Partner Representative Trustees.” At-Large Trustees shall be community leaders who are representative of the community at large. Institutional Partner Trustees shall be a leading member of one of the Institutional Partners. All Trustees shall be strongly committed to improving public school educational opportunities for all children and fully supportive of West Buffalo 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). 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 and shall submit a Trustee Questionnaire for consent by the New York State Education Department.

Section 2.3. Responsibilities of Board Members:

All members of the Board of Trustees shall be familiar with the Charter, its policies and provisions. All Initial and new Trustees shall undergo required training in the roles and responsibilities of Trustees. In their actions as Trustees, Members shall abide by the charter, direct policy for the school, oversee the financial management of the corporation, oversee the Director, monitor academic progress, serve on committees as needed or dictated below. Trustees shall at all times behave in an ethical and effective manner and make necessary and appropriate changes to ensure the success of the school.

Section 2.4. Term of Office.

Each At-Large or Institutional Partner Trustee term of office shall be for a period of three (3) years.

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 and Institutional Partner Trustees to fill expired terms shall take place at the annual meeting of the Board of Trustees (see Article III, Section 3.3.).

Section 2.6. Vacancies.

At Large and Institutional Partner Trustee 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, unless authorized by the concurring vote of a majority of the entire board not including the vote(s) of the interested Trustee(s). In the event that any Director, Trustee, officer, employee and/or agent of a for-profit entity having a business relationship with West Buffalo Charter School also serves

as a member of the West Buffalo Charter School Board of Trustees, said Trustee shall recuse him or herself from voting with respect to any matter concerning West Buffalo Charter School's business relationship with that Trustee's for-profit or not-for-profit entity.

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. The Board of Trustees will hold no fewer than ten (10) regular meetings each year between July 1 and June 30.

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.

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.

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. Trustees who participate in board meetings by telephone shall not be counted for the purposes of meeting a quorum and shall not be 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.

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 a 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 West Buffalo 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. 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 4.4. 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 4.5. 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 II of these bylaws, which govern meetings of the entire Board of Directors.

Section 4.6. 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 President, Vice President, 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:

President: The President 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 President 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 President: In the absence of the President, the Vice President shall perform all of the duties pertaining to the office of the President. The Vice President 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 President, the Vice President shall assume the office of the President.

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 President.

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 President 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 West Buffalo Charter School; and be responsible for reviewing the work of the accounting firm and auditing firm engaged by the West Buffalo 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 President, Vice President 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 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.

Section 7.3. Loans to Trustees and Officers.

No loans shall be made by the Corporation.

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

CODE OF ETHICS

Code of Ethics:

1. The Board of Trustees shall conduct or direct the affairs of the school and exercise its powers, subject to the limitations of the Education Law, Not-for-Profit Corporation Law, the school's charter and its bylaws. The Board may delegate aspects of the management of the activities of the school to others, so long as the affairs of the school are managed, and its powers are exercised, under the Board's ultimate jurisdiction. The Corporation has no members.
2. Not more than 49 percent of the people serving on the Board of Trustees of the school may be comprised of (a) people currently being compensated by the school for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise; or (b) any sister, brother, ancestor, descendant, spouse, sister-in-law, brother-in-law, daughter-in-law, son-in-law, mother-in-law or father-in-law of any such person.
3. Every Trustee has the right to participate in the discussion and vote on all issues before the Board or any Board Committee, except that any Trustee shall be excused from the discussion and vote on any matter involving such Trustee relating to: (a) a "self-dealing transaction" (see below); (b) a conflict of interest, (c) indemnification of that Trustee uniquely; or (d) any other matter at the discretion of a majority of the Trustees.
4. The Board of Trustees and the school shall not engage in any "self-dealing transactions," except as approved by the Board. "Self-dealing transaction" means a transaction to which the school is a party and in which one or more of the Trustees has a material financial interest. Notwithstanding this definition, the following transaction is not a self-dealing transaction, and is subject to the Board's general standard of care: A transaction which is part of a public or charitable program of the Corporation, if the transaction (a) is approved or authorized by the Board in good faith and without unjustified favoritism, and (b) results in a benefit to one or more Trustees or their families because they are in a class of persons intended to be benefited by the program.
5. A Trustee, an officer, or any employee having an interest in a contract, other transaction or program presented to or discussed by the Board of Trustees for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the Board's interest. A person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the school, or is the Director, a Trustee or Officer of or has a significant financial or influential interest in the entity contracting or dealing with the school.
6. Trustees representing any entities proposing to do business with the Charter School shall disclose the nature and extent of such business propositions.
7. Trustees will disclose when they have a financial, organizational, or personal interest in a matter before the Board.

8. Trustees must abstain from voting on matters in which they may have a financial, organizational, or personal interest.
9. No Trustee, officer, or employee of a for-profit corporation having a business relationship with the Charter School shall serve as a voting member of the Board of Trustees for the duration of such business relationship, provided, however, that this provision shall not apply to the following:
 - a) Individuals associated with a partnership, limited liability corporation, or professional corporation, including but not limited to doctors, accountants and attorneys
 - b) Individuals associated with an educational entity (including but not limited to schools of education) some of whose faculty may be providing paid services directly or indirectly to such Charter School
 - c) Individuals associated with a bank, insurance, mutual fund, investment bank, stock brokerage, financial planning, or other financial services organization; or
 - d) Members of the faculty of the Charter School.
10. In no instance shall a Trustee, officer, or employee of a for-profit educational management organization having a business relationship with the Charter School serve as a voting member of the Board of Trustees for the duration of such business relationship.
11. Trustees, officers, or employees of any entity organization shall hold no more than 40 percent of total seats comprising the Board of Trustees.
12. Trustees shall avoid at all times engaging in activities that would appear to be unduly influenced by other persons who have a special interest in matters under consideration by the Board. If this occurs, a Trustee shall write a letter disclosing all known facts prior to participating in a Board discussion of these matters, and the Trustee's interest in the matter will be reflected in the Board minutes.
13. Trustees shall make all appropriate financial disclosures whenever a claim of conflict of interest is lodged against them.
14. A Trustee shall not use his or her position with the Charter School to acquire any gift or privilege worth \$50 or more that is not available to a similarly situated person, unless that gift is for the use of the Charter School.
15. Charter School Trustees, officers, or employees never may ask a subordinate, a student, or a parent of a student to work on or give to any political campaign.

ARTICLE IX
COMPLAINT PROCESS

Any individual will be able to bring complaints to the Director by submitting a letter addressed to the Director. If he or she is not satisfied with his/her response, then the individual will be able to bring the complaint to the Board of Trustees by submitting a letter addressed to the President of the Board of Trustees or by attending and participating in any public board meeting. Complaints made to the Board of Trustees shall be addressed by the first Board meeting following the meeting at which such complaint was made known.

Any individual who may not be satisfied with any response from the Board of Trustees to a complaint will be able to appeal that decision to the New York State Board of Regents. Notwithstanding any statute, rule, regulation or ordinance to the contrary, all of the requirements, provisions and procedures contained in New York Education Law §3813 governing the presentation of claims against the governing body of any school district or certain state supported schools shall be fully applicable to and shall govern the presentation of claims against the West Buffalo Charter School.

ARTICLE X DISSOLUTION

The Corporation shall maintain a separate escrow dissolution escrow account. Funds in the escrow account shall be accessed and spent only for dissolution and closure related expenses. The escrow account shall be adequately funded to cover such expenses.

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.

In the event of closure or dissolution of the Corporation for any reason, the board and staff of WBCS shall take the following steps:

- Engage legal counsel, auditors and any other needed professionals to prepare the Corporation for closure.
 - Responsible Party: President of the Board of Trustees.
 - Time: Immediately following board action to close the school
- Send written notification to families that shall include key dates and an invitation to a meeting to learn about transfer options and enrollment in new schools
 - Responsible Party: School Leader
 - Time: Within two weeks of board action to close the school
- Send written notification to the school district(s) of residence and local private and charter schools that invites representatives to meet with parents to inform and recruit students
 - Responsible Party: School Leader
 - Time: Within two weeks of board action to close the school
- Transfer student records to either the student's new school (if enrolled), or to the district of location

- Responsibility: Office Manager
 - Time: Within two weeks of the last school day
- Send written notification to school employees including key dates and an invitation to a meeting to learn about closure procedures, benefits and employment opportunities at local schools
 - Responsible Party: School Leader
 - Time: Within two weeks of board action to close the school
- Send written notification to the school district(s) of residence and local private and charter schools that invites representatives to meet with employees to recruit teachers and other staff
 - Responsible Party: School Leader
 - Time: Within two weeks of board action to close the school
- Submit final reports to SED
 - Responsible Party: School Leader
 - Time: Within 30 days of the last day of school
- Settle debts and close out accounts, including a final audit
 - Responsible Party: Office Manager, Treasurer
 - Time: Within 90 days of the end of the final fiscal year
- Transfer any remaining assets to another charter school in the district of location as designated by the Board of Trustees
 - Responsible Party: Treasurer
 - Time: Following the approval of the final audit

ARTICLE XI

AMENDMENTS

Section 11.1. 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.

Adopted: _____