

BY LAWS OF  
UNITY CHARTER SCHOOL, INC.  
(A Non Profit Corporation)

ARTICLE I

NAME

The name of this organization shall be Unity Charter School, Inc.

ARTICLE II

PURPOSE

This organization has been organized to operate primarily for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and such other provisions of state or federal law as may from time to time be applicable. The specific purposes of the corporation are delineated in the Charter Application which was accepted by the State of New Jersey and by the Charter granted by the New Jersey Department of Education on January 15, 1997, in accordance with the "Charter School Program Act of 1995". Unity Charter School, Inc. will serve as an effective, innovative, public learning environment focusing on Ecological and Emotional Literacy, as well as traditional educational goals, serving young people ages 5 through 18, their families, and the communities in which they live. The school will serve as a model public learning environment.

ARTICLE III

LOCATION

The principal office of the corporation, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at such place in the Morristown area, State of New Jersey, as may be fixed from time to time by the Board of Trustees. Until otherwise fixed, it will be at 40 Franklin Street, Morristown, New Jersey, 07960.

ARTICLE IV

MEMBERS AND ASSEMBLY

Section 1: Members of the corporation will consist of each of the members of the Board of Trustees, each of the enrolled students, each of their parents and each of the school staff.

Section 2: Membership for trustees shall terminate at the end of their term of service. Membership for staff shall terminate at the end of their employment. Membership for students and their parents terminates at such time as the student is no longer enrolled in Unity Charter School.

Section 3: The members of the corporation shall meet in an assembly which shall be convened twice each year between March 1 and June 1. The two annual meetings shall occur not less than four weeks apart at times and at places and on such conditions as may be established by the Board of Trustees for the purpose of conducting official business within the authority of this assembly. All assembly meetings shall be held in accordance with the "Open Public Meetings Act" and upon proper notice therein required. Such assembly meetings shall be chaired by the President of the corporation and in the absence of the President of the corporation shall be chaired by the Vice President. No minimum number of members shall be required to be in attendance at the assembly in order to constitute a quorum for the conduct of the business of the assembly.

Section 4: By a majority of the members present and voting, the assembly has the authority to:

- A. Elect members of the Board of Trustees; and
- B. Accept and approve the annual budget of the organization as recommended to it by the Board of Trustees; and
- C. Amend the annual budget as appropriate by the majority vote of the assembly; and
- D. Elect members of the Budgetary Review Committee; and
- E. Approve the annual school calendar as recommended to it by the Board of Trustees; and
- F. Make such amendments to the annual school calendar as is appropriate; and
- G. Make such recommendations on policy issues as appears necessary or appropriate to the assembly for consideration and resolution by the Board of Trustees.

The assembly shall also by a vote of two-thirds (2/3) majority of the members present and voting deny the offering of a contract for the subsequent school year to any non-tenured, current faculty member and/or approve changes to the by-laws in accordance with the procedures set forth in these by-laws as currently constituted.

Section 5: All members are eligible to participate in all votes of the assembly. However, no proxy voting shall be permitted. Votes on personnel matters shall be by secret ballot. All other votes of the assembly shall be taken in a manner

determined by the presiding officer except that any vote shall be taken by secret ballot if requested by a majority of the members present and voting. Votes shall then be tallied by a Ballot Committee appointed by the President of the corporation and consisting of not less than three (3) members of the corporation, no more than one (1) of whom shall be a member of the Board of Trustees and no more than one (1) of whom may be a member of the staff.

Section 6: In the event that the assembly fails a) to elect the required number of members to the Board of Trustees or b) to adopt a budget or c) to approve a school calendar by the end of the second of the two annual meetings, then in that event, the authority to take these actions shall revert to and be carried out by the Board of Trustees.

Section 7: These by-laws may be amended in any one of three alternative methods:

A. Upon a recommendation by the Board of Trustees, and a majority of the members of the corporation present and voting in assembly; or

B. Upon request of a majority of members of the corporation present and voting in assembly directing action to be taken by the Board of Trustees; or

C. Action by the two-thirds (2/3) majority of members of the corporation present and voting in assembly unless such action is vetoed by a two-thirds (2/3) majority vote of the members of the Board of Trustees at its next regular meeting having determined that (i) the action of the members of the corporation in assembly is incapable of lawful execution, enforcement or (ii) such action is profoundly contrary to the best interests of the corporation.

## ARTICLE V

### BOARD OF TRUSTEES

Section 1: The number of voting members of the Board of Trustees for this corporation will not be less than seven (7) nor more than eleven (11). Two non-voting members may, if designated by voting members of the board, sit on the board, bringing the total of both voting and non-voting members to a maximum of thirteen (13) members.

Section 2: Trustees will be representative of the citizens of New Jersey who believe that charter schools will lead the process of innovation for public education in America and share the mission and goals of the corporation as delineated in the corporation's charter. This corporation is committed to a policy of fair representation on the Board of Trustees, which does not

discriminate on the basis of race, physical condition, sex, color, religion, sexual orientation or age.

Section 3: Election of trustees will occur as the first item of business at the annual meeting of the corporation referenced in Article IV, Section 3. Trustees will be elected by Assembly vote. Assembly consists of the entire membership of the corporation. Appropriate notification of this and all board meetings will be in accordance with the "Open Public Meetings Act".

Section 4: The term of each trustee of the corporation will be one year commencing July 1 and terminating June 30 of the subsequent year. There is no limit to the number of terms a given trustee may serve.

Section 5: When a trustee dies, resigns, or is removed, the board may select a trustee to serve for the duration of the unexpired term. At the end of said term, the Assembly will elect a new trustee.

Section 6: Any trustee may be removed from the Board of Trustees for just cause, including repeated absences from meetings (3 consecutive), personal animosities or obstruction of the corporation's purpose. An affirmative vote of two-thirds (2/3) of the members of the Board of Trustees present at a meeting is necessary to remove a board member. Notice of the proposed removal will be given to members with the notice of the meeting. The trustee involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 7: No compensation will be paid to any member of the Board of Trustees for services as a member of the board. By resolution of the board, reasonable expenses may be allowed for attendance at regular and special meetings of the board.

Section 8: The board may authorize and create such committees as it deems appropriate to carry out the goals and plans of the corporation.

Section 9: Not less than two-thirds (2/3) of the present and voting members of the Board of Trustees of the corporation at a meeting of the assembly or at any regular or special meeting called for such purpose, may hire or fire employees of the corporation, amend these bylaws, change the number or qualifications of board membership, cause the corporation to acquire and/or commit an amount or assets greater than 5% of the corporation's annual regular budget, and fill or remove vacancies as same exist on the board. For all other Board of Trustee action, a simple majority of those members present and voting shall be effective to carry any proposed resolution. Before any amendments to the bylaws may be adopted, notice of the content of any bylaws or amendments shall be given to all members of the corporation at least one month in advance of the meeting, at which the bylaws or amendment is presented for assembly action. Meetings for such purposes can be

called at any time, given there is a minimum of one month's notice.

## ARTICLE VI

### MEETING OF THE BOARD OF TRUSTEES

Section 1: An annual organizational meeting of the Board of Trustees will be held in June of each year. In addition to its annual organizational meeting, the Board of Trustees will hold regular meetings at least six (6) times each calendar year at such place as may be designated in the notice of the meeting. Notice for all meetings will be in accordance with all provisions outlined in the "Open Public Meetings Act."

Section 2: Special meetings may be called by order of the president or at the request of three (3) board members or by any of the following: either a majority of each or all of the full-time paid staff of the corporation, or a majority of the students or a majority of the parents.

Section 3: Notice of both regular, special and annual meetings will be in accordance with all provisions outlined in the "Open Public Meetings Act".

Section 4: At all meetings of the Board of Trustees, each trustee present will be entitled to cast one vote on any motion coming before the meeting. The presence of a majority of the board will constitute a quorum at any meeting.

Section 5: Proxy voting will not be permitted.

Section 6: Robert's Rules of Order will be the authority for all questions of procedure at any meetings of the corporation

## ARTICLE VII

### OFFICERS

Section 1: The officers of the corporation shall be a president, a vice president, a secretary, a treasurer and other such officers with duties as the board prescribes.

Section 2: Except as hereafter provided, the terms of each officer shall be for a period of one (1) year.

Section 3: Any officer may be removed with or without cause by the Board of Trustees as specified in Article V, Section 9. The matter of removal may be acted upon at any meeting of the board, provided that notice of intention to consider said removal has been given to each board member and to the officer affected at least seven (7) days previously.

Section 4: The number of terms an officer may serve is without limits.

Section 5: Should a vacancy in any office occur, the board may appoint a substitute to complete the vacant term.

Section 6: The president will be the chief executive officer of the corporation. It will be the duty of the president to preside at all meetings of the Board of Trustees and to have general supervision of the affairs of the corporation. He or she will execute on behalf of the corporation all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Trustees for the proper and necessary transaction of the business of the corporation. The president may authorize the director of Unity Charter School to execute on behalf of the corporation contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Trustees for the proper and necessary transaction of the business of the corporation.

Section 7: It will be the duty of the vice president to act in the absence or disability of the president and to perform such other duties as may be assigned to him or her by the president or the board. In the absence of the president, the execution by the vice president on behalf of the corporation of any instrument will have the same force and effect as if it were executed on behalf of the corporation by the president.

Section 8: The secretary will be responsible for keeping the corporate records. He or she will give or cause to be given all notices of meetings of the Board of Trustees and all other notices required by law or by these bylaws. The secretary will be the custodian of all books, correspondence, and papers relating to the business of the corporation, except those of the treasurer. The secretary will present at each annual meeting of the Board of Trustees a full report of the transactions and affairs of the corporation for the preceding year and will also prepare and present to the Board of Trustees such other reports as it may desire and request at such time or times as it may designate. The Board of Trustees at its discretion may elect an assistant secretary, *not necessarily a member of the Board of Trustees*, who will perform the duties and assume the responsibilities of the secretary as above set forth under the general direction of the secretary or the president.

Section 9: The treasurer will have general charge of the finances of the corporation. When necessary and proper, he or she will endorse on behalf of the corporation all checks, drafts, notes and other obligations and evidences of the payment of money to the corporation coming into his or her possession; and he or she will deposit the same, together with all other funds of the corporation coming to his or her possession, in such bank or banks as may be selected by the Board of Trustees. He or she will keep full and accurate account of all receipts and disbursements of the

corporation in books belonging to the corporation, which will be open at all times to the inspection of the Board of Trustees. He or she will present to the Board of Trustees at its annual meeting his or her report as treasurer of the corporation and will from time to time make such other reports to the Board of Trustees as it may require. Should it be decided that the finances of Unity Charter School be handled or paid by professionals, the treasurer will monitor and report activities to the board. The treasurer will retain primary fiscal responsibility and act to ensure the corporations funds are spent appropriately.

Section 10: Any officer of the corporation, in addition to the powers conferred upon him or her by these bylaws will have such additional powers and perform such additional duties as may be prescribed from time to time by said board.

## ARTICLE VIII

### COMMITTEES

Section 1: The Board of Trustees may designate one or more ad hoc committees, each of which will consist of at least one committee chair and two or more committee members. Committee members may be members of the board of Trustees, members of the corporation or other interested individuals. The chair of the committee will be appointed by the president of the organization, who will act with the board's approval. After consultation with the committee chair, the chair will appoint committee members. The studies, findings and recommendations of all committees will be reported to the Board of Trustees for consideration and action, except as otherwise ordered by the Board of Trustees. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the Articles of Incorporation or state law.

Section 2: The Board of Trustees may choose to institute the following standing committees as deemed necessary:

Executive Committee: This committee will be comprised and have such authority as the Board may specify for the direct management of the daily operations of the organization.

Budget and Finance: This committee will be chaired by the treasurer and will consist of two (2) to five (5) members appointed by the president to two (2) year terms. This committee will oversee and monitor the fiscal operations of the organization, develop an annual budget for recommendation by the board and develop and assist in the implementation of a funding strategy for the corporation.

## ARTICLE IX

### BUDGETARY PROCESS

Section 1: Not less than thirty days before the first of the two annual meetings of the assembly, the Board of Trustees shall, at a meeting open to both the general public and members of the corporation, present a draft budget for the following fiscal year. Members of the corporation shall be allowed to make comments and/or ask questions about the budget at this presentation.

Section 2: With or without amendment to the prior draft, the Board of Trustees shall recommend a budget for consideration at the first of the two annual meetings of the assembly.

Section 3: The assembly may approve the budget as recommended or as amended by the assembly.

Section 4: If at the first of the two annual meetings, the assembly cannot approve a budget, then it may elect five assembly members, not on the Board of Trustees, to serve on a budgetary review committee with four members of the Board. The Board representatives to this committee shall include the President and the Treasurer. This committee shall meet on one or more occasions, in accordance with the "Open Public Meetings Act", prior to the second meeting of the assembly with the purpose of developing a recommended budget which will be reported back to the assembly.

Section 5: If the assembly fails to adopt a budget at its second meeting, then the responsibility to adopt a budget devolves to the Board of Trustees.

Section 6: In making amendments to the budget, the assembly cannot anticipate more from any revenue source than was contained in the recommended budget without either a) the approval of the board of Trustees, or b) identifying a specific method for raising the additional revenue.

Section 7: Neither the Board of Trustees nor the staff may overspend the adopted budget unless the Board has taken action to modify the budget. Nothing shall require the Board to spend all funds budgeted.

Section 8: After adoption of the budget, it shall be the prerogative of the Board of Trustees to make modifications to the budget during the fiscal year to respond to the needs of the organization and/or unforeseen circumstances, subject to the provision, subject to the limitations in Section 9.

Section 9: The Board of Trustees may not reverse an action taken by the assembly to amend the budget by either increasing a line item which had been reduced by the assembly or reducing a line item increased by the assembly, except by a two-thirds (2/3) vote on a resolution specifying the reasons therefore.



Section 10: The budget shall be controlled at the level of budgetary line items recognized by the New Jersey Department of Education in its standard chart of accounts for schools.

## ARTICLE X

### MISCELLANEOUS

Section 1: The corporation will have the power to indemnify and hold harmless any director, officer or employee from any suit, damage, claim, judgment or liability arising out of or asserted to arise out of, conduct of such person in his or her capacity as a director, officer or employee (except in cases involving wilful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.

Section 2: The Board of Trustees may authorize any officer or officers, agent or agents or the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 3: All checks, drafts and other orders for payment of funds, leases and contracts shall be signed by such officers or such other persons as the Board of Trustees may from time to time so designate.

Section 4: The corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board of Trustees and committees having any of the authority of the Board of Trustees; and it will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

Section 5: The fiscal year of the corporation will be July 1st through June 30th.

Section 6: As utilized in these by-laws, the word "organization" shall reference the entire operation of the school, including the physical plant, the personnel, the executive staff, the membership and as each relate to the other in order to make function the purposes of this Unity Charter School.

Section 7: As utilized in these by-laws, the word "corporation" shall refer to the legal entity, its formal recognized existence by the State of New Jersey and such legal capacity as may pertain to executed documents, obligations and entitlements of this entity.

## ARTICLE XI

### AMENDMENTS

The Board of Trustees may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least 21 days, any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the Board of Trustees and will be adopted at such meeting upon receive a two-thirds (2/3) majority vote of the Board.

## ARTICLE XII

### DISSOLUTION

Upon the dissolution of the corporation and after the payment or the provision for payment of all the liabilities of the corporation, the Board of Trustees will dispose of all of the assets of the corporation, exclusively for the purposes of the corporation or to organizations that are then qualified as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the corporation is located.