

BYLAWS OF BRILLA COLLEGE PREPARATORY CHARTER SCHOOLS

A New York Education Corporation

ARTICLE I NAME

Section 1.1 Name. The name of this corporation is Brilla College Preparatory Charter Schools (the "Corporation").

ARTICLE II PURPOSE

Section 2.1 Purpose. The Corporation has been organized as set forth in the Provisional Charter. The Corporation will take no action that is inconsistent with the Provisional Charter or these Bylaws.

ARTICLE III OFFICE

Section 3.1 Offices. The Corporation's principal office shall be located at 413 East 144th Street Bronx, NY 10454. The Board (as defined in Section 4.1 below) may change the location of the Corporation's principal office.

ARTICLE IV BOARD OF TRUSTEES

Section 4.1 Powers. Subject to any limitations in the Provisional Charter, all powers and activities of the Corporation shall be exercised and managed by the Board of Trustees of the Corporation (the "Board"). Trustees shall have no power as individual trustees and shall act only as members of the Board.

Section 4.2 Number of Trustees. The authorized number of trustees shall in no case be more than eleven (11) or fewer than five (5). The Board may modify this number by a majority vote of the full board. No more than forty (40) percent of the trustees may be affiliated with any other single entity, other than another charter school education corporation. No more than two (2) trustees may be affiliated with a not-for-profit charter management organization ("CMO") that contracts with the Corporation. In order for two (2) trustees to be affiliated with a not-for-profit CMO, the minimum size of the education corporation board must be seven (7), and in order for one (1) trustee to be so affiliated the minimum size of the board must be six (6).

Section 4.3 Term of Office. Each trustee shall be elected for a term of three (3) years and shall hold office until a successor has been elected and qualified, or until such trustee's earlier death, resignation or removal. New Board members may be elected at any time to fill vacancies. If a Board member is elected at a time other than the annual meeting, his or her three (3) year term shall be calculated starting from the date of the most recent annual meeting.

Section 4.4 Resignation. A trustee may resign at any time by giving written notice to the Chair of the Board or the Secretary. Any resignation shall take effect upon receipt of notice or at any later time specified in that notice. Unless otherwise specified in the notice of resignation, affirmative acceptance of the resignation shall not be necessary to make it

effective. If the resignation specifies a later effective date, a successor may be elected prior to such effective date to take office when the resignation becomes effective.

Section 4.5 Removal. The Board may remove or suspend a trustee with cause by vote of a majority of the entire Board on examination and due proof of the truth of a written complaint by any trustee of misconduct, incapacity or neglect of duty, in accordance with Section 226(8) of the New York Education Law and other such sections of the New York Education Law and the Not-for-Profit Corporation Law. In accordance with the procedures set forth in the Education Law, the Board of Regents may remove any trustee for misconduct, incapacity, neglect of duty, or where it appears to the satisfaction of the Regents that the Board has failed or refuses to carry into effect its educational purposes.

Section 4.6 Vacancies. A vacancy in the Board shall be deemed to exist in the event that the actual number of trustees is less than the authorized number for any reason. The Board may declare vacant the office of any trustee who has been declared of unsound mind by a final order of court or has been convicted of a felony or who refuses to act. If any trustee shall fail to attend three (3) consecutive meetings without excuse accepted as satisfactory by the Board, he or she shall be deemed to have resigned, and the vacancy shall be filled. Any vacancy in the office of trustee continuing for more than one year, or any vacancy reducing the number of trustees to less than two-thirds of the full number may be filled by the Board of Regents. Vacancies on the Board may be filled by approval of the Board or, if the number of trustees then in office is less than a quorum, by a vote of a majority of the trustees then in office at a meeting called in accordance with Article V. Each trustee elected or appointed to fill a vacancy shall hold office for the unexpired portion of the term, or until his or her death, resignation, refusal to act, removal from office, or any other cause specified in the charter.

Section 4.7 Compensation of Trustees. Trustees shall not receive any compensation for their services as trustees or for any other goods or services. Trustees shall not accept gifts in excess of seventy-five dollars (\$75) from any individual or entity in any way related to the school operated by the corporation. The Board may authorize the advance or reimbursement to a trustee of actual reasonable expenses incurred in carrying out his or her duties as a trustee.

Section 4.8 Standing Committees. The Board may create standing committees of no less than three (3) trustees, elected by a majority of the entire Board, to focus on particular aspects of the operation of the Corporation, and such committees by resolution may have all of the authority of the Board except as set forth in Section 4.9. The Board may designate one (1) or more trustees as alternate members of any Board Committee, who may replace any absent member or members at any meeting of such committee. These Board Committees may include a finance committee to focus on accounting for revenues and expenditures, an audit committee to ensure a proper audit of the Corporation's finances on an annual basis, an academic committee to focus on educational issues and a compensation committee to focus on the salaries and benefits received by employees to ensure competitiveness, reasonability, and fairness. The Board shall have an executive

committee of no less than five (5) trustees, who, in intervals between meetings of the Board, may transact such business of the Corporation as the trustees may authorize, except to (a) grant degrees, (b) make removals from office, or (c) take any other action prohibited pursuant to Section 4.9.

Section 4.9 Committee Powers. No committee shall have authority as to the following matters: (a) the filling of vacancies in the Board or in any committees thereof; (b) the amendment or repeal of these Bylaws or the adoption of new Bylaws; (c) the fixing of compensation of the trustees for serving on the Board or on any committees thereof; (d) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; (e) the election or removal of officers and trustees; (f) the approval of a merger or plan of dissolution; (g) the authorization of a transaction involving the sale, lease, exchange or other disposition of all or substantially all the assets of a Corporation; or (h) the approval of amendments to its charter.

Section 4.10 Advisory Committees. The Board may create one (1) or more Advisory Committees, each consisting of two (2) or more trustees, non-trustees or a combination of trustees and non-trustees. Appointments to any Advisory Committee shall be by approval of the Board of Trustees. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of the Corporation. Advisory Committees shall be restricted to making recommendations to the Board or Board Committees and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 4.11 Advisory Board. The Board may create an advisory board, consisting of persons who are not officers of the Corporation or members of the Board, to serve at the pleasure of the Board and to report its findings and recommendations, and to carry on such activities (as requested by the Board) on subjects of interest to the Board in which the members of such an advisory board have a particular expertise or capability. The appointment of members of such an advisory board requires Board approval. Any such advisory board, to the extent provided in the resolution of the Board, shall act only in an advisory capacity to the Board, shall have no legal authority to act for the Corporation and shall be clearly titled and held out as the "advisory board."

ARTICLE V MEETINGS

Section 5.1 Annual Meeting. An annual meeting of the Board shall be held each year on a date to be specified by the Board and will coincide with one (1) of the regular meetings.

Section 5.2 Regular Meetings. When the Corporation's public schools are operating, serving enrolled students and receiving public funds for such operation, regular meetings of the Board shall be held each month at one of the schools.

Section 5.3 Quorum and Voting. A majority of the total number of authorized trustees shall constitute a quorum for the transaction of business. The vote of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board. Except

as otherwise provided in these Bylaws or in the Provisional Charter of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair of the Board shall entertain at such meeting is a motion to adjourn.

Section 5.4 Video Participation in Meetings. Trustees may participate in a meeting through use of video screen communication. Participation in a meeting through use of video screen communication constitutes presence in person at that meeting so long as all members participating in the meeting are able to see and hear one another, and each video site has been publicly noticed in accordance with the New York Open Meetings Law such that the public may attend at each video site.

Section 5.5 Special Meetings. A Special Meeting shall be held at any time called by the Chair of the Board, or in the Chair of the Board's absence by the senior trustee, on written request of three (3) trustees. Seniority shall be according to the order in which the trustees are named in the Provisional Charter or subsequently elected.

Section 5.6 Notice of Meetings. (a) Notice of all meetings of the Board shall be mailed to all trustees at least five (5) days but not more than ten (10) days prior to the date set for such meeting to the usual address of every trustee. Notice thereof shall state the time and place of the meeting and, in the case of a special meeting, the purpose or purposes for holding such meeting and the trustee(s) who called for the special meeting. Subject to and in accordance with the New York Open Meetings Law, as amended from time to time, if a Board meeting is scheduled at least one (1) week in advance, notice of its time and place shall be given to the news media and conspicuously posted in one (1) or more public locations at least 72 hours before the meeting. If a meeting is scheduled less than one (1) week in advance, notice of the time and place of the meeting shall be given to the news media, to the extent practicable, and shall be conspicuously posted in one (1) or more public locations at a reasonable time before the meeting. (b) Notice of a meeting need not be given to a trustee who signs a waiver of notice or written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or attends the meeting without protest prior to the meeting or at its commencement, of the lack of notice. The Secretary shall incorporate all such waivers, consents and approvals into the minutes of the meeting.

ARTICLE VI CERTAIN MATTERS

Section 6.1 Board-Approved Policies. The Board may adopt additional governance and management policies as it deems appropriate.

Section 6.2 Executive Compensation Review. The Board (or a Board Committee) shall review any compensation packages (including all benefits) of the Principals. The Board shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur annually, as well as when the Principals are hired, when their term of employment is renewed or extended, and when the

compensation of the Principals is modified, unless the modification applies to substantially all of the employees of the Corporation.

Section 6.3 CMO Restrictions. If a person affiliated with Brilla's charter management organization ("CMO") serves on the Board, the following restrictions shall apply: a) termination of the contract with the not-for-profit CMO shall constitute cause for removal of such person(s) from the Board, and upon such termination such person(s) may be removed from the Board by vote of the Board provided there is a quorum of at least a majority of the entire Board present at the meeting; b) such person(s) shall not hold the offices of Board Chair or Treasurer; c) when the Board has proper grounds to go into executive session pursuant to the Open Meetings Law (POL §105), and the Board is to discuss or vote upon an issue related to the not-for-profit CMO or the personnel of such organization, the Board may, after such person(s) has had an opportunity to fully address the Board, continue such executive session outside of the presence of such person(s); and, d) such person(s) shall disclose the affiliation with the CMO each time an issue before the Board involves the CMO, and such persons shall not vote on any matter involving the CMO.

ARTICLE VII OFFICERS

Section 7.1 Officers. The officers of the Corporation shall be a Chair of the Board, a Secretary, and a Treasurer. The Chair of the Board must be a trustee. The Corporation may also have such other officers as may be determined by the Board. One (1) person may hold two (2) or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board.

Section 7.2 Election and Term. The officers of the Corporation shall be elected by the Board at an annual meeting and shall serve at the pleasure of the Board.

Section 7.3 Chair of the Board. The Chair of the Board shall, if present, preside at all meetings of the Board, and shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or the Board.

Section 7.4 Secretary. The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the Board and its committees, shall give or cause to be given notice of all Board meetings as required by law or these Bylaws, and in general shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or the Board.

Section 7.5 Treasurer. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account. The Treasurer shall send or cause to be given to the trustees such financial statements and reports as are required to be given by law, and as may be prescribed by these Bylaws or the Board. The books of account shall be open to inspection by any trustee upon request at all reasonable times. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and

to the credit of the Corporation with such depositories as designated by the Board, shall disburse or cause to be disbursed the Corporation's funds as ordered by the Board, shall render to the Board, upon request, an account of the Treasurer's transactions as Treasurer and of the financial condition of the Corporation, and shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or the Board.

Section 7.6 Resignation. An officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect upon receipt of notice or at any later time specified in that notice. Unless otherwise specified in the notice of resignation, affirmative acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the contract or other rights, if any, of the Corporation in respect of the officer.

Section 7.7 Removal. Officers may be removed from office by the Board, consistent with the trustee removal procedures in these Bylaws.

Section 7.8 Vacancies. A vacancy in any office for any reason shall be filled by the Board.

ARTICLE VIII INDEMNIFICATION

Section 8.1 Definitions. For purposes of this Article, "Agent" means any person who is or was a trustee, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee or other agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "Expenses" includes, without limitation, attorneys' fees and any expenses incurred in establishing a right to indemnification under Section 8.2 of this Article.

Section 8.2 Right to Indemnity. The Corporation may, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that such person is or was an Agent of the Corporation, against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the Proceeding if the person acted in good faith, for a purpose the person reasonably believed was in the best interest of the Corporation, and the person had no reasonable cause to believe the person's conduct was unlawful.

Section 8.3 Approval of Indemnity. On written request to the Board by any Agent seeking indemnification, to the extent that the Agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with law. Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of trustees who are not parties to the Proceeding, whether, in the specific case, the Agent has met the applicable standard of conduct stated, and, if so, may authorize indemnification to the extent permitted thereby.

Section 8.4 Advancing Expenses. The Board may authorize the advance of Expenses incurred by or on behalf of an Agent of the Corporation in defending any Proceeding before the final disposition of such Proceeding, if the Board finds that: (a) the requested advances are reasonable in amount under the circumstances; and (b) before any advance is made, the Agent submits a written undertaking satisfactory to the Board, in its sole discretion, to repay the advance unless it is ultimately determined that the Agent is entitled to indemnification for the Expenses under this Article.

Section 8.5 Insurance. The Board shall have the power to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against such liability under this Article.

ARTICLE IX FISCAL YEAR

Section 9.1 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30.

ARTICLE X GIFTS, GRANTS, CONTRACTS, INVESTMENTS

Section 10.1 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Corporation. The Corporation shall retain complete control and discretion over the use of all contributions it receives.

Section 10.2 Grants. The Board shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by the Corporation, including, without limitation, fiscal sponsorship relationships.

Section 10.3 Contracts. The Board may authorize any officer(s) or agent(s), in the name of and on behalf of the Corporation, to enter into any contract or execute any instrument. Any such authority may be general or confined to specific instances, or otherwise limited. Consistent with actions by the Board, the Chair of the Board is authorized to execute such instruments on behalf of the Corporation.

Section 10.4 Payment of Money. Unless otherwise determined by the Board, all checks, drafts or other orders for payment of money out of the funds of the Corporation and all notes or other evidences of indebtedness of the Corporation may be signed on behalf of the Corporation by the Treasurer.

Section 10.5 Deposits. The funds of the Corporation not otherwise employed, including any amounts in any reserve fund, shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 10.6 Investments. In investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the Corporation's investments, other than assets which are directly

related to the Corporation's public or charitable programs, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital. No investment violates this Section where it conforms to provisions authorizing the investment contained in an instrument or agreement pursuant to which the assets were contributed to the Corporation.

ARTICLE XI CONFLICTS OF INTEREST

Section 11.1 Purpose. Among the purposes of the conflicts of interest policy or code of ethics is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or trustee of the Corporation. The Corporation's policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 11.2 Records of Proceedings. The minutes of the Board and all committees with Board-delegated powers shall contain: (a) Names of Persons with Financial Interest. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed. (b) Names of Persons Present. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 11.3 Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Corporation may conduct periodic reviews.

ARTICLE XII OTHER PROVISIONS

Section 12.1 Rights of Inspection. Every trustee shall have the right at any reasonable time to inspect and copy all books, records and documents, and to inspect the physical properties of the Corporation.

Section 12.2 Electronic Transmissions. Unless otherwise provided in these Bylaws or by law or charter agreement, and subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has

in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

12.3 No Members. The Corporation shall have no members.

ARTICLE XIII AMENDMENTS

Section 13.1 Amendment of Bylaws. Except as otherwise provided by law, these Bylaws may be amended or repealed and new bylaws may be adopted by approval of the Board, material amendments being subject to the approval of the State University of New York Board of Trustees or its designee.

CERTIFICATE OF SECRETARY

I, David Ingles, hereby certify:

That I am the duly elected and acting Secretary of Brilla College Preparatory Charter School, and that the foregoing Bylaws constitute Bylaws of Brilla College Preparatory Charter School, as duly adopted at the meeting of the Board held on November 14, 2023.

IN WITNESS WHEREOF, I have hereunder subscribed my name this 14th day of November, 2023.



David Ingles, Secretary