BOARD

OF

TRUSTEES

CORPORATE BYLAWS AMENDED: MAY 14, 2026

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ARTICLE I
PURPOSE, OFFICES, AND FISCAL RESPONSIBILITIES

Section 1: Name.

a) The name of the Corporation is: MARION P. THOMAS CHARTER SCHOOL, Inc. It is hereafter referred to as "the Corporation."

Section 2: Purposes.

a) The Corporation is a nonprofit corporation organized and operated under the laws of the State of New Jersey and its purposes are exclusively educational as set forth in the Certificate of Incorporation. More specifically, the purposes for which the Corporation is organized are:

(i) To operate and maintain a public school under a shared charter by the State of New Jersey which promotes comprehensive educational reform by infusing innovation into the public education system;

(ii) To permit parents and other school/community members to have greater control, oversight and participation in the educational process;

(iii) To create an environment which maximizes the potential for pupil learning;

(iv) To develop and encourage the use of different and innovative learning/teaching methods;

(v) To increase, for students and parents, the educational choices available when selecting the learning environment which they feel is most appropriate;

(vi) To develop and establish new standards for accountability for schools;

(vii) To provide to the community information in the form of seminars, community programs, and other information media, concerning education, public education, and other relevant topics; and

(viii) To undertake any other actions necessary and proper to accomplish the above, so long as such activities are consistent with its status as a charitable organization pursuant to Section 501(c)(3) of the Internal Revenue Code.

Section 3: Non-Discrimination.

a) The Corporation shall not discriminate on the basis of a person's sex, gender, race, age, religion, national origin, ancestry, creed, pregnancy, martial or parental status, sexual orientation, disability, or socio-economic status in all employment practices of the school and in its admission policies for students.

b) Furthermore, the Corporation shall be open to all students on a space available basis and shall not discriminate in its admission policies or practices on the basis of intellectual or athletic ability, measures of achievement or aptitude, status as a handicapped person, proficiency in the English language, or any other basis that would be illegal if used by a school district. The criteria, if any used to evaluate prospective students, shall be outlined in the District's charter.

Section 4: Registered Office.

a) The Corporation shall have and continuously maintain, in the State of New Jersey, a registered office and a registered agent as required by section 15A:4-1(a) of the New Jersey Nonprofit Corporation Act. The registered office may be, but need not be, the same place where the Corporation conducts its activities in conformity with the purposes set forth in Article I, Section 2 of these Bylaws.

Section 5: Principal Office.

a) The principal office of the Corporation is presently located in the City of Newark, County of Essex, at 125 Sussex Avenue, Newark, New Jersey 07103.

Section 6: Other Offices.

a) The Corporation may have such other offices, either within or outside the State of New Jersey, as the Board of Trustees may determine or as the activities of the Corporation may require from time to time.

Section 7: Fiscal Year.

a) The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

Section 8: Check Signing.

a) The Board shall establish a policy setting the amount above which checks must have two signatures.

b) If the Chair is unavailable to approve a withdrawal, it may be approved by the Vice-Chair or the Chair of the Finance Committee. In such a situation, the School Business Administrator must report the transaction to the Board Chair.

c) The Board of Trustees may, by a resolution, choose to name a Trustee as a substitute signatory for checks.

Section 9: Deposits.

a) All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select by resolution.

Section 10: Audit.

a) At the close of each fiscal year, the accounts of the Corporation shall be audited by a Licensed Public School Accountant who also has expertise with New Jersey statutes governing charter schools and all applicable state and federal laws controlling non-profit tax-exempt corporations.

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ARTICLE II
BOARD OF TRUSTEES

Section 1: Qualifications.

a) A person may not serve as a Trustee if they have been convicted of a crime or offense listed in N.J.S.A. 18A:12-1

b) A person must meet the age of majority as defined by the State of New Jersey at the time of appointment.

Section 2: Compensation.

a) No Trustee is to receive any fee, salary, or remuneration of any kind for their services in such capacities, provided, however, that the Trustees may be reimbursed for reasonable expenses incurred, while in the service of the Board, with approval of the Board upon presentation of proof of purchases. Trustees are to receive permission from the Board Chair before incurring any foreseeable expenses.

Section 3: Board Composition.

a) The Board shall consist of no less than five (5) and no more than fifteen (15) Trustees.

Section 4: Parent Representative.

a) The Board shall include at least one member who is a parent serviced by the District.

b) The Parent Representative shall have all the rights and privileges of a Trustee, without limit.

c) The Board shall determine the manner in which the Parent Representative is elected.

Section 5: Student Representative.

a) The Board shall include at least one currently enrolled student to represent the interest of the student body in the District.

b) The Student Representative shall only serve while in good academic and disciplinary standing in the District.

c) The Student Representative shall have completed at least one academic year within the District prior to serving as a Student Representative.

d) The Student Representative shall be a non-voting member of the Board and of the several Committees.

e) The Student Representative shall not be allowed to participate in closed sessions of the Board.

f) The Student Representative shall be afforded the right to speak at meetings of the Board and of the several Committees equal to that of a Trustee.

g) The Board shall, by resolution, determine the manner in which the Student Representative is elected and any additional rights and responsibilities.

h) The Student Representative shall take office at the start of the academic year.

Section 6: <u>Individual Trustees.</u>

a) Each Trustee shall be a "School Official" as defined in the School Ethics Act (N.J.S.A. 18A:12-23) and shall comply with the provisions of the School Ethics Act and the rules promulgated thereto at N.J.A.C. 6:3-9.

b) Each Trustee shall be considered a "Board Member" for the purposes of N.J.S.A. 18A:12-33.

c) The Trustees shall have authority only when acting as a Board legally in session.

d) The Board shall not be bound in any way by any action or statement on the part of any individual Trustee except when such statement or action is in pursuance of a specific Board decree or resolution.

e) Only the Board Chair shall authorize statements of official Board positions.

f) No Trustee, by virtue of their office, shall exercise any administrative responsibility with respect to the District or, as an individual, command the services of any District employee.

g) Trustees visiting any of the properties within the District for any reason shall observe the regulations established for all visitors.

h) Each Trustee shall ensure that they are adhering to the New Jersey School Boards Association's (NJSBA) training schedule for School Officials and Board Members.

i) The Board Secretary shall report any Trustee delinquencies, as mandated by the State of New Jersey, to the Board Chair, or to the next highest ranking Board Officer. If a Trustee fails to meet the requirements of the State of New Jersey, the Board Secretary shall mark the Trustee absent at each meeting until the Trustee is in good standing.

j) Each Trustee shall be given an opportunity to attend state, regional, national, and international workshops, conventions, conferences, and seminars developed for the purpose of aiding and educating the Trustees in the carrying out of their duties.

Section 7: <u>Board Authority.</u>

a) Subject to the limits of the Board of Trustees activities under the School Ethics Act (N.J.S.A. 18A:12-23), the Board shall have all powers and authority necessary for the management of the business, property, and affairs of the Corporation, and to do such lawful acts and activities as it deems proper and appropriate to promote the interests and objectives of the Corporation.

b) The Board shall have authority to decide matters related to the operations of the District, including but not limited to budgeting, curriculum, and operating procedures, as subject to the Corporate Charter.

c) The Board may delegate as necessary from time to time, responsibility for such affairs, business, and property to its Officers or individual Trustees.

d) The Board shall be responsible for the development of policy and for the employment of a Chief School Administrator, who shall carry out the Board policies, develop and implement regulations, and provide overall management of the day-to-day operations of the District.

e) Absent what is outlined herein, the Board shall determine the rules of its proceedings.

Section 8: Election and Terms of Office.

a) A qualified person shall be nominated by a sitting Trustee, but shall only assume the office if there is a concurrence of two-thirds (⅔) absolute majority of the Board.

b) Trustees shall be elected into office during the annual Organization Meeting.

c) Each Trustee shall serve a term of four years.

d) The Parent Representative shall serve a term of four years or for as long as they have at least one child being educated by the Corporation, whichever is shorter.

e) The Student Representative shall serve a term of one year.

f) There is no limit to the number of terms a Trustee or Representative may serve.

g) Each Trustee's term starts and ends at the annual Organization Meeting.

Section 9: Resignation and Removal.

a) A Trustee may resign by submitting their resignation in writing to the Chair of the Board.

b) A Trustee may be removed, with or without cause, by the affirmative vote of two-thirds (⅔) absolute majority of the Board.

c) A Trustee whose removal is to be considered shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such actions prior to any vote on such removal.

d) Parents serviced by the District can petition the removal of a Trustee. A fair and equitable process shall be developed by the Board.

Section 10: Vacancies.

a) Vacancies in the Board shall be filled by appointment of the Board Chair with a concurrence of a majority of the Board.

b) The appointed Trustee serves for the remainder of the previous Trustee's term and must be elected at the Board's next Organization Meeting in accordance with the election procedures outlined within this Article.

c) If there is a vacancy for the Student Representative, the Chief School Administrator shall appoint with a concurrence of a majority of the Board, and the appointment shall last for the remainder of the academic year.

Section 11: Board Evaluation.

a) The Board shall be responsible for evaluating the effectiveness of its policies and their implementation, to include setting and evaluating goals in educational and financial areas.

b) The Trustees shall conduct an annual self-evaluation to determine the degree to which they are meeting their responsibilities as Trustees and the needs of the Corporation.

c) The Board shall be responsible for the development of the evaluation and the Board Secretary shall be responsible for its administration.

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ARTICLE III
BOARD MEETINGS

Section 1: Quorum.

a) A simple majority of the Trustees shall constitute a quorum of the Board for the transaction of business.

b) The act of the majority of the Trustees at a meeting at which a quorum is present shall be the act of the Board, except that in which an act requires a different majority as specifically stated in these Bylaws or by Board resolution.

Section 2: Organization Meeting.

a) The Board shall conduct an annual meeting to be held in May. It shall be considered the Board's Organization Meeting.

b) The Organization Meeting is considered a regularly scheduled meeting of the Board and is subject to the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq ("OPMA").

c) All Board Officers whose term has expired or who were appointed between Organization Meetings shall be elected at the next Organization Meeting, indicating the start of their new term.

d) If a Board Chair and Vice-Chair is to be elected at the Organization Meeting, the next highest ranking Board Officer or the most senior Trustee shall serve as Chair of the Organization Meeting until a new Board Chair is sworn into office.

e) The Board Secretary shall provide all Trustees and the public a copy of the meeting agenda no later than two (2) weeks prior to the meeting.

Section 3: Regularly Scheduled Meetings.

a) The Board shall meet once per month in a fiscal year to conduct official business, with the exception of the month of July. This is to be known as a regular meeting or regularly scheduled meeting.

b) All Board meetings are to be in compliance with OPMA.

c) The Board may provide for additional regular meetings by a resolution of the Board.

d) No official act of the Board can be conducted outside of a regular meeting or emergency meeting.

e) Board meetings shall be conducted in person, through telephone, over the Internet, or via any other electronic means.

f) Individual Trustees shall not be precluded from any meeting so long as they have the means to participate.

g) In the event a Trustee can not speak their vote, they shall notify the Board Secretary in the most effective manner possible of their vote. The vote must be acknowledged by the Board Secretary. No Trustee can vote on behalf of another.

h) The agenda for the meeting shall be distributed to the Trustees and made public no less than five (5) days prior to the board meeting.

i) The Board Secretary shall distribute all items for the Board to take action on no later than three (3) business days prior to the Board meeting.

Section 4: <u>Emergency Meetings.</u>

a) Emergency meetings of the Board, for any purpose or purposes, may be called at any time by the Chair, the Vice-Chair, or the Chief School Administrator.

b) The Board Secretary is to notify the Board at least forty-eight (48) hours in advance of the meeting, to include the location, time, and purpose.

c) The Board Secretary shall inform the public in accordance with OPMA.

d) The emergency meeting shall be conducted as a regularly scheduled meeting and abide by OPMA.

Section 5: <u>Committee of the Whole Board.</u>

a) From time to time the Board shall find a need to convene the whole of its body to deliberate on topics of interest. Such meetings shall not be considered a regular or emergency meeting, but a committee meeting and to be conducted accordingly.

b) The Board, by resolution, shall establish the name, powers, and responsibility of such a committee, and under what conditions shall it be convened.

c) The committee shall convene in accordance with OPMA.

Section 6: <u>Attendance.</u>

a) Trustees are expected to attend all regularly scheduled Board meetings and make all efforts available to attend emergency meetings.

b) Trustees shall notify the Board Secretary prior to the meeting of their expected absence.

c) Any Trustee that has three (3) consecutive absences or six (6) absences of a regular meeting in a board year is subject to removal by the Board.

Section 7: <u>Minutes.</u>

a) The minutes of all meetings of the Board, public and closed, shall be sufficiently detailed to serve as documentation of Board compliance with the laws of the State of New Jersey.

b) The minutes of closed meetings shall be made available to the public as soon as the reason for confidentiality no longer applies.

c) When a closed meeting deals with more than one privileged matter, the minutes shall be prepared in such a way that each matter can be separated and disclosed in a timely manner.

d) Minutes of all regular meetings shall be available to the public for inspection within two (2) weeks of the meeting.

e) The Records Custodian shall permit the minutes to be inspected, examined, and copied by any person during regular business hours. The Board may charge a fee for copies of the minutes as provided by law.

f) The minutes of the meetings of the Board of Trustees shall include such items as are required under the laws of the State of New Jersey.

Section 8: Recording of Meetings.

a) There shall be, at minimum, an audio recording of all public Board meetings.

b) All such recordings are the sole property of the Board.

c) All such recordings shall be made available to the public along with the minutes of each meeting.

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ARTICLE IV
CORPORATE OFFICERS

Section 1: Qualifications.

a) The Officers of the Corporation shall be positions created from time to time by the Board to perform such duties as may be prescribed by the Board.

b) No Corporate Officer shall execute, acknowledge, or verify, any instrument in their sole capacity if the instrument is required by law or by these Bylaws to be executed, acknowledged, or verified by two (2) or more Officers.

c) No individual shall hold more than one office.

d) Corporate Officers are non-voting members of the Board.

e) Corporate Officers, when serving as members of the several committees, are to have no voting powers unless specifically granted by Board resolution.

Section 2: Election and Term of Office.

a) Corporate Officers serve at the pleasure of the Board, report directly to the Board, and can be dismissed by the Board.

b) Any Corporate Officer that is terminated from their position can no longer serve in any capacity within the Corporation, nor can their services be contracted by the Corporation, unless the Board approves by resolution.

c) Corporate Officers have no predefined term limit and serve an indefinite number of terms, unless specifically stated in employment contracts or agreements.

Section 3: Compensation.

a) All Corporate Officers shall be compensated in a manner that is fair and reasonable.

b) The Board shall determine compensation for all Corporate Officers.

Section 4: Evaluation.

a) All Officers are to be evaluated annually by the Board.

b) The Board will determine the date of the annual evaluation for each Officer, which has to be completed at least 30 days prior to the end of the school year.

Section 5: Vacancies.

a) The Board is responsible for filling all vacancies of Corporate Officers.

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ARTICLE V
BOARD OFFICERS

Section 1: Qualifications.

a) The Officers of the Board shall be Trustees chosen by the Board to hold such offices. They shall hold the titles, positions, authority, and responsibilities as needed to manage the affairs of the Board.

b) The Board shall amend these Bylaws to reflect the title, rank, position, duties, responsibilities, and authority of such Officers.

c) No Officer shall execute, acknowledge, or verify, any instrument in more than one capacity if the instrument is required by law or by these Bylaws to be executed, acknowledged, or verified by two (2) or more Officers.

d) No Trustee shall hold more than one Board office.

e) No Trustee shall continue to serve as an Officer upon resignation or dismissal as a Trustee.

Section 2: Election and Term of Office.

a) The Chair of the Board shall nominate all Board Officers and such persons shall be confirmed by a majority of the remaining members at the Organization Meeting.

b) Each Officer shall serve a term of two (2) years. There is no limit to the number of terms.

c) An Officer shall be removed from office by an affirmative vote of the majority of the remaining Trustees at a regular meeting or a meeting called for said purpose. Such a removal does not constitute a removal as a Trustee.

Section 3: Vacancies.

a) The Chair is responsible for filling all vacancies of Board Officers.

Section 4: Board Chair.

The Board Chair shall preside at all meetings of the Board of Trustees. The Chair may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws or by New Jersey statute to some other officer or agent of the Corporation; and, in general, the Chair shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Directors from time to time. The Chair is also the President for any relevant purposes, including, but not limited to, N.J.S.A. 15A:4-5, 15A:6-15(a), and 18A:15-1.

Section 5: Board Vice-Chair.

The Board Vice-Chair shall perform such duties and have such authority as from time to time may be delegated by the Chair or by the Board. The Vice-Chair will serve as the default chair of any Select Committees for which a different Trustee has not been properly appointed. In the event that the Chair is unavailable or unable to act, the Vice-Chair shall preside at Board Meetings and exercise the authority of the Chair on an interim basis to the extent necessary to conduct Board business, including signing documents and instruments requiring execution by the Chair, until the Chair is able to act or a vacancy is filled under these Bylaws. The Vice-Chair is also the Vice President for any relevant purposes, including, but not limited to, N.J.S.A. 15A:4-5, 15A:6-15(a), and 18A:15-1.

Section 6: Board Finance Officer.

The Board Finance Officer (BFO) shall serve as the Board's primary financial governance officer, providing trustee-level financial oversight, and serving as the principal Trustee liaison on financial matters between the Finance Committee and the Executive Committee.

a) The BFO is a governance and oversight officer; this position shall not be deemed or construed as the "Treasurer of School Moneys" under N.J.S.A. 18A:17-31 et seq., which functions are vested in the School Business Administrator (SBA) or other qualified person as designated by the Board in accordance with N.J.A.C. 6A:11-5.1 and the Board's operative employment or contractual arrangement. Nothing herein shall be interpreted to grant the BFO individual administrative authority over the day-to-day financial operations of the Corporation, which remain the province of the SBA and Chief School Administrator pursuant to applicable law and Board policy. The Board Finance Officer corresponds to the Treasurer for purposes of N.J.S.A. 15A:4-5 and 15A:6-15.

b) The BFO should possess demonstrated expertise or substantial professional experience in one or more of the following: financial management, accounting, auditing, public or nonprofit finance, banking, investment management, or business administration. This preferred qualification is advisory and shall not limit the Board's discretion in electing the BFO.

c) The BFO shall be the third-ranking Board Officer, following the Chair and the Vice-Chair. In the event both the Chair and Vice-Chair are unavailable or unable to act, the BFO shall preside at Board meetings and exercise the authority of the Chair on an interim basis to the extent necessary to conduct Board business, including signing documents and instruments requiring execution by the Chair, until the Chair or Vice-Chair is able to act or a vacancy is filled under

these Bylaws.

d) The BFO shall be a standing member of the Finance Committee, and shall serve as its default chair unless another Trustee is properly appointed to that position. Regardless of who is Finance Committee Chair, the BFO shall remain a member of that Committee and shall continue to perform the liaison and oversight duties set forth in this Section.

e) The creation and existence of the BFO position shall not alter, diminish, or supersede the statutory and regulatory duties of the SBA as the chief financial officer of the school district/charter school pursuant to relevant authorities such as N.J.S.A. 18A:17-14.1 and N.J.A.C. 6A:23A-1.2, including responsibilities for budget preparation and administration, internal controls, segregation of duties, financial reporting, and performance of Treasurer of School Moneys functions in accordance with N.J.S.A. 18A:17-31 et seq. and applicable regulations. The SBA shall continue to report directly and independently to the Board and its committees on matters of fiscal accountability as required by law, regulation, Board policy, the SBA's contract, and any other relevant authority.

f) The BFO's role is to facilitate and enhance the Board's financial governance and oversight, not to replace or restrict the SBA's or auditor's direct access to the Board. Nothing in this Section shall be construed to: (i) require that communications between the SBA (or independent auditor) and the Board or any Board committee be routed solely through the BFO; or (ii) limit the SBA's obligation or right to present financial information, concerns, or recommendations directly to the Board or its committees. The Board affirms that the SBA and the independent auditor shall at all times have the right and obligation to communicate directly with the Board and its committees on matters of fiscal concern.

g) The BFO shall not, in an individual capacity and without specific Board authorization: (i) direct or supervise any employee of the Corporation, including the SBA; (ii) execute financial instruments or make financial commitments binding the Corporation except as authorized by Board resolution or these Bylaws; or (iii) act as custodian of school moneys or perform operational financial functions assigned by law or regulation to the SBA or Treasurer of School Moneys. All authority of the BFO is governance authority exercised through Board processes.

h) The Board hereby recognizes that this Board Officer position was formerly known as the "Treasurer" and was updated to clarify the position. Accordingly, all prior references in Board resolutions, policies, and authorizations, as well as in school regulations and other school documents, to the Board Officer "Treasurer," are deemed to refer to the Board Finance Officer, effective as of [date this amendment passes].

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ARTICLE VI
COMMITTEES

Section 1. Standing Committees.

a) The Board, by resolution, shall create Standing Committees and prescribe all guidelines, responsibilities, and authority to each as it so desires.

b) Standing Committees are considered permanent committees. As permanent committees they exist in perpetuity, unless the Board, by a two-third majority vote of its member via resolution, dissolves them.

c) At least two (2) Trustees are to serve as members of each Standing Committee. Standing Committees without the minimum number of Trustees assigned are considered inactive and cannot conduct official business or hold meetings.

d) The Chief School Administrator, or their designee, shall serve on each Standing Committee unless otherwise barred by the Board.

Section 2: Select Committees.

a) The Board, by resolution, may establish a committee appointed to perform a special function that is beyond the authority or capacity of a Standing Committee. Such committees are referred to as Select Committees.

b) Select Committees must be established with specific duties and powers that make it distinct from an established Standing Committee. The Board shall appoint its membership.

c) Select Committees do not have an expiration date, but are not permanent and must dissolve once its specific function is complete, or by Board decree.

d) Select Committees can also be referred to as Special Committees.

Section 3: Committee Governance.

a) The Board shall establish guidelines for committee governance. Such guidelines are to be uniform throughout the Corporation unless specifically stated otherwise by the Board.

Section 4: Committee Meetings.

a) Minutes will be kept of all meetings of all committees. Actions of each Standing Committee shall be reported to the Board at the next Board meeting.

b) All committee meetings that require a majority of the Board Trustees to be in attendance shall abide by the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq.

Section 5: Board Authority.

a) All committees established under the Corporation are considered subordinates or agents of the Corporation and are therefore subject to the full authority of the Board.

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ARTICLE VII
GENERAL PROVISIONS

Section 1: Conflict of Interest.

a) No Trustee shall have any direct or indirect financial interest in, or receive any compensation or other benefits as a result of, transactions between any individual, corporation, firm, or association from which the Corporation purchases supplies, materials, or property, which renders any service to the Corporation, which enters into leases or assignments to or from the Corporation, to which the Corporation sells any of its products, materials, facilities or properties, or which has any other contractual relations or business dealings with the Corporation.

b) If a Trustee believes that they may have a conflict of interest with respect to any particular transaction, they shall promptly and fully disclose the potential conflict to the Board of Trustees through the Chair or the appropriate Committee or Officer charged with corporate ethics responsibilities.

c) If any Trustee is going to assume an interest or other outside relationship which might result in a conflict of interest, it is the Trustee's responsibility to promptly and fully disclose all of the pertinent information to the Chair or the appropriate Committee or Officer charged with corporate ethics responsibilities, who shall report all information to the Board of Trustees.

d) Where a Trustee is a Director of any other corporation, firm, or association or is otherwise interested, such potential duality of interest shall be disclosed to the Board of Trustees, and made a matter of record through an annual procedure and also when the interest becomes a matter of direct action.

e) Any Trustee having a duality of interest shall not vote or use their personal influence on any matter, wherein the duality creates a conflict of interest, and they shall not be counted in determining the quorum for that portion of the meeting concerning the matter that presents the conflict. The minutes of the meeting shall reflect that a disclosure was made, as well as the abstention from voting and the status of attendance relative to the quorum.

f) No member of the Board of Trustees can be a paid staff member or vendor of the Corporation. To apply for a staff position or vendor contract at the Corporation, there needs to be a separation period of six (6) months from serving on the Board.

g) All Board members must sign, every year, a conflict of interest agreement by the beginning of each fiscal year.

Section 2: Personal Liability.

a) The Trustees of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

Section 3: <u>Indemnification.</u>

a) The Corporation may indemnify a Trustee, officer, employee, or agent of the Corporation against reasonable costs, disbursements, counsel fees, and liabilities in connection with any proceeding involving such director, Trustee, employee, or agent of the Corporation because of that person's present or former capacity as a Trustee, officer, employee, or agent of the Corporation in the manner, and subject to any conditions, prescribed by sections 15:A:2-8 and 15 A:3-4 of the New Jersey Nonprofit Corporation Act, or corresponding section of any future New Jersey Act, to the extent of the Corporation's relevant insurance coverage.

b) A Trustee, officer, employee, or agent of the Corporation, however, shall not be indemnified where the action or proceeding is based upon or arises out of their own intentional or negligent misconduct in the performance of their Corporate duties.

Section 4: <u>Insurance.</u>

a) The Corporation shall have the power to purchase and maintain insurance on behalf of any Trustee, officer, employee, or agent of the Corporation against reasonable costs, disbursements, counsel fees, and liabilities asserted by reason of such person's present or future capacity as a Trustee, officer, employee, or agent or the Corporation, whether or not the Corporation would have the power to indemnify that person under these Bylaws.

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ARTICLE VIII
DISSOLUTION

Section 1: Dissolution.

a) If, at any time, the Corporation's charter is revoked or the Corporation becomes insolvent, all assets of the Corporation, after satisfaction of all outstanding claims by creditors, shall be distributed by the Commissioner of Education, in accordance with law, amongst the participating district of residence and non-resident district(s).

b) The Corporation may be dissolved by the Board of Trustees upon a resolution for this purpose garnering the unanimous consent of the Trustees. In the event of dissolution of the Corporation, for reasons other than revocation of charter or its financial insolvency, the Corporation after payment of all debts, shall distribute its remaining assets in such manner that no part of the remaining assets would be distributed to any Trustee, Member, or Officer of the Corporation, but rather shall be distributed in accordance with law, provided, however that the distribution must be a qualified 501(c)(3) organizations whose purposes are consistent with the Corporation.

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ARTICLE IX
RATIFICATION

Section 1: Ratification.

a) It is resolved that the Board of Trustees of Marion P. Thomas Charter School, a New Jersey Non-Profit Corporation, hereby approves and adopts these Bylaws, as presented to the Board of Trustees, as the Bylaws of said Corporation.

b) It is further resolved that the Bylaws be authenticated as such, by the Secretary of the Corporation and placed in its minutes book, and that a full and true copy thereof, certified by the Secretary, be kept at the principal office of the Corporation for inspection during normal business hours as provided by the law and these Bylaws.

Section 2: Force and Effect of Bylaws.

a) These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act N.J.S.A. 15A:1-1 et seq., the Charter School Program Act of 1995, Title 18A of the New Jersey Statutes, the Open Public Meetings Act, N.J.S.A. 10:44-6 et seq., applicable and federal anti-discrimination statutes and any other applicable laws as they may be amended from time to time. These Bylaws are subject to the terms of the Certificate of Incorporation, the provisions of the law or state regulations.

Section 3: Amendment Process.

a) The Board of Trustees shall have the power to make, alter, and repeal these Bylaws, and the several clauses within, with at least two-thirds (2/3) absolute majority vote.

b) The Bylaws shall indicate the latest date of amending.

MaLiyah E. Griffiths

Board Secretary

May 14, 2026

Recently Amended Date

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