

**BYLAWS OF
THE NEW SCHOOL OF SYRACUSE**

**Article 1.
Definitions**

Section 1.01 Name

The “Corporation” shall mean The New School, its successors and assigns; sometimes referred to as TNS.

Section 1.02 Board

The “Board” shall mean the Advisory Board of the Corporation.

Section 1.03 Parent

The term “parent” shall include parents, guardians, and primary caregivers of currently enrolled students.

**Article 2.
Offices**

The Corporation shall have offices in Onondaga County, NY, as the Board may designate, or as the affairs of the Corporation may require from time to time. Ideally the offices shall be on the premises of the Corporation.

**Article 3.
Purposes and Objectives**

Section 3.01 Educational Purposes and Powers

The purposes of The New School, as set forth in the Articles of Incorporation, are exclusively educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The New School is established to guide children’s development

toward a lifelong enthusiasm for learning, active citizenship, skillful decision-making and strong relationships.

Section 3.02 Nondiscrimination Policy

The Corporation will not practice or permit any discrimination on the basis of sex, age, race, color, national origin, religion, physical ability or disability, sexual orientation or gender identity or expression, national or ethnic origin, political affiliation or any other basis.

**Article 4.
Membership**

Membership of TNS may consist of any individual who is one of the following: 1) An elected member of the Advisory Board, 2) A parent, guardian, or primary caregiver of a child enrolled in TNS or, 3) Any permanent staff of the Corporation.

**Article 5.
Governance**

Section 5.01 General Authority

The business and affairs of TNS shall be managed and controlled by its Board of Advisors in joint counsel with TNS teachers and the Educational Support Consultant (ESC). The Board is vested with the responsibility, power and authority of among other duties, the setting of general institutional policies, strategic planning, and insurance of fulfilling the mission, the vision, and the values of TNS. The Board et al is charged with the operational success and maintenance of the school. In the event that said affairs involve a significant institutional, or ideological shift from TNS's standing tradition, the Board is obligated to seek a vote of approval from TNS membership. Matters of enrollment and school curriculum are under the purview of TNS teachers and the ESC, and do not fall under the jurisdiction of the Board.

**Article 6.
Board of Advisors**

Section 6.01 Responsibilities and Duties of the Board of Advisors

TNS Board is a working Board and the duties and responsibilities of its advisors include, but are not limited to the following:

1. Advisors shall each complete and sign a Conflict of Interest Agreement on a yearly basis.
2. Advisors are expected to be knowledgeable about and to actively promote the mission and goals of TNS.
3. Advisors shall act in the best interest of TNS, over personal preferences.
4. Advisors are expected to adequately prepare for and attend meetings regularly.
5. Advisors shall serve on at least one standing or ad hoc committee lending support to said committee and serving as a liaison between the teachers, the ESC, the membership and the Board.
6. Advisors shall work cooperatively with TNS teachers and ESC, adhering to the philosophy of consensus when making decisions that significantly impact TNS staff/student body, or diverge from TNS values and traditions.
7. Advisors shall work in conjunction with the Personnel Committee when hiring a School Administrator, or new Staff member.
8. Advisors shall work in conjunction with TNS Teachers and ESC to construct and maintain a Strategic Plan, and a Succession Plan for TNS.
9. Communication is an essential component of a successful organization. It is imperative that the lines of communication among the Board, TNS Teachers, the ESC and the membership be open, consistent, and documented (via email, or written material).

Section 6.02 Board of Advisors Composition

The number of the Board of Advisors shall be five. The aforementioned members are elected officials, who are voted into office by the eligible membership of The New School. In accordance with The New School tradition, the majority of elected Advisors should be parents of current students.

Section 6.03 Non-elected Members of the Board

The New School Administrator shall serve as a non-voting Advisor to the Board and will count for purposes of establishing a quorum.

Section 6.04 Officers of the Board

The New School Board of Advisors shall consist of a President, Vice President(s), Secretary(-ies), and Treasurer. The Officers shall be elected by the Board at the first meeting of the Board post-election. A Board member may hold more than one office. The Board may appoint such other positions as may be deemed desirable.

Section 6.04.1 President

The President will preside over the Board meetings, and oversee the Board meeting schedule. The President will be the main contact person for the other Board Officers, Teachers and Administrator. The President will be entrusted with the ability to sign checks, and other financial documents in the absence of the Treasurer.

Section 6.04.2 Vice President

The Vice President will preside over Board Meetings in the absence of the President. The Vice President will assume the title and the responsibilities of the President should the office become vacant during the current President's term. The Vice President may be called upon the record Board meeting notes and votes in the absence of the Secretary.

Section 6.04.3 Secretary

The Secretary will be responsible for recording notes and votes during Board meetings. The Secretary will be responsible for communicating Board meeting notes to Board members after each meeting for review, prior to sending them to the Teachers, ESC, or posting them to the School website.

Section 6.04.4 Treasurer

The Treasurer shall have additional duties unique to the office. The Treasurer shall be the custodian of all funds and securities of the Corporation. The Treasurer will be entrusted with the ability to sign checks and other financial documents on behalf of the Corporation. The Treasurer shall maintain the books and records of the Corporation with full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Advisor. The Treasurer will provide a statement of the financial condition of TNS at each regular meeting of the Board. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 6.05 Eligibility

No person shall serve on TNS Board of Advisors that meets one of the following criteria:

1. Currently employed by TNS, excluding the Administrator.
2. An immediate family member is employed by TNS.
3. Is the relative, spouse, domestic partner, or fellow guardian of the same child(ren) as an Advisor who is currently serving on the Board.

Any person seeking nomination for the Board should be a member of TNS for at least one (1) year prior to running for election. New parents are encouraged to join school committees to gain experience and insight into the workings of TNS.

Section 6.06 Election and Term of Office

Each Advisor shall be elected to serve a term of three years which begins on May 1. Following the first term of service, Advisors may be re-elected to serve one (1) additional three year term. No Board Advisor may be elected to a term beyond the second term, without first having been off the Board for a minimum of one (1) year. Ideally terms of service of Board members shall be staggered, such that there will be at least two (2) returning Advisors serving at all times. Ideally, Advisors whose terms are complete shall attend the initial meeting that includes new Advisors, to aid in the transition.

Section 6.07 Schedule of Elections

Elections shall be held each spring before the end of the school year.

Election timeline:

1. First week of February. Notice of Board opening(s) to be emailed to members along with a full schedule of the election dates and events. Candidates submit their brief biographies to the Board.
2. First week of March. Candidate biographies are emailed to the eligible voting membership for review.
3. April. Membership voting shall be done at an all school event. Members who are not present may vote electronically. Voting will be completed one week after the day of the election.

Section 6.08 Voting Process and Eligibility

Election votes shall be strictly confidential. The voting process shall be administered by a past member of the Board, an alum, or other party with no current affiliation to the school. This will insure voting integrity and confidentiality.

Voting must include a minimum of 2/3 of the potential votes. In the event of a tie, there shall be a revote by the entire voting membership.

Voting Membership for Board Elections consists of:

1. One vote per permanent staff member of The New School.
2. One vote per current Board member.
3. Two votes per currently enrolled student, cast by parent(s) or guardian(s) of each child. One student = two votes. A current Board member or employee who is also the parent of a student enrolled at TNS may cast only one vote.

Section 6.09.1 Board Vacancies

Any Advisor's office shall become vacant upon such circumstance as death, incapacity, resignation, or removal from office. The Board of Advisors then in office may fill a vacancy by consensus at any Board meeting. Any Advisor elected in such a manner shall hold office only for the remaining school year.

Vacancies that arise due to expiration of term will be filled by the regular election process. Should the office of the School Administrator become vacant, the position will remain vacant until a new Administrator is hired.

Section 6.09.2 Resignation

Any Advisor may resign from office at any time by delivering a resignation in writing to the Board. The acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 6.09.3 Removal

Advisors who fail to attend three (3) Board meetings within an academic year, without a reasonable excuse, may be removed from the Board at the discretion of the Board. Any Advisor

may be removed or suspended at any time for misconduct, incapacity, or neglect of duty. Such an action would require a written complaint by a fellow Advisor, with review and discussion of the complaint by the rest of the Board. A written proposal of appropriate action must be submitted and voted on by the rest of the Board; a vote to remove a Board member shall require a majority to be carried.

Section 6.10 Committees of the Board of Advisors

The Board, by resolution adopted through consensus of the Advisors, may designate additional standing, or ad hoc committees, or reconfigure standing committees. Each standing committee shall include a minimum of one Board member. Each standing committee will record minutes of their meetings, and submit them to the Board for review.

The current standing and ad hoc committees are:

1. Fundraising
2. Marketing
3. Budget and Finance (Treasurer, Administrator and another Board member.)
4. Personnel (ad hoc)
5. Strategic Planning/Exploration (ad hoc)

Section 6.11 Board Meetings

1. Regular meetings of the Board shall be held each month during the academic school year, and at least once during the summer break. A minimum of two (2) meetings with TNS Teachers and ESC will be held during the academic school year. The schedule of Regular Board meetings will be decided upon by the Board, and posted to the School Calendar. The Board shall insure that upcoming meeting dates, times, locations and agendas are posted to TNS Membership.
2. Minutes will be taken at each Board meeting, approved at the next board meeting, recorded and made available to The New School membership. Any agenda items that require voting shall be recorded into meeting minutes to reflect discussion/action/outcomes. In order to facilitate communication, a draft summary of the minutes will be made and sent in a timely fashion to TNS staff after each Board meeting. On occasion, for privacy reasons, names might need to be redacted from meeting minutes

3. Committee reports and a budget update will be presented at each Board meeting.
4. Special meetings of the Board may be called at any time by the Board President, a majority of the current Advisors, or by TNS Teachers and ESC. Board members must be given a minimum of ten (10) days' notice in writing, or via email, of the date of any special meeting, with a corresponding agenda. When circumstances require more immediate attention and action, Board members shall be given 48 hours' notice of time and place of meeting.

Section 6.12 Quorum

At any meeting of the Board, a majority of the Advisors then in office shall be necessary to constitute a quorum for the transaction of business.

Section 6.13 Board Decisions

At all meetings of the Board, consensus will be used for decision making. In the event that consensus cannot be met, the Board shall find alternate methods to reach and make decisions.

Section 6.14 Remote Participation

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference call or similar communications equipment allowing all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6.15 Attendance by Others

In the spirit and tradition of active participation, TNS welcomes its members to attend Regular Board Meetings as observers. However there may be times when part, or all of a Board Meeting is closed due to privacy concerns.

Section 6.16 Parental Concerns

Parents are encouraged to approach the teachers with questions and concerns, particularly those related to curriculum and issues directly concerning the education of our children. If the teachers cannot address a given matter, or if the parent is uncomfortable bringing it to the teachers, the

Board, or the Administrator should be consulted. Private issues may be communicated to the Board directly, if desired.

Section 6.17 Grievances

TNS members who take issue with how the School, the Board, the School Administrator, Teacher(s), or any other school employee, have handled a particular situation may submit in writing to the Board, a brief description of the incident and state their dissatisfaction with the resolution, or lack thereof. The letter of grievance will be added to the next regularly scheduled Board meeting. The Board may require an additional special meeting if a resolution is not readily agreed upon. Ideally, conflict resolution should include all parties involved in the situation, and may include an outside facilitator.

Article 7.
Bank Accounts, Checks, Contracts and Investments

Section 7.01 Bank Accounts, Checks and Notes

The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, on behalf of the Corporation.

The Board may authorize any Officer or agent, in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 7.02 Investments

The funds of the Corporation may be retained in whole or in part in cash (to be held in a savings or checking account) or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem appropriate.

Article 8.
Indemnification and Insurance

Section 8.01 Indemnification

TNS may, to the fullest extent permitted by law, indemnify any and all current or former Advisors whom it has legal power to indemnify from and against any and all expenses, judgments, liabilities and other matters permitted by law. No person is indemnified for any willful, wanton or intentional unauthorized conduct or misconduct.

Section 8.02 Liability Insurance

TNS shall obtain and maintain in full force and effect, a policy of insurance providing liability coverage as the Board shall deem sufficient to fund the above indemnification obligation.

Article 9 Dissolution

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by TNS Membership with voting rights that is consistent with the Certificate of Incorporation and with State law.

Article 10 Amendments to the Bylaws

These Bylaws may be altered, amended, added to or repealed by a simple majority vote of TNS membership. Notice of changes proposed by the Board must be distributed to the membership via email a minimum of ten (10) days prior to a Special Board Meeting, where discussion of changes and voting shall take place. Voting may be done by secret ballot or electronically.

Article 11 Construction

In the case of any conflict between the Certificate of Incorporation of the Corporation and these Bylaws, the Certificate of Incorporation of the Corporation shall take precedence.

These Bylaws were adopted at a meeting of the Board of Advisors of The New School, on 8 March, 2019.

Name George Dale President

Name Daynia Dodd Secretary

Signature: *George Dale*
George Dale (May 4, 2020)

Email: gwdale@syr.edu

Signature: *Daynia Dodd*
Daynia Dodd (May 4, 2020)

Email: daynia@me.com









BYLAWS 2019

Final Audit Report

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