

**AMENDED AND RESTATED BY-LAWS  
OF  
FRIENDS OF PRINCETON CHARTER SCHOOL, INC.**

**Article 1      Name of Corporation**

1.1      **Name.** The name of the Corporation is Friends of Princeton Charter School, Inc.

**Article 2      Purposes and Incorporation**

2.1      **Purposes.** The Corporation is organized and shall be controlled by, and shall be operated exclusively for the benefit of, and to support the charitable purposes of, the Princeton Charter School, located in Princeton, New Jersey, (herein referred to as the "Supported Organization") which, as an educational organization, is an organization qualifying as a public charity pursuant to Section 509(a)(1) of the Internal Revenue Code (the "Code").

As described herein, this Corporation shall be operated exclusively for the benefit of, and to support the charitable and educational purposes of, the Princeton Charter School. The Corporation's activities shall include all activities permissible for a tax-exempt, charitable public benefit corporation, with a special focus on:

- (i)      acquiring and receiving contributions, gifts, bequests and devises, whether of real property, cash, cash equivalents, common stocks, bonds, or any other investment instruments, for the benefit of the Princeton Charter School, and the purchase, sale, or use thereof for the benefit of the Princeton Charter School;
- (ii)     fund raising and solicitation of charitable contributions for the benefit of the Princeton Charter School;
- (iii)    the making of grants to the Princeton Charter School and other distributions of property and income to the Princeton Charter School at the discretion of the Directors of the Corporation,
- (iv)    making the Corporation's assets available for the use of the Princeton Charter School, through gift, contribution, sale, lease or otherwise, and
- (v)    otherwise supporting and promoting the Princeton Charter School in the community.

2.2      **Registered Agent and Office.** The Corporation shall maintain a registered agent and office, registered with the Secretary of State, State of New Jersey. The Registered Agent shall be the Secretary of the Company, and the registered office of the Corporation and its principal place of business shall be at the location of the Princeton Charter School (currently 575 Ewing Street, Princeton, NJ 08540) or such other location as the Trustees determine.

2.3      **Non-Discrimination.** The Corporation shall not discriminate in any of its policies or practices on the basis of race, color, religion, national origin, gender, sexual orientation, age, handicap, military or marital status, or on the basis of any other protected category of individuals.

**2.4 Prohibition Against Private Benefit and Private Inurement.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Directors, officers or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation, and to make payments and distributions in furtherance of the Corporation's mission.

**2.5 Prohibition Against Political Activity.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign material on behalf of any candidate for public office.

### **Article 3      Members**

**3.1 Non-Membership Corporation.** The Corporation shall not have members. The Trustees shall have the powers and duties to conduct the activities of the Corporation.

**3.2 Honorary Titles.** The Corporation may create such classes of "membership" such as contribution members, or honorary members, as the Trustees determine in their discretion, but such persons shall not have the right of members under the New Jersey Nonprofit Corporation Act.

### **Article 4      Trustees**

**4.1 Number and Qualification.** The Board of Trustees shall consist of not less than three nor more than nine persons, one of which shall be appointed or elected by the Board of Trustees of the Princeton Charter School. The Board of Trustees may increase or decrease the number of Trustees at any Meeting or by unanimous consent as provided in Article 5. Any other qualifications for trustees as set by the Board of Trustees, from time to time, must be met prior to election to the Board.

**4.2 Powers.** The Board of Trustees 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 things as it deems proper and appropriate in promoting the objectives and purposes of the Corporation, including the authority to delegate to its Officers or Trustees, as necessary, responsibility for the affairs, business and property of the Corporation. Most actions of the Corporation can be taken by its officers without the need for a Board meeting, such as event planning, approval of expenditures in the ordinary course of Friends business, etc. Examples of actions where Board approval (pursuant to a duly noticed meeting with a quorum present, or unanimous written consent) or ratification would be appropriate include the election of Trustees and Officers and major disbursements (such as purchase of the school bus, transfers of major amount to the school for construction, and the like).

#### **4.3 Election of Trustees.**

- (a) Trustees shall be elected at the Company's Annual Meeting each year for a term of two years. There is no limit on the number of consecutive terms a Trustee may serve.
- (b) The Trustees as of the date of these Amended and Restated By-Laws are listed below:

Lisa Crane  
Ginny Rinchart  
Lauren Kaltman  
Lynne Harwood  
Robin Birkel  
Ellen DiPippo

*Ex officio member:* Charles Marsee, Head of Princeton Charter School

- (c) At the Annual Meeting (see Article 5) there shall be an election for persons to fill the vacancies on the Board of Trustees that will commence the next August 1.
- (c) The Nominating Committee shall be appointed by the President, and its function shall be to recommend individuals for election to the Board of Trustees; provided, that if no formal Nominating Committee has been appointed then any Trustee may recommend individuals for election to the Board of Trustees. Trustees are elected by a simple majority of the Trustees in attendance at any meeting called for such purpose, or by unanimous consent as provided in Article 5.
- (d) If a Trustee whose term is expiring wishes to stand for re-election, they will inform the remaining Trustees at least 2 weeks prior to the Annual Meeting. The Board may then vote to reelect the trustee for another term, or to elect such other qualifying individual(s) who have expressed their willingness to serve as Trustee(s).

**4.4 Resignation and Removal.** A trustee may resign by submitting his or her resignation in writing to the Chairperson of the Board of Trustees. A trustee may be removed with or without cause, by the affirmative vote of two-thirds of the directors. 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 of Trustees regarding such action prior to any vote on removal.

**4.5 Vacancies.** Vacancies on the Board of Trustees shall be filled by election to the Board, based on the recommendation of the Nominating Committee. Trustees so elected shall serve for the remainder of the unexpired term of their predecessor trustees.

**4.6 Compensation.** The Board of Trustees shall serve without compensation, except for a reasonable advancement, or reimbursement, of expenses incurred in the performance of their

duties which the Board of Trustees may authorize by a majority vote at any meeting. The wages or salaries of any agents, or professionals or consultants rendering services to the Corporation shall be approved from time to time by resolution of the Board of Trustees. In all cases, any wages or salaries received by officers, agents, employees, professionals or consultants rendering services to the Corporation, shall be reasonable, not excessive, and given in return for something of real value to the Corporation.

## **Article 5 Meetings**

**5.1 Annual Meeting and Regular Meeting.** A regular meeting of the Board for the election of Trustees and Officers and such other business as may come before the meeting shall be held in May or June of each year, upon not less than ten nor more than sixty-days' written notice of the time, place and purposes of the meeting at the principal place of business of the Corporation, or such other place and at such other time as shall be specified in the notice of meeting. At the Annual Meeting the incumbent Trustees will elect the Trustees and Officers for terms to commence on August 1.

**5.2 Special Meetings of the Board.** Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board or by any three Trustees of the Board. Such meetings shall be held upon not less than two-days' notice given personally or by telephone, facsimile, or electronic communication, or upon not less than four days' notice given by depositing notice in the US mail, to the Trustee at his or her address of record. Such notice shall specify the time and place of the meeting and the purposes for which the meeting shall be convened.

**5.3 Waivers of Notice of Board Meeting, Adjournment.** Notice of a meeting need not be given to any Trustee who signs a waiver of notice whether before or after the meeting, or who attends a meeting without protesting, prior to the conclusion of the meeting, the lack of notice for such meeting. Notice of an adjourned meeting need not be given if the time and place for the continuation of the meeting are fixed at the meeting adjourning, and if the period of adjournment does not exceed ten days in any one adjournment.

**5.4 Action Without A Meeting.** The Board or any committee of the Board may act without a meeting if, prior or subsequent to such action, all of the Trustees or committee members shall consent in writing to such action. Such written consent, in the form attached hereto as Exhibit A, shall be filed in the Corporation's minute book by the Secretary.

**5.5 Records of Meetings.** A record shall be maintained of all formal Board actions, including the annual elections of Trustees and Officers. These records are the responsibility of the Secretary.

**5.6 Meeting by Telephone.** The Board or any committee of the Board may participate in a meeting of the Board via electronic listening devices, such as a telephone conference call, or any other means of communication such that every person participating in the meeting can clearly hear each other.

**5.7 Quorum for Action at a Meeting; Majority.** A majority of the Trustees shall constitute a quorum for the transaction of business. At any meeting with a quorum, the act of a majority of

the Trustees in attendance shall constitute an action of the Corporation (except that approval of two-thirds of the Trustees present shall be required for amendments to the Articles of Incorporation and Bylaws of the Corporation). If the vote is equally divided for and against a proposed resolution, then the Chairman's vote shall be considered the tiebreaking vote.

**5.8 Attendance at Meetings.** Trustees are expected to attend Board meetings. It shall be the duty of the Secretary of the Board to communicate with any member after such member's absence at any meeting of the full Board, and to provide the absent member with an opportunity to review the minutes of the missed meeting. Failure by a board member to attend three consecutive board meetings will be sufficient reason for the Chairperson to request the resignation of the absent board member.

## **Article 6 Trustees' Obligation To Disclose and Avoid Conflicts of Interest**

**6.1 Conflicts of Interest.** No contract or other transaction between the corporation and one or more of its Trustees or officers, or between the corporation and any other corporation, firm, association, or other business entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be approved by a vote of the board or any committee unless the following disclosure procedures occur.

**6.2 Disclosure of Conflicts.** Whenever a conflict of interest arises, or the appearance of a conflict of interest, such director or officer with the conflict (hereinafter "interested" Trustee or officer) who is present at the meeting of the Board, or of a committee thereof, shall disclose in good faith the material facts as to such interested director's or interested officer's self-interest, financial interest or appearance of conflict of interest. Any action of the Corporation to approve activity in which a conflict of interest, or appearance of conflict, exists shall be approved only by a majority vote of the disinterested directors.

**6.3 Relatives, Spouses, and Former Trustees or Officers.** The conflicts of interest policy of the Board shall also apply to interests of any relative or spouse of a current Trustee, and to former Trustees or Officers, whose last service on the Board occurred less than two years before the effective date of any proposed contract or transaction between such person and the Corporation.

## **Article 7 Officers**

**7.1 Officers.** The officers of the Corporation shall include a President, one or more Vice Presidents, PCS Board Liaison, Secretary, Treasurer, and Head Room Parent Coordinator and such other officers, including Assistant Treasurers and/or Assistant Secretaries, whose positions shall be created from time to time by the Board of Trustees to perform such duties as may be prescribed by the Board of Trustees. Any two offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or these bylaws to be executed, acknowledged or certified by two or more officers.

**7.2 Election of Officers.** Officers shall be elected by the Board of Trustees at the Annual Meeting, with terms to run concurrently with their terms as Trustees.

- (a) The Officers as of the date of these Amended and Restated By-Laws, and the date on which their respective terms shall be completed, are listed below.

President: Lisa Crane

Vice-President: Ginny Rinehart

Treasurer: Lauren Kaltman

Secretary/Head Room Parent Coordinator: Lynne Harwood

Assistant Secretary/Head Room Parent Coordinator: Robin Birkel

Board of Trustees Liaison: Ellen DiPippo

- (b) The Vice President generally will be nominated for the position of President for the next two-year term following such Vice President's initial term, for the sake of continuity, and each nominee for President shall select a person to serve as Vice President during their term, subject to the approval of the Board of Trustees.
- (c) There is no formal limit under these By-Laws to the number of terms an officer may serve in any one office; but the Trustees generally agree that a total of four years combined as Vice President and/or President is an appropriate maximum term of service to request an individual to contribute.
- (d) Nominations to offices may be made by any Trustee and volunteers are encouraged to make any interest in serving as an officer known through any Trustee.

**7.3 Coordination of Friends' Activities by President and Vice President.** Most actions of the Corporation can be taken by its officers without the need for a Board meeting, such as event planning, approval of expenditures in the ordinary course of Friends business, etc. Conduct of Friends business should always be coordinated through its President (or in the President's absence, the Vice President). Examples of actions where members of Friends, including its other officers, should consult with the President before acting irrevocably are event scheduling, commitment to expenditures, or other agreements with outside parties (such as agreeing to lease a space for an event). It is not the Corporation's policy to have members make such decisions individually and then address any objections by paying for items out of their own pocket; Friends officers must have the opportunity to make the decisions that may set a precedent or create issues with the school or other parties, especially spending Friends funds or creating and/or scheduling school-supporting activities.

**7.4 Duties.** The duties and powers of the Officers shall be determined from time to time by the Board. Subject to any such determination, the Officers shall have the following duties and authority:

**President:** The President shall be the chief executive officer of the Corporation, shall have general charge and supervision over and responsibility for the affairs of the Corporation, and shall preside at all meetings of the Board of Trustees. Unless otherwise directed by the Board, all other officers shall be subject to the authority and the supervision of the President. The President may enter into and execute contracts and obligations and instruments in the name of the Corporation as authorized either generally or specifically by the Board. The President shall have the general power and duties of management and may delegate such duties and authority to any

other officer at his or her discretion. The Friends of PCS Newsletter will be prepared by the President in consultation with the staff of Princeton Charter School.

**Vice President:** The Vice President appointed each year shall be a person who has expressed an interest in serving as President in the future. The Vice President shall assist the President in carrying out all of his or her duties.

**Secretary:** The Secretary shall cause notice of all meetings to be served as prescribed in these bylaws; shall prepare corporate resolutions in proper form to reflect the actions taken by the Board of Trustees; and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the President or the Board, including but not limited to responsibility for filing all corporate forms and non-financial filings such as the Corporation's New Jersey Annual Report. The Secretary shall be responsible for a system of adequate corporate record keeping, including updating the Corporation's minute book which shall be kept at the Registered Office of the Corporation; and providing each Officer with an updated "working copy" of the Corporation's minute book. Any Assistant Secretary may perform the above-described functions when the Secretary is absent or unable to act.

**Treasurer:** The Treasurer shall have the responsibility for custody of the accounts, funds and securities of the Corporation, and shall keep or cause to be kept regular books of financial account for the Corporation. The Treasurer shall maintain records of contributions received including in each case the date, the amount, and the name and address of each contributor; send an acknowledgement to each contributor in the form prescribed by law; and share contribution data as requested with Princeton Charter School and the PCS Capital & Endowment Fund, Inc. The Treasurer shall perform such other duties, and possess such other powers, as are incident to the office or shall be assigned by the President or the Board, including but not limited to selection of an auditor, responsibility for filing all financial reports, submission of registrations and information returns with federal and state taxing authorities including Form 990, the Company's registration with the New Jersey Department of Consumer Affairs on Form CRI-300 (or any successor form), and other finance-related filings as required by state and federal government for the fiscal year(s) ending during their term. The Treasurer shall be responsible for a system of adequate financial record keeping showing the income, expenses, liabilities and fund balances of the Corporation. Any Assistant Treasurer may perform the above-described functions when the Treasurer is absent or unable to act.

**Liaison to PCS Board of Trustees:** The Liaison to the PCS Board of Trustees will be a person selected by the PCS Board of Trustees to act in such capacity, and the Trustees will respect the PCS Board of Trustees' wishes by casting their votes in favor of the election of such person absent good reason. The Liaison shall communicate issues of mutual concern between the PCS Board of Trustees and the school's administration, on the one hand, and the Trustees and Officers of the Corporation, on the other, whether by request or on such officer's own initiative.

**Room Parent Coordinator:** The Room Parent Coordinator will provide a central source of communications and requests for assistance between the Head of School and one or more classroom(s) (examples include requests for field trip chaperones, or notification of emergency school closings). Room Parents will coordinate certain classroom-based celebrations such as the Halloween, winter holiday and Valentines' Day parties. Room Parents are not generally

responsible for soliciting contributions or obtaining volunteers for school-wide Friends activities, although they may assist event chairpersons with such efforts.

**7.5 Resignation and Removal of Officers.** An officer may resign by submitting his or her resignation in writing to the Chairperson of the Board. An officer may be removed with or without cause by the affirmative vote of two-thirds of the entire Board. An officer 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 action prior to the vote on removal.

**7.6 Vacancies of Officers.** Vacancies in the offices of President, Secretary and Treasurer, shall be filled by appointment of the remaining officers, based on recommendations of the Nominating Committee. Officers thus appointed shall serve for the remainder of the vacated term.

## **Article 8 Committees**

**8.1 Committee Chairperson.** The Chairperson of all committees will be appointed by the President annually.

**8.2 Function of Committees.** The Corporation shall have such committees as are appointed by the Board of Trustees for carrying out such functions, projects and programs as are approved by the Board, including but not limited to, fund raising projects such as the Annual Appeal and the Gala Dinner & Auction. Members of Committees may be volunteers who are not officers or Trustees of the Corporation, **but the chairperson of each committee shall clear all proposed events (including their dates) and related expenditures with the President or Vice President of the Corporation, and clear all communications to the public concerning any such events with the Liaison to the PCS Board.** Only an Officer of the Corporation can sign contracts binding on the Corporation, and only an Officer of the Corporation should seek approval from Mr. Marsee or any other school administrator for prospective events. This requirement shall be publicized to volunteers.

## **Article 9 Fiscal Year and Check Signing**

**9.1 Fiscal Year.** The fiscal year of the Corporation shall begin on July 1 and end on June 30<sup>th</sup>.

**9.2 Check Signing.** The Board shall establish a policy setting the amount above which checks must be signed by two officers of the Corporation. Under that amount, the President or the Treasurer will sign checks. The Board of Trustees may, in its discretion, choose to name a Trustee as a substitute for signing checks.

## **Article 10 Amendments of By-Laws**

**10.1 Amendments.** These by-laws may be amended by a two-thirds vote of the Board of Trustees.

**10.2 Notice of Proposed Amendments Required.** Written notice of the proposed



amendments to the bylaws must be provided no less than 10 days prior to the meeting at which such amendments shall be voted on.

## **Article 11 Additional Provisions**

**11.1 Dissolution.** Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, pay over and deliver all of the assets of the Corporation to such organizations as would then qualify under the provision of Section 501(c)(3) of the Internal Revenue Code, and its Regulations, or corresponding section(s) of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate court in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes.

**11.2 Indemnification of Officers and Trustees.** The Corporation shall indemnify every corporate agent to the full extent permitted by Section 15A: 3-4 of the New Jersey Nonprofit Corporation Act, and to the full extent otherwise permitted by law. A trustee or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries, or its Board of Trustees, except that nothing contained herein shall relieve a Trustee from liability for any breach of a duty based on an act or omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt by such person of an improper personal benefit.

**11.3 Insurance.** The Board of Trustees shall provide for liability and other forms of insurance which in its discretion the Board considers necessary and prudent for the protection of the assets of the Corporation and the Trustees, officers and other agents of the Corporation.

**11.4 Force and Effect of Bylaws.** These by-laws are subject to the provision of the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A: 1-1 et seq., the Charter School Program Act of 1995, and other applicable state and federal laws. These by-laws are also subject to the terms of the Certificate of Incorporation of the Corporation as it may be amended from time to time. If any provision in these bylaws is inconsistent with a provision of the state or federal laws, the provisions of the Certificate of Incorporation govern to the extent of such inconsistency, and an inconsistency in one provision of the bylaws does not take away the full force and effect of remaining provisions.

**Article 12 Adoption of By-Laws**

12.1 Adoption Upon Two-Thirds Majority Approval. These Amended and Restated By-Laws shall be adopted when approved by a two-thirds majority of the Board of Trustees.



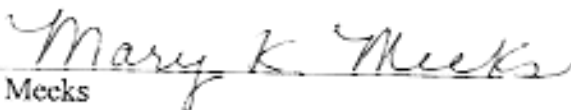
Ellen DiPippo



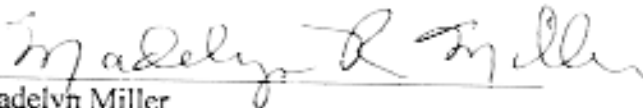
Lynn Irving



Andrea Henneman



Mary Mecks



Madelyn Miller

## Friends of Princeton Charter School, Inc. Board of Trustees

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Action of the Board of Trustees  
of Friends of Princeton Charter School, Inc.  
at a Meeting on \_\_\_\_\_ (date)

The Board of Trustees of Friends of Princeton Charter School, Inc. (the "Company") met at 575 Ewing Street, Princeton NJ on \_\_\_\_\_ (date). Each Trustee received proper notice of the meeting or waived such notice. A signature opposite a Trustee's name indicates that the Trustee was in attendance (a majority of the Trustees constitutes a constituting a quorum for the transaction of business).

\_\_\_\_\_, President \_\_\_\_\_  
(printed name) (signature)

\_\_\_\_\_, Vice Pres. \_\_\_\_\_  
(printed name) (signature)

\_\_\_\_\_, Treasurer \_\_\_\_\_  
(printed name) (signature)

\_\_\_\_\_, Secretary \_\_\_\_\_  
(printed name) (signature)

\_\_\_\_\_, Board \_\_\_\_\_  
(printed name) Liaison (signature)

\_\_\_\_\_  
(printed name) (signature)

\_\_\_\_\_  
(printed name) (signature)

The following matters were presented to and approved by the Board: (any reports of the Treasurer or any other officer; list matters that are to be acted on):

1.

2.

3.

(continue on reverse as necessary)

Following due discussion and deliberation the Board adopted the following resolutions by majority vote, effective as the above date.

**RESOLUTIONS:**

**RESOLVED:**

1.

2.

3.

(continue on reverse as necessary)

**FURTHER RESOLVED:** The Board of Trustees hereby authorizes and directs the officers of the Company to execute documents, make filings with governmental offices, and do such other acts and things as are necessary and desirable to effectuate the purposes of the foregoing Resolutions.

**RATIFICATION OF OFFICERS' ACTIONS:** The Board of Trustees hereby ratifies and confirms all actions of the Officers taken since the last previous Meeting of this Board of Trustees that are not inconsistent with the Certificate of Incorporation or By-Laws of this Corporation, or previous resolutions of this Board of Trustees that remain in force and effect.

I HEREBY CERTIFY that the foregoing resolutions were duly passed by the Board of Trustees of Friends of Princeton Charter School, Inc. at a meeting as provided in the By-Laws of the Corporation.

\_\_\_\_\_  
(signature)

\_\_\_\_\_, Secretary  
(print name)

Friends of Princeton Charter School, Inc.  
*Board of Trustees*

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Action of the Board of Trustees

By Unanimous Written Consent

Date: \_\_\_\_\_

1. The following matters were proposed for action by the Board: (any reports of the Treasurer or any other officer; list matters that are to be acted on):

1.

2.

3.

RESOLUTION:

The Board hereby adopts the following resolutions by unanimous written consent, effective as the above date.

**RESOLUTIONS:**

**RESOLVED:**

1.

2.

3.

(continue on reverse as necessary)

**FURTHER RESOLVED:** The Board of Trustees hereby authorizes and directs the officers of the Company to execute documents, make filings with governmental offices, and do such other acts and things as are necessary and desirable to effectuate the purposes of the foregoing Resolutions.

\_\_\_\_\_  
(Signature)  
Printed Name: \_\_\_\_\_

\_\_\_\_\_  
(Signature)  
Printed Name: \_\_\_\_\_

\_\_\_\_\_  
(Signature)  
Printed Name: \_\_\_\_\_

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(Signature)  
Printed Name: \_\_\_\_\_

\_\_\_\_\_  
(Signature)  
Printed Name: \_\_\_\_\_

\_\_\_\_\_  
(Signature)  
Printed Name: \_\_\_\_\_

\*\*\*\*\*  
I hereby certify that the above are the  
signatures of all of the Trustees of Friends of  
Princeton Charter School.

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\_\_\_\_\_, Secretary