

**BOARD OF TRUSTEES**

Geoffrey Canada

**Chairman**

Kwame Owusu-Kesse

**President/CEO**

Mitch Kurz

**Secretary & Treasurer**

Kenneth Langone

**Chairman Emeritus**

Ellanor (Bodie) Brizendine

Stanley Druckenmiller

Willie Mae Lewis

Keith Meister

Lisa McNear

Alfonso Wyatt

Saskia Brown

**Superintendent**

Shannon Benson

**Deputy Superintendent**

LaKiesha George

**Principal**

**Elementary School**

70 East 112<sup>th</sup> Street

New York, NY 10029

Tel 212.360.3236

Veroniqua Delva

**Principal**

**Middle School**

35 East 125<sup>th</sup> Street

New York, NY 10035

Tel 212.360.3237

Shannon Ortiz-Wong

**Principal**

**High School**

35 East 125<sup>th</sup> Street

New York, NY 10035

Tel 212.360.3238

**AGENDA**

Harlem Children's Zone (HCZ) Promise Academy II

Annual Board of Trustees Meeting

Monday, June 22, 2026

at

35 East 125th Street

New York, NY

Additional Video Conference Location (Board Member):

176 East 71st Street

New York, NY 10021

- I. Acceptance of the Minutes
- II. CEO Report (*Kwame Owusu-Kesse*)
- III. Superintendent's Updates (*Saskia Brown*)
- IV. HCZ Promise Academy II Updates
  - i. Elementary School (*Saskia Brown*)
  - ii. Middle School (*Veroniqua Delva*)
  - iii. High School (*Shannon Ortiz-Wong*)
- V. Financial Report (*Ralph Stefano*)
- VI. Resolutions
  - i. FY 27 Budget (*Ralph Stefano*)
  - ii. Board Elections (*Candice Ashby*)
  - iii. HCZ Promise Academy By-Laws (*Candice Ashby*)
  - iv. HCZ Promise Academy Family Handbook (*Candice Ashby*)

**Harlem Children's Zone (HCZ) Promise Academy II Charter School  
Board Meeting  
Thursday, May 21, 2026  
245 West 129th Street**

*Attendees: Geoffrey Canada, Mitch Kurz, Kwame Owusu-Kesse, Stan Druckenmiller, Keith Meister, Willie Mae Lewis, Lisa McNear, DeniLee Peroza, Candice Ashby, LaRen Bierria, Saskia Brown, Ari Browne, Celines Castro, Amy Deal, Veroniqua Delva, LaKiesha George, Jenn Klein, John Macapagal, Katherine Martinez, Shannon Ortiz-Wong, Kelly Siddharta, Liam McCarthy, Meredith Peckosh-Soffrin, Ralph Stefano, Toya Stilley, and Tarik Ward.*

**Acceptance of Minutes (Geoffrey Canada)**

The meeting was called to order at 4:30 PM. The board unanimously approved the meeting minutes from February 25, March 18, and April 27.

**CEO's Report (Kwame Owusu-Kesse)**

Chief Executive Officer Kwame Owusu-Kesse shared a video highlighting HCZ's College Signing Day. The video featured graduating scholars from Promise Academy and Zone Programs announcing their college acceptances and intended fields of study, including finance, psychology, chemistry, architecture, veterinary medicine, forensic science, and music.

Mr. Owusu-Kesse reflected on the accomplishments of the graduating class and noted that several of the scholars began their educational journeys at Promise Academy. He emphasized the importance of preparing scholars not only for college, but also for career and life success.

As an example, Mr. Owusu-Kesse shared the story of a graduating senior accepted to the University of Miami to study architecture. The scholar proactively sought assistance and secured internship opportunities. Mr. Owusu-Kesse noted that the scholar successfully connected with HCZ staff and professional networks, demonstrating the self-advocacy, agency, and career readiness fostered through HCZ's cradle-to-career pipeline of supports.

Mr. Owusu-Kesse expressed his pride in the graduating class and confidence in their future success.

**Superintendent's Update (Dr. Saskia Brown)**

Superintendent Dr. Saskia Brown reported that as of May 1, enrollment for HCZ Promise Academy I is 1,122 and 942 for HCZ Promise Academy II.

Dr. Saskia Brown introduced the Promise Academy II Middle School scholar who won the school's Pi Day competition by reciting the most pi digits. Dr. Brown and school

leadership highlighted the scholar's academic excellence, leadership, and commitment to his studies.

Dr. Brown thanked members of the Promise Academy Parent Association board for their partnership and participation in a recent site visit and luncheon. She noted the value of ongoing collaboration and dialogue with parent leaders regarding school successes and opportunities for continued growth.

Dr. Brown reported that the New York State English Language Arts, Mathematics, and Science assessments have concluded. She thanked Managing Director of Teaching and Learning Katherine Martinez, school staff, and members of the Human Resources Team for their support throughout the testing process.

Dr. Brown also shared that preparations are underway for graduations, year-end celebrations, and moving-up ceremonies across the schools. She noted that the Promise Academy High School Commencement Ceremony is scheduled for June 26, and the school will share invitations with Board members.

Finally, Dr. Brown reported that the schools have finalized plans for the Summer Extended Learning Program. She thanked the Teaching and Learning Team and Chief Financial Officer Ralph Stefano for their support and noted that the program will continue to emphasize academic instruction, tutoring, and Saturday Academy as part of the schools' ongoing efforts to accelerate scholar achievement.

### **HCZ Promise Academy II Elementary School (LaKiesha George)**

Principal LaKiesha George reported the Elementary School's attendance was 90% for April.

The Elementary School achieved an average scholar attendance rate of 79% for the HeyTutor program during the reporting period.

The Elementary School is continuing enrollment efforts for the 2026–27 school year. It has enrolled 83 kindergarten scholars to date and plans to continue recruitment efforts through community canvassing in June.

The Elementary School hired two new team members. One staff member is expected to begin in June and the second in August.

The Elementary School also supported scholar engagement through school culture activities, including dress-down days held prior to Spring Break.

### **HCZ Promise Academy II Middle School (Dr. Veroniqua Delva)**

Principal Dr. Veroniqua Delva reported the Middle School's attendance was 93% for April.

To support scholar engagement and readiness for state assessments, the Middle School hosted an English Language Arts Testing Pep Rally featuring team-building and academic review activities.

As part of the Middle School's Respectful Language Campaign, scholars participated in a poster competition promoting positive communication, creativity, and scholar voice. The winning scholar was recognized during a schoolwide town hall.

The Middle School celebrated scholar achievement through its Marking Period 3 Awards Ceremony and Top Performer Brunch. Gold Honor Roll scholars also participated in a recognition trip to Dave & Buster's.

The Middle School hosted its Pages of Possibility event, led by Dr. Foulks and the Student Council. During the event, scholars distributed more than 100 books to Harlem families and community members, promoting literacy and a love of reading.

Scholars also participated in culinary enrichment experiences led by Executive Chef Charline Calixte and the Food Services Team. The program provided hands-on opportunities for scholars to learn cooking techniques and how to prepare meals.

The Middle School achieved an 89% attendance rate for the HeyTutor program, reflecting ongoing efforts to increase scholar participation and academic support engagement.

### **HCZ Promise Academy II High School (Shannon Ortiz-Wong)**

Principal Shannon Ortiz-Wong reported the High School's attendance was 89% for April.

Through the school's College Now partnership, 16 scholars enrolled in college-level courses during the spring semester, and completed a total of 30 College Now courses during the school year. Course offerings ranged from financial management to business fundamentals. Additionally, 10 graduating seniors have completed a combined total of 17 college courses prior to beginning college in the fall, providing them with a significant head start on their postsecondary studies.

Scholars rehearsed for the *Dreamz in Harlem* performance at the Friend of the Children Award Dinner.

The High School added new cameras and equipment to its Photography and Journalism program. The investment supports the school's growing media arts offerings and provides scholars with hands-on experiences aligned to potential college and career pathways.

The High School reported recent college acceptance results, which included acceptances to Stony Brook University, Kean University, and Pennsylvania State University. The school's salutatorian was accepted to the University of Miami to study economics with an \$80,000 financial aid package. Combined with HCZ scholarship support and previously earned College Now credits, the scholar will begin college with substantial academic and financial advantages.

## **Financial Update (Ralph Stefano)**

Chief Financial Officer Ralph Stefano reported that HCZ Promise Academy II's year-to-date average enrollment is 964, which is four favorable versus the revised budget. The school's revenue through March is on budget at \$17.6M. Expenses are \$0.2M favorable, at \$17.8M. HCZ has not made a contribution through nine months of FY26.

**Harlem Children's Zone (HCZ) Promise Academy II**  
**May 2026 Attendance Report**

Date	HCZ PAII Elementary School			HCZ PAII Middle School			HCZ PAII High School		
	Number of Students		% of Students	Number of Students		% of Students	Number of Students		% of Students
	Absent	Enrollment	Present	Absent	Enrollment	Present	Absent	Enrollment	Present
5/1	64	488	87%	33	256	87%	16	198	92%
5/4	46	487	91%	23	256	91%	18	198	91%
5/5	32	487	93%	18	256	93%	8	198	96%
5/6	31	486	94%	18	256	93%	15	198	92%
5/7	51	486	90%	9	256	96%	18	198	91%
5/8	54	486	89%	9	256	96%	14	198	93%
5/11	72	486	85%	25	256	90%	17	198	91%
5/12	45	486	91%	12	256	95%	20	198	90%
5/13	32	486	93%	16	256	94%	18	198	91%
5/14	34	486	93%	15	256	94%	18	198	91%
5/15	60	486	88%	21	256	92%	17	198	91%
5/18	54	485	89%	33	256	87%	10	198	95%
5/19	38	485	92%	19	256	93%	57	198	71%
5/20	52	485	89%	18	256	93%	18	198	91%
5/21	48	485	90%	17	256	93%	13	198	93%
5/22	92	485	81%	32	256	88%	24	198	88%
5/28	73	485	85%	51	256	80%	36	198	82%
5/29	81	485	83%	34	256	87%	35	198	82%
<b>Average</b>	<b>53</b>	<b>486</b>	<b>89%</b>	<b>22</b>	<b>256</b>	<b>91%</b>	<b>21</b>	<b>198</b>	<b>90%</b>

# Promise Academy II FY26 Budget vs Projection & FY27 Budget



	FY26 Full Year Budget	FY26 Full Year Projection	Fav/(Unfav)	FY27 Full Year Budget	FY27 vs. FY26 Budget Fav/(Unfav)
(\$ millions)					
Projected Average Enrollment	1,027	959	(68)	917	(110)
DOE and other gov't funding	(a) 24.8	23.5	(1.3)	23.4	(1.4)
<b>Expenses:</b>					
Salaries	16.3	17.3	(1.0)	17.7	(1.4)
Benefits	4.4	4.0	0.4	4.9	(0.5)
OTPS	3.9	3.4	0.5	3.5	0.4
<b>Total Expense</b>	<b>24.6</b>	<b>24.7</b>	<b>(0.1)</b>	<b>26.1</b>	<b>(1.5)</b>
<b>Expense in excess of public funding</b>	<b>-</b>	<b>1.2</b>	<b>(1.2)</b>	<b>2.7</b>	<b>(2.7)</b>
<b>Contributions Components:</b>					
HCZ Contribution	(b)	1.2	(1.2)	2.7	(2.7)
<b>per student (whole \$)</b>	<b>-</b>	<b>1,236</b>	<b>(1,236)</b>	<b>2,944</b>	<b>(2,944)</b>

(a) Excludes PA initiatives, bonus, growth fund, & other HCZ allocation

(b) Approved by HCZ board

**RESOLUTION OF THE BOARD OF TRUSTEES OF HARLEM CHILDREN'S ZONE PROMISE  
ACADEMY II CHARTER SCHOOL TO APPROVE FY 2027 BUDGET**

**THE BOARD OF TRUSTEES** (the "Board") **OF HARLEM CHILDREN'S ZONE PROMISE ACADEMY II CHARTER SCHOOL**, an education corporation, organized under the New York Charter Schools Act and the Education Law of the State of New York (the "Corporation"), acting pursuant to the By-Laws of the Corporation (the "By-Laws") for the purpose of taking the following action relating to the adoption of the resolution set forth below, states that:

**WHEREAS**, the Board has reviewed the FY 2027 revenue and expense budget, which includes an operating expense budget of \$26,100,000 (the "FY 2027 Budget"), and an initiatives budget of \$1,250,000.

**WHEREAS**, after due deliberation and consideration, the Board has determined that adoption of the FY 2027 Budget is in the best interests of the Corporation; and

**NOW, THEREFORE, IT HEREBY IS:**

**RESOLVED**, that the FY 2027 Budget as presented is hereby approved.

*[Remainder of page intentionally blank.]*

**Harlem Children's Zone Promise Academy II  
Annual Board Meeting  
June 22, 2026**

**Board of Trustees**

**Officers and Trustees for Re-Election**

Geoffrey Canada, *Chairman*  
Stanley Druckenmiller, *Trustee*  
Kenneth Langone, *Chairman Emeritus*  
Lisa McNear, *Parent Representative*  
Kwame Owusu-Kesse, *President*  
Alfonso Wyatt, *Trustee*

**Voting Trustees (5)**

Geoffrey Canada, *Board Chair*  
Stanley Druckenmiller, *Trustee*  
Mitchell Kurz, *Treasurer/Secretary*  
Willie Mae Lewis, *Trustee*  
Kwame Owusu-Kesse, *President*

**Advisory Trustees (5)**

Ellanor (Bodie) Brizendine, *Trustee*  
Kenneth Langone, *Chairman Emeritus*  
Lisa McNear, *Parent Representative*  
Keith Meister, *Trustee*  
Alfonso Wyatt, *Trustee*

**RESOLUTION OF THE BOARD OF TRUSTEES OF HARLEM CHILDREN’S ZONE PROMISE  
ACADEMY II CHARTER SCHOOL APPROVING AMENDMENTS TO THE BY-LAWS**

THE UNDERSIGNED, being members of the Board of Trustees (the “Board”) of HARLEM CHILDREN'S ZONE PROMISE ACADEMY II CHARTER SCHOOL (the “Corporation”), a New York education corporation operating pursuant to the New York Charter Schools Act and the Education Law, acting pursuant to the By-Laws of the Corporation and applicable law for the purpose of taking the action and adopting the resolutions set forth below, do hereby adopt the following resolution:

**WHEREAS**, the Board of Trustees has reviewed proposed amendments to the By-laws of Harlem Children's Zone Promise Academy II Charter School; and

**WHEREAS**, the proposed amendments are intended to modernize the By-laws and align them with current Board practices and applicable legal requirements;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Trustees hereby approves and adopts the amendments to the By-laws presented at this meeting, including amendments relating to:

- Article V (H)(2) regarding electronic notice and communications;
- Article VI(B)(2) regarding remote participation;
- Article VI(B)(3) regarding action by unanimous written consent;
- Article XII(B) regarding electronic signatures and records;
- Article III(B) and III(C)(4)(f) regarding Voting Trustees and Advisory Trustees;
- Article III(E) regarding Trustee resignation and attendance provisions; and
- other governance and administrative updates reflected in the amended By-laws.

**RESOLVED FURTHER**, that the officers of the Corporation are authorized and directed to implement the amended By-laws and to maintain the official corporate records accordingly.

**RESOLVED FURTHER**, that the amended By-laws shall become effective immediately upon adoption unless otherwise required by law.

Adopted by the Board of Trustees on \_\_\_\_\_, 2026.

# Harlem Children's Zone Promise Academy II Charter School

## BY-LAWS

### ARTICLE I NAME

The name of the ~~education not for profit~~ corporation is Harlem Children's Zone Promise Academy II Charter School (hereinafter the "Corporation").

### ARTICLE II MEMBERSHIP

The Corporation has no members. The rights which would otherwise vest in the members pursuant to applicable law shall vest in the Corporation's board of directors, to be known as the Board of Trustees (hereinafter, the "Board"). Actions which would otherwise require approval by a majority of all members pursuant to applicable law shall instead require approval by a majority of the Voting Trustees (as defined below) of the Board. Actions which would otherwise require approval of all members pursuant to applicable law shall instead require approval by all of the Voting Trustees.

### ARTICLE III BOARD OF TRUSTEES

A. Powers. The Board shall conduct or direct the affairs of the Corporation and exercise all powers of the Corporation, subject to the limitations of the Corporation's Charter, these By-laws and applicable law, including, without limitation, the New York Education Law, as amended from time to time (the "Education Law"), and the New York Not-for-Profit Corporation Law, as amended from time to time (the "N-PCL"). The Board may delegate the management of the activities of the Corporation to others, so long as the affairs of the Corporation are managed, and its powers are exercised, under the Board's ultimate jurisdiction.

Without limiting the generality of the powers hereby granted to the Board, but subject to the limitations set forth in the immediately preceding paragraph, the Board shall have the power to, among other things:

1. Elect and remove Trustees;
2. Select and remove Officers, agents, and employees of the Corporation, to prescribe powers and duties for them, and to fix their compensation;
3. Conduct, manage and control the affairs and activities of the Corporation and establish rules, regulations and policies of the Corporation;
4. Enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable to promote the interests of the Corporation;

5. Carry on the business of operating a charter school (as defined in the Education Law);

6. Act as trustee under any trust incidental to the Corporation's purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust;

7. Acquire real or personal property by purchase, exchange, lease, gift, devise, bequest, or otherwise (other than by eminent domain) on behalf of the Corporation, and to buy, sell, mortgage, let and otherwise use and dispose of its property as they shall deem for the best interests of the Corporation; and also to lend or deposit, or to receive as a gift, or on loan or deposit, literary, scientific or other articles, collections, or property pertaining to their work.

8. Borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities on behalf of the Corporation;

9. Indemnify and maintain insurance on behalf of any of the Corporation's Trustees, Officers, employees, or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to applicable law and the limitations noted in these By-laws.

B. Number of Trustees. The number of Trustees of the Corporation shall be not less than five (5), nor more than twenty-five (25) Trustees. Of the total number of Trustees, there will be a minimum of five (5) Voting Trustees and a maximum of seven (7) Voting Trustees. The number of Advisory Trustees shall not exceed twice the number of Voting Trustees then serving on the Board. Upon ~~electing~~voting a trustee ~~on~~to the Board, the Board shall designate whether such member is a Voting Trustee or an Advisory Trustee. Trustees designated as Advisory Trustees shall have all rights and responsibilities of Trustees except the right to vote on matters before the Board and shall not be counted for purposes of establishing a quorum unless otherwise required by law. ~~A Trustee who is voted onto the Board, who is not designated as a Voting Trustee, will be deemed a Non-Voting Trustee.~~ As such, Voting Trustees are entitled to vote on issues before the Board ~~(subject to Section F of Article VI of these By-laws)~~ (each, a "Voting Trustee"). There will be one Trustee position on the Board designated for a parent representative. The parent representative is at all times and for all purposes an Advisory-Non-voting Trustee.

C. Election of Trustees.

1. Election. The Board shall elect the Trustees by the vote of a majority of the Voting Trustees then in office, whether or not the number of Trustees in office is sufficient to constitute a quorum, or by the sole remaining Trustee.

2. Eligibility. The Board may elect any person, who is at least eighteen (18) years old and who the Board believes will serve the interests of the Corporation effectively.

3. Interested Persons. Not more than forty percent (40%) of the Voting Trustees may be interested persons. As used in these By-laws, "interested person" shall mean: (1) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise; or (2) any sister, brother, ancestor, descendant, spouse, sister-in-law, brother-in-law, daughter-in-law, son-in-law, mother-in-law or father-in-law of any such person.

4. Term of Office.

(a) The Trustees elected or appointed shall be divided into two (2) classes for the purpose of staggering their terms of office. All classes shall be as nearly equal in number as possible.

(b) The terms of office of the Trustees initially classified shall be as follows: (i) that of the first class shall expire at the next Annual Meeting of the Board; and (ii) that of the second class at the second succeeding Annual Meeting of the Board. Following the expiration of these designated terms, the term of each Trustee shall begin on the date of the Trustee's election or such other date agreed upon by a majority of the Board and shall continue for two (2) years, except the term of any Trustee who is a parent or legal guardian of a child enrolled in the Corporation shall be one (1) year.

(c) The term of office of a Trustee elected to fill a vacancy in these By-laws shall begin on the date of the Trustee's election or such other date agreed upon by a majority of the Board and shall continue: (1) for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a Trustee, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Trustees authorized.

(d) A Trustee's term of office shall not be shortened by any reduction in the number of Trustees resulting from amendment of the Corporation's Charter or these By-laws or other Board action.

(e) A Trustee's term of office shall not be extended beyond that for which the Trustee was elected, whether by amendment of the Corporation's Charter or these By-laws or other Board action.

(f) The Board may, by majority vote of the Voting Trustees then in office, designate or redesignate a Trustee as a Voting Trustee or Advisory Trustee at any time during such Trustee's term of office, subject to the minimum and maximum number of Voting Trustees established in these By-laws and any applicable legal requirements. Subject to Section F of Article VI of these By-laws, if a Trustee is designated as a Voting Trustee, such Trustee shall not be reclassified as a non-voting Trustee during such Trustee's term of office, whether by amendment of the Corporation's Charter or these By-laws or other Board action.

5. Time of Elections. The Voting Trustees of the Board shall elect Trustees (a) at the Annual Meeting, (b) at a Regular Meeting designated for that purpose, or (c) at a Special Meeting called for that purpose.

D. Removal of Trustees. Remove or suspend from office by vote of a majority of the entire Board any Trustee, on examination and due proof of the truth of a written complaint by any Trustee, of misconduct, incapacity or neglect of duty; provided, that at least one week's previous notice of the proposed action shall have been given to the accused and to each Trustee.

E. Resignation by Trustee. ~~Any Officer may resign at any time by providing written notice to the Board.~~ A Trustee may resign by giving written notice to the Board Chair ~~(as defined below)~~, President, ~~(as defined below)~~ or Secretary ~~(as defined below)~~. Such resignation shall become effective upon acceptance by the Board at a duly convened meeting. The Board may accept the resignation immediately or designate a later effective date. ~~but not more than sixty (60) days from the date upon which the notice is given. However, the Board, in its sole discretion, may accept a Trustee's resignation as effective upon a later date stated in such notice.~~ No resignation shall discharge any accrued obligation or duty of a Trustee. ~~If any Trustee shall fail to attend three (3) consecutive regular meetings without good cause, as determined by the Board, the Board may consider such failure grounds for removal excuse accepted as satisfactory by the Trustees, he or she shall be deemed to have resigned, and the vacancy shall be filled in accordance with these pursuant to these~~ By-laws.

F. Vacancies. Fill any vacancy occurring in the office of any Trustee by electing another for the unexpired term. The office of any Trustee shall become vacant on ~~their~~his death, resignation, refusal to act, removal from office, expiration of ~~their~~his term, or any other cause specified in the Charter.

G. Compensation of Trustees. Trustees shall serve without compensation. However, the Board may approve reimbursement of a Trustee's actual and necessary expenses incurred while conducting Corporation business. Any Trustee who is an employee of the Corporation may receive reasonable salary or other compensation for services rendered as authorized by a majority of the entire Board.

#### ARTICLE IV PRINCIPAL OFFICE

The Corporation's principal office shall be located at such place as the Board may select from time to time by resolution of a majority of the Board. The Secretary shall note any change in principal office on the copy of these By-laws maintained by the Secretary.

#### ARTICLE V MEETINGS OF THE BOARD

A. Place of Meetings. Board Meetings shall be held at the Corporation's principal office or at any other place as the Board may designate. The Corporation

shall make or cause to be made all reasonable efforts to ensure that meetings are held in an appropriate facility which can adequately accommodate members of the public who wish to attend such meetings, and to ensure that the facility permits barrier-free physical access to the physically handicapped.

B. Annual Meetings. An Annual Meeting shall be held in the month of June of each year for the purpose of electing Trustees, making and receiving reports on corporate affairs, and transacting such other business that comes before the Board.

C. Regular Meetings. Eleven (11) regular meetings of the Board shall be held at such time, date and place as may be determined by the Trustees.

D. Special Meetings. A Special Meeting shall be held if called by the Chair or if called by any Trustee upon written demand of not less than three Trustees.

E. Open Meeting Requirements: Subject to section F. of this Article V, every meeting of the Corporation shall be open to the general public in accordance with Article 7 of the Public Officers Law, as amended from time to time.

F. Executive Sessions. Upon a majority vote of the Board taken in an open meeting pursuant to a motion identifying the general area or areas of the subject or subjects to be considered, the Board may conduct an executive session that is open only to Trustees and any other persons authorized by the Board, for the below enumerated purposes only, provided, however, that no action by formal vote shall be taken to appropriate moneys:

1. matters that could reasonably be expected to imperil the public safety if disclosed;
2. information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed, or any matter that could lead to the disclosure of the identity of a law enforcement agent or informer;
3. discussions regarding proposed, pending or current litigation;
4. collective negotiations pursuant to article fourteen of the civil service law;
5. the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation;
6. the preparation, grading or administration of examinations; and

7. the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by the Corporation, but only when publicity would substantially affect the value thereof.

G. Adjournment. A majority of the Trustees present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place.

H. Notices.

1. Notice to Public of Board Meetings. Public notice of Board meetings shall be given and shall comply with Article 7 of the Public Officers Law.

2. Notice to Trustees of Board Meetings. Notices of ~~the Board Meetings shall be given to the Trustees as follows: notice of the~~ time and place of every ~~Board~~ meeting shall be ~~provided to each Trustee not less than mailed not less than five (5) nor more than ten~~ days before the meeting ~~by mail, electronic mail, electronic board portal, or other electronic means reasonably calculated to provide actual notice to the usual address of every Trustee.~~

I. Organization. At each meeting of the Board, one of the following shall act as chairperson of the meeting and preside, in the following order of precedence:

1. the Chair;
2. the Chief Executive Officer;
3. the President;
4. a Vice President (in the order designated by the Board in the event there is more than one Vice President); or
5. any Trustee chosen by a majority of the Trustees present at the meeting.

#### ARTICLE VI ACTION BY THE BOARD

A. Quorum. Unless a greater proportion is required by applicable law, a majority of the Voting Trustees shall constitute a quorum for the transaction of any business at a meeting of the Board.

B. Action by the Board.

1. Actions Taken at Board Meetings. Except as otherwise provided by applicable law, the Corporation's Charter or these By-laws, the affirmative vote of a majority of the Voting Trustees present at ~~a any such~~ meeting at which a quorum is ~~established present~~ shall be sufficient for the adoption of any resolution or other action necessary for the passage of any resolution or act of the Board. If at any meeting of the Board there shall be less than a quorum present, a majority of the

Voting Trustees present thereat may adjourn the meeting from time to time until a quorum is obtained.

2. Remote Participation. Board Participation by Other Means. To the fullest extent permitted by applicable law, including the New York Open Meetings Law and Education Law, Trustees may participate in meetings of the Board by videoconference or other electronic means that allow all participants to hear and be heard simultaneously.

A Trustee participating remotely in accordance with applicable law shall be deemed present for purposes of attendance and quorum and may vote on matters before the Board to the extent permitted by law.

The Board shall ensure that any meeting conducted with remote participation complies with all applicable public access, notice, transparency, and recordkeeping requirements.

~~In all events (except as set forth under Article III.C.1), a quorum of Voting Trustees must be physically present to lawfully conduct a Board meeting of the Corporation. Once a quorum is present and to the extent permitted by Article 7 of the Public Officers Law, additional Trustees may participate in a Board meeting through use of video conferencing equipment, via conference telephone, or similar communication equipment so long as all Voting Trustees participating in such meeting can hear one another and there is no objection from any Trustee or any person in the public audience. Trustees other than in person or by live video conferencing shall not be permitted to vote. Trustees participating by means of video conferencing shall do so from a site at which the public may attend, listen and observe. All meetings of the Board are subject to the provisions of Article 7 of the Public Officers Law, as amended from time to time.~~

3. Action by Unanimous Written Consent. To the fullest extent permitted by applicable law, any action required or permitted to be taken by the Board may be taken without a meeting if all Voting Trustees consent in writing or by electronic transmission to the adoption of a resolution authorizing such action. Any written consent shall describe the action taken and shall be filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote of the Board at a duly called and convened meeting. No action may be taken by unanimous written consent where prohibited by applicable law, including any requirements of the New York Education Law, the Charter, or the Open Meetings Law.

2.4. Executive Committee. The Board may elect an executive committee of not less than five, who, in intervals between meetings of the Board, may transact such business of the corporation as the Board may authorize, other than removals from office of an Officer.

C. Standard of Care.

1. Performance of Duties. Each Trustee shall perform all duties of a Trustee, in good faith and with that degree of diligence, care and skill, including

reasonable inquiry, as an ordinarily prudent person in a like position would exercise under similar circumstances.

2. Reliance on Others. In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case presented or prepared by:

(a) One or more Officers or employees of the Corporation whom the Trustee believes to be reliable and competent in the matters presented; or

(b) Legal counsel, public accountants, or other persons as to matters that the Trustee believes are within that person's professional or expert competence.

3. Investments. In investing and dealing with all assets held by the Corporation for investment, the Board shall exercise the standard of care described above in Article VI.D.1, and shall consider among other relevant considerations the long and short term needs of the Corporation in carrying out its purposes, including its present and anticipated financial requirements. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board.

D. Rights of Inspection. Each Trustee has the right to inspect all books, records, and documents of every kind and to inspect the physical properties of the Corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided further that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable law.

E. Participation in Discussions and Voting. Every Trustee has the right to participate in the discussion on all issues before the Board and every Voting Trustee has the right to vote on all issues before the Board, except that any Trustee shall be excused from the discussion and vote on any matter involving such Trustee relating to: 1) a self-dealing transaction (as defined in the Conflicts of Interest Policy); 2) a conflict of interest, 3) indemnification of that Trustee uniquely; or 4) any other matter at the discretion of a majority of the Trustees then present.

F. Duty to Maintain Board Confidences. Every Trustee has a duty to maintain the confidentiality of all Board actions which are not required by applicable law to be open to the public, including discussions and votes which take place at any Executive Sessions ~~\_(as such term is defined in Article 7 of the Public Officers Law)\_~~ of the Board. Any Trustee violating this confidence may be removed from the Board.

## ARTICLE VII OFFICERS

A. Officers. The Officers of the Corporation shall consist of a Chair (hereinafter, "Chair"), a Chief Executive Officer (hereinafter, "CEO"), a President (hereinafter, "President"), a Secretary (hereinafter, "Secretary"), and a Treasurer (hereinafter, "Treasurer"). The Corporation also may have one or more Vice Presidents (hereinafter, "Vice President" or "Vice Presidents") and such other Officers as the Board, by resolution of a majority of the Voting Trustees, deems advisable. Any single person may hold more than one Officer title.

B. Authority and Duties. All Officers of the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided in these By-laws or, to the extent not so provided, by resolution of a majority of the Voting Trustees:

1. Chair. Subject to the provisions of V.H, the Chair shall preside at all meetings of the Board.

2. Chief Executive Officer. Subject to the power of the Board, the CEO shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed and shall freely consult with them concerning the activities of the Corporation. The CEO shall have the power to sign alone (unless the Board shall specifically require an additional signature) and in the name of the Corporation, all contracts and instruments authorized either generally or specifically by the Board. The CEO shall perform such other duties as shall from time to time be assigned to ~~them~~him or her by the Board.

3. President. Subject to the power of the Board, the President shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed and shall freely consult with them concerning the activities of the Corporation. The President shall have the power to sign alone (unless the Board shall specifically require an additional signature) and in the name of the Corporation, all contracts and instruments authorized either generally or specifically by the Board. The President shall perform such other duties as shall from time to time be assigned to ~~them~~him or her by the Board.

4. Vice President(s). The Vice Presidents, if any, shall have such powers and duties as may be assigned to them by the Board. In the absence of the President, the Vice President, or if there is more than one, the Vice Presidents in the order designated by the Board, shall in general perform the duties of the President.

5. Secretary. The Secretary shall: a) keep or cause to be kept, at the Corporation's principal office, or such other place as the Board may direct, a book of minutes of all meetings of the Board, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; b) keep or cause to be kept a copy of the Corporation's Charter and By-laws, with amendments; c) give or cause to be given notice of the Board meetings as required by these By-laws; and d) perform all other duties incident to the office of Secretary and such other duties as from time to

time may be prescribed to ~~them~~him or her by the Board, the President or these By-laws.

6. Treasurer. The Treasurer shall: a) keep or cause to be kept adequate and correct accounts of the Corporation's properties, receipts and disbursements; b) make the books of account available at all times for inspection by any Trustee; c) deposit or cause to be deposited the Corporation's monies and other valuables in the Corporation's name and to its credit, with the depositories the Board designates; d) disburse or cause to be disbursed the Corporation's funds as the Board directs; e) render or cause to be rendered to the President and the Board, as requested but no less frequently than once every fiscal year, an account of the Corporation's financial transactions and financial condition; f) prepare or cause to be prepared any reports on financial issues or audits as required by an agreement on loans or by applicable law; and g) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be prescribed to ~~them~~him or her by the Board, the President or these By-laws.

C. Election, Eligibility and Term of Office.

1. Election. The Board shall elect the Officers annually at (a) the Annual Meeting; (b) a Regular Meeting designated for that purpose; or (c) at a Special Meeting called for that purpose. Notwithstanding the preceding sentence, Officers elected to fill vacancies shall be elected as vacancies occur.

2. Eligibility. A Trustee may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the President.

3. Term of Office. Each Officer shall serve at the pleasure of the Board, holding office until resignation, removal, disqualification from service, or until ~~their~~his or her successor is elected.

D. Removal and Resignation. Remove or suspend from office by vote of a majority of the entire Board any Officer or employee engaged under special contract, on examination and due proof of the truth of a written complaint by any Trustee, of misconduct, incapacity or neglect of duty; provided, that at least one week's previous notice of the proposed action shall have been given to the accused and to each Trustee. Such removal shall not prejudice the Officer's rights, if any, under an employment contract with the Corporation. Any Officer may resign at any time by giving written notice to the Board. Such resignation shall become effective no less than sixty (60) days from the date upon which such notice is given to the Board; provided, however, the Board, in its sole discretion, may accept the resignation as effective upon an earlier date.

ARTICLE VIII  
OTHER AGENTS

From time to time, the Board may appoint such other agents as it shall deem to be necessary to the Corporation, each of whom shall hold office at the pleasure of the Board. Each such agent shall have such authority, shall perform such duties and

shall receive such reasonable compensation as the Board may determine from time to time.

ARTICLE IX  
NON-LIABILITY OF TRUSTEES

The Trustees shall not be personally liable for the Corporation's debts, liabilities or other obligations.

ARTICLE X  
INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that ~~they~~~~he or she~~ (or a person of whom ~~they~~~~he or she~~ ~~are~~~~is~~ the legal or personal representative, heir, or legatee) is or was a Trustee, Officer, employee or other agent of the Corporation, or of any other organization served by ~~them~~~~him or her~~ in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including reasonable attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) ~~their~~~~his or her~~ acts were committed in bad faith, were the result of ~~their~~~~his or her~~ active and deliberate dishonesty, or were the result of intentional misconduct, and such acts were material to such action or proceeding or (b) ~~they~~~~he or she~~ personally gained in fact a financial profit or other advantage to which ~~they~~~~he or she~~ ~~were~~~~was~~ not legally entitled, in the transaction or matter in which indemnification is sought.

ARTICLE XI  
CONFLICT OF INTEREST

The Board shall adopt and maintain a Conflict of Interest Policy for the Corporation, which the Chief Executive Officer shall distribute (or cause to be distributed) to each Trustee, Officer and employee of the Corporation.

ARTICLE XII  
OTHER PROVISIONS

A. Fiscal Year. The fiscal year of the Corporation begins on July 1 of each year and ends on June 30 of each year, unless changed by resolution of a majority of the Voting Trustees.

B. Execution of Instruments. Except as otherwise provided in these By-laws, the Board may adopt a resolution authorizing any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent or employee shall have any power to bind the Corporation by any contract or engagement, to pledge the Corporation's credit, or to render the Corporation liable in any respect. Electronic

signatures and electronic records shall be accepted to the fullest extent permitted by applicable law.

C. Checks and Notes. The Board shall determine who shall be authorized to sign checks, drafts, or other orders for the payment of money, to sign acceptances, notes or other evidences of indebtedness or to enter into contracts or to execute and deliver documents and instruments on the Corporation's behalf.

D. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the N-PCL and the Education Law shall govern the construction of these By-laws. ~~Without limiting the generality of the foregoing, words in these By laws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and t~~The word "person" includes both a corporation and a natural person. -The captions and headings in these By-laws are for reference and convenience only and are not intended to limit or define the scope or effect of any provisions.

E. Code of Ethics. The Board shall adopt and maintain a Code of Ethics for the Corporation, which the Chief Executive Officer shall distribute (or cause to be distributed) to each Trustee, Officer and employee of the Corporation.

F. Whistleblower Policy. The Board shall adopt and maintain a Whistleblower Policy for the Corporation which shall be distributed to all Trustees, Officers, and employees of the Corporation.

G. Interpretation of Charter. Whenever any provision of these By-laws is in conflict with the provisions of the Charter, the provisions of the Charter shall control.

ARTICLE XIII  
AMENDMENT

A majority of the Voting Trustees may adopt, amend or repeal these By-laws.

CERTIFICATE OF SECRETARY

The undersigned does hereby certify that the undersigned is the Secretary of Harlem Children's Zone Promise Academy II Charter School, an education corporation duly organized and existing under the laws of the State of New York; that the foregoing By-laws of said Corporation were duly and regularly adopted as such by the Board of Trustees of said Corporation; and that the above and foregoing By-laws are now in full force and effect.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date

## **2026-2027 Family Handbook Revisions**

The Family Handbook has been reviewed and updated to ensure alignment with current school practices, legal requirements, and organizational priorities. Major revisions include:

- Updated attendance policies and procedures to reflect current practices and expectations.
- Revised dress code, visitor expectations, and family commitment language for clarity and consistency.
- Updated health services, after-school programming, and family resources information.
- Clearer language pertaining to locker searches.
- Modernized Special Services language, including English as a New Language (ENL), Special Education, and Section 504 accommodations.
- Strengthened restorative practices and student support language to reflect the School's commitment to social-emotional wellness and positive behavior supports.
- Added guidance regarding temporary classroom resets, child safeguarding, crisis intervention procedures, and approved physical intervention practices.
- Added Child Safeguarding and Crisis Intervention section describing scholar safety expectations, de-escalation practices, approved physical intervention procedures, parent notification requirements, and the School's use of approved crisis intervention methodologies, including Handle With Care.
- Added Parent and Guardian Visit During the School Day portion of the Parent Engagement Policy to mitigate the disruption of instruction
- Added language to the Student Technology Use Agreement to strengthen terms and conditions pertaining to internet use and access to district-approved software and learning platforms.
- Updated disciplinary procedures, appeals processes, and alternative instruction language.
- Clarified alternative instruction procedures to reflect current instructional practices, including virtual instruction, asynchronous learning activities, online learning platforms, tutoring, assignments, and instructional materials during periods of suspension.
- Corrected and updated legal and regulatory references related to students with disabilities and manifestation determination procedures.
- Updated operational information, school year dates, and website references.
- Clearer and more modernized language throughout.

A redline version of the handbook has been provided for review. No material changes are proposed to the School's mission, educational program, enrollment procedures, or governance structure.