

BYLAWS  
of  
**CENTRE LEARNING COMMUNITY CHARTER SCHOOL**  
**(A domestic Nonprofit Corporation)**

**Article I**  
**Name – Purposes - Background**

**Section 1.01. Purpose of Bylaws.** These bylaws are for the regulation and management of the affairs of Centre Learning Community Charter School, a public, non-profit charter school (“the Corporation”).

**Section 1.02. Purpose of the Corporation.** The Corporation is incorporated, and shall be organized and operated, exclusively for charitable, scientific, literary, and educational purposes. The specific mission of the Corporation is to operate a charter school (the "CLC Charter School") that creates a powerful, safe, secure, active, project-based learning environment in which each student develops the necessary skills, knowledge, and attributes to lead a fulfilled and successful life. The Corporation is one that does not contemplate pecuniary gain or profit, incidental or otherwise. Notwithstanding any other provisions of its articles or bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law. [15 Pa.C.S.A. § 5301].

**Section 1.03. Capacity and Powers of the Corporation.** Except that it shall not have authority to do any act prohibited by any statute regulating its business or by any rule or regulation validly promulgated thereunder, the Corporation shall have the legal capacity of a natural person to act and shall have all powers available to corporations under Pennsylvania law governing corporations. At all times in exercising its powers, the Corporation shall comply with the provisions of Pennsylvania law governing charter schools.

**Section 1.04. Construction.** The masculine gender, where appearing in these bylaws, shall be deemed to include the feminine gender and the singular shall be deemed to include the plural unless the context clearly indicates to the contrary.

**Section 1.05. Definitions.** Within these bylaws, the following definitions shall apply:

1. **CLC Stakeholders:** The stakeholder list consists of the following:
  - a. **Parent Stakeholders:** legal guardians of students attending the school;
  - b. **Staff Stakeholders:** salaried employees of the Corporation;
  - c. **Other Stakeholders:** members of the Corporation's Board of Trustees, and founders of the CLC Charter School that signed the charter petition.
2. **CLC Student Stakeholders:** Any student enrolled at CLC Charter School

## **Article II**

### **Trustees**

**Section 2.01. General.** Unless otherwise provided by statute or in a section of these bylaws, all powers vested by law in the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Trustees, which shall be identical in all respects to a board of directors.

**Section 2.02. Number.** The Corporation's Board of Trustees shall consist of nine (9) trustees. The number of trustees may be changed to an odd number not fewer than five (5) by a resolution of the board resulting from a majority vote. No change in the number of trustees may be made unless corresponding vacancies exist as a result of deaths, resignations, expiration of terms of office, or other actions provided by these bylaws, to include a resolution of the board by a majority vote. A copy of the resolution, adopted by a majority vote of all the trustees of the Corporation, covering any change in the number of directors must be filed with the official copy of the bylaws of the Corporation. The Board of Trustees shall consist of the following members: four (4) community representatives (of which none are employees of the school; effort should be made to recruit individuals who are not CLC Stakeholders), two (2) family representatives with children enrolled in the school, two (2) employee/teacher representatives of the school (at least one (1) of which is a full-time teacher), and one (1) student advocate representative (elected by the students to represent their interests and opinions to the board).

**Section 2.03. Alternate Trustees.** The Board of Trustees, by the affirmative vote of not less than a majority of the trustees in office, shall elect a minimum of two (2) Alternate trustees, who shall be designated "First Alternate trustee," "Second Alternate trustee," etc. In the absence of a trustee from a meeting of the board, one of the designated Alternate trustees may attend the meeting and exercise the powers of the absent trustee as were delegated in writing to the alternate by the absent trustee. In the absence of a trustee from a meeting of the board where no powers were delegated in writing, Alternate trustees beginning with the "First Alternate trustee" in attendance and going in order, may exercise the powers of the absent trustee. When exercising the powers of the absent trustee, such alternate shall be subject in all respects to the provisions of this article relating to trustees, and represent the constituency for which the absent trustee provides representation.

**Section 2.04. Qualifications of Trustees.** Each trustee shall be a natural person who has achieved the age of majority. Each trustee is obligated to advocate for the constituency he represents. The representatives for the community stakeholders shall be elected in the categories and number as follows.

1. Student Advocate Representative (1) - This representative is elected by the CLC Student Stakeholders to represent their interests on the Board of

Trustees. This representative may be a member of the community at large, or a CLC Stakeholder;

2. Employee/Teacher Representative (2) - These representatives, one of which must be a full-time teacher, are elected by the Staff Stakeholders to represent their interests on the Board of Trustees;
3. Family Representative (2) - These representatives are elected by Parent Stakeholders to represent their interests on the Board of Trustees. The representatives must be parents, guardians, or sponsors of students currently enrolled in the school at the time of election and may not be staff members or employees of the Corporation;
4. Community Representative (4) - These representatives are elected by CLC Stakeholders and must not be current staff members or employees of the Corporation. Effort should be made to recruit a minimum of two community representatives from the community at large.

**Section 2.05. Term of Office.** A Student Advocate Representative shall hold office for a period of one (1) year and until his successor is elected and qualifies. Each of the other trustees shall hold office for a period of two (2) years and until his successor is elected and qualifies. The terms of office shall be staggered, such that each year, approximately half of the trustees shall remain on the board from the previous year.

**Section 2.06. Vacancies.** In the event of resignation or removal of a trustee from the board, the remaining trustees shall ask for applications from volunteers to serve the remainder of the term of any particular seat. A volunteer shall be selected from the applications received and appointed by a majority vote of the Board of Trustees. When one or more trustees resign from the board effective at a future date, or upon a change in the size and composition of the board, the trustees then in office, excluding those who have resigned, shall have the power to fill the vacancies by majority vote. The volunteer(s) appointed shall assume the role of trustee when the resignations become effective, or upon their acceptance of the position of trustee. In the event of a sole remaining trustee, the remaining trustee may fill the vacancies from the applications received and proceed to an immediate election to fill the vacancies. [15 Pa.C.S.A. § 5725(b)]. The appointed volunteer(s) shall serve in that capacity until the next annual election, or an election, at which time the vacancy shall be filled for the remaining term through the election process.

**Section 2.07. Compensation.** No compensation shall be paid to any member of the board of Trustees for services as a member of the board. By resolution of the board, reasonable expenses may be allowed for reimbursement for attendance at regular and special meetings of the board.

**Section 2.08. Removal and Resignation.** Any trustee or alternate may resign at any time from his office as a trustee or alternate of the Corporation upon written notice to the Corporation. The resignation shall be effective upon its receipt by the Corporation or at such subsequent time as may be specified in the notice.

Removal of any trustee may be achieved only by an affirmative vote of a majority of the other trustees and only for cause. Cause for removal includes: (1) when a majority of the other trustees conclude, in their judgment, that the best interests of the Corporation will be served by the removal; or (2) when the trustee fails to represent the constituency position for which the trustee was elected.

**Section 2.09. Attendance.** If any trustee shall fail to attend two consecutive meetings of the board, the board shall have the power to notify the absent trustee of such failure to attend and the requirement to attend the next scheduled meeting. A failure to be present at the next regular meeting after such notification shall be considered a resignation from the board. However, the board shall have the power to excuse the absence of any trustee.

**Section 2.10. Board Members Conflicts of Interest.** It is the intent of the bylaws to maintain public confidence and prevent the use of public office for private gain. Therefore a trustee cannot participate in a vote, take any action, or participate in board deliberations regarding a matter in which he has a financial interest. Further, trustees may not use their position to obtain unwarranted privileges or special treatment for themselves or for anyone else, and must avoid conduct that creates a reasonable impression that they are likely to act, or fail to act, because of undue influence by any person. board members shall notify the board of any potential conflict of interest prior to the time set for discussion on any such transaction, and shall withdraw from such deliberation or determination; and in such event the remaining qualified trustees present at the meeting, if constituting a quorum with the disqualified trustee or trustees, may exercise with respect to the matter, by majority vote, all the powers of the board. Trustees who are also employees of the Corporation/CLC Charter School may not participate in any discussion regarding their individual salaries or benefits, but may participate in a discussion or vote on general budgets and benefit packages that affect all staff members as a group.

**Section 2.11. Powers and Duties of Trustees.** Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these bylaws relating to action required or permitted to be taken or approved by others, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees.

The board shall have the authority to decide matters related to the operation of the CLC Charter School, including but not limited to budgeting, curriculum, and operating procedures. Because CLC Charter School is chartered as a “teacher led” school, the board shall rely on the recommendations of the teachers and other professional staff hired by the Board of Trustees regarding curriculum, academics, and the hiring and retention of employees. Board members shall also have the duty to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these bylaws;

2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all employees and agents of the Corporation;
3. Supervise all the Management Officers of the school to assure that their duties are performed properly;
4. Approve all major educational and operational policies; approve the CLC Charter School annual budget and oversee CLC Charter School's fiscal affairs; contract with outside sources for operations oversight and audit; receive funds for the operation of CLC Charter School in accordance with charter school law; and solicit and receive grants and donations consistent with the mission of CLC Charter School;
5. Meet at such times and places as required by these bylaws;
6. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed, e-mailed, or faxed to them at such addresses shall be valid notices thereof;
7. Conduct an annual meeting each year;
8. Serve on designated advisory committees to the board;
9. Employ, discharge, and contract with professional and nonprofessional employees;
10. Carry out such other duties as are described in the Charter and Charter School Law.

The ethnic and cultural diversity of the communities served by CLC Charter School shall be reflected and honored in all the activities of the board and its committees.

**Section 2.12. Quorum.** A quorum shall consist of a majority of the members of the Board of Trustees.

Except as otherwise provided under the Articles of Incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Every act or decision done or made by a majority of the board at a meeting duly held at which a quorum is present is the act of the Board of Trustees unless the Articles of Incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

### **ARTICLE III** **Certain Trustee Rights**

**Section 3.01. Financial Reports to Trustees.** The President and Treasurer shall present annually to each trustee, to the board, and to the Secretary for filing with the minutes of the annual meeting of the board, a verified report showing in appropriate detail the following:

1. The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
2. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation. [15 Pa.C.S.A. § 5553(c)].
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation. [15 Pa.C.S.A. § 5553(c)].

**Section 3.02. Inspection of Corporate Records.** Every trustee shall, upon written demand stating the purpose of the demand, have a right to examine, in person or by agent or attorney, during the usual hours for business, for any purpose reasonably related to the interest of the person as a Trustee, the books and records of account and records of the proceedings of the trustees and to make copies or extracts from those corporate records. In every instance where an attorney or other agent is the person who seeks the right of inspection, the demand shall be accompanied by a verified power of attorney or other document that authorizes the attorney or other agent to act on behalf of the trustee for that purpose. The demand shall be directed to the Corporation at its registered office in Pennsylvania or at its principal place of business wherever situated.

## **ARTICLE IV**

### **Liability of Trustees, Indemnification**

**Section 4.01. Liability of Trustees.** A trustee of the Corporation shall not be personally liable for monetary damages for any action taken or failure to take any action unless the trustee has breached or failed to perform the duties of his office under Subchapter B, Fiduciary Duty, of Chapter 57, Officers, Directors, and Members, of the Nonprofit Corporation Law of 1988 [15 Pa.C.S.A. §5711 et seq.] and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. This provision, however, shall not apply to the responsibility or liability of a trustee pursuant to any criminal statute or the liability of a trustee for the payment of taxes pursuant to federal, state, or local law. [15 Pa.C.S.A. § 5713].

**Section 4.02. Scope of Indemnification.** The Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise because such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except where the conduct of the indemnified

representative has been finally determined to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S.A. § 5746(b) or any supervening provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct.

**Section 4.03. Definitions.** For purposes of this Article:

1. **Indemnified Capacity:** any and all past, present, and future service by an indemnified representative in one or more capacities as a trustee, officer, employee, or agent of the Corporation or, at the request of the Corporation, as a director, officer, employee, agent, fiduciary, or trustee of another corporation, partnership, joint venture, trust, employee benefit plan, or other entity or enterprise;
2. **Indemnified Representative:** any and all trustees and officers of the Corporation and any other person designated as an indemnified representative by the incorporator or Board of Trustees. This may, but need not, include any person serving at the request of the Corporation as an officer, employee, agent, fiduciary, or trustee of another corporation, partnership, joint venture, trust, employee benefit plan, or other entity or enterprise;
3. **Liability:** means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed on an employee benefit plan, cost, or expense of any nature, including, without limitation, attorneys' fees and disbursements;
4. **Proceeding:** means any threatened, pending, or completed action, suit, appeal, or other proceeding of any nature, whether civil, criminal, administrative, or investigative, whether formal or informal and whether brought by or in the right of the Corporation or otherwise.

**Section 4.04. Mandatory Indemnification.** To the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in 15 Pa.C.S.A. §§ 5741 or 5742 or in defense of any claim, issue, or matter in it, the representative shall be indemnified against expenses, including attorneys' fees and disbursements, actually and reasonable incurred by him.

**Section 4.05. Advancing Expenses.** The Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 4.02, upon receipt of an undertaking by or on behalf of the indemnified representative to repay the amount if it is ultimately determined, that such person is not entitled to be indemnified under this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of the advance.

**Section 4.06. Scope of Article.** The indemnification, contribution, and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding

that office. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representative of that person. For the purposes of this Article, references to “the Corporation” include all constituent corporations absorbed in a consolidation, merger, or division, as well as the surviving or new corporations surviving or resulting from any of these events, so that any person who is or was representative of the constituent, surviving, or new corporation or is or was serving at the request of the constituent, surviving, or new corporation as a representative of another domestic or foreign profit or nonprofit corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving or new corporation as he would if he had served the surviving or new corporation in the same capacity.

## **Article V**

### **Elections**

**Section 5.01. Elections.** An annual meeting shall be held by the Board of Trustees during the month of May. During this meeting the newly elected board members shall be announced, along with the election results of other issues that may be on the ballot if the board desires specific parental approval on the issue. At least 120 days prior to each annual meeting (January), the chair shall appoint a nominating committee of not fewer than three members.

**Section 5.02. Nominating Committee Duties.** It is the duty of the nominating committee to nominate at least one member for each vacancy. The nominations shall include candidates for any unexpired term vacancies. The nominating committee is responsible for determining that the persons nominated are agreeable to the placing of their names in nomination and shall accept office if elected. The nominating committee shall present its nominations to the board at least 90 days prior to the annual meeting. A brief statement of qualifications and biographical data in a form approved by the Board of Trustees shall be included for each nominee submitted.

The Secretary shall notify all persons eligible to vote, at least 75 days prior to the annual meeting, of the upcoming vacancies. Notification shall be made in writing, or by email, and include the qualifications and biographical data of the nominees. The notice shall state that additional nominations for vacancies may also be made by submitting a petition for nomination signed by a minimum of five (5) eligible voters. In all cases, the period for receiving nominations by petition must extend at least 30 days from the mailing date of the notification of the petition requirement and the list of the committee’s nominees. The written notice must state the closing date for receiving nominations by petition. The written notice must indicate that in the event of only one nominee for each position to be filled, an election shall not be conducted by ballot and there shall be no nominations from the floor.



**Section 5.03. Eligible Voters.** All CLC Stakeholders who are of the age of majority are eligible voters for purposes of electing trustees as provided below, except that they are not eligible to vote for the Student Advocate Representative. CLC Student Stakeholders of any age are the only eligible voters for the purpose of electing an adult to serve as the Student Advocate Representative. Each eligible voter will have only one vote per open seat. Eligible voters shall be entitled to cast votes based on the following ballot distribution and their eligibility:

1. A separate ballot for the student advocate seat shall be distributed to the CLC Student Stakeholders with one vote allotted per student and same voting deadlines as for the other trustee seats;
2. A separate ballot for the teacher/employee seats shall be distributed to all CLC Staff Stakeholders with the same voting deadlines as for the other trustee seats;
3. A separate ballot for the community representative seats shall be distributed to all CLC Stakeholders with the same voting deadlines as for the other trustee seats;
4. A separate ballot for the family representative seats shall be distributed to all Parent Stakeholders with the same voting deadlines as for the other trustee seats.

**Section 5.04. Election Process.** All elections shall be by secret ballot, provided that there is more than one nominee, subject to the following conditions:

1. At least 30 days prior to the annual meeting, the Board of Trustees shall designate an Election Day (or days) to be held at the school site. The Board of Trustees will stipulate specific voting timeframes. Additionally, election tellers shall be appointed by the Board of Trustees and shall be selected from the eligible voters;
2. The Secretary, at least 30 days prior to the annual meeting, shall notify all eligible voters of the date and voting timeframes of the Election Day (or days). Within this notice, all eligible voters will also be given the opportunity to request an absentee ballot. Absentee ballot requests must be received at least 15 days before Election Day and will be mailed to voters 14 days before the Election Day;
3. Ballots will include:
  - a. One notice of balloting stating the names of the candidates for the Board of Trustees. The name of each candidate must be followed by a brief statement of qualifications and biographical data in a form approved by the Board of Trustees;
  - b. One instruction sheet stating specific instructions for the election procedure, and the period of time in which votes shall be taken;
4. Absentee ballots will be mailed to all eligible voters who request them and will contain the same items as Election Day ballots in addition to a return envelope marked with the name of the eligible voter and addressed to the CLC Charter School (return postage will be the responsibility of the voter) as well

as a secrecy envelope for the completed ballot to be sealed within. Absentee ballots must be received no later than the normal mail delivery time on the Election Day;

5. Persons voting on Election Day will place their signature on the line adjacent to their name on the master list of eligible voters provided by the Secretary, fill out their ballot and place it in the ballot box. It is the duty of the election tellers to verify, or cause to be verified, the name of the voter and voter eligibility;
6. Election tellers will open absentee ballots and the ballots contained within the secrecy envelopes will be placed in the ballot box. It is the duty of the election tellers to mark "AB" on the line adjacent to each absentee voter's name on the master list of all eligible voters and to ensure that no voter receives more than one vote;
7. Voting shall be closed at the time designated by the Board of Trustees, as communicated to all eligible voters pursuant to paragraph 2 above. The result must be verified at the annual meeting and the chair shall make the result of the vote public at the annual meeting;
8. In unforeseen circumstances, the board may make reasonable adjustments to the voting timeframes above, or postpone the annual meeting when necessary, to complete the elections prior to the annual meeting.

Newly elected board members shall assume office at the first board meeting following their election (typically in June). At this organization meeting, the Board is required to:

1. Elect a temporary president to chair the organization meeting (24 P.S. §4-402);
2. Read the certificates of election for newly elected or reelected Board members (24 P.S. §4-402);
3. Administer the oath of office to any Board members who have not already taken the oath for their new terms (24 P.S. §4-402);
4. Prepare a list of the newly constituted Board membership (24 P.S. §4-402); and
5. Elect a permanent President and Vice-president to serve for a one-year term. (24 P.S. §4-404).

Furthermore, the Board shall elect a Secretary and Treasurer, form committees, and establish meeting dates, as necessary.

## **Article VI Meetings**

**Section 6.01. Regular Meetings.** The Board of Trustees shall meet at least once a month to discuss the Corporation's operations and to hear reports and updates from the CEO, board Members, and board Committees, to consider, adopt or change policy, and to

consider requests and concerns from parents, students and teachers. All actions taken by the Board of Trustees shall require a majority vote. All trustees have equal weight when voting for changes to school policy, approving budgets, etc.

In all meetings of the board, the vote of each member who actually votes on any resolution, rule, order, regulation, ordinance or the setting of official policy must be publicly cast and, in the case of roll call votes, recorded.

Written minutes shall be kept of all open meetings and shall include:

1. The date, time and place of the meeting,
2. The names of trustees present,
3. The substance of all official actions and a record by individual member of the roll call votes taken,
4. The names of all persons who appeared officially and the subject of their testimony.

**Section 6.02. Notice of Meetings.** The Corporation shall comply with the provisions of the Pennsylvania Sunshine Act. Notice of meetings shall also be posted on the CLC Charter School website. Public notice shall, however, not be required in the case of emergency meetings or a conference as defined in the Sunshine Act.

**Section 6.03. Parliamentary Authority.** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the board may adopt.

**Section 6.04. Participation in Meeting.** At each regular, or special meeting, CLC Stakeholders and CLC Student Stakeholders shall be given the opportunity to comment on matters of concern, official action or deliberation which are, or may be, before the board. If the board determines that there is not sufficient time at a meeting for the board to receive such comments, the board may defer the comment period to the next regular meeting or to a special meeting occurring in advance of the next regular meeting. No official action shall be taken before the comment period is offered. The board may impose reasonable limitations on the comment period.

**Section 6.05. Executive Sessions.** All regular and special meetings of the Board of Trustees shall be open to the public, except that, upon a vote of a majority of the members present, an executive session may be held. Executive sessions will include all trustees and Alternate trustees present, and such other individuals as the board determines are necessary to the items to be discussed in the executive session. Unless there is a motion and vote of the board otherwise, the CEO will participate in executive sessions; however, all non-board members, including the CEO, will be excused before each executive session concludes so that the board has the ability to confer independently. Executive sessions shall be used to discuss any one or more of the following:

1. To discuss any matter involving the employment, appointment, termination of employment, terms and conditions of employment, evaluation of performance, promotion or disciplining of any specific prospective public officer or employee or current public officer or employee employed or appointed by the agency, or former public officer or employee, provided, however, that the individual employees or appointees whose rights could be adversely affected may request, in writing, that the matter or matters be discussed at an open meeting. The trustee's decision to discuss such matters in executive session shall not serve to adversely affect the due process rights granted by law, including those granted by Title 2 of the Pennsylvania Consolidated Statutes (relating to administrative law and procedure);
2. To hold information, strategy and negotiation sessions related to the negotiation or arbitration of a collective bargaining agreement, or in the absence of a collective bargaining unit, related to labor relations and arbitration;
3. To consider the purchase or lease of real property up to the time an option to purchase or lease the real property is obtained or up to the time an agreement to purchase or lease such property is obtained if the agreement is obtained directly without an option;
4. To consult with its attorney or other professional advisor regarding information or strategy in connection with litigation or with issues on which identifiable complaints are expected to be filed;
5. To review and discuss corporate business which, if conducted in public, could lead to the disclosure of information or confidentiality protected by law, including matters related to the initiation and conduct of investigations of possible or certain violations of the law and quasi-judicial deliberations;
6. To discuss matters of academic admission or standing, or expulsion of a student from the school;

The reason for holding the executive session shall be announced at the open meeting occurring immediately prior, or subsequent to, the executive session. If the executive session is not announced for a future specific time, a public announcement shall be posted at least 24 hours in advance of the time of the convening of the meeting.

Any official action on discussions held pursuant to an executive session meeting shall be taken at a meeting open to the public and announced in advance.

**Section 6.06. Special Meetings.** Special meetings of the Board of Trustees may be called by any Officer of the board. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting. Public notice shall be given of any special meeting, or rescheduled meetings, at least 24 hours in advance of the time of the convening of the meeting specified in the notice; however, in the event of an emergency meeting or a conference, 24 hours notice may not be provided.

**Section 6.07. Meeting by Conference Phone.** One or more persons may participate in a meeting of the trustees or a committee of the trustees by means of conference phone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting. [15 Pa.C.S.A. § 5708, 5731].

## **ARTICLE VII**

### **Written Notice**

**Section 7.01. Manner of Giving Notice.** Whenever written notice is required to be given to any person by the Corporation, it may be given to the person either personally or by sending a copy of it to him by first class or express mail with postage prepaid, courier service with charges prepaid telegram with messenger service specified, telex or TWX (with answerback received), e-mail, or facsimile transmission to the person's address, telex, TWX, or facsimile number appearing on the books of the Corporation or, in the case of trustees, supplied by the trustee for the purpose of notice. If the notice is sent by mail, telegraph, or courier service, it shall be deemed to have been given to the person entitled to it when deposited in the United States mail or with a telegraph office or courier service for delivery to that person or, in the case of telex, TWX, e-mail, or facsimile when dispatched. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by any other provision of these bylaws. [15 Pa.C.S.A. § 5702(a)].

**Section 7.02. Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation, or these bylaws, a waiver of such notice in writing, signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed to be equivalent to the giving of the notice. Neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened. [15 Pa.C.S.A. § 5705].

## **Article VIII**

### **Officers of the Board of Trustees**

**Section 8.01. Officers, Qualifications, and Authority.** The Corporation's Board of Trustees shall have a President, a Vice President, a Secretary, and a Treasurer or persons who shall act as such regardless of the name or title by which they may be designated, elected, or appointed. The Corporation's Board of Trustees may have such other Officers and Assistant Officers as it may authorize from time to time. All Officers must be selected from the Corporation's Board of Trustees. Nominations of candidates for officer positions may be made by any trustee, and Officers and Assistant Officers shall be

elected by the Board of Trustees. All officers shall have such authority and perform such duties in the management of the Corporation as may be provided by or pursuant to these bylaws or, in the absence of controlling provisions in these bylaws, as may be determined by or pursuant to resolutions or orders of the Board of Trustees. [15 Pa.C.S.A. § 1532].

**Section 8.02. Presiding Officer.** All meetings of the Board of Trustees shall be called to order and presided over by the President of the Board of Trustees acting as the Chairman. If there is no chairman, or in the Chairman's absence, the meetings shall be presided over by the Vice President, the Secretary, or the Treasurer. In the absence of all of the aforementioned individuals, a chairperson elected at the meeting by the attending members of the Board of Trustees, shall preside over the meeting.

**Section 8.03. Duties of the President.** In general, the President shall preside as Chairman of the board and perform all duties and may exercise all rights as are incident to the Office of President of the Board of Trustees and such other duties as may be prescribed by the Board of Trustees or these bylaws. He shall act as the duly authorized representative of the board in all matters, except where the board has formally designated some other person or group to act. The President shall perform such other duties as defined in the job description.

**Section 8.04. Duties of the Vice President.** The Vice-President shall have all the powers and perform all the duties of the President in the absence or disability of the President. The Vice-President shall perform such other duties as from time-to-time may be assigned to him or her by the President or by the Board of Trustees. The Vice-President shall perform such other duties as defined in the job description.

**Section 8.05. Duties of the Secretary.** The Secretary shall keep full minutes of all the meetings of the Board of Trustees. The Secretary shall attend the meetings of the board and shall act as clerk thereof and record all the acts and votes and the minutes of all proceedings in one or more books to be kept for that purpose. He shall keep, or cause to be kept, a register of the address of each trustee and alternate, which address has to be furnished to the Secretary by the trustee or alternate. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law and shall perform such other duties as may be assigned by the President or the Board of Trustees. The Secretary shall perform such other duties as defined in the job description.

**Section 8.06. Duties of the Treasurer.** The Treasurer shall provide financial oversight for the operations of CLC Charter School and perform such other duties as from time-to-time may be assigned to him/her by the President or by the Board of Trustees. No employee of the Corporation may serve as the Treasurer. The Treasurer shall perform such other duties as defined in the job description.

## **Article IX**

### **Chief Executive Officer and Management Officers**

**Section 9.01. Chief Executive Officer.** The Board of Trustees shall appoint a Chief Executive Officer, who shall be employed by the Corporation. The Chief Executive Officer (CEO) of the CLC Charter School shall, in general, oversee the operations of the Corporation. He shall report to the board of Trustees no less often than monthly. He shall see that all orders and resolutions of the Board of Trustees are carried into effect in the control of the business and affairs of the school. The CEO shall execute contracts, as authorized by the Board of Trustees. The CEO shall have custody of the corporate seal, if any, or entrust it to the Secretary. The CEO shall perform such other duties as defined in the job description. The CEO can be removed by the Board of Trustees with or without cause. The removal shall be without prejudice to the contract rights, if any, of any person so removed.

**Section 9.02. Management Officers.** The management officers of the CLC Charter School consist of the Business Management Officer (BMO) and such other officers, which may change from time-to-time as is necessary in the day-to-day function of the school. All management officers shall be appointed by the Board of Trustees. The management officers can be removed by the Board of Trustees with or without cause. The removal shall be without prejudice to the contract rights, if any, of any person so removed.

**Section 9.03. Duties of the Business Management Officer.** The duties of the Business Management Officer are those as outlined in the formal job description, which may be modified from time-to-time upon approval of the Board of Trustees.

## **Article X**

### **Committees to the Board of Trustees**

**Section 10.01. Committees to the board.** The Board of Trustees may, by resolution adopted by a majority of the trustees in office, establish one or more committees to consist of one or more trustees of the Corporation. Any committee, to the extent provided in the resolution of the Board of Trustees or in these bylaws, shall have and may exercise all of the powers and authority of the Board of Trustees except for the following:

1. The creation or filling of vacancies in the Board of Trustees;
2. The adoption, amendment, or repeal of Articles of Incorporation and bylaws;
3. The amendment or repeal of any resolution of the board;
4. Action on matters committed by the Bylaws or resolution of the Board of Trustees to another committee of the board.

The board shall designate one trustee as chairman of the committee and may assign one or more trustees as alternate members of any committee. The alternate members may replace any absent or disqualified member at any meeting of the committee or for the

purposes of any written action by the committee. In the absence or disqualification of a member and alternate member or members of a committee, the member or members of it present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another trustee to act at the meeting in the place of the absent or disqualified member. [15 Pa.C.S.A. § 5731 (b)].

Each standing and special committee shall be created by the Board of Trustees as deemed necessary to promote the objectives and carry on the work of the Corporation.

**Section 10.02. Committee Membership.** The composition of committees shall be broadly representative and shall take into consideration the specific tasks assigned to the committee. Members shall consist of one chairperson (Board of Trustees member) and volunteers who are parents of children attending CLC Charter School, current employees and current teachers of the school, and community members at large who are approved by the Board of Trustees.

**Section 10.03. Instruction and Responsibility.** Each committee shall be clearly instructed as to the length of time each member is being asked to serve; the service the board wishes for the committee to render, the extent and limitations of responsibility, the resources the board shall provide, and the approximate dates on which the board wishes to receive major reports. Recommendations of advisory committees shall be based on research and fact.

**Section 10.04. Committee Rules.** Unless the Board of Trustees provides otherwise by resolution, each committee shall conduct its business and take action in the same manner as the board conducts its business under the Articles of Incorporation or under these bylaws. In the absence of a resolution of the board to the contrary, a majority of the entire authorized number of members of such committee shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the members present and voting at a meeting if a quorum is then present shall be the acts of the committee, and in other respects each committee shall conduct its business and take action in the same manner as the board conducts its business under the Articles of Incorporation or these bylaws.

## **Article XI**

### **Books and Records**

**Section 11.01. Books and Records.** The Corporation shall keep correct records and shall also keep minutes of the proceedings of its board of Trustees and board Committees and shall keep at its office a record giving the names and address of the Board of Trustees. These records may be inspected at any reasonable time. However, student records, personnel records, and any other record protected under privacy laws are excluded from general public inspection



## **ARTICLE XII**

### **Operations and General Provisions**

**Section 12.01. Fiscal Year.** The fiscal year of the Corporation shall be as determined by the Board of Trustees.

**Section 12.02. Registered and Other Offices.** The Corporation shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office, which may, but need not, be the same as its place of business. A change of the location of the registered office may be authorized at any time by the Board of Trustees who shall follow the procedure set forth in section 5507 of the Nonprofit Corporation Law of 1988. [15 Pa.C.S.A. § 5507]. The Corporation may also have offices and places of business at such places within or without the Commonwealth of Pennsylvania as the Board of Trustees may designate or as the business of the Corporation may require. [15 Pa.C.S.A. § 5502(a)(15)].

**Section 12.03. Corporate Seal.** The Corporation may have a corporate seal, which shall have inscribed on it the name of the Corporation, the year of its organization, and the words “Corporate Seal—Pennsylvania” or such other inscription as the Board of Trustees may determine. The seal may be used by causing it, or a facsimile of it, to be impressed, affixed, or in any way reproduced. The affixation of the corporate seal shall not be necessary to the valid execution, assignment, or endorsement by the Corporation of any instrument or other document or for the due execution of any filing by the Corporation with the Department of State of Pennsylvania under the Nonprofit Corporation Law of 1988. [Pa.C.S.A. §§ 1109(a) and 5506(b)].

**Section 12.04. Contracts.** The Board of Trustees may authorize the Officers of the board, the CEO, or the Management Officers to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 12.05. Grants.** The board may authorize any member or members of the board, or an agent to act on their behalf, to accept on behalf of the Corporation any contribution, gift, grant, bequest or devise for the general purpose of or any special purpose of the Corporation.

**Section 12.06. Execution of Instruments.** Any note, mortgage, evidence of indebtedness, contract, or other document, or any assignment or endorsement of these, executed or entered into between the Corporation and any other person, when signed by one or more Officers or agents having actual or apparent authority to sign it or by the President, Vice President, Secretary, or Treasurer of the Corporation, shall be held to have been properly executed for and in behalf of the Corporation. [15 Pa.C.S.A. § 5506(a)].

**Section 12.07. Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees.

**Section 12.08. Deposits.** All funds of the Corporation not otherwise in use for daily operation, shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may approve or designate, and such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board of Trustees shall from time to time determine or as these bylaws permit.

**Section 12.09. Checks, Drafts, or Orders.** All checks, drafts, or other orders for the payment of monthly expenses or other evidences of indebtedness shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as from time-to-time shall be determined by resolution of the Board of Trustees.

**Section 12.10. Required Records.** The Corporation shall keep complete and accurate books and records of account, minutes of the proceedings of the trustees and committees, the Articles of Incorporation and these bylaws, and a register giving the names and addresses of all trustees. The books, records, and register shall be kept at the registered office of the Corporation or at its principal office wherever situated. Any books, minutes, or other records may be in written form or any other form capable of being converted into written form within a reasonable time. [15 Pa.C.S.A. § 5504].

**Section 12.11. Amendments.** These bylaws may be amended by modifying or repealing one or more bylaws, or adopting one or more new bylaws, by a super-majority vote (defined as 2/3 plus 1) of the Board of Trustees in office. Any change in these bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

### **Adoption of Bylaws**

Adopted by the Board of Trustees on February 16, 2012. Amended by the Board of Trustees on May 15, 2014.

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Gail Boldt, Chairman

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Cathy Swarm, Secretary