

BYLAWS  
OF  
PREMIER ARTS AND SCIENCE CHARTER SCHOOL

ARTICLE I

Name and Location

Section 1. Name. The name of the Corporation is the Premier Arts And Science Charter School, hereinafter referred to as the "Charter School."

Section 2. Location. The principle office of the Charter School shall be located at 500 North 17<sup>th</sup> Street, Harrisburg, Pennsylvania 17103. The Charter School may maintain additional offices at such other places as the Board of Trustees chooses to designate.

ARTICLE II

Purposes

The Charter School is organized exclusively for and at all times will be operated exclusively for charitable, educational and scientific purposes, as may qualify it as exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 ( or the corresponding provision of any future United States Internal Revenue Law). The Charter School was incorporated as a nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988, as it is now in effect and may be amended, to organize and operate a Charter School pursuant to Charter School Law, 24 P.S. 1701-A, and will have the purposes as stated in its Charter and its Articles of Incorporation.

## ARTICLE III

### Board of Trustees

Section 1. Management. The affairs of the Charter School shall be governed by a Board of Trustees, hereinafter known as the "Board of Trustees."

Section 2. Composition. The Board of Trustees shall be composed of not less than five voting members plus two nonvoting members and not more than nine voting members as follows:

- a) One parent or student family representative; and
- b) Two community representatives; and
- c) The balance of the voting members shall be at large representatives; and
- d) One shall be a teacher at the Charter School. The teacher shall be a member but without voting privileges; and
- e) The Chief Administrative Officer of the Charter School shall serve as a member of the Board but without voting rights.

Section 3. Nominating Committee. A Nominating Committee of three persons shall be appointed annually by the Board to serve for one year or until the next Nominating Committee is appointed. The Nominating Committee shall consist of one parent, one community representative, and one at-large representative. The Nominating Committee shall solicit nominations by category of Trustee from the Advisory Committee(s) related to the category. The Nominating Committee will solicit nominations from the entire school community, including the Business Advisory Committee, for two at large members. The nominees shall be appointed to the Board of Trustees at the annual organizational meeting.

Section 4. Terms of Trustees. The Trustees constituting the first Board of Trustees will be appointed by the Founding Committee for one to three year terms. As terms expire, replacements will be nominated by the Nominating Committee from the various categories of Trustees to reflect the proportionate representation of each category. Thereafter, Trustees will be elected for a term of three years, and until a successor has been selected and qualified, and may succeed themselves in office. However, if a Trustee has served for two consecutive three-year terms, (s)he shall not be eligible until an interval of one year has elapsed.

Section 5. Vacancies on the Board. Any vacancy occurring on the Board of Trustees and any trusteeship to be filled by reason of an increase in the number of Trustees will be filled by appointment by a majority of the remaining Board of Trustees. The new Trustee appointed to fill any vacancy will serve for the unexpired term of the predecessor in office.

Section 6. Compensation. The Board as such shall not receive any stated compensation for their services as members, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedure for approval and payment of such expenses by designated officers of the Charter School.

Section 7. Resignation, Removal or Vacancies. Any Board member may resign at any time by giving written notice to the Chief Administrative Officer or to the Board of Trustees. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chief Administrative Officer.

Any member of the Board of Trustees may be removed from office by the Board whenever in its judgment the best interests of the Corporation will be served. The Board may remove any member who fails to attend three consecutive meetings; fails to adhere to the mission of the Charter School; violates Article III, Section 8, or Article V, Section 3 of these Bylaws.

Any vacancy occurring in the Board and any trusteeship to be filled by reason of a change in the number of Trustees may be filled, subject to the composition requirements of Section 2.

Section 8. Restrictions. No Board member may be a member of a local board of school directors of any school district, intermediate unit or area vocational-technical school in which the Charter School is located. Any member of the Board convicted of a felony or any crime involving moral turpitude shall be immediately disqualified from serving on the Board.

## ARTICLE IV

### Meetings

Section 1. Quorum. A majority of the entire Board constitutes a quorum at any meeting of the Board. Any *less* number may adjourn from time to time until a quorum is present. The act of a majority of the Trustees present at a meeting at which quorum is present will be the act of the Board of Trustees unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1988, the Charter School Law, the Articles of Incorporation, or any provision of these Bylaws.

Section 2. Majority Vote Required. Affirmative vote of the majority of the board in office, duly recorded, showing how each member voted, shall be required in order to take action on the following subjects: Appointing or dismissing the Principal; Adoption, amendment or repealing of the Bylaws and Charter; Designating depositories for school funds; Adopting the annual budget; Designating authority to execute contracts; Setting compensation schedules; Setting policy for adoption of courses of study and textbooks; Setting policy for admissions; Setting the school calendar; and any other matters required by the Charter School Law or any implementing regulations and standards to be so adopted.

Section 3. Two-Thirds Vote Required. A vote of two-thirds of the members in office of the Board of Directors duly recorded showing how each member voted shall be required in order to take action on the following subjects: Purchase of real property and sale, mortgage, lease or other disposal of its real property. 15 Pa.C.S.A. § 5546.

Section 4. Regular Board Meeting. Regular meetings of the Board of Trustees shall be held at such time and at such places as the Trustees determine. At the first regular meeting, the Board shall determine the time and place of regular meetings and shall mail the annual schedule to each member. This provision in the Bylaws constitutes notice to all members of all regular meetings and no further notice shall be required although further notice may be given.

Section 5. Special Meetings. Except that the Board of Trustees shall have a regular meeting at the time and place pursuant to Section 3, special meetings of the Board of Trustees may be called by the Chief Administrative Officer, by the Executive Committee or by the majority of the Board of Trustees at such times and places as she/he or they may designate. Notice of all special meetings of the Board of Trustees shall be sent by first class mail to each member of the Board at his/her last recorded address deposited by first class mail at least five (5) days in advance of such meeting or notice shall be given in person or by telephone at least 48 hours before the meeting. Such notice need not specify the purposes of the meeting. 15 Pa.C.S.A. § 5703.

Section 6. Annual Organizational Meeting. At the first meeting of the Board of Trustees and on the annual anniversary date thereof, the Board shall appoint the new Trustees presented by the Nominating Committee and shall elect officers.

Section 7. Chief Administrative Officer's Reports to the Board. The Chief Administrative Officer shall prepare the agenda for each regular meeting covering all pertinent information for the Trustees consideration as well as an annual report to be given no later than June 1, which shall be the basis for the annual report to the local board of school directors.

Section 8. Sunshine Meetings. All meetings shall be conducted in conformity with the requirements of the Sunshine Act (65 P.S. § 273-286), including notice, advertising, voting, content of minutes and record keeping.

## ARTICLE V

### Rules and Responsibilities of the Directors

Section 1. General. The Board holds the property of the Charter School in trust. The Board of Trustees shall have and exercise those corporate powers prescribed by law which ultimate authority is affirmed through its general academic and financial policy-making functions and its responsibility for the Charter School's financial health and welfare. The Board delegates its administrative powers to the Chief Administrative Officer of the Charter School as its agent. It follows, therefore, that a chief responsibility of the Board is the selection and appointment of the Chief Administrative and Principal, the support, enabling and periodic evaluation of the Chief Administrative Officer and Principal; and if the need arises, the termination of the employment of the

Chief Administrative Officer and/or Principal.

Section 2. Authority. The Board shall have and exercise the corporate powers prescribed by the laws of Pennsylvania, and more particularly described in the Charter School Law and the Charter of the Charter School. The essential function of the Board shall be policy making, the assurance of sound management, and active participation in the provision of necessary funds. The Board has ultimate responsibility to determine general, academic, financial, personnel and related policies deemed necessary for the administration and development of the Charter School in accordance with its stated purposes and goals. More specifically, the Board's authority shall be, without limitation:

- a) To adopt policies and procedures regarding employment, including, but not limited to, qualifications of professional and non-professional staff, appointment, promotion, leaves of absence, fringe benefits, professional development and dismissal of employees. 1719(A)(13), 1724(A).
- b) To authorize the acquisition, management and disposition of all property and physical facilities, having due respect for the corporate purpose, including the construction, renovation and upkeep of the physical plant. As prescribed by the Charter School Law, the Board and contractors shall be restricted and subject to certain statutory requirements governing construction projects as set forth in Section 1715-A(10) of the School Code, 24 P.S. § 17-1715-A, as amended.
- c) To approve institutional documents and policy statements at the Board's discretion to assure compliance with the Articles of incorporation, Bylaws, Charter and Board Policy.
- d) To sue and be sued, complain and defend and participate as a party or otherwise, but only to the same extent and upon the same condition that political subdivisions and local agencies can be sued. 1714-A(2)
- e) To make contracts and leases for the procurement of services, equipment and supplies. 1714-A(S)
  - a. To incur temporary debts in anticipation of the receipt of funds.
    - i. 1714-A(6)
- f) To solicit and accept any gifts or grants for Charter School purposes. 1714-A(7)
- g) To establish the annual academic calendar. 1715-A(9)
- h) To adopt and approve the annual budget. 1716-A(a)
- i) To establish admissions policies and procedures. 1716-A(3);

- j) To adopt and approve policies and procedures to assess student achievement. 1716-A(8), 1719-A(5)
- k) To approve or ratify all contracts as determined by the policy on contracting.
- l) To authorize an annual audit by an independent auditor. 1716-4-437A(a); 1729-A(3)
- m) To appoint or dismiss the principal, teachers, and other employees.
- n) To adopt policies regarding the curriculum or courses of study and textbooks. 1716-A(a), 1719-A(5)
- o) To have and exercise all of the powers and means appropriate to effect the purpose or purposes for which the Charter School is chartered.
- p) To have and exercise all other powers enumerated in the Nonprofit Corporation Law of 1988 or otherwise vested by law in the corporation not inconsistent with the Charter School Law.

Section 3. Conflicts of Interest.

- a) No Trustee shall engage in conduct that constitutes a conflict of interest under the Public Official and Employee Ethics Acts, 65 P.S. § § 401-422. If a conflict of interest occurs, the Trustee shall abstain from voting and prior to the vote being taken, disclose the nature of the conflict and file an abstention memorandum with the Board Secretary for inclusion in the minutes. 1715-A(11)
- b) No Trustee may receive or request from a parent, teacher, supervisor, or employee, who is employed or affiliated with the Charter School, a bribe or money for voting for an appointment or salary increase or as a condition for employment or enrollment and/or continued attendance of any pupil. 1725-A(c)

## A R T I C L E   V I

### Officers

Section 1. Officers. The officers of the Charter School shall be the Chair, Vice-Chair, Secretary, and Treasurer of the Board of Trustees.

Section 2. Election. At its first meeting, the Board shall elect from among its members the following officers to serve for three years or until their successors are chosen, but no longer than one additional year: a Chair of the Board, a Vice Chair, Secretary, and a Treasurer. The Treasurer need not be a member of the Board.

Section 3. Chair of the Board. The Chair of the Board shall be the Chief Voluntary Officer of the Board and shall discharge the duties which ordinarily pertain to that office. Among the duties are: chairing all meetings of the Board; chairing the Executive Committee meetings; executing such contracts and instruments as require his or her signature; and appointing the Chair and members of standing committees.

Section 4. Vice Chair. In the absence or disability of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall also perform such other duties as the Board may prescribe, or as the Chair may delegate.

Section 5. Secretary. The Secretary shall keep, or be responsible for keeping, minutes of all Board meetings and a record of the actions of the Board. The Secretary shall be responsible for seeing that required notice of stated and special meetings are sent to members of the Board; that all members of committees are notified of their appointments; that there is promptly submitted to each Trustee a copy of the minutes or memoranda of the meetings of the various committees and of the Board as soon as received; that the minutes of the Board and its committees and corporate seal of the Charter School be provided safe custody. Such duties as are suitable to be delegated may be performed by the office of the Principal.

Section 6. Treasurer. The Treasurer shall provide oversight for the Trustees as to the financial operations of the Charter School through the auditors, the Chief Administrative Officer, the Principal, and the chief business officer of the Charter School. The Treasurer shall be the chief financial officer of the Charter School. The Treasurer shall be in charge of the Charter School's financial affairs, funds, securities, and valuable papers; and shall keep full and accurate records thereof. The Treasurer shall have such other duties and powers as designated by the Trustees or Chairperson of the Board. The Treasurer shall oversee the efforts of the Certified Public Accountant assigned the books of account of the Charter School. The Treasurer is responsible for the adherence to accounting procedures of the Charter School as recommended by the Financial Development Committee and adopted by the Board. The Treasurer shall receive all funds, including local, state and federal funds and privately donated funds. The Treasurer shall make payments out of such funds on proper orders approved by the Board of Trustees, signed by the President or Vice-President of the Charter School. The Treasurer may pay out of such funds on orders which have been properly signed without the approval of the Board of Trustees first having been secured for the payment of amounts owing under any contracts which shall previously have been approved by the Board of Trustees and by which prompt payment the Charter School will receive a discount or other advantage.

Section 7. Resignation Removal or Vacancies. Procedures set forth in these Bylaws with regard to removal or resignation from the Board of Trustees shall also be applicable as to any officer. Vacancies in any office may be filled for the balance of the term thereof by the Trustees at any regular or special meeting.

Section 8. Chief Administrative Officer. The Chief Administrative Officer of the Charter School shall be the official staff and advisor to, and executive agent of, the Board and its Executive Committee. The Chief Administrative Officer is the academic and administrative head of the Charter School and has full responsibility for its operation. The Chief Administrative Officer shall bring to the Board such matters as are appropriate to inform the Board fully in its policy making work. The Chief Administrative Officer is responsible to the Board, and serves, ex-officio, on all its committees without vote.

Section 9. Other Officers. The Board may elect such other officers as it deems useful.

Section 10. Bonding of Officers and Employees. The Treasurer and Secretary shall furnish a bond in such amount and with such surety as may be required by the Board. At the direction of the Directors, any officer or employee of the Charter School shall be bonded. The expense of furnishing any such bond shall be paid by the Charter School.

## ARTICLE VII

### Executive Committee

Section 1. Membership. The Chair of the Board shall be the Chair of the Executive Committee. The officers of the Board, the head of each standing committee of the Board, and the Chief Administrative Officer of the Charter School shall be members of the Executive Committee.

Section 2. Responsibilities and Limitations. Between meetings of the Board, the Executive Committee shall have general supervision of the administration and property of the Charter School, except that, unless specifically empowered by the Board to do so, it may not take any action inconsistent with a prior act of the Board; alter Bylaws; locate permanent buildings on tax-exempt property held for Charter School purposes; remove or appoint the Chief Administrative Officer or Principal of the Charter School; or take any action which has been reserved by the Board, or is in conflict with the Charter or the Bylaws. The Executive Committee shall be the Long Range Planning Committee of the Board.

Section 3. Meetings. Meetings shall be called by the Chair of the Board in consultation with the Chief Administrative Officer of the Charter School or by petition of any three members of the Executive Committee.

Section 4. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 5. Minutes. The minutes of the meetings of the Executive Committee shall be distributed promptly, after each meeting, to each member of the Board.

## ARTICLE VIII

### Committees

Section 1. Committees. The Chair and Chief Administrative Officer, subject to the approval of the Board of Directors, shall annually appoint such standing, special, or subcommittees other than the Executive Committee as may be required by the Bylaws or as they may find necessary. These committees may include individuals who are not Trustees.



Section 2. Limitation of Authority. To the extent provided by resolution or the Bylaws, a Committee may exercise all of the powers and authority vested in such Committee by the Board of Trustees, except that the following shall remain the province of the Board of Trustees:

- a) The filling of vacancies in the Board of Trustees;
- b) The adoption, amendment or repeal of Bylaws;
- c) The amendment or repeal of any resolution of the Board; and
- d) Actions on matters properly the responsibility of another Committee of the board.

Section 3. Permanent Committees. Permanent committees will be formed to handle on-going business of the Charter School. These committees are:

- a) Finance Committee. The Finance Development Committee shall prepare and present a proposed financial budget to the Board of Trustees, prepare and implement a system of internal fiscal controls, receive and act on the annual independent audit of the books, and report quarterly to the Board of Trustees on the fiscal condition of the school.
- b) Personnel Committee. The Personnel Committee shall establish criteria for the performance and evaluation of the Principal, faculty and other employees of the School. This Committee shall make recommendations to the Board of Trustees regarding salary schedules, bonuses and benefits. The Chair of the Committee shall ensure that the Chief Administrative Officer and Principal are evaluated in a timely and appropriate way, and shall work with the Chairman of the Board in handling grievances and terminations.
- c) Development Committee. The Development Committee shall be responsible for presenting a development plan to the Board of Trustees, for planning and supervising fund-raising activities for the School, and for approving, in advance, fund-raising efforts by other committees.
- d) Business Advisory Committee. The Business Advisory Committee will provide liaison with the business community, assist with special projects and the securing of resources.

Section 4. Advisory Committees:

- a) Family Advisory Committee. This Committee will be recommended by the families whose children are enrolled in the school. They will provide a liaison between the families and the school, and will recommend persons to the Nominating Committee for a seat on the Board of Trustees. They will assist

in public relations and publicity, with developing policies for approval by the Board of Trustees and with event fund-raising for special school needs such as trips, special equipment and supplies.

- b) Community Advisory Committee. This Committee will be recommended by members of the School Community. They will provide a liaison between the school and its neighborhoods, and will recommend persons to the Nominating Committee for a seat on the Board of Trustees. They will assist in public relations and publicity, with developing policies for approval by the Board of Trustees, and with recommending the development of programs to meet the needs of the community and the school.
- c) Educational Advisory Committee. This Committee will be recommended by members of the School Community. They will provide expertise and resources to the school in terms of curriculum, needed supplies and equipment. They will hear the plans of the Principal and teachers and will make recommendations for improvement. They may recommend persons with special skills and knowledge in education to the Nominating Committee for at-large seats on the Board of Trustees.

## ARTICLE IX

### Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Charter School and such authority. may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Charter School, shall be signed by such officer or officers, agent or agents of the Charter School, and in such manner as shall from time to time be authorized by the Board of Trustees.

Section 3. Deposits. All funds of the Charter School not otherwise employed shall be deposited to the credit of the Charter School in such banks, trust companies, or other depositories as recommended by the Chief Administrative Officer and selected by the Board of Trustees.

Section 4. Gifts. The Board of Trustees or any officer or officers, or agent or agents of the Corporation to whom such authority may be delegated by the Board, may accept on behalf of the Charter School any contribution, gift, grant, bequest, or devise for the general purposes or for any special purpose of the Charter School.

## ARTICLE X

### Limitation of Personal Liability/indemnification

Section 1. Personal Liability. The Trustees and Officers of the Charter School shall not be personally liable for any debt, liability, or obligation of the Charter School. All persons, corporations, or other entities extending credit to, or contracting with, or having any claim against the school, may look only to the funds and property of the school for the payment of any such contract or claim or for the payment of debt, damages, judgment, or decree, or of money that may otherwise become due or payable to them from the Charter School.

Section 2. Standard of Care and Defenses. The standard of care and defenses of official immunity set forth in the Political Subdivision Tort Claims Act, 42 Pa. C.S.A. §8541-8564, shall apply to any liability for damages to a person or property caused by an act of the Charter School or a Trustee or an employee thereof.

Section 3. Indemnification. The Charter School shall indemnify any Trustee or employee who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Charter School) by reason of the fact that s/he is or was a representative of the Charter School, against expenses (including attorneys' fees), judgments, fines and amount paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding unless the act of the Trustee or employee is judicially determined to constitute a crime, actual fraud, actual malice or willful misconduct.

Section 4. Insurance. The Charter School shall purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, or employee of the Charter School against any liability asserted against such person and incurred by such person arising out of performance of their duties as a Trustee or employee.

Section 5. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the Charter School and may inure to the benefit of the heirs, executors and administrators of such person.

## ARTICLE XI

### Fiscal Year

The fiscal year of the Charter School shall commence on the 1st day of July and shall end on the 30th day of June.

## ARTICLE XII

### Amendments

Any of these Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by majority vote of the Trustees in office.

## ARTICLE XIII

### Parliamentary Procedure

Robert's Rules of Order, Revised, shall be the authority on parliamentary procedure on all matters not covered by the Bylaws of this Charter School.

## ARTICLE XIV

### Nondiscrimination

In administering its affairs, including admissions, hiring, and operation, the Board and the Charter School shall not discriminate on the basis of race, color, religion, national or ethnic origin, disability, sex, sexual orientation or age.

## ARTICLE XV

### Dissolution

Upon dissolution of the Charter School or the winding up of its affairs, the Board of Trustees shall, after making provision for the payment of all of the liabilities of the Charter School, dispose of all of the assets of the Charter School exclusively for the purposes of the Charter School in such manner or to such organizations which are described in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction

of the county in which the principal office of the Charter School is then located to such organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or in accordance with the corresponding provisions of any subsequent United States Internal Revenue law, as such court shall determine.