



**SUMMIT**  

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**Charter School**

**Appendix J. Summit Charter School Bylaws**



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Charter School

## **SUMMIT CHARTER SCHOOL Inc. Bylaws**

### **1. ARTICLE I – Name and location**

- 1.1. The name of the organization shall be Summit Charter School, a non-profit corporation.
- 1.2. The primary office and school building locations shall be in Monroe County, Pennsylvania as designated by the Board of Trustees.

### **2. ARTICLE II – Organization**

- 2.1. This corporation shall be a non-profit corporation.
- 2.2. The Charter School is incorporated under the Nonprofit Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania, and shall be organized and operated exclusively for charitable, scientific, literary and educational purposes permitted within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the purposes specified in Act No. 1997-22 of the General Assembly of the Commonwealth of Pennsylvania known as and referred to herein as the “Charter School Law.” In furtherance of these purposes, the Charter School may exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations and schools formed pursuant to the Charter School Law.
- 2.3. Membership. Unless or until the Articles of Incorporation of the Charter School are amended to provide otherwise, the Charter School shall have no members. Any provision of law requiring notice to, the presence of, or the vote, consent or

other action by members of the corporation in connection with such matter shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board of Trustees. No certificates of membership shall be issued at any time.

- 2.4. Corporate Seal. The Charter School may adopt and alter the corporate seal, inscribed with the name of the School, the year of its organization and the words “Corporate Seal, Pennsylvania” and such other details as may be specified by the Board.

### **3. ARTICLE III – Purpose and Structure**

#### **3.1. Mission Statement:**

Summit Charter School will provide a movement-rich, project-based environment, grounded in shared governance, where students demonstrate an active voice and ownership in their education.

#### **3.2. Vision Statement:**

Summit Charter School will be an innovative education hub for Northeast Pennsylvania, sharing its practice with positive change makers in local and national education. Here, educators are empowered to create responsive curricula and meaningful learning experiences in a student-centered environment. Through a unique approach built upon shared governance, students are encouraged to responsibly contribute to their school community and assume ownership in their education and learning experiences. By applying these combined practices, we will graduate motivated, civically-engaged citizens who uniquely contribute to our world and future.

#### **3.3. Our Core Beliefs:**

- 3.3.1. Engaged, inspired students will foster a life-long love of learning.
- 3.3.2. The learning process should be valued as much as the results.
- 3.3.3. Learning is not only measured by the knowledge an individual possesses, but by a capability to apply it. Therefore, it is important to teach children how to learn rather than just what to learn.
- 3.3.4. A competency-based education is more meaningful than a time-based education.
- 3.3.5. In order to compete in a global world, we must encourage critical thinking, creativity, collaboration, and innovation

#### **3.4. Purpose and Structure:**

- 3.4.1. Summit Charter School will offer an innovative charter school education model to the traditional public school settings available in Monroe County, PA, and will operate under PA Charter School Law.
- 3.4.2. A project-based curriculum that incorporates STEAM, combined with student-centered instruction, will take place in a setting that encourages movement, where students practice critical thinking, creativity, innovation, and collaboration. Learning is not only measured by the knowledge an individual possesses, but by a capability to apply it, and we believe the learning process should be valued as much as the results. Integrating this educational model within a democratic-rich, civics-centered environment should provide students the ability to compete in tomorrow's competitive and evolving global workforce, and participate as active, engaged members of their society.
- 3.4.3. A Board of Trustees will provide fiduciary governance for all operations of the school, delegating day-to-day management functions to the Principal/CEO and other administrators, and will ensure that the goals of its mission and vision statements are being met.
- 3.4.4. The Board will be responsible for ensuring that the school is run in compliance with the charter application and all applicable laws and for ensuring the school's sustained financial viability.
- 3.4.5. The board will establish a reporting relationship between the Board or Trustees, School Administration, and the Principal.
- 3.4.6. The Summit Charter School School Principal shall oversee the day to day academic operations of the school and serve as the educational team leader.
- 3.4.7. The Summit Charter School Business and Operations administration will oversee the day to day operational processes of the school including administrative needs.

#### **4. ARTICLE IV – Corporation Meetings**

- 4.1. There shall be an Annual Meeting, which will be held at a time and place to be decided upon by the Board of Trustees. At this time, annual reports will be presented. At a separate board meeting before the annual meeting, installation of officers will be held, and the annual budget will be approved; other business may be conducted as needed.

- 4.2. The Board of Trustees will meet a minimum of six times per year at a time and place designated by the president or a majority of the Board of Trustees. Additional meetings may be called when deemed necessary.
- 4.3. Written notice of such regularly scheduled meetings will be published when the calendar is approved for each academic school year. Additional, rescheduled, or special meetings shall be scheduled and notice provided in accordance with the Sunshine Law.
- 4.4. All business shall be conducted in a formal manner.
- 4.5. Minutes shall be taken at all Summit Charter School meetings and shall record the decisions made as well as delineate the responsibility for implementation. Minutes shall be distributed to appropriate board and/or committee members prior to the next meeting. Minutes are primarily the responsibility of the board Secretary or his/her designee. Recorded minutes will be approved at the next board meeting. Minutes will be made available to the public.
- 4.6. All meetings of the Board of the Charter School where actions are formally presented for approval shall be held as public meetings as described in the Sunshine Act, 65 Pa. C.S. §§ 701 et seq. As amended by Act of June 30, 2011, No. 56 (the “Sunshine Act”). Public notices of all meetings shall be given in the manner described in the Sunshine Act.
- 4.7. Special meetings of the Board may be called by or at the request of any two Trustees or the principal of the charter school. The chairperson of the Board will fix the location of the meeting. In addition to the notice required by Section 2.9.4 hereof, reasonable notice of the time and place of special meetings shall be given to each Trustee. It shall be given to each Trustee in accordance with the Pennsylvania Nonprofit Corporations Law. It shall be considered reasonable and sufficient notice to a Trustee to send notice by mail at least five (5) days before the meeting, addressed to the Trustee at the Trustee’s usual or last known residence, or to give notice in person or by telephone, telecopier or other similar device at least forty-eight (48) hours before a special meeting.
- 4.8. The Board shall publish its calendar of regularly scheduled meetings for the year in accordance with the Sunshine Act. A Trustee waives notice of the regular or special meeting by attending or participating in the meeting unless, at the beginning of the meeting, he objects to the holding of the meeting or the transaction of business at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Whenever notice is required by

law, a waiver thereof in writing signed by the Trustee or other person entitled to said notice, whether before, at or after the time stated therein, shall be equivalent to such notice.

- 4.9. Telephonic Meetings. One or more members of the Board or any committee designated by the board may participate in a meeting of the Board or a committee thereof by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another at the same time. Such participation shall constitute presence in person at the meeting.

## **5. ARTICLE V – Voting**

- 5.1. No business may be transacted at any meeting without a quorum present. A quorum shall consist of a simple majority.
- 5.2. Whenever possible, decisions should be made by consensus. When there is a lack of consensus, decisions shall be made by a majority vote of those present.
- 5.3. General Powers. The business and affairs of the charter school shall be managed by its Board except as otherwise provided by the Commonwealth of Pennsylvania or these bylaws. 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:
  - 5.4. An affirmative vote of a majority of the members of the Board of Trustees of the charter school, duly recorded, showing how each member voted, shall be used in order to take action on the following subjects:
    - 5.4.1. School calendar (must include 990 hours or 180 days of instruction for secondary students [grades 7-12] and 900 hours or 180 days for elementary students [grades 1-6].
    - 5.4.2. School cannot be kept open for the purpose of ordinary instruction, on Sundays, Fourth of July, Memorial Day, Thanksgiving, the first of January, Christmas, or Saturday, except when Monday is fixed by the board of Trustees as the weekly holiday for the entire school year)
    - 5.4.3. Approve policies and procedures regarding employment, including but not limited, to appointment, promotion, contracts, leaves of absence, fringe benefits, qualifications of professional and nonprofessional staff, professional development and dismissal of employees;

- 5.4.4. Adopt the curriculum or courses of study and text books;
- 5.4.5. 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 Public School Code of 1949, as amended 24 P.S. 17-1715-A;
- 5.4.6. Approve institutional documents and policy statements at the Board's discretion to assure compliance with the Articles of Incorporation, Bylaws, Charter, and Board Policy;
- 5.4.7. 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;
- 5.4.8. Make contracts and leases for the procurement of services, equipment, and supplies;
- 5.4.9. Incur temporary debts in anticipation of the receipt of funds;
- 5.4.10. Solicit and accept any gifts or grants for Charter School purposes;
- 5.4.11. Establish the annual academic calendar;
- 5.4.12. Adopt and approve the annual budget and to make revisions therein;
- 5.4.13. Establish enrollment policies and procedures;
- 5.4.14. Adopt and approve policies and procedures to assess student achievement;
- 5.4.15. Approve or ratify all contracts as determined by the policy on contracting;
- 5.4.16. Be the final arbiter of all disciplinary matters;
- 5.4.17. Authorize any annual audit by an independent certified public accountant;
- 5.4.18. Fix the salary or other compensation of the Chief Executive Officer, Principals, teachers, and other employees of the Charter School;
- 5.4.19. Approve all personnel actions;
- 5.4.20. Designate depositories of Charter School funds;
- 5.4.21. Have and exercise all of the powers and means appropriate to effect the purpose or purposes for which the Charter School is chartered; and
- 5.4.22. Have and exercise all other powers enumerated in the Nonprofit Corporation Law or otherwise vested by law in the corporation and not consistent with the Charter School Law.
- 5.4.23. Entering into contracts with and making appropriations to an intermediate unit, school district or Area Vocational/Technical School for the charter's

proportionate share of the cost of services provided or to be provided by the foregoing entities.

- 5.4.24. None of the following actions may be taken by the Charter School without the prior approval of not less than two-thirds (2/3) of the Board of Trustees then in office:
- (a) to amend the Articles of Incorporation of the Charter School or these Bylaws;
  - (b) to dissolve or liquidate the Corporation;
  - (c) to merge or consolidate the Corporation;
  - (d) to convey, sell or transfer substantially all the Corporation's assets;
  - (e) to remove a trustee or officer from office.

## **6. ARTICLE VI– Board of Trustees**

### **6.1. Membership:**

- 6.1.1. The Summit Charter School's Board of Trustees will be composed of not more than fifteen persons, a minimum of 7, and a goal of eleven board positions filled at all times.
- 6.1.2. Initial Board. In order to maintain consistency with the founder's vision, the Founding Committee of community members will serve as an initial Board. A duly constituted Board will be established at least 30 days prior to the opening of the Charter School by the initial Board.
- 6.1.3. All voting board members will serve as volunteers. Board members cannot and will not be personally or professionally compensated for their service on the Board of Trustees.
- 6.1.4. Membership shall consist of, but will not be limited to, the executive board members, volunteer officers, or a Summit Charter School approved designee.
- 6.1.5. An Executive Committee will consist of the President, Vice President, Secretary, Treasurer, and immediate past president (or designee).
  - 6.1.5.1. Until the organization has been established long enough to have an immediate past president, the executive committee will consist of the President, Vice President, Secretary, and Treasurer.
- 6.1.6. The Board of Trustees will aim to maintain a racial and ethnic diversity representative of the community, and include both parents of students and non-parents of students, as well as non-voting staff designees.

6.1.7. Board members should be made aware of the current status of board members and their respective remaining terms.

6.1.8. Terms:

6.1.8.1. All terms shall begin immediately upon an affirmative vote of board membership as well as the subsequent receipt of signed required documents listed in the section **6.1.8.1**.

**6.2. Board Terms:**

6.2.1. The regular term of membership for all Board of Trustee members will be three years with the option of re-election to a second three-year term.

6.2.2. After two consecutive terms individuals may again seek board membership after a one-year hiatus from the board.

6.2.3. As a start-up board or during transitional periods, initial terms may be extended or shortened to allow for staggered membership changes in future years.

**6.3. Board Attendance:**

6.3.1. Board members shall make every effort to attend regularly scheduled board meetings;

**6.4. Resignation and Removal:**

6.4.1. A member may resign his/her term of service at any time with written notice to the board.

6.4.2. A member may be removed from the term of service by two-thirds vote of the board membership. Grounds for removal shall include but not be limited to:

6.4.2.1. Excessive absences in a one-year period of time regarding regularly scheduled meetings

6.4.2.2. Abusive behavior

6.4.2.3. Willful, wrongful, or illegal acts

6.4.2.4. Misrepresentation specific to the organization

6.4.2.5. Failure to perform the duties of the office in good faith in a manner that reflects the best interest of the corporation

6.4.2.6. Engaging in transactions with the school that would financially benefit the member.

**6.5. Vacancies:**

6.5.1. All vacancies shall be filled by recommendations from the nominating committee or by any board member to the larger Board of Trustees.

- 6.5.2. Election of Trustees. Nominations shall be placed before the Charter School Board of Trustees as needed at any regularly scheduled or special meeting open to the public. Nominations may be made by the Nominating Committee or by any Trustee. The Trustees will cast an open, public ballot at the Annual meeting, unless the Board is filling a vacancy. A simple majority of a quorum is required for election.
- 6.6. **Standard of Care.** Trustees and Officers have a fiduciary relationship to the Charter School, including in their capacity as members of a committee. Trustees and Officers have an obligation to act in good faith, in a manner he or she reasonably believes to be in the best interest of the School, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, Trustees and Officers shall be entitled to rely in good faith on information, opinions, reports or statement, including financial statements and other financial data, in each case prepared or presented by:
  - 6.6.1. One or more officers or employees of the School whom the Trustee or Officer reasonably believes to be reliable and competent in the matters presented;
  - 6.6.2. Counsel, public accountants or other persons as to matters which the Trustee or Officer reasonably believes to be within the scope of professional competence;
  - 6.6.3. A committee of the Board upon which he or she does not serve, duly acting under the authority of the Board of Trustees.

## 7. **ARTICLE VII – Officers**

- 7.1. The duties of the **President** shall be:
  - 7.1.1. To preside at all meetings of the Board of Trustees
  - 7.1.2. To designate all ad hoc committees of the Board of Trustees as deemed necessary
  - 7.1.3. To call special meetings of the Board of Trustees as deemed necessary
  - 7.1.4. To appoint committee membership
  - 7.1.5. To appoint a chair for each standing committee
  - 7.1.6. To be an ex-officio member of all standing committees with the exception of the nominations committee
- 7.2. The duties of the **Vice-President** shall be:

- 7.2.1. To perform the duties of the President in the event of the President's absence, resignation, or inability to perform the duties of office
- 7.2.2. To perform other duties as assigned by the President
- 7.2.3. Serve as Chair or Co-Chair of the Strategic Planning Committee and Resource Development
- 7.3. The duties of the **Secretary** shall be:
  - 7.3.1. To ensure that minutes are kept and any attachments are distributed to the Board of Trustees
  - 7.3.2. To ensure that a record of attendance of members and guests at all meetings are maintained
  - 7.3.3. To be responsible for all Board correspondence
  - 7.3.4. To maintain the records of Board membership
  - 7.3.5. To compose and maintain records of all communications as directed and approved by the Board of Trustees
  - 7.3.6. Serve as Chair or Co-Chair of the Nominations / By-Laws Committee.
- 7.4. The duties of the **Treasurer** shall be:
  - 7.4.1. To serve as fiscal officer for the corporation.
  - 7.4.2. To help establish and monitor all budgetary activities of the corporation
  - 7.4.3. To review the monthly bank statements and make necessary recommendations
  - 7.4.4. Serve as Chair or Co-Chair of the Finance & Facilities Committee
  - 7.4.5. The Treasurer shall be responsible for the Charter School's financial affairs, funds, securities, and valuable papers and shall keep full and accurate records thereof. The Treasurer shall receive all funds including local, state and federal funds and privately donated funds. The Secretary shall also make payments out of the same on proper orders approved by the Board, signed by the President or Vice-President of the Board. The Treasurer may pay out such funds on orders which have been properly signed without the approval of the Board first having been secured by the payment of amounts owing under any contracts which shall previously have been approved by the Board, and by which prompt payment the charter will receive a discount or other advantage. The Treasurer of the charter shall deposit the funds belonging to the charter school in a depository approved by the Board and shall at the end of each month make a report to the Board of the amount of funds received and disbursed by

her/him during the month. All deposits of charter school funds by the charter treasurer shall be made in the name of the Charter School.

7.5. The duties of **Board Members** shall be:

7.5.1. To actively participate in meetings by asking thoughtful questions and proposing possible solutions to the best of their ability.

7.5.2. To serve on at least one committee.

7.5.3. Other guidelines as may from time to time be established.

7.5.4. The Treasurer and the Secretary of the Charter School shall furnish a bond in such amount and with such surety as may be required, from time to time, by the Board. At the direction of the Board, any other officer or employee shall furnish a bond in such amount and with such surety as may be required by the Board. The expense of furnishing any such bond shall be paid by the Charter School.

## **8. ARTICLE IX– Financial**

8.1. The fiscal year shall begin on July 1 and end on June 30.

8.2. A certified independent public accountant shall audit the financial records of the organization annually.

8.3. The auditor’s report will be filed with the records of the organization.

8.4. The annual report will be presented for action at the next applicable board meeting.

8.5. Copies of the auditor’s report will be submitted to funding sources as required.

## **9. ARTICLE X – Standing Committees**

### **9.1. The Executive Committee:**

9.1.1. Shall be composed of the officers of the Board of Trustees and the immediate Past Board President.

9.1.2. The Executive Committee will oversee the Principal and provide guidance for all decision-making and direction taken by Summit Charter School.

9.1.3. Each Executive Committee member will also serve in the capacity of a Personnel Committee as needed.

- 9.1.4. The Principal will be an ex-officio member without a vote except when the Executive Committee votes to hold a closed session, in which case the Principal will not attend.
- 9.1.5. The Executive Committee shall meet as needed.
- 9.1.6. Minutes shall be kept at the meetings to include recommendations for action at the next full Board meeting.
- 9.1.7. Any actions taken by the Executive Committee shall be reported at the next Board meeting and ratified by the Board.
- 9.1.8. The Board President and Principal, in consultation with the Executive Committee, will be charged for developing the agenda for all Board Meetings.

**9.2. Finance & Facilities Committee**

- 9.2.1. The Treasurer of the Board will chair or co-chair the Finance & Facilities Committee.
- 9.2.2. The committee shall be responsible for monitoring the financial health of Summit Charter School.
- 9.2.3. It shall recommend an annual budget for Summit Charter School to the Board of Trustees for their final approval prior to the start of the fiscal year.
- 9.2.4. It shall periodically review the financial position of the organization and shall recommend to the Board such revisions as necessary.
- 9.2.5. Oversee facilities management and third-party contracts including lease agreements, school furnishings, and educational materials.
  - 9.2.5.1. Oversight of:
    - 9.2.5.1.1. Accounting software/management system..
    - 9.2.5.1.2. Financial accounts .
    - 9.2.5.1.3. Payroll, including third-party agreements iv. Employee benefits.
    - 9.2.5.1.4. Liability insurance for SCS and it’s governing board.
    - 9.2.5.1.5. Communications with CPA and auditor.

**9.3. Strategic Planning & Resource Development Committee**

- 9.3.1. The Vice President shall chair or co-chair the Strategic Planning & Resource Development Committee.
- 9.3.2. Ensure a 3-year strategic plan is developed and implemented
- 9.3.3. Present this plan to the board of Trustees
- 9.3.4. Monitor progress of the plan and make recommendations as necessary

- 9.3.5. Develop and review a business plan
- 9.3.6. Develop and review a marketing plan for community awareness of Summit Charter School
- 9.3.7. Facilitate implementation of the business plan
- 9.3.8. Seek funding sources to support Summit Charter School
- 9.3.9. Communicate with the Finance committee on issues that affect the budget
- 9.3.10. Information Management and technology needs
- 9.3.11. Draft and propose new SCS policies and review existing policies bi-annually

**9.4. By-Laws/Nominating Committee**

- 9.4.1. The Secretary shall chair or co-chair the By-Laws/Nominating Committee
- 9.4.2. Review and revise by-laws as necessary
- 9.4.3. Recruit and educate prospective board members
- 9.4.4. Recommend Slate of Officers in April of every year
- 9.4.5. Set Board Development Plan
- 9.4.6. Recommend prospective board members
- 9.4.7. Seek advice from the Board President and Principal
- 9.4.8. Personnel Committee
- 9.4.9. The board shall nominate the Chair of the personnel committee.
- 9.4.10. Develop and review job descriptions and employment applications
- 9.4.11. Develop and review hiring process
- 9.4.12. Review Principal staff evaluations
- 9.4.13. Evaluation of employee performance and make recommendations to the greater board on actions to be taken to employees who have not fulfilled their responsibilities to the school.
- 9.4.14. Serve as the initial point of contacts for proceedings regarding employee corrective actions or dismissal.
  - 9.4.14.1. Review of registered complaints for legitimacy
  - 9.4.14.2. Ensure proper documentation of events
  - 9.4.14.3. Recommendations, findings and a presentation to the greater board regarding a decision vote on the dismissal of an employee.
  - 9.4.14.4. Arrange for discussion with an employee, notifying them of the board decision of dismissal.

**9.5. Education Committee**

- 9.5.1. The board shall nominate the Chair of the education committee
- 9.5.2. Oversight of curriculum implementation

- 9.5.3. Facilitates ongoing teachers support and development independently and/or through communication with the Advisory Board
- 9.5.4. Develop admissions process and application

**10. ARTICLE XI – Non-Discrimination Clause**

- 10.1. Summit Charter School is an equal opportunity entity and shall not discriminate on the basis of national origin, race, gender, sexual orientation, religion, creed, age, marital status, economic status, or non-job related handicap or disability.
- 10.2. Summit Charter School will serve to provide a safe, supportive environment for all students and families regardless of disability, age, gender, sexuality, race, color, national origin, religion, ethnicity, or economic status.

**11. ARTICLE XIII – Amendments**

- 11.1. Proposed changes to the by-laws must be submitted in writing to all members of the Board of Trustees ten days prior to the meeting at which the changes will be presented for approval.
- 11.2. Revisions or changes in the by-laws shall require a two-thirds majority vote of the Board for approval.

**12. ARTICLE XIV – Conflicts Of Interest/Compensation**

- 12.1. No Trustee shall, except as allowed by law, as a private person engage in any business transaction with the Corporation, be employed in any capacity by the Corporation or receive from the Corporation any pay for services rendered to the Corporation, provided that a Trustee may receive reimbursement for reasonable expenses incurred in connection with corporate matters if such reimbursement is authorized by the Board of Trustees. Notwithstanding the foregoing, common interested Trustees may be counted in determining the presence of a quorum at a Board meeting in which a transaction described above is authorized, approved, or ratified. Trustees shall serve as Trustees without receiving any compensation for their services as Trustees.
- 12.2. Compensation. Trustees shall serve as Trustees without receiving any compensation for their services as Trustees , provided that a Trustee may receive

reimbursement for reasonable expenses incurred in connection with corporate matters if such reimbursement is authorized by the Board of Trustees. This section is applicable to those board members who are not ex officio board members.

- 12.3. Voting on any matter involving a conflict of interest shall be governed by the Public Official and Employee Ethics Act, 65 P.S. 401-422.

### **13. ARTICLE XV - Liability Of Trustees**

- 13.1. A Trustee of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Trustee, including his or her duties as a member of any committee of the Board of Trustees upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Trustee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: (a) one or more officers or employees of the Corporation whom the Trustee reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such persons; or (c) a committee of the Board of Trustees upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence. A Trustee shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.
- 13.2. In discharging the duties of their respective positions, the Board of Trustees, committees of the Board of Trustees and individual Trustees may, in considering the best interests of the Corporation, consider the effects of any action upon employees, suppliers and students of the Corporation and communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 15 hereof.

- 13.3. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Trustee or any failure to take any action shall be presumed to be in the best interests of the Corporation.
- 13.4. A Trustee of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless: (a) the Trustee has breached or failed to perform the duties of his or her office under Sections 15.1 through 15.4 hereof; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- 13.5. The provisions of Section 15.4 hereof shall not apply to: (a) the responsibility or liability of a Trustee pursuant to any criminal statute; or (b) the liability of a Trustee for the payment of taxes pursuant to local, state or federal law.
- 13.6. Notwithstanding any other provisions of these Bylaws, the approval of the Board of Trustees shall be required to amend, repeal or adopt any provision as part of these Bylaws that is inconsistent with the purpose or intent of Sections 15.1, 15.2, 15.3, 15.4, 15.5 or 15.6 of this Article 15, and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such Board of Trustees approval.

## **14. ARTICLE XXI MISCELLANEOUS**

14.1 Waiver of Notice. Whenever notice is required by law, a waiver thereof in writing signed by the Trustee or other person entitled to said notice, whether before, at or after the time stated therein, shall be equivalent to such notice.

14.2 Amendments. The Board shall have power to make, amend and repeal the by-laws of the charter school at any regular or special meeting of the board. The bylaws shall be reviewed by the Board from time to time for any useful or necessary amendments.

14.3 Conflicts. In the event of any irreconcilable conflict between these by-laws and applicable law, the latter shall control.

14.4 Definitions. Except as otherwise specifically provided in these by-laws, all terms used in these by-laws shall have the same definition as in the Pennsylvania Charter Law, Act 22.

14.5 Execution of Instruments. All contracts, deeds, leases, bonds, notes, and other instruments authorized to be executed by an Officer of the Charter School shall be signed in

accordance with the Pennsylvania Nonprofit Corporation Law of 1988, as amended, except as the Trustees may generally or in particular cases otherwise determine. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Charter School by the Board of Trustees shall be binding on the school in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provision of the Charter, by-laws, or votes of the Board. The Charter School shall make no contracts of guarantee without the affirmative vote of two-thirds of the members of the Trustees then in office.

14.6 Dissolution. Upon revocation or non-renewal of the Charter School's Charter, such revocation or non-renewal date being when all administrative and judicial remedies have been exhausted, the Charter School shall be dissolved. After disposition of or making provision for the payment of all liabilities and obligations of the Charter School, any remaining assets shall be distributed in accordance with the Charter School Law and Articles of Incorporation.