

**Amended and Restated BYLAWS  
of  
SYLVAN HEIGHTS SCIENCE CHARTER SCHOOL**

**Adopted this 15<sup>th</sup> day of August 2016**

**ARTICLE I**

Name and Location

Section 1. Name. The name of the Corporation is the Sylvan Heights Science Charter School, hereinafter referred to as the "Charter School."

Section 2. Location. The principal office of the Charter School shall be located at 915 S 13<sup>th</sup> Street, Harrisburg, Pennsylvania 17104. 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. Definitions. The following terms as used in these Bylaws shall have the definitions ascribed to them pursuant to this Article III, Section 2:

(a) **Student-Family Representative**: the parent or legal guardian of a child who is or was enrolled in the Charter School during one or more of the years in such representative's three-year term as a Trustee.

(b) **Community Representative**: a person appointed to the Board of Trustees because of the connection such person has with other community institutions. A Community Representative shall either live or work in the community and shall not have

any child or children enrolled in the Charter School during his or her term as a Community Representative.

(c) **At-Large Representative:** a person appointed to the Board of Trustees because such person expresses a strong interest in the success of the students and the Charter School's mission and such person has skills or expertise that are deemed a benefit to the Charter School.

Section 3. Composition. The Board of Trustees shall be composed of both voting trustees and non-voting trustees.

(a) The voting trustees shall neither be less than nine (9) in number nor more than eighteen (18) in number and shall be composed of the following persons:

- (i) Three (3) Student-Family Representatives;
- (ii) Three (3) Community Representatives;
- (iii) The immediate past president of the Charter School Board of Trustees; and

(iv) To the extent necessary to fill vacancies or to increase the number of Trustees on the Board of Trustees and to the extent such persons are available and willing to serve, additional At-Large Representatives from the Greater Harrisburg Area, to include, whenever possible, a representative from the YWCA of Greater Harrisburg.

(b) There shall be three (3) ex-officio non-voting trustees consisting of the following persons:

- (i) The Principal of the Charter School; and
- (ii) Two (2) teachers employed at the Charter School.

Section 4. Nominating Committee. A Nominating Committee of four (4) persons shall be appointed annually by the Board of Trustees to serve for one (1) year or until the next Nominating Committee is appointed. The Nominating Committee shall consist of at least one (1) parent, one (1) community member and one (1) at-large representative. The Nominating Committee shall submit nominations to the Board of Trustees no less than fourteen (14) days before the annual organizational meeting. The nominees shall be elected by the Board of Trustees at its annual organizational meeting.

Section 5. Terms of Trustees. Trustees will be elected for a term of three (3) years, and until a successor has been selected and qualified, and may succeed themselves in office. However, if a Trustee has served for two (2) consecutive three-year terms, (s)he shall not be eligible until an interval of one (1) year has elapsed. If the immediate past president has completed two (2) three-year terms, (s)he shall serve no more than two (2) additional years.

Section 6. Vacancies on the Board. Any vacancy occurring on the Board of Trustees and any Board of Trustees' position to be filled by reason of an increase in the number of Trustees will be filled by appointment by a vote of the majority of the remaining Trustees. Such vote shall occur no more than sixty (60) days after the vacancy occurs or the additional position is identified, as the case may be. A Trustee appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. A Trustee appointed for the purpose of increasing the number of Trustees on the Board of Trustees shall serve for a term of three (3) years.

Section 7. Compensation. Trustees, as such, shall not receive any stated compensation for their services as Trustees, 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 offices of the Charter School.

Section 8. Resignation; Removal.

(a) **Resignation:** Any Trustee may resign at any time by giving written notice to the Principal or to the Board of Trustees. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time of acceptance thereof as determined by the Board of Trustees.

(b) **Removal.** Any Trustee may be removed from service on the Board of Trustees whenever the Board of Trustees, in its sole discretion, determines the interests of the Charter School to be best served by such removal. Additionally, and not in limitation, Trustees shall be removed immediately if the Trustee:

(i) was nominated and elected because (s)he was a teacher at the Charter School at the time of nomination and election but is no longer employed as a teacher at the Charter School;

(ii) failed to attend three (3) consecutive meetings;

(iii) violated Article III, Section 9 of these Bylaws;

(iv) violated Article V, Section 3 of these Bylaws; or

(v) is convicted of a felony or any crime involving moral turpitude.

Section 9. Restrictions. No Trustee shall, at the time of nomination, election or service on the Board of Trustees, be a trustee of a local board of school directors in any school district, intermediate unit, or area vocational-technical school in which the Charter School is located.

## ARTICLE IV

### Meetings

Section 1. Quorum. A majority of the entire Board of Trustees 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 Trustees in office, duly recorded, showing how each trustee 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 trustees in office of the Board of Directors duly recorded showing how each trustee 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 Trustees 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 Trustees shall determine the time and place of regular meetings and shall mail the annual schedule to each Trustee. This provision in the Bylaws constitutes notice to all Trustees 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 Principal, by the Executive Committee or by the majority of the Board of Trustees at such times and places as s/he or they may designate. Notice of all special meetings of the Board of Trustees shall be sent by first class mail to each trustee 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, by telephone or by electronic mail 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. The Board of Trustees shall hold an annual organizational meeting in October of each year, at which time the Board shall elect the

new Trustees presented by the Nominating Committee and shall elect officers.

Section 7. Principal's Reports to the Board. The Principal shall prepare the agenda for each regular meeting covering all pertinent information for the Trustee's consideration as well as an annual report to be given no later than June 30, 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.

Section 9. Participation from a Remote Location. Trustees of the Board who are unable to be physically present ("remote trustee") at a Board meeting shall be permitted to participate from a remote location via speakerphone, videoconference or other form of electronic communication.

(a) The request to participate from a remote location is not based on personal convenience but rather on physical inability to attend, geographic absence because of employment or other necessity, or other emergency.

(b) The remote trustee provides a written explanation of his/her reason for not being able to be physically present at the meeting to the Board Chair, or if the Board Chair is the remote trustee, to the Board Vice Chair.

(c) Whenever possible, the written explanation shall be provided no later than the regular meeting preceding the meeting in which the Board trustee wishes to participate from a remote location .

(d) The Board Chair, or when appropriate, the Board Vice Chair, is satisfied that the trustee has a legitimate reason for his/her absence and is not acting merely for personal convenience.

(e) If the (Vice) Chair denies the request, written request may be made directly to the entire Board for its approval or denial by a simple majority vote of those present at the regular meeting preceding the meeting in which the Board trustee wishes to participate from a remote location.

(f) The remote trustee shall not be counted in determining whether a quorum of the Board is present pursuant to Art. IV Section 1 of these Bylaws.

(g) Participation from a remote location by a Board trustee in this fashion shall not be permitted for more than a total of two (2) regular or special meetings in one (1) calendar year.

(h) Remote participation. When the above conditions are satisfied, and the technology used for remote participation allows the remote trustee to hear and speak to the Board trustees and the public who are physically present and allows the Board trustees and the public who are physically present to hear and speak to the remote trustee, the remote

trustee shall be permitted to participate in the Board meeting from a remote location. The remote trustee shall be responsible for making arrangements for the remote participation with the Principal or his/her designee.

(i) Voting by a proxy shall be prohibited.

## ARTICLE V

### Rules and Responsibilities of the Trustees

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 Principal of the Charter School as its agent. It follows, therefore, that a chief responsibility of the Board is the selection and appointment of the Principal, the support, enabling and periodic evaluation of the Principal; and if the need arises, the termination of the employment of the 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, and in accordance with applicable law, regulations and Board of Trustee policy. All such policies shall be organized in a central location and included in a comprehensive policy manual by the Policies and Bylaws Committee. These policies will be made available to the public by posting them on the Charter School's website. 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. 24 P.S. §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. § 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. 24 P.S. § 17-1714-A(2)
- (e) To make contracts and leases for the procurement of services, and supplies. 24 P.S. § 17-1714-A(5)
- (f) To incur temporary debts in anticipation of the receipt of funds. 24 P.S. §17-1714-A(6)
- (g) To solicit and accept any gifts or grants for Charter School purposes. 24 P.S. §17-1714-A(7)
- (h) To establish the annual academic calendar. 24 P.S. § 17-1715-A(9)
- (i) To adopt and approve the annual budget. 24 P.S. § 17-1716-A(a)
- (j) To establish admissions policies and procedures. 24 P.S. §17-1716-A(3);
- (k) To adopt and approve policies and procedures to assess student achievement. 24 P.S. §17-1716-A(8), 24 P.S. §17-1719-A(5)
- (l) To approve or ratify all contracts as determined by the policy on contracting.
- (m) To authorize an annual audit by an independent auditor.24 P.S. §17-1716-A(a)(3)
- (n) To appoint or dismiss the principal, teachers, and other employees. 24 P.S. § 17-1729-A(3)
- (o) To adopt policies regarding the curriculum or courses of study and textbooks. 24 P.S. §17-1716-A(a), 1719-A(5)
- (p) To have and exercise all of the powers and means appropriate to purpose or purposes for which the Charter School is chartered.
- (q) 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. 24 P.S. §17-1715-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. 24 P.S. §17-1725-A(c)

## ARTICLE VI

### Officers

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

Section 2. Election. At its annual meeting, the Board shall elect from among its trustees the following officers to serve for two (2) years or until their successors are chosen, but no longer than one (1) additional year: a President of the Board, a Vice-President, Secretary, and a Treasurer. The Treasurer need not be a member of the Board.

Section 3. President of the Board. The President 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; executing such contracts and instruments as require his or her signature;; and appointing the Chair and members of standing committees.

Section 4. Vice-President. In the absence or disability of the President, the Vice-President shall perform the duties of the President. The Vice-President shall also perform such other duties as the Board may prescribe, or as the President 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 trustees 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 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 Finance and Facilities 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. Such duties as are suitable to be delegated may be performed by the office of the Principal.

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. Principal. The Principal of the Charter School shall be the Chief Administrative Officer of the Charter School and the official staff and advisor to, and executive agent of, the Board. The Principal is the academic and administrative head of the Charter School and has full responsibility for its operation. The Principal shall bring to the Board such matters as are appropriate to inform the Board fully in its policy making work. The Principal 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. Where the duties of the Treasurer or Secretary have been delegated to an employee within the office of the Principal, such employee shall be bonded. At the direction of the Trustees, 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**

### Committees

Section 1. Committees. The President and Principal, subject to the approval of the Board of Trustees, shall annually appoint such standing, special, or subcommittees 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 and Facilities Committee. The Finance and Facilities 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, plan for the future financial needs of the school and report quarterly to the Board of Trustees on the fiscal condition of the school. Additionally, this Committee will supervise building renovations and improvements.

(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 Principal is evaluated in a timely and appropriate way, and shall work with the President of the Board in handling grievances and terminations.

(c) Policies and Bylaws Committee. This Committee will draft and review policies, with assistance from the Solicitor if necessary, before presentation to the Board of Trustees as well as review and amend the school's Bylaws as needed. Once policies are voted on and approved by a majority of the Board of Trustees, they will be included in a comprehensive policy manual that will be developed and maintained by this Committee.

## **ARTICLE XIII**

### 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 Principal 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 IX

### Limitation of Personal Liability and 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 X**

### 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 XI**

### 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 XII**

### 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 XIII**

### 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 XIV**

### 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 and obligations of the Charter School, dispose of all of the remaining assets of the Charter

School, both real and personal, to the school entities with students enrolled in the Charter School for the last full or partial school year of the Charter School.

AMENDED, RESTATED IN THEIR ENTIRITY AND ADOPTED by the Board of Trustees of the Sylvan Heights Science Charter School on August 15, 2016.

**SYLVAN HEIGHTS SCIENCE CHARTER SCHOOL**

Chad Hotsko, President

Torrie Winder, Vice-President

Yoland Haywood, Secretary

Sam Giannelli, Treasurer