

21st Century Cyber Charter School **Bylaws**

Article I Name

The name of this corporation is 21st Century Cyber Charter School, Inc. hereafter called "21CCCS".

Article II Location

The location of the primary office of 21CCCS shall be at 1245 Wrights Lane, West Chester, PA 19380, unless another location is designated by the Board of Trustees.

Article III Purpose

21st Century Cyber Charter School is a public school operated pursuant to a charter granted to it by Pennsylvania Department of Education.

Article IV Basic Policies

Section 1.

21CCCS shall be a non-profit, non-sectarian and non-partisan organization.

Section 2.

21CCCS may cooperate or contract with other non-profit or for profit agencies, organizations and entities to perform, promote or otherwise advance its purposes.

Article V Organization

21CCCS shall be organized and governed by the Nonprofit Corporation Laws of the Commonwealth of Pennsylvania, Pennsylvania Act 22 -1997, the school laws of Pennsylvania, its Articles of Incorporation and these Bylaws. Meetings shall be conducted according to O. Garfield Jones' publication, Parliamentary Procedure at a Glance to the extent the rules of procedure are consistent with the law and governing documents of 21CCCS.

Article VI Board of Trustees

Section 1. Background / Philosophy

Officers and members of the Board of Trustees ("Board") shall have an interest in the operation of a highly innovative charter school designed to meet the

instructional and educational needs of school age children in the Commonwealth of Pennsylvania. A significant portion of the Board shall be comprised of experienced public educators.

Section 2. Membership and Board Terms

The Board of Trustees shall consist of no less than twelve and no more than seventeen trustees. The Executive Directors of the Bucks, Chester and Montgomery County intermediate units shall be trustees during their respective terms of office as Intermediate Unit Executive Director. These voting seats on the Board of Trustees are "ex officio".

Trustees shall include nine active superintendents from Bucks, Chester and Montgomery Counties. Other Trustees shall include one or more parents of children enrolled in 21CCCS and local business and government leaders from southeast Pennsylvania.

Except for ex officio trustees, the Trustees shall be elected for terms of three years, except that at the first meeting of 21CCCS the initial trustees shall be elected as follows: 1/3 for terms of one year, 1/3 for terms of two years and 1/3 for terms of three years. Trustees may be re-elected. Trustees shall be installed at the initial meeting and in all other cases during the annual meeting of the Board. (Initial Trustees shall be elected by the incorporators at a meeting held to organize 21st Century Cyber Charter School Inc. Unless otherwise arranged, the annual meeting shall be held in January. The director shall be a non-voting member of the board except in the case of tie votes.

Section 3. Removal from Board

The Board of Trustees shall have the power to remove any Trustee, except ex officio trustees, for cause upon a two-thirds vote of the members of the Board. Provided that any Trustee whose removal is to be made under this Section shall be entitled to at least fifteen days written notice prior to such removal and shall be entitled to appear before and be heard at the next meeting of the Board following such notice.

Section 4. Vacancies

Upon recommendation of the Executive Committee, the Board, by a majority vote of the members may fill any vacancy that shall occur on the Board. The person or persons so elected shall serve for the balance of the term for such position.

Section 5. Quorum

The quorum needed for the 21st Century Cyber Charter School Board to legally conduct business shall be set at one more than fifty percent (50%) of board members currently serving. A quorum shall be present for the Board to conduct business. A majority vote by members present shall determine action except as otherwise provided by these Bylaws.

Section 6. Meetings

The Board of Trustees shall meet bi-monthly. Special meetings shall be held upon the call of the Chairperson, the Director or upon written request of five members of the Board of Trustees. The purpose of any special meeting shall be set forth in the request for the meeting. The minutes of all Board meetings, including notice of the date of the next meeting, shall be provided to all members of the Board. Meetings of the Board of Trustees shall comply with the Pennsylvania Open Meetings Law (sunshine act). Meetings shall be announced in advance and notices shall be published consistent with Pennsylvania law.

Section 7. Failure to Organize

If the Board of Trustees fails to organize or to perform the duties required by the charter granted to 21CCCS for the purpose of operating a charter school, the charter shall be returned to the school district granting it. 21CCCS shall not operate a charter school under Pennsylvania Act 22 -1997 unless the Board organizes and performs all the duties required by the charter. If the Board fails to organize and to operate a school consistent with the charter 21CCCS shall return funds, if any, received from school districts on account of students who enrolled in the school.

Article VII Officers

Section 1.

The officers of 21CCCS shall be: Chairperson, Vice Chairperson, Secretary, and Treasurer. The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Board of Trustees:

Chairperson:

The Chairperson, or in his/her absence, the Vice Chairperson, shall preside over meetings of the 21CCCS Board of Trustees; the Chairperson shall be a member ex-officio of all committees and shall perform all other duties usually pertaining to the office. The Chairperson shall appoint members of the Board of Trustees to the standing committees and to other committees as needed.

Vice Chairperson:

The Vice Chairperson shall act as the Chairperson in the latter's absence or incapacity and shall perform other duties as required.

Secretary:

The Secretary shall act as clerk during meetings of the Board and keep minutes and record all votes in books belonging to 21CCCS. He/she shall give notice of meetings of the Board of Trustees as required. The Secretary shall perform like duties for meetings of the Executive Committee and other standing committees. He/she shall have custody of the corporate seal and shall affix the same to any document or instrument requiring it.

Treasurer:

The Treasurer shall have custody of the corporate funds and shall keep accurate records of receipts and disbursements in books belonging to 21CCCS. He/she shall deposit all moneys of 21CCCS in one or more separate accounts owned by the corporation and authorized by 24 P.S. 4-440.1. The Treasurer shall receive and disburse funds of the corporation as directed by the Board and shall, in addition to the Chairperson, sign all checks. He /she shall report on the financial condition of 21CCCS. at meetings of the Board of Trustees and the Executive Committee in such form and manner as required by the Board. The Treasurer shall be bonded in an amount determined by the Board and commensurate with the amount of funds handled.

Section 2. Nomination of Officers

A group of candidates for election as officers shall be presented annually by the Nominations Committee to the Board of Trustees who shall elect the officers. Other candidates may be nominated by the members of the Board of Trustees.

Section 3. Election and Installation of Officers

Officers shall be elected annually for terms of one year by the Board of Trustees of 21CCCS. When more than one candidate is nominated for an office, the election for that office shall be by secret ballot. The officers shall be installed immediately after their election at the initial meeting of the Board of Trustees and during annual meetings thereafter.

Section 4. Vacancies

Upon recommendation of the Executive Committee, the Board, by a majority vote of the members may fill any vacancy that shall occur in any office. The person so elected shall serve for the balance of the term for that office.

Section 5. Removal from Office

The Board of Trustees shall the power to remove any officer for cause. The procedure shall be the same as provided in Article VI Section 3 of these Bylaws.

Article VIII Executive Committee

Section 1. Executive Committee

The Officers of the Board of Trustees of 21CCCS and the Director (if any) shall comprise the Executive Committee. This committee shall govern the corporation between meetings of the Board of Trustees.

Section 2. Recommendations for Employment

The Executive Committee shall recommend a Director and other personnel for employment by the Board of Trustees.

Section 3. Quorum and Meetings

The quorum needed for the 21st Century Cyber Charter School Executive Committee to legally conduct business is one more than fifty percent (50%) of officers currently serving. A quorum must participate in meetings of the Executive Committee to conduct business. Meetings shall be held when needed and shall be conducted consistent with Article VI Section 6. of these Bylaws.

Article IX Other Committees

Section 1. Nominations Committee

The nominations committee consisting of the IU Executive Directors from Bucks, Chester and Montgomery Counties shall be a standing committee. The Chairperson annually shall appoint at least three and no more than five members of the Board of Trustees to the Nominations Committee. It shall be their duty to recommend a group of candidates to fill expiring terms on the Board of Trustees and to fill offices of the Board of Trustees. The Nominations Committee shall select a Chair from among its members who shall report on the recommendations of the Committee at the annual meeting.

Section 2. Standing Committees

The Board of Trustees shall establish other standing committees as needed and determine their responsibilities. The Chairperson shall appoint members of the Board of Trustees to serve on the standing committees.

Section 3. Ad Hoc Committees

The Chairperson may appoint ad hoc committees as needed to perform specific functions not assigned to the standing committees. Members of ad hoc committees do not need to be members of the Board of Trustees.

Article X Staff/Employees

Section 1. Staff/Employees in General

The Board of Trustees may employ or contract with a Director, and with other persons or entities as might be needed to carry out the objectives of 21st Century Cyber Charter School.

Section 2. Director

The Director shall be responsible to carry out the policies of the Board of Trustees and for the day to day management and operation of 21CCCS.

Section 3. Other Staff/Employees

The Director shall recommend to the Executive Committee for employment or contract teachers, teacher assistants other instructional and non-instructional personnel or entities as may be necessary to carry out the objectives of 21CCCS.

The Director may recommend the suspension, or termination of any employee or contractor for unsatisfactory performance, decline in student enrollment, termination of the charter or for any of the reasons set forth in 24 P.S. 1122. A recommendation for termination shall be made in writing to the Board of Trustees setting forth the reason for termination. The employee or contractor shall be notified in writing of the intent to terminate and the reason for termination. The employee or contractor shall be entitled to meet with the Director within ten working days of the receipt of the notice to terminate. The employee or contractor is entitled to appeal in writing to the Board of Trustees to overturn the recommendation to terminate. The appeal request must be received within five working days of the meeting with the Director. The Board of Trustees shall grant a hearing to the appellant within ten working days of the receipt of the appeal. The Board shall sustain, modify or reverse the decision of the director. The employee or contractor will be notified of the Boards decision within five days of the hearing.

Article XI Indemnification

Section 1. Indemnification by 21CCCS

21CCCS shall indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he/she is or was a director, officer, employee or agent of 21CCCS against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such, action, suit, or proceeding, to the extent and under the circumstances permitted by the Nonprofit Corporation Law of the Commonwealth of Pennsylvania. Such indemnification (unless ordered by a court) shall be made as authorized in a specific case upon determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the standards of conduct set forth in the Nonprofit Corporation Law of the Commonwealth of Pennsylvania. Such determination shall be made:

- (1) By the Board of Trustees by a majority vote of a quorum of trustees who were not party to such action, suit or proceeding; or
- (2) if such quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement or vote of disinterested trustees and shall continue to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Article XII Miscellaneous

Section 1. Amendments

These Bylaws may be amended or repealed or new bylaws may be adopted by a majority vote of the Board of Trustees at a regular meeting or special meeting of the Board. The proposed amendment, repeal, or new bylaws shall be set forth in, or shall accompany as an attachment, the notice of the regular or special meeting in which the action will be considered.

Section 2. Corporate Seal

The Corporation shall have a corporate seal in the form of a circle with the name of the corporation, the year of incorporation and other information approved by the Board.

Section 3. Charges on account of students enrolled

21CCCS shall charge the school district of residence for each resident student enrolled in 21CCCS an amount as authorized by Sections 1725-A(A)(2 & 1725 A(A)(3 of the Charter School Law (24 P.S.17-1701-A et.seq.) Payments shall be made by the school district of residence consistent with the requirements of Section 1725-A (A) 5 of the Charter School Law.