

Amended and Restated BYLAWS  
of  
SYLVAN HEIGHTS SCIENCE CHARTER SCHOOL

Adopted this 17th day of July 2023

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 South 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. Should the location of the principal office of the Charter School change, these BYLAWS shall be amended to reflect the new location.

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 (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 in 1998 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 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 these definitions:

- (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 that 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 five (5) in number nor more than eleven (11) in number and shall be composed of the following persons when at all possible:
  - i. At least two (2) or more Student-Family Representatives;
  - ii. At least two (2) or more Community Representatives;
  - iii. At least one (1) or more At-Large Representatives; and
  - iv. The Immediate Past President of the Charter School Board of Trustees.
- (b) Should there be a failure to meet the above required composition of voting trustees due to the resignation of a trustee, the Board shall have sixty (60) days from the Board's acceptance of the resignation to fill the vacancy.
- (c) There shall be three (3) ex-officio non-voting trustees consisting of the following persons:
  - i. The Principal/Chief Academic Officer (CAO) of the Charter School, and
  - ii. Two (2) employed staff of the Charter School. The two employed staff members will be appointed by the Principal/CAO for up to a three (3) year term. Additionally, the Principal/CAO will appoint a substitute in the even the appointed staff member is unable to attend.

Section 4. Nominating Committee. A Nominating Committee of three (3) persons shall be appointed by the Board of Trustees at the Board's Annual Meeting, in October, to serve for one (1) year or until the next Nominating Committee is appointed. When at all possible, the Nominating Committee shall consist of at least one (1) Student-Family Representative; one (1) Community Representative; and at least one (1) At-Large Representative to bring the total number to three (3) See Article VII, Sec.3, d. for the nominating process overseen by the Nominating Committee.

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 one time. However, if a Trustee has served for two (2) consecutive three-year terms, (s)he shall not be eligible to serve on the Board again until an interval of one (1) year has elapsed.

Section 6. Vacancies: Should a position on the Board become vacant, the Nominating Committee will follow the required processes and procedures outlined in these Bylaws to fill the vacant position. A Trustee appointed to fill the vacancy shall serve for the unexpired term of the predecessor's term in office. The same terms apply as in Section 5, Terms of Trustees, for Trustees who fill vacant positions.

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, as allowed by law. 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/CAO 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 appointed as a non-voting member because (s)he was employed at the Charter School at the time, but is no longer employed at the Charter School;
  - ii. failed to attend three (3) consecutive meetings;
  - iii. violated Article III, Section 9;
  - iv. violated Article V, Section 3 (conflict of Interest) of these Bylaws;
  - v. is convicted of a felony or any crime involving moral turpitude;
  - vi. failed to provide the required Statements of Financial Interest ("SOFI") by the May 1<sup>st</sup> deadline, and in doing so, that individual will not be permitted to perform his or her duties for the Charter School during the 30-day window provided by the Ethics Act. For those trustees who have not submitted a completed SOFI by May 31<sup>st</sup>, the Board shall take a public vote at the June meeting to remove any such trustee who has not timely submitted their SOFI. The Charter School shall inform

any such board member regarding the public vote and their dismissal by certified mail.

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 career and technical center in which the Charter School is located.

Section 10. Board of Trustee Contract. At the first Board meeting attended by a new Trustee an agreement shall be provided for his or her signature. The agreement reiterates participation expectations of individual Board Trustees, as laid out in these Bylaws, including the fact that the new Trustee has read the Bylaws. By signing this agreement, the new trustee formally accepts the responsibilities as a new trustee of the Charter School's Board of Trustees.

## 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 until a quorum is present. The act of a majority of the Trustees present at a meeting at which a 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. An 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 any of the following subjects:

- (a) appointing or dismissing the Principal/CAO;
- (b) adoption, amendment or repealing of the Bylaws and Charter;
- (c) designating depositories for school funds;
- (d) adopting the annual budget;
- (e) designating authority to execute contracts;
- (f) setting compensation schedules;
- (g) setting policy for adoption of courses of study and textbooks;
- (h) setting policy for admissions;

- (i) setting the school calendar; and
- (j) 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 Trustees, duly recorded showing how each Trustee voted, shall be required in order to take action on the following subjects:

- (a) purchase of real property;
- (b) sale, mortgage, lease of 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. No later than the last monthly Board meeting of each fiscal year, the Trustees shall determine the time and place of regular meetings for the upcoming fiscal year and this schedule shall be emailed to each Trustee and shall be duly publicized as required under the Pennsylvania Sunshine Act, 65 Pa.C.S. §§ 701-716. 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 Article IV, Section 4, Special Meetings of the Board of Trustees may be called by the Principal/CAO, Board of Trustee Officers (President, Vice President, Treasurer, and Secretary) or by the majority of the Board of Trustees, at such times and places as is designated. Notices of all special meetings of the Board of Trustees shall be sent to all Trustees at least 48 hours in advance either via email, by phone, or in person. Notice of a Special Meeting must comply with all provisions of the Pennsylvania Sunshine Act, which requires at least twenty-four (24) hour notice that indicates the specific purpose for the Special Meeting, 65 Pa.C.S. §§ 701-716. 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:

- (a) having completed the pre-vote steps in the nominating process as stipulated in Article III, Section 4, the Board shall vote on Trustees to fill upcoming vacancies;
- (b) as needed, the Board shall elect officers for the year, which begins at the next Board meeting (See Article VI (Officers) for details regarding the term length of Officers); and
- (c) the Board shall appoint the Nominating Committee for the following year and members of other committees, as needed.

Section 7. Principal/CAO's Reports to the Board. The Principal/CAO shall prepare:

- (a) the agenda for each regular meeting, including all pertinent documents for the Trustees' consideration; and
- (b) an annual report, no later than August 1st of each year, which is shared with the Board and then sent to the Pennsylvania Department of Education (PDE) and the Harrisburg School District.

Section 8. Sunshine Meetings. All meetings shall be conducted in conformity with the requirements of the Sunshine Act (65 P.S. § 701-716) including but not limited to notice, advertising, voting, content of minutes, and record keeping.

Section 9. Participation from a Remote Location. Although in-person participation is expected, it is recognized that factors such as illness, travel, schedule conflicts, and weather conditions can make impossible the physical presence of a Trustee at a Board meeting. It is also recognized that that electronic communications can enable a Trustee to participate in a meeting from a remote location.

- (a) A Trustee may be able to attend a Board meeting, and participate in Board deliberations and voting, through electronic communications such as speakerphone/teleconferencing and/or videoconferencing, but only under extraordinary circumstances and only upon approval of both the Board President and the Principal/CAO or designee(s).

The Board authorizes the administration to provide the equipment and facilities required to implement this Board procedure.

(b) Guidelines:

- i. A Trustee who attends a meeting through electronic communications shall be considered present only if the Trustee can hear everything said at the meeting and all those attending the meeting can hear everything said by that Trustee. If the Board President determines either condition is not occurring, (s)he shall terminate the Trustee's attendance through electronic communications.
- ii. A majority of Trustees shall be physically present at Board meetings when a Trustee attends through electronic communications.
- iii. To attend a Board meeting through electronic communication, a Trustee shall:
  - submit such request to the Board President and the Principal/CAO at least twenty-four (24) hours prior to the meeting,
  - ensure that the remote location is quiet, secure, private, and free from background noise and interruptions, and

- participate in the entire Board meeting.

iv. Emergency Conditions

- In the event that the county, state, or federal public health authorities, the Governor, or any similar authority with appropriate jurisdiction declares an emergency condition that prevents or discourages public gatherings due to a public health or safety concern, the Board shall conduct meetings primarily or entirely via electronic communications to enable all Trustees and other necessary participants to fully participate in the conduct of official Board business through electronic communications, to the extent that such electronic communications are allowed by current law.
- Meetings held primarily or entirely via electronic communications shall be conducted in a manner that assures compliance with the public access and public comment requirements of the Pennsylvania Sunshine Act. All rules normally applicable to in-person meetings of the Board shall be observed in meetings held primarily or entirely via electronic means to the extent practicable and appropriate to the nature and features of the technology use.
- The requirement for Trustees to submit a request to participate in meetings through electronic communications shall be waived during such emergency conditions,

(c) Voting by proxy shall be prohibited.

## ARTICLE V

### Rules and Responsibilities of the Trustees

#### Section 1. General.

- (a) The Board of Trustees holds the property of the Charter School in trust.
- (b) The Board of Trustees shall have and exercise the corporate powers prescribed by the laws of the Commonwealth of Pennsylvania, and more particularly described in the Charter School Law, the written Charter, and Section 4, "Authority," below. The essential functions of the Board, in accordance with its Charter and established bylaws, shall be policy making; the assurance of sound management and operation, including but not limited to budgeting, curriculum and operating procedures; oversight of employment, discharge and contracting with professional and nonprofessional employees; active participation in the provision of necessary funds, property and

services; and establishment of educational goals and academic standards for the Charter School to govern an educational program designed to support student achievement.

- (c) The Board of Trustees shall exercise its executive power by the appointment of a Chief Academic Officer who shall oversee and manage the operation of the Charter School and enforce the policies of the Board, and all applicable laws and regulations. It follows, therefore, that a chief responsibility of the Board of Trustees, other than matters delineated in these Bylaws (See Article V, Section 3 “Authority”), is the selection and appointment of the Principal/CAO; the support, enablement, and periodic evaluation of the Principal/CAO; and, if the need arises, the termination of the employment of the Principal/CAO

## Section 2. Participation.

- (a) It is expected that Trustees will read all supporting documents provided by the Principal/CAO, or designee, in preparation for each Board meeting. All Trustees shall participate in the monthly Board of Trustee meetings. If a Trustee knows that (s)he will not be able to attend a particular Board meeting, (s)he shall inform the Principal/CAO and Board President as soon as possible. See Article IV, Section 1 and Article III, Section 8 for related information.
- (b) It is also expected that each Trustee will serve as either a Board officer and/or serve on at least one Committee. If needed, the Board Secretary will assist Trustees in choosing a Committee on which to serve.

Section 3. Location of Policies: All Policies of the Charter School 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 on the Charter School’s website at [www.shscs.org](http://www.shscs.org).

Section 4. 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 functions of the Board shall be:

- (a) policy-making;
- (b) the assurance of sound management; and
- (c) 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, and regulations. More specifically, the Board of Trustees has the authority to:

- (a) adopt policies and procedures regarding employment, to include, but not be limited to:
  - i. qualifications of professional and non-professional staff,



- ii. appointment,
  - iii. promotion,
  - iv. leaves of absence,
  - v. fringe benefits,
  - vi. professional development, and
  - vii. dismissal of employees, 24 P.S. § 1719(A)(13), 1724(A).
- (b) 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) approve institutional documents and policy statements at its discretion to assure compliance with the Articles of Incorporation, BYLAWS, and Charter and Board Policy.
- (d) sue and be sued, complain, 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) enter into contracts and leases for the procurement of services and supplies. 24 P.S. § 17-1714-A(5)
- (f) incur temporary debts in anticipation of the receipt of funds. 24 P.S. § 17-1714-A(6)
- (g) solicit and accept any gifts or grants for Charter School purposes. 24 P.S. § 17-1714-A(7)
- (h) establish the annual academic calendar. 24 P.S. § 17-1715-A(9)
- (i) adopt and approve the annual Budget. 24 P.S. § 17-1716-A(a)
- (j) establish admissions policies and procedures. 24 P.S. § 17-1716-A(3)
- (k) adopt and approve policies to assess student achievement. 24 P.S. § 17-1716-A(8),
- (l) approve and ratify all contracts, I,

- (m) authorize an annual audit by an independent auditor. 24 P.S. § 17-1716-A(a)(3)
- (n) appoint or dismiss the Principal/CAO, teachers, and other employees. 24 P.S. § 17-1729-A(3)
- (o) adopt policies regarding curriculum, textbooks and resource materials. 24 P.S. § 17-1716-A(a), 1719-A(5)
- (p) have and exercise all authority and powers for which the Charter School is chartered.
- (q) 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.

Authority as stated in these Bylaws is not intended and shall not be construed to supersede or preempt any applicable federal or state law or regulation. All Bylaws shall be given both an interpretation and an application that is lawful. Bylaws are limited by legal constraints, as are the rights of those to whom the Bylaws apply and are not intended to give an individual a cause of action not independently established in law. Bylaws, procedures, and administrative regulations shall not preempt, create, supplant expand or restrict the rights or liabilities of students, employees, or others within the school community beyond those established in law.

#### Section 5: 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 appointment or salary increase or as a condition for employment or enrollment and/or continued attendance of any student. 24 P.S. §17-1725-A(c)
- (c) See also the Charter School's Board Policy No. 827, Conflict of Interest.

### 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. (See Article VI, Section 9, below)

Section 2. Election. At its annual Reorganization Meeting in October, 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, a Vice-President, and a Secretary

of the Board. A Treasurer of the Board will also be elected for the same term of office but 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:

- (a) chairing all meetings of the Board;
- (b) executing such contracts and instruments as require his or her signature; and
- (c) appointing the chairperson 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 Board Secretary shall:

- (a) take and record attendance at Board meetings;
- (b) keep a record of attendance and remind any Trustee who has missed two (2) consecutive meetings that Trustees who fail to attend three (3) consecutive meetings shall be dismissed from the Board, as stated in Article III, Section 8, b, ii;
- (c) along with the Principal/CAO, oversee the work of the designated school employee who shall provide services to the Board. The designated school employee shall attend Board meetings and shall be paid a stipend, to be set by the Board, for that and other services (s)he is asked to perform for the Board. Those services shall include but not be limited to:
  - i. audio recording of Board meetings and transcription of those recordings;
  - ii. after sharing the transcription with the Board Secretary and making any suggested edits, distribution of the minutes to the Principal/CAO and all trustees of the Board; and
  - iii. assisting the Principal/CAO in the distribution of all pre-Board-meeting documents;
- (d) have available at each Board meeting for reference:
  - i. a list of items brought up as “old business” at Board meetings;
  - ii. the record of when each Trustee joined the Board and when each Trustee’s term is up; and
  - iii. a record of each Trustee’s Committee membership. .

(e) perform such other duties as the Board may prescribe, or as the President may delegate.

Section 6. Treasurer.

(a) Responsibilities: The Board Treasurer shall:

- i. be the chief financial Officer of the Charter School;
- ii. provide oversight for the Trustees as to the financial operations of the Charter School;
- iii. be in charge of the Charter School's financial affairs, funds securities, and valuable papers and keep accurate records thereof;
- iv. oversee the efforts of the Certified Public Accountant assigned the books of account of the Charter School;
- v. adhere to accounting procedures of the Charter School as recommended by the Finance and Facilities Committee and adopted by the Board;
- vi. receive all funds including local state and federal funds and privately donated funds;
- vii. 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;
- viii. (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;
- ix. have such other duties and powers as designated by the Trustees, President of the Board, or the Principal/CAO;

(b) duties of the Treasurer, as are suitable, may be performed by the office of the Principal/CAO.

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 Academic Officer of the Charter School and the official staff of, advisor to, and executive agent of, the Board. The

Principal/CAO is the academic and administrative head of the Charter School and has full responsibility for its operation. The Principal/CAO shall bring to the Board such matters as are appropriate to inform the Board fully in its policy making and other responsibilities. The Principal/CAO 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/CAO, 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/CAO, subject to the approval of the Board of Trustees, shall appoint such standing/permanent, special, or committees as may be required by the Bylaws or as they may find necessary. These committees may include individuals who are not Trustees. Every Trustee must be a participating member of at least one committee unless (s)he is an Officer.

Section 2. Limitation of Authority. To the extent provided by resolution or the Bylaws, a committee may exercise all the powers and authority vested in such committee by the Board of Trustees. The task of each committee is to make recommendations to the Board; adopting policies is the province of the full Board of Trustees only.

Section 3. Standing/Permanent Committees. Standing/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:
  - i. prepare and present a proposed financial budget to the Board of Trustees;
  - ii. prepare and implement a system of internal fiscal controls;
  - iii. receive and act on the annual independent audit of the books;
  - iv. plan for the future financial needs of the Charter School and report quarterly to the Board of Trustees on the fiscal condition of the Charter School; and
  - v. supervise building renovations and improvements.
- (b) Personnel Committee. The Personnel Committee shall:

- i. establish criteria for the performance and evaluation of the Principal/CAO, faculty and other employees of the Charter School;
- ii. make recommendations to the Board of Trustees regarding salary schedules, bonuses and benefits.

The chair of the Committee shall ensure that the Principal/CAO 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.

- i. Policies. The Board shall exercise leadership through its rule-making power by adopting Board procedures and policies for the organization and operation of the Charter School. With significant aid from a consultant/consulting firm, who shall for a fee, supply a policy maintenance program and, the Charter school's solicitor, the Policy and Bylaws Committee, with the unique needs of the Charter School in mind, will work to keep up with the addition and editing of policies required to meet evolving legal requirements and other needs. The committee shall meet at least quarterly. After production or revision of a policy and a review by the Charter School's solicitor, the Committee shall bring that policy to the Board for a first reading and then the proposed policy shall be posted on the Charter School's web site to allow for public comment before the subsequent Board meeting. At that subsequent Board meeting, if there has been public comment or if any Trustee has questions or comments that result in significant policy revisions, the Board will discuss and decide whether the final vote on the Policy will be postponed to considering the proposed a policy revision, or conducted at that meeting with a vote on the version from the first reading. When a policy is approved by the Board, the Principal/CAO's office shall then update the Policy section of the Charter School's website and the Comprehensive Policy Manual, kept by the Principal/CAO.
- ii. Bylaws. The purpose of the Bylaws is to guide the Charter School Board's actions, decisions, and operations. The Bylaws shall be reviewed and amended by the Policies and Bylaws Committee, as needed. Revisions shall then be shared with the Board for a first reading, further revisions arising from discussion of the Board shall be made then or at the subsequent Board meeting. Once approved by the Board, the Principal/CAO's office shall then update the Bylaws section of the Charter School's website and add a copy of the Bylaws to the Comprehensive Policy Manual, kept by the Principal/CAO.

(d) Nominating Committee. (See Article III, Section 4 for how and when the Nominating Committee is appointed and, the composition of that Committee.

The nomination process:

When an individual expresses an interest in joining the Board of Trustees, (s)he shall be sent an information packet by the Nominating Committee. In the packet shall be a list of documents the applicant will need to supply to the Nominating Committee, along with related forms and sources of information needed to satisfy each task.

Information and forms shall include:

- i. a copy of these Bylaws (the reading of which is a requirement prior to the Board vote on the acceptance of the applicant as a new Trustee);
- ii. a list of dates of the current year's Board Meetings;
- iii. a blank Statement of Financial Interests with directions on how to fill it out;
- iv. website addresses related to obtaining Clearances;
- v. application to become a Board of Trustee
- vi. a list of standing/permanent and other committees, as well as an explanation of what each one does.

Documents the applicant will need to supply to the Nominating Committee:

- i. an up-to-date Resume;
  - ii. completed application with contact information, including an email address, residency address and phone number;
  - iii. completed Statement of Financial Interest form;
  - iv. clearances (or receipts to show they have been applied for; the Board will need the actual Clearances before the final vote accepting the applicant); and
  - v. After the packet is completed by the applicant, (s)he shall return it to the Nominating Committee either via the US. mail [Sylvan Heights Science Charter School; 915 South 13<sup>th</sup> Street, Harrisburg, Pennsylvania 17104; Attn-Nominating Committee]; delivered in person to the Charter School, or emailed to the Principal/CAO. If emailed, the Principal will forward the documents to the Nominating Committee within three (3) business days.
- (e) The Nominating Committee shall review the packet, share news with the current Trustees the there is a prospective new Trustee, and share that individual's resume and application (via email) for review prior to the next Board meeting.
- (f) The agenda of that next Board meeting shall include time for a discussion related to the acceptance of this prospective Trustee. The prospective Trustee will also be offered the opportunity be introduced to the Board during the Guest Speaker section of the agenda.

- (g) If all is in order, at the following month's Board meeting, the agenda shall include a vote on acceptance of the applicant to the Board.
- (h) The Nominating Committee shall then inform the Prospective Trustee of the outcome of the vote.
- (i) If the vote approved the Prospective Trustee's membership on the Board, the Nomination Committee will provide him or her with a "Trustee Agreement", in which the Trustee agrees to abide by Trustee responsibilities set forth in these Bylaws.
- (j) The new trustee will be required to bring the signed "Trustee Agreement" indicating the Prospective Trustee formally accepts the responsibilities as a new trustee of the Charter School Board of Trustees to the next Board meeting. At which time, the new Trustee will be asked to consider which committee (s)he is interested in joining.
- (k) The expectation is that within a month of joining the Board of Trustees, each Trustee who is not a Board Officer shall have joined at least one committee. The Board Secretary shall maintain a list of Trustees and their Board office and/or committee membership, which shall be included as an attachment to each month's agenda.

## ARTICLE VIII

### 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(s) or agent(s) 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/CAO, the Charter School's financial consultants/contracted business office, and the Board of Trustees.

Sections 4. Gifts. The Board of Trustees or any of its agents 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, contracting with, or having any claim against the Charter School, may look only to the funds and property of the Charter School for the payment of any such contract or claim or for 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 the from the Charter School.

Section 2. Standard of Care and Defenses. The standard 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), judgements, 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 1<sup>st</sup> day of July and shall end on the 30<sup>th</sup> day of June.

## ARTICLE XI

### Amendments

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

## 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 Charter School shall not discriminate on the basis of race, color, religion, national or ethnic origin, disability, gender, 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 July 17, 2023.

SCIENCE HEIGHTS SCIENCE CHARTER SCHOOL

Ed Jaroch, President  
Margaret Burton Connors, Vice-President  
Merita Marek, Secretary  
Chad Hotsko, Treasurer