

**BYLAWS
Of
YOUNG SCHOLARS OF CENTRAL PENNSYLVANIA
CHARTER SCHOOL**

ARTICLE I

NAME

The name of the Corporation is Young Scholars of Central Pennsylvania Charter School (hereinafter the "Corporation").

**ARTICLE II
MEMBERSHIP**

The Corporation has no members. The rights which would otherwise vest in the members of the Corporation vest in the members of the Board of Trustees (hereinafter the "Trustees") of the Corporation. Actions which would otherwise require approval by a majority of all members or approval by the members require only approval of a majority of all Trustees or approval by the Board of Trustees (hereinafter the "Board").

Article III: BOARD OF TRUSTEES

A. Powers.

1. General Powers. The Board shall conduct or direct the affairs of the Corporation and exercise its powers, subject to the limitations of the Education Law, the Not-for-Profit Corporation Law, the Corporation's Charter and these Bylaws. The Board may delegate the management of the activities of the Corporation to others, so long as the affairs of the Corporation are managed, and its powers are exercised, under the Board's ultimate jurisdiction.

2. Specific Powers. Without limiting the generality of the powers hereby granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws, and the following specific powers:

- (a) To elect and remove Trustees, subject to Article III, Paragraphs A(2)(C) and A(2)(D) below;
- (b) To select and remove Officers, agents and employees of the Corporation; to prescribe powers and duties for them; and to fix their compensation;
- (c) To conduct, manage and control the affairs and activities of the Corporation, and to make rules and regulations;
- (d) To enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of the Corporation;
- (e) To carry on the business of operating a charter school and apply any surplus that results from the business activity to any activity in which the Corporation may engage;

(f) To act as trustee under any trust incidental to the Corporation's purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust;

(g) To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property;

(h) To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities;

(i) To lend money received only from private sources and to accept conditional or unconditional promissory notes therefore, whether interest or non-interest bearing, or secured or unsecured; and

(j) To indemnify and maintain insurance on behalf of any of its Trustees, Officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of the Pennsylvania Not-for-Profit Corporation Law and the limitations noted in these Bylaws.

B. Number of Trustees. The number of Trustees of the Corporation shall be not less than five (5) nor more than nine (9). The Board shall fix the exact number of Trustees, within these limits, by Board resolution.

C. Election of Trustees.

1. Initial Board. The Board of Trustees shall consist initially of the individuals specifically identified in the Application (the "Initial School Trustees").

2. Election. The Board shall elect the Trustees by the vote of a majority of the Trustees then in office, whether or not the number of Trustees in office is sufficient to constitute a quorum, or by the sole remaining Trustee.

3. Eligibility. The Board may elect as a Trustee any person who in its discretion it believes will serve the interests of the Corporation faithfully and effectively.

4. Interested Persons. Not more than forty nine percent (49%) of the Trustees may be interested persons. An "interested person" is: (1) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise; or (2) any sister, brother, ancestor, descendant, spouse, sister-in-law, brother-in-law, daughter-in-law, son-in-law, mother-in-law or father-in-law of any such person.

5. Term of Office.

(a) The Trustees shall be divided into three (3) classes for the purpose of staggering their terms of office. All classes shall be as nearly equal in number as possible.

(b) The terms of office of the Trustees initially classified shall be as follows: that of the first class shall expire at the next annual meeting of the Trustees, the second class at the second succeeding annual meeting and the third class at the third

succeeding annual meeting. Following the expiration of these designated terms, the term of each Trustee shall continue for three (3) years, except the term of any Trustee who is elected as a parent of a child enrolled in YSCP Charter School shall be one (1) year.

(c) The term of office of a Trustee elected to fill a vacancy in these Bylaws begins on the date of the Trustee's election, and continues: (1) for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a Trustee, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase of the authorized number of Trustees.

(d) A Trustee's term of office shall not be shortened by any reduction in the number of Trustees resulting from amendment of the Corporation's Charter or the Bylaws or other Board action.

(e) A Trustee's term of office shall not be extended beyond that for which the Trustee was elected by amendment of the Corporation's Charter or the Bylaws or other Board action.

6. Time of Elections. The Board shall elect Trustees at the Annual Meeting for that year, and may elect additional or successor Trustees at a Regular Meeting designated for that purpose, or at a Special Meeting called for that purpose.

D. Removal of Trustees. The Board may remove a Trustee in accordance with the provisions of the Education Law and the Not-for-Profit Corporation Law.

E. Resignation by Trustee. A Trustee may resign by giving written notice to the President or the Secretary. The resignation is effective upon receipt of such notice, or at any later date specified in the notice. The acceptance of a resignation by the President or the Secretary shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Trustee. If any Trustee shall fail to attend three (3) consecutive meetings without excuse accepted as satisfactory by the Trustees, he or she shall be deemed to have resigned, and the vacancy shall be filled.

F. Vacancies. A vacancy is deemed to occur on the effective date of the resignation of a Trustee, upon the removal of a Trustee, upon declaration of vacancy pursuant to these Bylaws, or upon a Trustee's death. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Trustees. If any trustee shall fail to attend three (3) consecutive meetings without an excuse accepted as satisfactory by the Board, he or she be deemed to have resigned, and the vacancy shall be filled.

G. Compensation of Trustees. Trustees shall serve without compensation. However, the Board may approve reimbursement of a Trustee's actual and necessary expenses while conducting the Corporation's business.

Article IV: PRINCIPAL OFFICE

The Corporation's principal office shall be at the following address:

YSCP Charter School

1530 Westerly Parkway, State College, PA, 16801

or at any such other place as the Board may select by resolution or amendment of these Bylaws.

The Secretary shall note any change in principal office on the copy of these Bylaws maintained by the Secretary.

Article V: MEETINGS OF THE BOARD

A. Place of Meetings; Telecommunication and Electronic Meetings. Meetings of the Board shall be held by teleconference or other electronic technology, or at the Corporation's principal office or at any such other reasonably convenient place as the Board may designate. One or more Trustees may participate in any meeting of the Board, or of any committee thereof, by means of teleconference or other electronic technology. Teleconference or other electronic technology used to conduct a Board meeting must permit all persons participating in the meeting to hear one another. Participation in a meeting by such means shall constitute presence in person at the meeting.

B. Annual Meetings. An Annual Meeting shall be held in the month of June of each year for the purpose of electing Trustees, making and receiving reports on corporate affairs, and transacting such other business as comes before the meeting.

C. Regular Meetings. Regular Meetings shall be held bi-monthly throughout the year and at other times as the Board determines.

D. Special Meetings. A Special Meeting shall be held at any time called by the President, or by any Trustee upon written demand of not less than one-fifth (1/5) of the entire Board.

E. Adjournment. A majority of the Trustees present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place.

F. Notices. Public notice of Board meetings shall be consistent with Article 7 of the Pennsylvania Sunshine Law, 65 P.S. §701, et seq. (Open Meetings Law). Subject to the foregoing, notices of Board Meetings shall be given to the Board as follows:

1. **Annual and Regular Meetings.** Annual Meetings and Regular Meetings may be held without notice to Trustees if these Bylaws or the Board fixes the time and place of such meetings.

2. **Special Meetings.** Special Meetings shall be held upon four (4) days' notice by first-class mail or two (2) days' notice delivered personally or by telephone, facsimile or e-mail. Notices will be deemed given when deposited in the United States mail, addressed to the recipient at the address shown for the recipient in the Corporation's records, first-class postage prepaid; when personally delivered in writing to the recipient; or when faxed, e-mailed, or communicated orally, in person or by telephone, to the Trustee or to a person whom it is reasonably believed will communicate it promptly to the Trustee.

G. Waiver of Notice. Notice of a meeting need not be given to a Trustee who signs a waiver of notice or written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting or attends the meeting without protest prior to its commencement, of the lack of notice. The Secretary shall incorporate all such waivers, consents and approvals into the minutes of the meeting. This provision shall not

permit waiver of the public notice provisions contained in Article 7 of the Pennsylvania Sunshine Law, 65 P.S. §701, et seq.

Article VI: ACTION BY THE BOARD

A. Quorum. Unless a greater proportion is required by law, a majority of the entire Board of Trustees shall constitute a quorum for the transaction of any business or of any specified item of business.

B. Action by the Board.

1. Actions Taken at Board Meetings. Except as otherwise provided by statute or by these Bylaws, the vote of a majority of the Board present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Trustees present may adjourn the meeting until a quorum is obtained.

2. Board Participation by Other Means. In all events, a quorum of Trustees must be present to lawfully conduct a Board meeting. Once a quorum is present, additional trustees may participate in a Board meeting through the use of conference telephone or similar communication equipment to the extent permitted by Article 7 of the Pennsylvania Sunshine Law, 65 P.S. §701, et seq., so long as all Trustees participating in such meeting can hear one another and there is no objection from any Trustee or any person in the public audience.

C. Committees.

1. Appointment of Committees. The Board may create committees for any purpose and, subject to disapproval by the Board, the President shall appoint members to and designate the chairs of such committees. A Board committee will consist of not less than three (3) Trustees, who shall serve at the pleasure of the President.

2. Authority of Board Committees. The Board may delegate to a Board committee any of the authority of the Board, except with respect to:

- (a) The election of Trustees;
- (b) Filling vacancies on the Board or any Board committee which has the authority of the Board;
- (c) The fixing of Trustee compensation for serving on the Board or on any committee;
- (d) The amendment or repeal of these Bylaws or the adoption of new Bylaws; and
- (e) The creation of these Board committees, or the members of such committees.

3. Procedures of Committees. The Board may prescribe the manner in which the proceedings of any Board committee are to be conducted. In the absence of such prescription, a Board committee may prescribe the manner of conducting its proceedings, except that the regular and special meetings of the committee shall be governed by the provisions of these Bylaws with respect to the calling of meetings, including compliance with the Pennsylvania Sunshine Law, 65 P.S. §701, et seq.

D. Standard of Care.

1. Performance of Duties. Each Trustee shall perform all duties of a Trustee, including duties on any Board committee, in good faith and with that degree of diligence, care and skill, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

2. Reliance on Others. In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:

(a) One or more Officers or employees of the Corporation whom the Trustee believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants or other persons as to matters that the Trustee believes are within that person's professional or expert competence; or

(c) A Board committee on which the Trustee does not serve, duly designated in accordance with a provision of the Corporation's Charter or Bylaws, as to matters within its designated authority, provided the Trustee believes the committee merits confidence and the Trustee acts in good faith, and with that degree of care specified in Article VI, Paragraph (D)(1), and after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

3. Investments. In investing and dealing with all assets held by the Corporation for investment, the Board shall exercise the standard of care described above in Article VI, Paragraph (D)(1) and shall consider among other relevant considerations the long and short term needs of the Corporation in carrying out its purposes, including its present and anticipated financial requirements. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board.

E. Rights of Inspection. Every Trustee has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable law.

F. Participation in Discussions and Voting. Every Trustee has the right to participate in the discussion and vote on all issues before the Board or any Board committee of which such Trustee is a member, except that any Trustee shall be excused from the discussion and vote on any matter involving such Trustee relating to: (a) a self-dealing transaction; (b) a conflict of interest, (c) indemnification of that Trustee uniquely; or (d) any other matter at the discretion of a majority of the Trustees then present.

G. Duty to Maintain Board Confidences. Every Trustee has a duty to maintain the confidentiality of all Board actions which are not required by law to be open to the public, including discussions and votes which take place at any Executive Sessions of the Board. Any Trustee violating this confidence may be removed from the Board.

Article VII: OFFICERS

A. Officers. The Officers of the Corporation consist of a President, Vice President, a Secretary and a Treasurer. The Corporation also may have such other officers as the Board deems advisable.

1. **President.** Subject to Board control, the President has general supervision, direction and control of the affairs of the Corporation, and such other powers and duties as the Board may prescribe. If present, the President shall preside at Board meetings.

2. **Vice President.** If the President is absent or disabled, the Vice President shall perform all the President's duties and, when so acting, shall have all the President's powers and be subject to the same restrictions. The Vice President shall have other such powers and perform such other duties as the Board may prescribe.

3. **Secretary.** The Secretary shall: (a) keep or cause to be kept, at the Corporation's principal office, or such other place as the Board may direct, a book of minutes of all meetings of the Board and Board committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; (b) keep or cause to be kept a copy of the Corporation's Charter and Bylaws, with amendments; (c) give or cause to be given notice of the Board and committee meetings as required by these Bylaws; and (d) have such other powers and perform such other duties as the Board may prescribe.

4. **Treasurer.** The Treasurer shall: (a) keep or cause to be kept adequate and correct accounts of the Corporation's properties, receipts and disbursements; (b) make the books of account available at all times for inspection by any Trustee; (c) deposit or cause to be deposited the Corporation's monies and other valuables in the Corporation's name and to its credit, with the depositories the Board designates; (d) disburse or cause to be disbursed the Corporation's funds as the Board directs; (e) render or cause to be rendered to the President and the Board, as requested but no less frequently than once every fiscal year, an account of the Corporation's financial transactions and financial condition; (f) prepare or cause to be prepared any reports on financial issues required by an agreement on loans; and (g) have such other powers and perform such other duties as the Board may prescribe.

B. Election, Eligibility and Term of Office.

1. **Election.** The Board shall elect the Officers annually at the Annual Meeting or a Regular Meeting designated for that purpose or at a Special Meeting called for that purpose, except that Officers appointed to fill vacancies shall be elected as vacancies occur.

2. **Eligibility.** A Trustee may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the President.

3. **Term of Office.** Each Officer serves at the pleasure of the Board, holding office until resignation, removal or disqualification from service, or until his or her successor is elected.

C. Removal and Resignation. The Board may remove any Officer, either with or without cause, at any time. Such removal shall not prejudice the Officer's rights, if any,

under an employment contract. Any Officer may resign at any time by giving written notice to the Corporation, the resignation taking effect upon receipt of the notice or at a later date specified in the notice.

Article VIII: NON-LIABILITY OF TRUSTEES

The Trustees shall not be personally liable for the Corporation's debts, liabilities or other obligations.

Article IX: INDEMNIFICATION OF CORPORATE AGENTS

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with standards and procedures provided by Sections 721 through 726 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person or such person's testate or intestate was a Trustee, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE X: SELF-DEALING TRANSACTIONS

The Corporation shall not engage in any self-dealing transactions, except as duly approved by the Board. "Self-dealing transaction" means a transaction to which the Corporation is a party and in which one or more of the Trustees has a material financial interest. Notwithstanding this definition, the following transaction is not a self-dealing transaction, and is subject to the Board's general standard of care:

A transaction which is part of a public or charitable program of the Corporation, if the transaction (a) is approved or authorized by the Board in good faith and without unjustified favoritism, and (b) results in a benefit to one or more Trustees or their families because they are in a class of persons intended to be benefited by the program.

Any Trustee, Officer, key employee, or committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest policies requiring that prior to any formal action by the Board, any Trustee, Officer and key employee shall disclose existing and potential conflicts of interest; and requiring corrective and disciplinary actions with respect to transgressions of such policies.

For the purpose of this Article X, a person shall be deemed to have an “interest” in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the Corporation, or is a Director, Trustee or Officer of, or has a significant financial or influential interest in the entity contracting or dealing with the Corporation.

Article XI: OTHER PROVISIONS

A. Fiscal Year. The fiscal year of the Corporation begins on July 1 of each year and ends on June 30.

B. Execution of Instruments. Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent or employee shall have any power to bind the Corporation by any contract or engagement, to pledge the Corporation's credit, or to render it liable monetarily for any purpose or any amount.

C. Checks and Notes. Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation may be signed by the President or Treasurer.

D. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Not-for-Profit Corporation Law and the Education Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both a corporation and a natural person. The captions and headings in these Bylaws are for reference and convenience only are not intended to limit or define the scope or effect of any provisions.

E. Interpretation of Charter. Whenever any provision of the Bylaws is in conflict with the provisions of the Charter, the provisions of the Charter shall control.

Article XII: AMENDMENT

A majority of the Trustees may adopt, amend or repeal these Bylaws.

CERTIFICATE OF SECRETARY

The undersigned does hereby certify that the undersigned is the Secretary of Young Scholars of Central PA Charter School, an education Corporation duly organized and existing under the laws of the State of Pennsylvania; that the foregoing Bylaws of said Corporation were duly and regularly adopted as such by the Board of Trustees of said Corporation; and that the above and foregoing Bylaws are now in full force and effect.

Kathleen Phillips, Secretary 10/20/23 Date