

**WESTINGHOUSE ARTS ACADEMY CHARTER SCHOOL**

**EIN: 81-4548663**

Bylaws

**BYLAWS OF  
WESTINGHOUSE CHARTER SCHOOL FOR THE ARTS  
A NONPROFIT CORPORATION**

**ARTICLE I  
PURPOSES**

1.1 The purposes of the Corporation shall include the following:

a. The Corporation shall have unlimited powers to engage in and do any lawful act including any and all lawful activity for which nonprofit corporations may be incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Act"), under the provision of which the Corporation is incorporated.

b. The Corporation shall undertake such acts as it deems necessary to operate a charter school, to promote the education and welfare of the students of charter schools, to encourage, develop, and to maintain programs and property, both real and personal, for the benefit of charter schools and for the education and welfare of their students.

Provided however, that in pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE II  
OFFICES**

2.1 Registered Office. The registered office of the Corporation shall be at such location in Pennsylvania as the Trustees may from time to time determine.

2.2 Other Offices. The Corporation may also have offices at such other places as the Trustees may select and the business of the Corporation shall require.

**ARTICLE III  
MEMBERS**

3.1 Membership of Corporation. The Corporation shall have no members.

3.2 Honorary Titles. The Trustees may create such classes of "membership," such as contributing members or honorary members, as the Trustees see fit, but such persons shall not have the rights of members under the Act.

**ARTICLE IV  
TRUSTEES**

4.01 Definition of Board of Trustees. The Board of Trustees is that group of persons vested with the management of the business and affairs of this Corporation.

4.2 Powers. The Trustees shall have all powers and duties for the conduct of the activities of the Corporation except as otherwise required by these Bylaws or a resolution duly adopted by the Board.

4.3 Structure of the Board. The Board of Trustees of this Corporation will constitute a single class.

4.4 Number of Trustees. The Board of Trustees shall consist of not less than five (5) nor more than fifteen (15) persons. The number of Trustees may be increased or decreased by amendment of the Bylaws, or by action of the Board, subject to the following limitations: (a) the amendment shall require the vote of a majority of the entire Board; (b) no decrease shall shorten the term of any incumbent Trustee; and (c) no decrease shall reduce the number of Trustees to fewer than five (5).

4.5 Qualifications of Trustees. Each Trustee shall be an individual of full age, who need not be a resident of Pennsylvania. The Trustees may establish additional criteria.

4.6 Election and Term of Trustees. The Incorporator shall appoint the initial Trustees at the initial election of the Incorporator, two (2) Trustees shall be elected for terms of three (3) years, two (2) Trustees for terms of two (2) years, and one (1) Trustee for a term of one (1) year. Elections shall be held at the expiration of the initial Trustee's terms, and thereafter, Trustees shall be chosen by the Trustees at the annual meeting of the Trustees and shall serve for terms of three (3) years and until their successors are elected and qualified.

4.7 Removal. Any Trustee may be removed from office, without the assignment of any cause, by a vote of a majority of the Trustees in office at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Trustee has been included in the notice of the meeting. No Trustee shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.8 Vacancies on the Board. Any vacancy occurring in the Board of Trustees, and any Trusteeship to be filled by reason of an increase in the number of Trustees, will be filled by a majority of the remaining Board of Trustees. The new Trustee elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

4.9 Place of Board Meetings. Meetings of the Board of Trustees, regular or special, will be held at the Corporation's offices, or such place or places as the Board of Trustees designates, by resolution duly adopted.

4.10 Regular Meetings. The Board shall have regular meetings, at least quarterly, on such dates as the Board shall designate and any Special Meeting as are necessary. Following the effective date of any Charter, Meetings of the Trustees and Committees of the Board, including notice to be provided to the Trustees and the general public, shall be in accordance with the Pennsylvania Charter School Law, 65 P.S. § 701, *et. seq.* The election of the Board of Trustees,

Committees of the Board and the appointment of Officers shall take place at a regular meeting of the Board during the second quarter of each calendar year.

4.11 Special Meetings. Special meetings of the Trustees may be called by the President or by one-quarter of the Trustees at any time. At least five (5) days' notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.

4.12 Consent of Trustees in Lieu of Meetings. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by at least a majority of all Trustees in office and shall be filed with the Secretary of the Corporation.

4.13 Teleconference Meetings. One or more Trustees may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

4.14 Quorum. A majority of all Trustees shall constitute a quorum of the Board. The acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees, unless a greater number is required by the Act or these Bylaws.

4.15 Vote. Each Trustee shall be entitled to one (1) vote.

4.16 Waiver of Notice. Whenever any notice is required to be given under the provision of the Nonprofit Corporation Law of 1988, as amended, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or person entitled to notice, whether before or after the time states in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of the Board, specify the general nature of the business to be transacted. And attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## ARTICLE V COMMITTEES OF THE BOARD

5.1 Committees. In addition to the Committees specified under this Article Five, the Board of Trustees may, from time to time, create such committees of the Board as it deems necessary. Unless otherwise stated herein, each Committee Member shall serve for a term of one (1) year.

### 5.2 Executive Committee

a. The Trustees shall establish an Executive Committee, which shall consist of the President, the Vice-President, the Secretary and Treasurer of the Corporation, as well as one additional Trustee who shall not be an officer of the Corporation. The Board may designate

alternates to the Executive Committee who may replace any absent or disqualified member at any meeting.

b. The Executive Committee shall have and exercise all the powers and authority of the Board of Trustees in the management of the business and affairs of the corporation, except those powers expressly reserved to the Board of Trustees, either by statute or these Bylaws. In no event shall the Executive Committee have the power to fill vacancies on the Board of Trustees, amend or repeal the Bylaws, amend or repeal any resolution of the board, lease or borrow on behalf of the Corporation for a term in excess of two (2) years, spend any accumulated fund balance or open or close a school.

c. Any action taken by the Executive Committee must be approved by a majority vote. For purposes of taking any action, three members of the Executive Committee shall constitute a quorum.

### 5.3 Board Development and Nominating Committee

a. The Board of Trustees shall establish a Board of Development and Nominating Committee, which shall have at least three (3) members, at least two (2) of which shall be Trustees.

b. The Board Development and Nominating Committee shall be responsible for nominating for election members of the Board of Trustees, Officers of the Corporation, members of the Executive Committee, the Nominating Committee and any other Chairpersons that the Board of Trustees shall from time to time establish. The Board of Development and Nominating Committee shall also provide nominations for any interim vacancies in the aforementioned positions and recommend opportunities for ongoing board development and leadership.

c. The Board of Development and Nominating Committee shall present the Board of Trustees those candidates for election no later than two weeks prior to scheduled elections. Each member of the Board of Trustees shall also have the right to nominate candidates for election to available positions and expired terms, provided that said nomination is received no later than one week prior to a scheduled election. Those candidates for election, timely nominated by the Board of Trustees and the Board of Development and Nominating Committee, shall be the only candidates considered for available positions.

## ARTICLE VI OFFICERS

6.1 Positions, Selection and Term of Officers. The Board of Trustees shall elect and appoint the Officers of the Corporation which shall be Members of the Board of Trustees. The officers of the Corporation shall include a President, Vice-President, Secretary and Treasurer and such other officers whose positions shall be created from time to time by the Trustees. A person may hold more than one office except that the same person may not be President and Secretary. The officers shall be elected by the Trustees at the regular meeting of the Board during the

second quarter of each calendar year and shall serve for a term of one (1) year and until their successors are elected and qualified.

6.2 Consecutive Terms. Officers may be elected for consecutive terms.

6.3 Duties. The duties of the officers shall include the following:

a. President. The President shall preside at all meetings of the Trustees and Executive Committee, shall perform those duties that the Board of Trustees shall from time to time establish and shall execute documents on behalf of the Corporation. The President may call special meetings of the Board.

b. Vice President. The Vice President shall have such powers and perform such duties as the Board of Trustees may prescribe or as the President may delegate.

c. Secretary. The Secretary will keep minutes of all regular, special and committee meetings of the Board of Trustees, will be custodian of the corporate records and policies approved by the Board, will give all notices as are required by law or by these Bylaws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Trustees.

d. Treasurer. The Treasurer will have charge and custody of all funds of this Corporation, will deposit the funds as required by the Board of Trustees, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the Trustees as required by the Board or by law, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Trustees.

6.4 Removal of Officers. Any officer or agent may be removed by the Board with or without cause whenever, in its judgment, the best interests of the Corporation may be served thereby.

6.5 Chairpersons. The Board of Trustees will annually review and appoint Chairperson(s) to serve as a liaison(s) of the Board with staff and committees which may be established from time to time. Committees may include members who are not elected members of the Board. Chairperson will be responsible for the regular reporting of activities and for bringing forward reports and policy recommendations for the approval of the Board of Trustees.

## ARTICLE VII CHIEF EXECUTIVE OFFICER

7.1 The Board may appoint a Chief Executive Officer who will, subject to the Board of Trustees or Committee's of the Board, supervise and control the affairs of the Corporation.

The Chief Executive Officer shall serve at the discretion of the Board and implement its directives and resolutions.

## **ARTICLE VIII OPERATIONS**

8.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

8.2 Execution of Documents. Except as otherwise provided by law or in these Bylaws, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of this Corporation will be signed by the President and countersigned by the Treasurer. Contracts, leases or other instruments executed in the name of and on behalf of the Corporation will be signed by the President and countersigned by the Secretary and will have attached copies of the resolutions of the Board of Trustees certified by the Secretary authorizing their execution. By resolution, the Board may authorize one or more of the offices, agents or employees of the Corporation to disburse funds and to execute documents on the Corporation's behalf.

8.3 Books and Records. This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings to its Board of Trustees. The Corporation will keep at its registered office the original, or a copy of its Bylaws, including amendments to date certified by the Secretary of the Corporation.

8.4 Inspection of Books and Records. All books and records of this Corporation may be inspected by any Trustee, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

8.5 Non-profit Operations. This Corporation will not have or issue shares of stock. No dividend will be paid and no part of the income of this Corporation will be distributed to its Officers or Trustees.

8.6 Loans to Management. This Corporation will not make loans to any of its Trustees or Officers, or to any of its key management or other personnel.

## **ARTICLE IX SCHOOL COUNCILS**

9.01 The Board of Trustees may establish School Councils. The purpose of a School Council is to provide those closest to the school and most affected by the day-to-day operation of the school with a formal mechanism for participating in its governance. School Councils shall assist and advise the Board of Trustees, Committees of the Board and school administrators as to various matters of concern for their school, including educational, administrative, teacher, parent and student matters. The Board shall set forth the terms and qualifications for all School Council members and designate the responsibilities of the Council.

**ARTICLE X**  
**INDEMNIFICATION AND LIMITATION ON LIABILITY**

10.1 Indemnification in Third Party Proceedings. The Corporation shall indemnify any Trustee or Officer 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 by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

10.2 Indemnification in Derivative Actions. The Corporation shall indemnify any Trustee or Officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

10.3 Mandatory Indemnification. Notwithstanding any contrary provision of the articles of incorporation or these By-laws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 10.1 or 10.2 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

10.4 Determination of Entitled to Indemnification. Unless ordered by a court, any indemnification under Section 10.1 or 10.2 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is



proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

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

10.5 Trustee Standard of Care. A Trustee shall stand in a fiduciary relationship to the Corporation, and shall perform his or her duties as a trustee, including his or her duties as a Member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Trustee shall be entitled to rely in good faith, on the information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by any of the following:

- (i) One or more officers or employees of the corporation whom the Trustee reasonably believes to be reliable and competent in the matters presented;
- (ii) Counsel, public accountants or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such person;
- (iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.

A Trustee shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

In discharging the duties of their respective positions, the Board, committees of the Board and any individual Trustee may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon persons with whom the Corporation has business and other relations and upon communities which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

## ARTICLE XI NONDISCRIMINATION

11.1 The Corporation shall not discriminate in its admissions, operation or hiring against any person because of race, color, religious creed, ancestry, national origin, age, sex or disability. The Corporation shall comply with all applicable deferral, state and local laws concerning nondiscrimination.

**ARTICLE XII  
AMENDMENTS**

12.1 Amendments. The Articles of Incorporation of the Corporation and the Bylaws may be amended by a vote of two-thirds (2/3<sup>rd</sup>) of all Trustees at any duly convened meeting of Trustees after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby. No amendment or repeal of the Bylaws shall occur without a two-thirds (2/3<sup>rd</sup>) vote of the entire Board of Trustees.

**ARTICLE XIII  
DISSOLUTION**

13.1 This Corporation shall be dissolved voluntarily by a vote of two-thirds (2/3<sup>rd</sup>) of the Board of Trustees.

13.2 In the event of dissolution, the assets of the Corporation remaining after payment off creditors shall be distributed in accordance with the Pennsylvania Charter School Law, 24 P.S. § 17-1729-A(i).

**ARTICLE XIV  
MISCELLANEOUS**

14.1 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

14.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram (with messenger service specified), telex or TWX (with answer back received) or courier service, charges prepaid, or by facsimile transmission or electronic mail, to that person's address (or telex, TWX, facsimile number or e-mail address) appearing on the books of the Corporation, or in the case of Trustees, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or deposited with a telegraph office or courier service for delivery to such person or, in the case of telex, TWX, facsimile or electronic mail, when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws.

**ARTICLE XV  
ADOPTION OF BYLAWS**

15.1 These Bylaws are adopted by the Board of Trustees by resolution and vote of a majority thereof on April 26<sup>th</sup> 2016.