

**BY-LAWS**

**OF**

**THE *AGORA* CYBER CHARTER SCHOOL**

A Pennsylvania Nonprofit Corporation

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**ARTICLE I**

**The Name and Principal Place of Business**

The name of this Corporation is *Agora* Cyber Charter School, with its principal place of business located at 995 Old Eagle School Road, Suite 315, Wayne, PA 19087

**ARTICLE II**

**Goals and Objectives**

The mission of the *Agora* Cyber Charter School is to provide an innovative, intense academic preparation that inspires and educates students to achieve the highest levels of academic knowledge and skills and develop proficiency in the design and use of new computer technologies and scientific research. Through a combination of computer- supported instruction in the home, face-to- face meetings and video conferencing with a certified teacher, specifically tailored research - based curriculum, and access to a community of experts in science and technology, our students will be fully prepared to be leaders in the digital age.

**ARTICLE III**

**Tax Exempt Organization and Fiscal Year**

The Corporation is established as a Pennsylvania non-profit corporation and the corporation is intended to qualify as an exempt organization under 501(c)(3) of the Internal Revenue Code. The Corporation shall not engage in any activity that would be inconsistent with its tax-exempt status.

**Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of July of each year, and end on the 30th day of June of the following year.

## ARTICLE IV

### Board of Trustees

Members: The Corporation is organized on a non-stock, nonmembership basis, and shall have no members. Whenever corporate action is by statute authorized or required to be approved by action of the members, such action shall be approved by the Board of Trustees.

Eligibility to Serve on the Board: Any person employed by the school in a full or part-time capacity and receiving compensation for such employment, shall be ineligible for membership on the Board.

Power and Authority: The Board of Trustees shall consist of not more than seven members. The Board of Trustees shall have full power to conduct, manage and direct the business and affairs of the Corporation and all powers of the Corporation are hereby granted to and vested in the Board of Trustees. Without limiting the foregoing and except as otherwise expressly provided in these by-laws, the Board of Trustees shall approve:

- (a) the election or appointment of trustees and officers of the Corporation and members and chairs of committees;
- (b) general policies of the Corporation;
- (c) priorities of the Corporation in the field of education;
- (d) the establishment of such policies and procedures as it deems necessary;
- (e) the employment and/or appointment of the agents and Chief Executive Officer and through him/her, the appropriate administrative officers, faculty, staff, and representatives to carry out the mission of the Corporation and prescribe such duties as it deems necessary;
- (f) the term of office for trustees shall be for three years. No trustee shall hold office for more than two (2) consecutive three (3) year terms except that the Chief Executive Officer shall continue for as long as she/he is employed as Chief Executive Officer. The trustee who is elected or appointed to serve a partial term of less than

three (3) years may be elected to serve two (2) consecutive full terms in addition to such partial term

Uncompensated Service: The members of the Board shall serve without compensation. Extraordinary expenses, such as travel and subsistence outside the Delaware Valley on behalf of the Corporation, may be reimbursed by the Corporation.

Removal of a Trustee: Any trustee may be removed for failure to organize or neglect of duty or who has been convicted of a felony, or whose business, professional or other activities or interests are detrimental to the interests of the Corporation or otherwise tend to discredit the Corporation through association of such persons as a representative of the Corporation, may, upon reasonable notice, and opportunity to be heard, be removed as a trustee upon approval of such action by at least two-thirds of the other members of the Board, acting at any meeting of the Board, provided that notice of the proposed action is contained in the notice of the meeting.

Compromised Trustees: No trustee shall maintain personal or business interests which conflict or which may be seen as conflicting with those of the Corporation. In addition, no trustee shall as a private person engage in any business transaction with the charter school of which he or she is a trustee, be employed in any capacity by the charter school of which he or she is a trustee, or receive from such charter school any pay for services rendered to the charter school.

The Annual Meeting of the Corporation: The annual meeting of the Corporation shall be held during the month of June.

Regular or Special Meetings: Regular meetings of the Board of Trustees shall be held at such times and places as the Trustees determine. Special meetings of the Board of Trustees may be called by the President or by request of a majority of the Trustees.

Quorum: A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business. A majority vote of the trustees present shall decide any questions.

Voting: Most votes shall be by voice and shall require a majority of those voting to pass a motion. However, Board votes on matters covered in Article VII of the bylaws shall be duly recorded.

Board Meetings by Telephone Conferencing: Notwithstanding any other provisions of these bylaws, any meeting of the Board of Trustees that may be called may be participated in (including voting rights) by a Board member through a telephone hookup providing all members, including the absentee may hear and be heard. This provision may be used to provide a quorum when one is not present.

Authority of the Board: The general functioning of the Board and its committees shall be the consideration, establishment and approval of policies rather than the execution of any policies. This shall not be construed to preclude action of an advisory nature by the Board or its committees.

Procedures: The conduct of meetings shall be governed by Robert's Rules of Order.

Honorary Board Memberships: The Board may elect individuals as Honorary Members who by virtue of their expertise will assist the school in reaching its goals. Honorary Members may serve on the Board or on committees of the Board or both. Honorary Members shall have no vote on matters requiring a Board vote, but shall have full voting powers in any committee on which they serve. Honorary Board Members shall not be counted for purposes of the number of Board members permitted.

## **ARTICLE V**

### **Officers and Duties**

The officers of the Corporation and their duties shall be as follows:

#### President

- (a) The President shall preside at meetings of the Board and shall discharge the duties, which pertain to this office. In the absence of the President, the Vice-President shall preside.
- (b) The President shall be an ex-officio member of all standing committees of the Board with power to vote.
- (c) The President, along with the Chief Executive Officer, shall sign all diplomas on behalf of the Board.
- (d) The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Trustees, shall manage the affairs of the Corporation and have and exercise all duties and powers incident to the office of President. The President shall receive no salary for his/her services.

Vice-President

- (a) The Vice-President shall perform the duties and exercise the powers of the President during any absence or disability of the President, or as otherwise authorized by the Board.

Secretary

- (a) The Secretary shall attend all meetings of the Board and shall be responsible for preserving the minutes of such proceedings, and shall be the custodian of copies of minutes of all Board meetings and shall transmit a record of actions and resolutions to the appropriate officers after each meeting.
- (b) The Secretary shall be the custodian of the Seal of the school and shall have authority to affix this seal to all instruments where its use is required.
- (c) The Secretary shall be responsible to transmit notices required by statutes, bylaws, and resolutions, and shall send written notices of meetings to members of the Board prior to such meetings.
- (d) The Secretary shall perform such other duties as may be delegated to him/her by the Board.
- (e) In the Secretary's absence, a temporary Secretary may be appointed by the President of the Board or the Board.

Treasurer

- (a) The Treasurer shall be responsible for the oversight of the Corporation's financial books, and shall make regular reports to the Board of Trustees regarding the finances of the Corporation.
- (b) The Treasurer shall further see that the accounts are settled annually with the Board of School Trustees for each school year.

c) The Treasurer shall receive all funds, including local, state, and federal funds, as well as privately donated funds. The Chief Executive Officer and the Board shall approve all disbursements from such funds.

(d) The Treasurer may payout such funds on orders, which have been properly signed without the approval of the Board, first having been secured for payment of amounts owing under any contracts which shall previously have been approved by the Board, and by which prompt payment the charter will receive a discount or other advantage.

Such other officers may be added, as the Board of Trustees shall from time to time determine.

Election and Term of Office: The officers of the Corporation shall be elected annually by the Board of Trustees, and each such officer shall hold office until the next annual meeting of the Board of Trustees and until a successor shall have been elected and qualified, or until death, resignation or removal. The terms of officers other than the President and any employee officer elected pursuant to these by-laws shall be limited to one year terms, unless in a particular case the Board, by resolution, determines otherwise. An officer who succeeds to office during the term of a predecessor is eligible thereafter to serve a full one-year term in office.

Vacancies and Removal: If any office becomes vacant by an increase in the number of officers or by reason of death, resignation, disqualification or otherwise, the Board may, by majority vote of those present, at a duly convened meeting at which a quorum is present, chose a person who shall hold such office for the remaining term.

An officer may be removed from office by the Board when, in the Board's judgment, the best interests of the school will be served thereby, but such removal will be without prejudice to any contract rights of the person removed.

## ARTICLE VI

### Non-Board Officers

#### Chief Executive Officer

(a) The Chief Executive Officer of the school shall be appointed by the Board and shall serve at the pleasure of the Board.

(b) As Chief Executive Officer of the school and the principle administrative agent of the Board, the Chief Executive Officer shall be responsible for the maintenance and preservation of the school property, for the assignment of duties and responsibilities of the other administrative officers directly responsible to him/her and all employees of the school, academic and non-academic programs of the school, and shall exercise such administrative supervision through the appropriate officers responsible for these activities. The Chief Executive Officer is responsible directly and indirectly for the administration of the school in all matters, which will promote its efficient operation.

(c) The Chief Executive Officer shall also be known as, and in fact be, the Chief Executive Officer of the school, and is so authorized by the Board. The Chief Executive Officer shall develop an appropriate administration for the school and shall submit a line and staff chart annually to the Board.

(d) All official business between the staff and the Board of Trustees shall be conducted through the Chief Executive Officer.

(e) The Chief Executive Officer along with the President of the Board shall sign all diplomas for graduation.

(f) The Chief Executive Officer shall execute all deeds, releases, notes, contracts, or other instruments of the school, or such other legal documents as the Board may direct.

(g) The Chief Executive Officer shall preside at appropriate academic occasions, and shall represent the school before the public.

(h) Upon the death, disability, or resignation of the Chief Executive Officer, the Board shall name an interim Chief Executive Officer who shall discharge the duties of the Chief Executive Officer until such time as the Board at a meeting duly called may elect a successor.

(i) Under the direction of the Treasurer, the Chief Executive Officer shall receive all funds including local, state and federal funds as well as privately donated funds. Under the direction of the Treasurer, the Chief Executive Officer shall make payments out of these funds as needed for the proper conduct of business.

(j) The Chief Executive Officer shall also pay the salaries of the school employees and maintain a petty cash fund not to exceed two hundred dollars which amount may be used to reimburse small expenditures for which proper documentation is provided.

#### Auditor

(a) A Certified Public Accountant shall be hired on a fee-for-service basis, and will serve as an external auditor for the school. This individual shall be responsible for providing an audit of all financial records of the school.

(b) The auditor shall submit a certified audit to the Chief Executive Officer and the Board of Trustees annually.

(c) The auditor shall be selected and approved by the Chief Executive Officer and the Board.

## ARTICLE VII

### Management Organization of the Board

An affirmative vote of a majority of the members of the Board of Trustees of the charter school, duly recorded, showing how each member voted, shall be used to take action on the following subjects:

- (a) School calendar;
- (b) Adopting textbooks;
- (c) Appointing or dismissing the school administrators;
- (c) Adopting the annual budget;
- (d) Purchasing or selling of land;
  
- (e) Locating new buildings or changing the location;
- (f) Creating or increasing any indebtedness;
- (g) Adopting courses of study;
- (h) Designating depositories for school funds;
- (j) Entering into contracts of any kind where the amount involved exceeds \$5, 000;
- (k) Fixing salaries or compensation of administrators, teachers, or other employees of the charter school.
  
- (l) Entering into contracts with and making appropriations to an intermediate unit, school district or Area Vocational/Technical School for the charter's proportionate share of the cost of services provided or to be provided by the foregoing entities.

## **ARTICLE VIII**

### **Equal Opportunity Employer**

The Corporation is an equal opportunity employer and does not discriminate in its employment practices on the basis of race, color, sex or gender, age, national origin, religion, disability, sexual orientation or other characteristics protected by law.

## **ARTICLE IX**

### **Committees**

**Standing Committees.** There shall be such standing committees as the Board of Trustees may designate.

**Other Committees.** There shall be such other committees as the Board of Trustees, or the President, may from time to time designate.

**Appointment to Committees:** The President shall appoint all committee members. Committee members may be terminated at any time by a majority vote of the Board of Trustees.

## **ARTICLE X**

### **Limitation of Liability**

Trustees shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless (a) the trustee has breached or failed to perform the duties of the trustee's office as set forth under the Non-Profit Corporation Law of 1988, as amended; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

The provisions of this paragraph shall not apply to the responsibility or liability of a trustee pursuant to any criminal statute or the liability of a trustee for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this Section shall be prospective only, and shall not affect, to the detriment of any trustee, any limitation on the personal liability of a trustee of the corporation existing at the time of such repeal or modification.

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**ARTICLE XI**

**Financial Procedures**

The Treasurer or the Chief Executive Officer or designee of the Corporation shall deposit the funds belonging to the school in a depository approved by the Board of Trustees and shall at the end of each month make a report to the Board of the amount of funds received and disbursed by him/her during the month. All deposits of school funds shall be made in the name of the *Agora* Cyber Charter School.

The Board of Trustees shall authorize the investment of school funds consistent with sound business practice. Examples of authorized types of investments for the school are:

- (a) United States Treasury bills;
- (b) Short term obligations of the United States government or its agencies or instrumentalities;
- (c) Deposits in savings accounts or time deposits or share accounts of institutions insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation or the National Credit Union Share Insurance Fund to the extent that such accounts are so insured, and for any amounts above the insured maximum, provided that approved collateral as provided by law therefore shall be pledged by the depository;
- (d) Obligations of the United States of America or any of its agencies or instrumentalities backed by the full faith and credit of the United States of America, the Commonwealth of Pennsylvania or any of its agencies or instrumentalities backed by the full faith and credit of the Commonwealth of Pennsylvania, or of any political subdivision of the Commonwealth of Pennsylvania, or any of its agencies or instrumentalities backed by the full faith and credit of the political subdivision;
- (e) Shares of an investment company registered under the Investment Company of America Act of 1940 (54 Stat. 789, 15 U.S.C. § 80a-1, et seq.) as defined in PA 24 PS 4-440.1 of the Pennsylvania School Code.
- (f) Interest bearing accounts approved by the Board.

## **ARTICLE XII**

### **Community Input**

The Board of Trustees shall seek continued input from community groups, parents, students, professionals and such other individuals or organizations, as it deems appropriate on issues involving education. As the Board deems appropriate, the Corporation shall participate in meetings with other educational institutions, community organizations, parents, students and such professional groups or organizations.

## **ARTICLE XIII**

### **Insurance**

The Board of Trustees shall have the power to authorize the Corporation to purchase and maintain at the Corporation's expense, insurance on behalf of the Corporation and others to the extent that power to do so has not been prohibited by applicable law.

## **ARTICLE XIV**

### **Non-Discrimination Policy**

The school will provide appropriate professional services consistent with the educational purposes of the school to children without regard to their race, color, sex or gender, national origin, religion, social status or disability.

## **ARTICLE XV**

### **Procedures for Dismissal of an Employee**

In cases of dishonesty, corporal punishment, child abuse, unsatisfactory performance, or blatant insubordination, the school may dismiss an employee immediately. In all other cases, an employee who is in violation of the rules will first be given a verbal warning. If this does not affect a change, it will be followed by a written warning. Suspension without pay, and finally dismissal may result from the employee's continued failure to follow the rules. When an employee is dismissed for cause, a written statement of dismissal including reasons will be given to the employee. In the event that the employee disputes the decision, a hearing will be provided by the Board of Trustees at its next regularly scheduled meeting.

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**ARTICLE XVI**

**Dissolution of Charter School**

In the event of dissolution, all of the remaining assets and property shall after payment of necessary expenses thereof be distributed, according to charter legislation, proportionally to school entities with students enrolled in the charter school for the last full or partial year of the charter school providing the charter qualifies under Section 501 (c) (3) of the Internal Revenue Code of 1986.

**ARTICLE XVII**

**Amendments**

Amendment of By-Laws. The Board of Trustees may amend or repeal these bylaws by vote of a majority of the Trustees present at a meeting duly called for this purpose. Each member of the Board shall receive notice and a copy of any proposed amendment to the by-laws at least ten days prior to the meeting when the vote is taken.