



INSIGHT PA CYBER CHARTER SCHOOL

**AMENDED AND RESTATED BYLAWS
FOR
INSIGHT PA CYBER CHARTER SCHOOL**

Adopted and in effect as of August 27, 2019

Section 1. Name, Objects and Purposes, Mailing Address, Corporate Seal, and Fiscal Year

- 1.1** Name. The name of this nonprofit corporation shall be “Insight PA Cyber Charter School” (hereinafter referred to as the “**corporation**” or “**IPCCS**”).
- 1.2** Objectives and Purposes. The objectives and purposes of IPCCS are: (1) to provide quality public education for children without regard to race, color, ethnic origin, religion, disability, sex or sexual orientation and to advance the interests of public school students through the promotion, advocacy and operation of a cyber charter school that provides instruction through the Internet or other electronic means; (2) to stimulate the development of innovative and unique programs in public education; (3) to provide opportunities for innovative learning and assessments; (4) to offer students an alternative means to achieve academic proficiency; (5) to develop and disseminate best practices in cyber schools; (6) to provide parents and students with greater options in choosing a public school; and (7) to hold teachers, parents and school administrators accountable for the student educational process. IPCCS is incorporated under the Nonprofit Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania (the “**Nonprofit Corporation Law**”), and shall be organized and operated exclusively for charitable, scientific, literary and educational purposes permitted within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the purposes specified in the Pennsylvania Charter School Law (“**Charter School Law**”). In furtherance of these purposes, IPCCS may exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations and charter schools.
- 1.3** Mailing Address. The mailing address of the corporation shall be 350 Eagleview Boulevard, Suite 350, Exton, Pennsylvania 19341, or such other address as determined by the Board of Trustees (as defined below) from time to time, in its sole discretion.
- 1.4** Fiscal Year. The fiscal year of IPCCS shall, unless otherwise decided from time to time by the Board of Trustees, end on June 30 of each calendar year.
- 1.5** Corporate Seal. The Board of Trustees may adopt a corporate seal, and the seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. Any officer of the corporation shall have authority to affix the seal to any document requiring it.

Section 2. Membership

Unless or until the Articles of Incorporation of the corporation (the “**Articles of Incorporation**”) are amended to provide otherwise, IPCCS shall have no members. Any provision of law requiring notice to, the presence of, or the vote, consent or other action by members of the corporation in connection with such matter shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board of Trustees. No certificates of membership shall be issued at any time.

Section 3. Board of Trustees

- 3.1 Composition of the Board of Trustees. The business and affairs of IPCCS shall be managed by and under the direction of the IPCCS Board of Trustees (the “**Board**” or the “**Board of Trustees**”).
- 3.2 Number. The Board of Trustees shall be comprised of not less than five (5) and not more than nine (9) natural persons, each of whom shall be twenty-one (21) years of age or older (each a “**Trustee**” and together, the “**Trustees**”).
- 3.3 Term. The terms of the Trustees are intended to be staggered so that the terms of no more than one-third of the Trustees expire in any one year. Unless otherwise determined by a 2/3 vote of the Board, the term of office of each Trustee shall be for a period effective at the Annual Meeting upon appointment and qualification and ending three years after the expiration of the term, which such Trustee is appointed to fill, or until a successor is duly elected. Trustees may serve multiple terms on the Board.
- 3.4 Tenure. Each Trustee, after the initial Trustees, shall hold office for three (3) years, unless the Trustee dies, resigns, is removed, or becomes disqualified.
- 3.5 Limitations Required for Board Service. No Trustee shall, during his or her tenure as a Trustee, serve as a member of the board of trustees (or any similar governing body) of any Pennsylvania School District or be an employee or officer of K12, Inc. (or any subsidiary or controlled affiliate thereof) or of any education management company that is actively serving the corporation.
- 3.6 Required Documents. Each Trustees shall provide an annual Statement of Financial Interest Form (Pennsylvania Ethics Commission Form) to IPCCS and shall be in compliance with volunteer background check clearances, as required by applicable law. Failure to provide the documents will be grounds for removal from the Board of Trustees. Trustees shall comply with all standards of conduct outlined in these Bylaws and any written policies of the Board of Trustees.
- 3.7 Election of Trustees; Term. Nominations to the Board of Trustees shall be placed before the Board of Trustees as needed at each Annual Meeting (as defined below). Nominations to the Board of Trustees may be made by a Nominating Committee of the Board of Trustees or by any Trustee. In electing Trustees, the Board of Trustees will cast an open, public ballot, and a simple majority of a quorum is required for a Trustee’s election.

Upon request of the corporation or the Board of Trustees, Trustee nominees shall submit their curriculum vitae/resume, background clearances, statement of financial interest forms and letters of references. Each Trustee elected to serve a full term shall hold office for a period of two (2) years or until such Trustee's earlier death, resignation, removal or disqualification.

- 3.8** Removal of Trustees. Trustees may be removed for any reason by a majority vote of all Trustees then in office. A Trustee who fails to perform his or her duties as outlined in the Charter School Law shall be removed from the Board of Trustees by a majority vote of all Trustees then in office.
- 3.9** Resignation of Trustees; Term Limits. Any Trustee may resign by delivering a written (including, without limitation, via electronic transmission) resignation to the Board of Trustees. Such resignation shall become effective upon receipt unless it is specified to be effective at some time later.
- 3.10** Vacancies on the Board of Trustees.
- (a) Any vacancies on the Board of Trustees shall be filled by a vote of the Board of Trustees. Each Trustee so elected to fill a vacancy shall hold office for the remainder of the predecessor's unexpired term.
 - (b) If a Trustee resigns by giving notice to the Board of Trustees specifying that such resignation shall be effective at a future time, the Board of Trustees shall have the power to elect (in the manner set forth in Section 3.5(a)) a successor to take office when the resignation shall become effective.
- 3.11** Authority of the Board of Trustees. 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 and the Articles of Incorporation. The essential function of the Board of Trustees shall be policymaking, the assurance of sound management and governance, and active participation in the provision and/or solicitation of necessary funds. The Board of Trustees shall have the ultimate responsibility to determine general, academic, financial, personnel and related policies deemed necessary for the administration and development of IPCCS in accordance with its stated purposes and goals. More specifically, the Board of Trustees' authority shall be, without limitation:

- (a) to approve and set policies and procedures regarding employment, including but not limited to policies and procedures regarding the appointment and promotion of employees, employment contracts, employee leaves of absence, fringe benefits, qualifications of professional and nonprofessional staff, and professional development and dismissal of employees;
- (b) to adopt the curriculum or courses of study and text materials;
- (c) to assure compliance with the Articles of Incorporation, these bylaws (these “**Bylaws**”), the Board of Trustees’ policies, and the School’s Charter.
- (d) to sue and be sued, complain and defend and participate in any action, suit, or proceeding 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;
- (e) to make contracts and leases for the procurement of services, equipment, and supplies;
- (f) to incur temporary debts in anticipation of the receipt of funds;
- (g) to solicit and accept any gifts or grants;
- (h) to establish the annual academic calendar;
- (i) to adopt and approve the annual budget and to make revisions therein;
- (j) to establish enrollment policies and procedures;
- (k) to adopt and approve policies and procedures to assess student achievement;
- (l) to approve or ratify all contracts as determined by the policy on contracting;
- (m) to be final arbiter of all disciplinary matters;
- (n) to authorize any annual audit by an independent certified public accountant;
- (o) to fix the salary or other compensation of the Chief Executive Officer, Principals, teachers, and other employees;
- (p) to approve all personnel actions;
- (q) to designate depositories of funds;

- (r) to have and exercise all of the powers and means appropriate to effect the purpose or purposes for which is chartered; and
- (s) to have and exercise all other powers enumerated in the Nonprofit Corporation Law or otherwise vested by law in the corporation and consistent with the Charter School Law.

3.12 Committees of the Board of Trustees. The Trustees may elect or appoint committees (which may include individuals who are not Trustees of IPCCS) as they determine necessary. Each committee shall be chaired by a Trustee, unless otherwise agreed by a majority of the Board of Trustees. At any meeting of a committee, a quorum for the transaction of business shall consist of a majority of the members of such committee. The members of any committee shall serve on the committee at the pleasure of the Board of Trustees.

3.13 Meetings of the Board of Trustees.

3.8.1 Regular Meetings. Regular meetings of the Board of Trustees may be held at such time and at such places as the Board of Trustees determine. Call or notice to the Trustees shall not be required for regular meetings (except as required by Section 3.8.8 hereof), provided that reasonable notice is made of the first regular meeting following the determination of the Board of Trustees of the time and place of regular meetings.

3.8.2 Special Meetings of the Board of Trustees. Special meetings of the Board of Trustees may be held at any time and at any place when called by the President of the corporation or by two (2) or more Trustees. In addition to the notice required by Section 3.8.8 hereof, reasonable notice of the time and place of special meetings of the Board of Trustees shall be given to each Trustee. It shall be considered reasonable and sufficient notice to a Trustee to send notice by mail at least three (3) business days before the meeting, addressed to the Trustee at the Trustee's usual or last known address, or to give notice in person, by electronic mail, or by telephone at least twenty-four (24) hours before a called meeting.

3.8.3 Annual Meetings of the Board of Trustees. The Board of Trustees shall meet annually (each such meeting, an “**Annual Meeting**”) in the month of June at a place convenient to the Trustees and members of the community. The Trustees may hold a special meeting in place the Annual Meeting, and any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the Annual Meeting, provided that notice is given for the meeting and the notice indicates that the special meeting shall be in place of the Annual Meeting. Notice of

the Annual Meeting or notice of a special meeting called in its place, setting forth the date, time and place shall be published in accordance with Section 3.8.8 hereof. At the Annual Meeting the corporation's Chief Executive Officer shall present an annual report which shall set forth:

- (a) The assets and liabilities, including the trust funds, of the corporation as projected for the end of the fiscal year immediately preceding the date of the report;
- (b) The principal changes in assets and liabilities as projected during the year immediately preceding the date of the report;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, as projected for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, as projected during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation;
- (e) The capital budget and the operating budget for the corporation's upcoming fiscal year;
- (f) A schedule of proposed major activities for the upcoming fiscal year; and
- (g) A summary of the corporation's compliance with the laws and regulations.

3.8.4 Quorum at Meetings of the Board of Trustees. At any meeting of the Board of Trustees, a quorum for the conduct of business by the Board of Trustees shall consist of a majority of the Trustees then in office.

3.8.5 Actions of the Board of Trustees. When a quorum is present at a meeting of the Board of Trustees, a majority of the Trustees present and voting shall decide any question including election of officers, unless otherwise provided by law or in these Bylaws.

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

Participation in a meeting pursuant to this Section 3.8.6 shall constitute presence in person at such meeting.

3.8.7 Additional Requirements. An affirmative vote of the majority of the members of the Board of Trustees then in office shall be required in order to take each of the following actions:

- (a) adopting a school calendar, provided that any calendar must provide for 990 hours or 180 days of instruction for students in grades 7 through 12 and 900 hours or 180 days of instruction for students in grades 1 through 6;
- (b) adopting textbooks and instructional materials;
- (c) appointing or dismissing school administrators;
- (d) adopting or amending the annual budget;
- (e) purchasing or selling land;
- (f) locating new buildings or changing the locations of previously used buildings;
- (g) creating or increasing any indebtedness;
- (h) adopting courses of study;
- (i) designating depositories for funds;
- (j) entering into contracts of any kind where the amount involved exceeds \$100;
- (k) fixing salaries or other compensation of administrators, teachers, or other employees; and
- (l) entering into contracts with and making appropriations to an intermediate unit, school district, or Area Vocational/Technical School for IPCCS's proportionate share of the cost of services provided or to be provided by any such entity.

3.8.8 Sunshine Act. At all times after IPCCS has been granted a charter to operate as a charter school or a cyber charter school in the Commonwealth of Pennsylvania by the Pennsylvania Department of Education, all meetings of the Board of Trustees where actions are formally presented for approval shall be held as public meetings as described in the Sunshine Act, 65 Pa. C S. § 701 et seq. (the "**Sunshine Act**"). Notices of all meetings shall be given in the manner described in the Sunshine Act.

- 3.9 Compensation of Trustees and Conflicts of Interest. No Trustee shall as a private person engage in any business transaction with IPCCS, be employed in any capacity by IPCCS, or receive from IPCCS any pay for service rendered to IPCCS. Voting on any matter involving a conflict of interest shall be governed by the Public Official and Employee Ethics Act, 65 Pa. C.S. § 1101 et seq. Notwithstanding the foregoing, common interested Trustees may be counted in determining the presence of a quorum at a Board of Trustees meeting in which a transaction described above is authorized, approved or ratified. IPCCS shall not employ or otherwise enter into any contractual relationship with any individual (or any entity in which such individual has an ownership interest) whereby IPCCS may be obligated to make payments to such individual (or entity) until twelve (12) consecutive calendar months after such individual's service as an officer or member of the Board of Trustees has terminated. K12, Inc. employees and directors, and employees and directors of any education management company that is actively serving the corporation shall not be eligible for nomination to the Board of Trustees until such time as twelve (12) consecutive calendar months after such individual's service as an employee or officer or member of K12, Inc. or such education management company has terminated.

Section 4. Officers and Agencies

- 4.1 Number and Qualification of Officers. The officers of IPCCS shall consist of a President, a Vice President, a Treasurer, and a Secretary. The President, Vice President, Treasurer and Secretary shall be members of the Board of Trustees.
- 4.2 Election of Officers. The officers shall be elected annually by the Board of Trustees at the Annual Meeting held pursuant to the provisions of Section 3.8.3 of these Bylaws. If at any other time a vacancy exists in these offices, an officer may be elected to fill a vacancy for the remainder of the term at any special or regular meeting of the Board of Trustees.
- 4.3 Term of Office of Officers. The President, Vice President, Secretary, and Treasurer shall hold office for one (1) year (unless such officer dies, resigns, is removed, or becomes disqualified) and until his/her qualified successor is chosen at the next Annual Meeting of the Board of Trustees.
- 4.4 President. The President of corporation shall preside at all meetings of the Board of Trustees, except as the Board of Trustees shall otherwise determine from time to time; and shall have such other powers and duties as may be determined by the Board of Trustees.
- 4.5 Vice President. The Vice President of the corporation shall have and exercise all the powers and duties of the President in his/her absence. The

Vice President shall have such other powers and duties as may be determined by the Board of Trustees from time to time.

- 4.6** Treasurer. The Treasurer shall be responsible for the oversight of IPCCS's financial matters. The Treasurer shall provide guidance for the entire Board of Trustees with respect to sound financial controls, policies, procedures and practices.
- 4.7** Secretary. The Secretary of the corporation shall record and maintain records of all proceedings of the Board of Trustees in a book or series of books kept for that purpose. These books shall be open at all reasonable times to the inspection of any member of the Board of Trustees. Such book or books shall also contain the original or attested copies of the Articles of Incorporation, these Bylaws and the names and residence addresses of all members of the Board of Trustees. The Secretary shall keep in safe custody the seal of the corporation.
- 4.8** Other Officers. The Board of Trustees may from time to time elect or appoint such other officers as it deems useful for the proper operation of IPCCS.
- 4.9** Bonding of Officers and Employees. The Treasurer and the Secretary shall furnish a bond in such amount and with such surety as may be required, from time to time, by the Board of Trustees. At the direction of the Board of Trustees, any other officer or employee shall furnish a bond in such amount and with such surety as may be required by the Board of Trustees. The expense of furnishing any such bond shall be paid by IPCCS.

Section 5. Fiduciary Duties

- 5.1** Good Faith Performance of Duties. A Trustee shall stand in a fiduciary relation to IPCCS and shall perform his or her duties as Trustee, including his or her duties as a member of any committee of the Board of Trustees upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of IPCCS, 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 information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by any of the following:
- (a) one or more officers or employees of IPCCS whom the Trustee reasonably believes to be reliable and competent in the matters presented;

- (b) counsel, public accountants, or other persons as to matters that the Trustee reasonably believes to be within the professional or expert competence of such person; and
- (c) a committee of the Board of Trustees upon which the Trustee does not serve, duly designated in accordance with applicable law, as to matters within its designated authority, which 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 of Trustees, committees of the Board of Trustees, and individual Trustees may, in considering the best interests of IPCCS, consider to the extent they deem appropriate:

- (a) the effects of any action upon employees, upon suppliers and customers of IPCCS, and upon communities in which offices or other establishments of IPCCS are located;
- (b) the short-term and long-term interests of the corporation, including benefits that may accrue to the corporation from its long-term plans and the possibility that these interests may be best served by the continued independence of the corporation;
- (c) the resources, intent and conduct (past, stated and potential) of any person seeking to acquire control of the corporation, and
- (d) all other pertinent factors.

The consideration of these factors shall not constitute a violation of this section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, any actions taken as the Board of Trustees, a committee of the Board of Trustees, or an individual Trustee or any failure to take any action shall be presumed to be in the best interest of the corporation.

5.2 Personal Liability. A Trustee shall not be personally liable as such for monetary damages for any action taken, or any failure to take action, unless:

- (a) The Trustee has breached or failed to perform the duties of his or her office; and

- (b) The breach or failure to perform constitute self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

- (a) The responsibility or liability of a Trustee pursuant to any criminal statute; or
- (b) The liability of a Trustee for the payment of taxes pursuant to local, state or federal law.

Section 6. Indemnification

6.1 Authority for Indemnification. Any person 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, and whether formal or informal, by reason of the fact that he or she is or was a Trustee or an officer, employee, fiduciary, or agent of IPCCS or is or was serving at the request of the Board of Trustees as a trustee, officer, partner, employee, or agent of any foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan (each a “**Proper Person**”), shall be indemnified by the corporation against expenses (including attorneys’ fees), judgments, penalties, fines (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if it is determined by the groups set forth in Section 6.4 of these Bylaws that he or she conducted himself or herself in good faith and that he or she (i) reasonably believed that his or her conduct was in IPCCS’s best interest, or at least not opposed to IPCCS’s best interests, or (ii) with respect to criminal proceedings had no reasonable cause to believe that his or her conduct was unlawful. No indemnification shall be made under this section to a Trustee with respect to any claim, issue, or matter in connection with a proceeding by or in the right of a corporation in which the Trustee was adjudged liable to the corporation unless and only to the extent that a court of common pleas of competent jurisdiction or the court in which the action was brought determines 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 that the court shall deem proper.

6.2 Right to Indemnification. IPCCS shall indemnify any Proper Person to the extent that he or she has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.1 of these Bylaws, against expenses (including attorneys’ fees) actually and reasonably incurred by him or her in connection with the proceeding.

- 6.3** Effect of Termination of Action. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described in Section 6.1 of these Bylaws. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.
- 6.4** Groups Authorized to Make Indemnification Determination. In all cases, except where there is a right to indemnification as set forth in Section 6.2 of these Bylaws or where indemnification is ordered by a court with appropriate jurisdiction, any indemnification shall be made by IPCCS only as authorized in the specific case upon a determination by a proper group that indemnification of the Proper Person is permissible under the circumstances because he or she has met the applicable standards of conduct set forth in Section 6.1 of these Bylaws. This determination shall be made by the Board of Trustees by a majority vote of a quorum, which quorum shall consist of Trustees not parties to the proceeding (“**Quorum**”). If such a Quorum cannot be obtained, the determination shall be made by a majority vote of a committee of the Board of Trustees designated by the Board of Trustees, which committee shall consist of two (2) or more Trustees who are not parties to the proceeding, except that the Trustees who are parties to the proceeding may participate in the designation of Trustees for the committee. If a Quorum of the Board of Trustees cannot be obtained or the committee cannot be established, or even if a Quorum can be obtained or the committee can be established but such Quorum or committee so directs, the determination shall be made by independent legal counsel selected by a vote of a Quorum of disinterested members of the Board of Trustees or a committee in the manner specified in this section, or, if a Quorum of the full Board of Trustees cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board of Trustees (including Trustees who are parties to the action).
- 6.5** Court Ordered Indemnification. Any Proper Person may apply for indemnification to the court of competent jurisdiction conducting the proceeding or to another court of competent jurisdiction for mandatory indemnification under Section 6.2 of these Bylaws, including indemnification for reasonable expenses incurred to obtain court-ordered indemnification. If the court determines that the Trustee is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the standards of conduct set forth in Section 6.1 of these Bylaws, the court may order such indemnification as the court deems proper.
- 6.6** Advance of Expenses. Expenses (including attorneys’ fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by

IPCCS to any Proper Person in advance of the final disposition of such action, suit, or proceeding upon receipt of (i) a written affirmation of such Proper Person's good faith belief that he or she has met the standards of conduct prescribed in Section 6.1 of these Bylaws; and (ii) a written undertaking, executed personally or on his or her behalf, to repay such advances if it is ultimately determined that he or she did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment).

Section 7. Dissolution

Upon revocation or nonrenewal of the Articles of Incorporation, IPCCS shall be dissolved. After disposition of or making provision for the payment of all liabilities and obligations of IPCCS, any remaining assets shall be distributed on a proportional basis to the school entities in which students that were enrolled in IPCCS during the last full or partial academic year of IPCCS have subsequently enrolled.

Section 8. Rules of Procedure

The proceedings and deliberations of IPCCS shall be in accordance with rules adopted and amended by the Board of Trustees. If the Bylaws adopted by the Board of Trustees are silent on a matter or do not provide sufficient guidance for a procedural or rule-related matter, the Pennsylvania Sunshine Act (see section 3.8.8) shall provide guidance for proceedings and deliberations.

Section 9. Nondiscrimination

In administering its affairs, including admissions, hiring, and operation, the Board of Trustees and IPCCS shall not discriminate on the basis of race, color, religion, national or ethnic origin, physical or mental disability, gender, sexual orientation, age, citizenship status, ancestry, gender affiliation, height, weight, familial status, marital status, veteran status, political affiliation, or any factors protected by law.

Section 10. Insurance

The Board of Trustees will purchase and maintain insurance, in such scope and amounts as the Board of Trustees deems appropriate, on behalf of any person who is or was a Board of Trustees member, against any liability asserted against, or incurred by him or her in any such capacity arising out of his or her status as such except as set forth in Section 5.2.

Section 11. Amendments

These Bylaws may be altered, amended, repealed and replaced by new bylaws by a majority vote of the members present and voting at any regular or special meeting of the Board of Trustees, provided that written notice of the proposed bylaw change has been given to each Trustee at least ten (10) days prior to such meeting.