

Approved July 22, 2022

**AMENDED AND RESTATED BYLAWS OF THE
PENNSYLVANIA COALITION OF PUBLIC CHARTER SCHOOLS**

(a Pennsylvania nonprofit corporation)

SECTION 1. NAME, OBJECTS AND PURPOSES, MAILING ADDRESS, CORPORATE SEAL, AND FISCAL YEAR

- 1.1 Name. The name of this nonprofit corporation is the “Pennsylvania Coalition of Public Charter Schools” (hereinafter referred to as the “Coalition”).
- 1.2 Mission and Purpose. The Coalition’s purpose is to advocate, communicate, engage in coalition building, support an environment conducive to the growth of Pennsylvania’s charter school movement, and provide services to its charter school members aimed at increasing school quality, enhancing student performance, and improving internal operations. The Coalition is a nonprofit corporation established under the laws of the Commonwealth of Pennsylvania. The purposes for which the Coalition is organized and shall be operated are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and, in furtherance of the purposes as set forth in the Corporation’s Articles.
- 1.3 Mailing Address. The mailing address of the Coalition shall be P.O. Box 955, Hershey, PA 17033, 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 the Coalition 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 Corporate seal shall have inscribed thereon the name of the Coalition, the year of its organization, and the words “Corporate Seal, Pennsylvania.”
- 1.5.1 The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or other otherwise.
- 1.5.2 Any officer of the Coalition shall have authority to affix the seal to any document requiring it.
- 1.5.3 Except as otherwise required by Pennsylvania law, the affixation of the Corporate seal shall not be necessary to the valid execution, assignment, or endorsement by the Coalition of any instrument in writing.

SECTION 2. CLASSES OF MEMBERSHIP

- 2.1 The Coalition shall have two (2) classes of membership.
- 2.2 Charter School Members. Charter School Membership shall be open to any Pennsylvania charter school which pays membership dues and meets other requirements that may be set by the Board from time to time (hereinafter referred to as a “Charter School Member”).

- 2.2.1 Each Charter School Member shall designate two (2) authorized representatives, one of whom is an Administrator of the Charter School Member and the other a member of its Board of Trustees.
- 2.2.2 Each Charter School Member shall be entitled to one (1) vote in the election of members to the Advisory Council. *Charter School Members shall have no other voting rights under these Bylaws.*
- 2.2.3 Annually by September 1, every Charter School Member shall designate which one of their two authorized representatives shall have voting power for the Charter School Member for the next twelve (12) months. Such designation may only be made once annually except in the case of death, termination, or resignation of the designee.
- 2.2.4 Individuals designated to vote on behalf of the Charter School Member may not be candidates for the Board.
- 2.3 Associate Members. Associate Membership shall be open to any person, parent, student, organization, business entity or other individual(s) interested in supporting the purpose of the Coalition, paying dues, and meeting other requirements that may be set by the Board from time to time; and Associate Members shall be honorary members without any voting privileges.
- 2.4 Membership Dues. Membership dues for each membership class shall be established by the Board and provided to members no later than March 31. Membership dues for all members shall be paid annually prior to June 30 which is the commencement of the Coalition's fiscal year.

SECTION 3. ADVISORY COUNCIL TO THE COALITION

- 3.1 Purpose. The Coalition shall establish an Advisory Council to fulfill the following roles:
 - 3.1.1 Providing critical input and advice to the Coalition regarding programs and services including the Coalition Annual Conference, if any, and professional development services offered by the Coalition;
 - 3.1.2 Enabling the Coalition to speak collectively for charter schools in Pennsylvania;
 - 3.1.3 Election of Charter School Leader Trustees (as defined below), except in instances of midterm vacancy or resignation in which case Charter School Leader Trustees shall be elected by a majority of a quorum of the Board; and
 - 3.1.4 All Advisory Council Members shall be bound by the provisions of these Bylaws.
- 3.2 Composition of Advisory Council. The Advisory Council shall be comprised of twenty (20) members selected by the Charter School Members.
 - 3.2.1 The Advisory Council shall be structured to represent the twelve (12) geographical regions in Pennsylvania identified by the Board, and as may be amended from time to time. The Advisory Council shall be comprised of not more than four (4) representatives from any geographical region and must include not fewer than three (3) representatives from cyber charter schools and two (2) representatives of charter school governance (the "Council Members").

- 3.2.2 Officers. By majority vote of the Council Members, the Advisory Council shall elect a Chair and a Secretary *from within itself*. The Advisory Council Chair shall oversee the operations of the Council, preside at meetings, and perform such duties as may be requested by the Council. The Secretary shall record all votes of the Advisory Council and the minutes of its meetings.
- 3.2.3 Advisory Council Nominating Committee. The Advisory Council shall form a Nominating Committee comprised of seven (7) Council Members. The Nominating Committee shall be selected by a 2/3 majority of all Council Members then in office. The Nominating Committee of the Advisory Council shall facilitate elections of Advisory Council Members and Charter School Leader Trustees (described below).
- 3.2.4 No Advisory Council Member may simultaneously serve as a member of the Board of Trustees, an independent contractor or employee of the Coalition.
- 3.3 Term. Advisory Council Members shall serve three (3) year terms, commencing on the day following their election. No Council Member may serve more than two (2) consecutive terms. Advisory Council Officers shall serve one (1) year terms, but no more than three (3) consecutive terms.
- 3.4 Advisory Council Elections. Elections to fill any vacancies on the Advisory Council opened by the end of a term of a Council Member shall be held by the Charter School Members annually in the Spring on a date and ballot prepared at the recommendation of the Nominating Committee of the Advisory Council. The Nominating Committee shall prepare a list of designated representatives from each member school authorized to vote on behalf of the Charter School Member. Charter School Members shall receive this list from the Nominating Committee at least two (2) months before the elections. Individuals designated to vote on behalf of the Charter School Member may not be candidates for the Advisory Council.
- 3.5 Vacancies on the Advisory Council.
 - 3.5.1 If a vacancy occurs on the Advisory Council for any reason, the Advisory Council shall elect a successor based on the recommendations of the Advisory Council's Nominating Committee. A Council Member elected to fill a vacancy shall hold office for the unexpired term for the vacancy being filled.
 - 3.5.2 Where a Council Member ceases to be a Council Member by virtue of the authorized representatives' termination of services with the Charter School Member for any reason, the Charter School Member shall appoint a replacement authorized representative.

SECTION 4. BOARD OF TRUSTEES

- 4.1 Composition of the Board of Trustees. The business and affairs of the Coalition shall be managed by and under the direction of the Coalition Board of Trustees (the "Board" or the "Board of Trustees").

- 4.2 Number. The Board of Trustees shall be comprised of not more than seventeen (17) natural persons, each of whom shall be twenty-one (21) years of age or older (each a “Trustee” and together, the “Trustees”).
- 4.3 Classes of Trustees. The Board shall consist of two (2) classes of Trustees:
- 4.3.1 Charter School Leaders, who shall be directors, executives, or board members of PA charter schools at the time of their election (“Charter School Leader Trustee”), shall account for not more than nine (9) of the Trustees; and
- 4.3.2 Outside Stakeholders, who, while not serving as the director, executive, or board member of a charter school, shall be champions of the mission of the Coalition (“Outside Stakeholder Trustee”). There shall not be more than eight (8) Outside Stakeholder Trustees, but there can be fewer than 8 at any time, one of whom may also serve on an organization supportive of the Coalition’s mission (“Organization Representative”).
- 4.4 Term/Term Limits. 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 after the expiration of the term that the Trustee is appointed to fill, or until a successor is duly elected.
- 4.4.1 Charter School Leader Trustees shall be elected to staggered terms of two (2) years commencing on July 1. Should the Charter School Leader Trustee cease to serve as director, executive, or board member of a PA charter school during their term, the Charter School Leader Trustee shall be permitted to complete his/her two year term but shall not be eligible to serve for a subsequent term as a Charter School Leader Trustee. Charter School Leader Trustees shall not serve more than three (3) consecutive terms. Prior to June 30 of each year, the Advisory Council (as defined below) shall elect Charter School Leader Trustees whose terms are expiring.
- 4.4.2 Outside Stakeholder Trustees shall be elected to staggered terms of three (3) years commencing on July 1 of each year. The Outside Stakeholder Trustees shall serve until the expiration of the term and until a successor has been selected and qualified or until his or her earlier death, resignation, or removal. Outside Stakeholder Trustees shall not serve more than two (2) consecutive terms. Prior to June 30 of each year, the Board shall elect Outside Stakeholder Trustees whose terms are expiring.
- 4.4.3 The Organization Representative, who is counted as an Outside Stakeholder Trustee for purposes of this Section, shall not be subject to term limitations.
- 4.5 Election of Trustees. Nominations to the Board of Trustees shall be placed before the Board of Trustees and the Advisory Council at each Annual Meeting.
- 4.5.1 Nominations for Outside Stakeholder Trustees may be made by a Nominating Committee of the Board of Trustees or by any Trustee.

- 4.5.2 Nominations for Charter Leader Trustees may be made by the Advisory Council Nominating Committee or any Advisory Council member, except that no Advisory Council shall nominate themselves as a candidate for the Board.
- 4.5.3 In electing all Trustees, the Board of Trustees and the Advisory Council will cast open, public ballots and a simple majority of a quorum is required for the election of both Outside Stakeholder and Charter Leader Trustees.
- 4.5.4 Upon request of the Board of Trustees or the Advisory Council, all Trustee nominees shall submit their curriculum vitae/resume, background clearances, statement of financial interest forms and letters of references at least three (3) weeks prior to the Annual Meeting.
- 4.6 Authority and Essential Functions 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 the Articles of Incorporation. Unless otherwise provided in these Bylaws, the Board shall have all of the voting rights for the Coalition under the Pennsylvania Nonprofit Corporation Law. The essential functions 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 efforts necessary to financially support the Coalition.
- 4.7 Duties of the Board of Trustees. Trustees shall attend regularly scheduled meetings in any fiscal year; notify the Board Secretary in writing of an expected absence from any meeting; and assist in fundraising and other efforts of the Coalition. Each Trustee shall provide and comply with volunteer background check clearances, as required by applicable law. Trustees shall comply with all standards of conduct outlined in these Bylaws and any written policies of the Board of Trustees. The Organization Representative shall be subject to all rights, responsibilities, and limitations set forth in these Bylaws.
- 4.8 Compensation of Trustees. No Trustee shall engage in any business transaction with the Coalition, be employed in any capacity by the Coalition, or receive from the Coalition any pay for services rendered to the Coalition.
- 4.9 Committees of the Board of Trustees. The Board may, by resolution adopted by a majority of the Trustees in office, elect or appoint committees (which may include individuals who are not Trustees of the Coalition) 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.
- 4.10 Meetings of the Board of Trustees.
- 4.10.1 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. Notice of a regular meeting under these Bylaws need not be given, except by the adoption of a resolution establishing the places, dates, and times of regular meetings;

provided that a written reminder of the regular meetings will be given at least one week before the meeting.

- 4.10.2 Special Meetings. Special meetings of the Board of Trustees may be held at any time and at any place when called by the President of the Coalition, or by the Vice President in the President's absence, or by three (3) or more Trustees. 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 give notice in person, by electronic mail, or by telephone at least twenty-four (24) hours before a called meeting. Unless otherwise provided by Pennsylvania law, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice of such special meeting.
- 4.10.3 Annual Meetings of the Board of Trustees. The Board of Trustees shall meet annually (each such meeting, an "Annual Meeting") by September of each calendar year at such place as the Board determines. The Trustees may hold a special meeting in place of 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.
- 4.10.4 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.
- 4.10.5 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.
- 4.10.6 Voting Rights. Each Trustee shall be entitled to one vote. Trustees shall not vote by proxy. Trustees shall not vote on any matter for which they have a conflict of interest, as defined below.
- 4.10.7 Conference Telephone/Virtual 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 3.13.6 shall constitute presence in person at such meeting.
- 4.11 Removal of Trustees. Trustees may be removed for any reason by a majority vote of all Trustees then in office. The Board shall give written notice to such Trustee prior to his or her removal. A Trustee who fails to perform his or her duties as outlined in these Bylaws shall be removed from the Board of Trustees by a majority vote of all Trustees then in office. A Trustee subject to removal shall not be eligible to participate in the vote. However, upon two (2) consecutive unexcused or three (3) total unexcused absences in the same fiscal year, a Trustee shall receive written notification from the Board Secretary of their immediate removal from the Board without a vote.

- 4.12 Resignation of Trustees. Any Trustee may resign by delivering a written resignation (including, without limitation, via electronic transmission) to the Board Secretary, who will disseminate the resignation to all Trustees. The resignation shall be effective upon receipt thereof by the Coalition or at such subsequent time as shall be specified in the notice of resignation. The Board shall have the power to elect a successor to take office when the resignation shall become effective for the remainder of the predecessor's unexpired term.
- 4.13 Vacancies on the Board of Trustees. Any midterm vacancies on the Board of Trustees shall be filled by a majority 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.

SECTION 5. OFFICERS AND AGENTS

- 5.1 Number and Qualification of Officers. The officers of the Coalition shall consist of a President, a Vice President, a Treasurer, a Secretary, and such other officers as may be elected in accordance with the provisions of this Section 5 (an "Officer", and collectively the "Officers"). The President, Vice President, Treasurer, and Secretary shall be members of the Board of Trustees.
- 5.2 Election of Officers. The Officers shall be elected annually by the Board of Trustees at the Annual Meeting held pursuant to the provisions of 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 meetings of the Board of Trustees.
- 5.3 Term of Office or 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.
- 5.4 President. The President of the Coalition shall preside at all meetings of the Board of Trustees, except as the Board of Trustees shall otherwise determine from time to time; shall serve as an ex-officio member of all committees, except for the Advisory Council's Nominating Committee; shall appoint committee chairs and shall have such powers and duties as may be determined by the Board of Trustees.
- 5.5 Vice President. The Vice President of the Coalition 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.
- 5.6 Treasurer. The Treasurer shall have or provide for the custody of the funds or other property of the Coalition; shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Coalition; shall deposit all funds in his custody as treasurer in such banks or other places of deposit as the Board may from time to time designate; shall provide guidance for the entire Board of Trustees with respect to sound financial controls, policies, procedures, and practices; shall, whenever so required by the Board, render an account showing all transactions as Treasurer and the financial condition of the Coalition; and, in general, shall discharge such other duties as may from time to time be assigned by the Board or the President.

- 5.7 Secretary. The Secretary of the Coalition shall record and maintain records of all proceedings of the Board of Trustees in a book or series of books or electronic filing 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 see that notices are given and records and reports properly kept and filed by the Coalition as required by law; shall be the custodian of the seal of the Coalition and see that it is affixed to all documents which are to be executed on behalf of the Coalition under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the Board or the President.
- 5.8 Chief Executive Officer. The Coalition shall have a Chief Executive Officer (“CEO”) who shall have general and active management of the business of the Coalition. The CEO shall have the executive and administrative responsibility for carrying out the programs of the Coalition as directed by and in accordance with the policies formulated and adopted by the Board, as well as other duties and powers as the Board may determine and shall be directly responsible to the Board through the President. The CEO shall make regular reports to the Board concerning the work of the Coalition all meetings of the Board and shall be an ex-officio member of all Board Committees, at all times with a voice but no vote.
- 5.9 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 the Coalition.
- 5.10 Authority of Officers and Agents. All Officers of the Coalition, as between themselves and the Coalition, shall respectively have such authority and perform such duties in the management of the property and affairs of the Coalition as are provided in these Bylaws or may be provided by or pursuant to resolutions or orders of the Board.
- 5.11 Officer and Agent Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by a majority vote of all Trustees then in office and if the position is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term. No Trustee then in office shall be permitted to nominate or vote for themselves to fill any vacant position. No Trustee shall fill a vacancy in the CEO position.
- 5.12 No Contract Rights. Election or appointment of an officer or agent shall not of itself create any contract rights in the officer or agent.
- 5.13 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 the Coalition.

SECTION 6. FIDUCIARY DUTIES

- 6.1 Good Faith Performance of Duties. Trustees and Officers of the Coalition shall stand in a fiduciary relation to the organization and shall perform his or her duties as Trustee

and/Officer, 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 interest of the Coalition, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances.

6.2 Good Faith Reliance. In performing his or her duties, a Trustee and/or Officer 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:

- 6.2.1 one or more officers or employees of the Coalition whom the Trustee reasonably believes to be reliable and competent in the matters presented;
- 6.2.2 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
- 6.2.3 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.

6.3 Best Interests of Coalition. In discharging the duties of their respective positions, the Board of Trustees, committees of the Board of Trustees, and individual Trustees may, in contemplating the best interests of the Coalition, consider the following factors to the extent they deem appropriate without violating this section:

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

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 Coalition.

6.4 Conflict of Interest. In order to preserve its tax exempt status under Section 501(c) of the Internal Revenue Code of 1986, as amended, the Coalition must avoid conferring a private benefit on individuals, particularly “insiders” which includes Trustees, Officers, and the Advisory Council of the Coalition. The Board shall adopt a Conflicts of Interest Policy. Any transaction or arrangement between an “insider” and the Coalition must be approved in accordance with the provisions of such Policy. As part of such Policy, all Trustees and

Advisory Council members must abstain from voting on financial, business, and related matters affecting themselves, their family members, or other close relatives.

- 6.5 Personal Liability. A Trustee or Officer shall not be personally liable as such for monetary damages for any action taken, or any failure to act, unless the Trustee/Officer has breached or failed to perform the duties of his or her office; and the breach or failure to perform constitute self-dealing, willful misconduct, or recklessness. The provisions of this section shall not apply to the responsibility or liability of a Trustee/Officer pursuant to any criminal statute; or the liability of a Trustees/Officers for the payment of taxes pursuant to local, state, or federal law.

SECTION 7. INDEMNIFICATION

- 7.1 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 the Coalition 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, or other enterprise, (each a “Proper Person”), shall be indemnified by the Coalition 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 7.4 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 the Coalition’s best interest, or at least not opposed to the Coalition’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 the Coalition in which the Trustee was adjudged liable to the Coalition 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.
- 7.2 Right to Indemnification. The Coalition 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 8.1 of these Bylaws, against expenses (including attorneys’ fees) actually and reasonably incurred by him or her in connection with the proceeding.
- 7.3 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.
- 7.4 Groups Authorized to Make Indemnification Determination. In all cases, except where there is a right to indemnification as set forth in these Bylaws or where indemnification is

ordered by a court with appropriate jurisdiction, any indemnification shall be made by the Coalition 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).

7.5 Court Order 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 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.

7.6 Advance of Expenses. Expenses (including attorneys’ fees) incurred in defending any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, and whether formal or informal, and whether brought by or in the right of the Coalition, may be paid by the Coalition 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 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 8. DISSOLUTION

In the event of dissolution of the Coalition, any surplus property remaining after the payment of its debts shall be distributed in accordance with the Articles of Incorporation.

SECTION 9. RULES OF PROCEDURE

The proceedings and deliberations of the Coalition shall be in accordance with Robert’s Rules of Order unless other rules are adopted and/or amended by the Board of Trustees.

SECTION 10. NONDISCRIMINATION

In administering its affairs, including hiring and operation, the Board of Trustees and Coalition 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 11. 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 or any Officer, 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 6.5.

SECTION 12. MISCELLANEOUS PROVISIONS

- 12.1 General Rule Regarding Notice. Whenever written notice is required to be given to any person under the provisions of Pennsylvania law, the Coalition's Articles of Incorporation, or these Bylaws, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by courier service, charges prepaid, or by facsimile transmission or email or other electronic communication, as supplied by him or her to the Coalition for the purpose of notice. If the notice is sent by mail or by courier, notice shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person. Notice sent by facsimile transmission, email or other electronic communication shall be deemed given to the person entitled thereto when sent.
- 12.2 Annual Report. The Coalition shall present annually to the Charter School Members a report showing in appropriate detail the following:
- 12.2.1 The assets and liabilities, including the trust funds, of the Coalition as of the end of the fiscal year immediately preceding the date of the report.
 - 12.2.2 The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
 - 12.2.3 The revenue or receipts of the Coalition, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Coalition.
 - 12.2.4 The expenses or disbursements of the Coalition, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Coalition.
 - 12.2.5 Place of Filing. The Annual Report of the Board shall be filed with the minutes of the meetings of the Board.

SECTION 13. AMENDMENTS

These Bylaws or the Articles of Incorporation may be altered, amended, repealed, and replaced by new bylaws by a majority vote of the Trustees present and voting at any regular or special meetings 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. If a proposed amendment changes the Classes of Membership, number or qualifications of Trustees, or the role of the Advisory Council, the Advisory Council members then in office may also participate in the vote.