

**BYLAWS
OF
DOGWOOD CHARTER SCHOOL**

**ARTICLE I
NAME AND TRUSTEES**

Section 1.1 Name

The name of this nonprofit corporation is the DOGWOOD CHARTER SCHOOL (hereafter, the "Corporation" or "Charter School").

Section 1.01 Registered Office

The registered office of the corporation in Pennsylvania shall be at 1500 Market Street, Suite 3900 Philadelphia, PA 19102, Pennsylvania, until otherwise established by an amendment of the articles or by the board of trustees and a record of the change is filed with the Department of State in the manner provided by law.

Section 1.2 Purposes

The Corporation has been incorporated under the Pennsylvania Nonprofit Corporation Law for the purpose of operating a public charter school. MISSION

The Corporation is incorporated under the Nonprofit Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania, 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 Act No. 1997-22 of the General Assembly of the Commonwealth of Pennsylvania known as and referred to herein as the "Charter School Law." In furtherance of these purposes, the Charter School may exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations and schools formed pursuant to the Charter School Law

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its Board of Trustees, Officers or employees, except for compensation to its employees paid in the ordinary course of the operation of the Charter School, and has been incorporated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.(or the corresponding provision of any future United States Internal Revenue Law, the "Code), including, for such purpose, to accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts and property of any kind, without limitation as to amount of value; and to use, disburse, or donate the income or principal thereof for said purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

Section 1.3 Trustees

The Corporation shall have no Trustees, as that term is used and defined in the Pennsylvania Nonprofit Corporation Law of 1988. The Board of Trustees (the "Board") may create such classes of honorary "Trusteeship," such as contributing Trustees or honorary Trustees, as the Board shall determine, but no such person shall have the right of Trustees under the Nonprofit Corporations Law nor shall any such person be entitled to a vote on the Board.

Such persons who from time to time constitute the Board of the Charter School shall for all intents and purposes be taken to be a member of the Charter School. Whenever any person shall, for any reason, cease to be a member of the Board of the Charter School, such person shall automatically and at the same time cease to be a member of the Charter School. No certificates of Trusteeship shall be issued at any time.

Any provision of law requiring notice to, the presence of, or the vote, consent, or other action by Trustees of the Corporation in connection with any manner shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board as provided in Article II of these Bylaws.

Section 1.4 Other Office

The Corporation may have offices at such other places as the Board may select and the business of the Corporation shall require.

ARTICLE II **BOARD OF TRUSTEES**

Section 2.1 Board of Trustees

The property and affairs of the Corporation shall be managed, conducted and directed by the Board as contemplated by the Charter School Law. The Board shall have the authority to interpret the provisions of these Bylaws and its interpretation shall be binding on the Corporation. The essential function of the Board shall be policy making, the assurance of sound management, and active participation in the provision of necessary funds. The Board has ultimate responsibility to determine general, academic, financial, personnel and related policies deemed necessary for the administration and development of the Charter School in accordance with its stated purposes and goals. The Board shall have the authority to decide all matters regarding the operation and functioning of the Charter School.

In addition to the powers and duties conferred on the Board under the Laws of the Commonwealth of Pennsylvania, an affirmative vote of a majority of the Trustees of the Charter School constituting a quorum, duly recorded, showing how each member voted shall be used in order to take action on the following subjects:

- A. Adopting a school calendar following the requirements of the Charter School Law; *must include 990 hours or 180 days of instruction for secondary students [grades 7-12] and 900 hours or 180 days for elementary students [grades 1-6].*

School cannot be kept open for the purpose of ordinary instruction, on Sundays, Fourth of July, Memorial Day, Thanksgiving, the first of January, Christmas, or Saturday, except when Monday is fixed by the board of directors as the weekly holiday for the entire school year

- B. Adopting textbooks
- C. Approving the appointment of charter school administrators
- D. Adopting the annual budget
- E. Purchasing or selling land
- F. Locating new buildings or changing the locations of old ones
- G. Creating or increasing indebtedness
- H. Adopting courses of study
- I. Designating depositories for school funds
- J. Entering into contracts of any kind where the amount involved exceeds \$5000.00;
- K. Fixing salaries or compensation for 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, to the extent applicable, for the School's proportionate share of the cost of services provided or to be provided by the foregoing entities.

Section 2.2 Composition

The Board shall be comprised of at least five 5 to nine 9 natural persons of full age as the Board shall from time to time determine. Each individual must be qualified to serve on the Board in accordance to the requirements of the Act and the Pennsylvania Public Officials and Employees Ethics Act.

Section 2.3 Election and Term of Office

The initial trustees shall be elected at the first annual meeting of the board, with elections to occur annually to fill vacancies on the Board created by expiration of term or by resignation or removal. A vacancy created by resignation or removal may also be filled at any time at a regularly scheduled meeting of the Board or a special meeting called for the purpose of filling vacancies. The initial trustees shall be elected by the incorporators. Trustees after

the initial trustees shall be elected by an affirmative vote of a majority of the Board then in office. The initial trustees shall have staggered terms.

Each trustee after the initial trustees shall serve for a term of three (3) years and until such Board Member's successor is duly elected and qualified. Trustees duly elected to the Board after the initial trustees may be elected to successive terms.

Section 2.4 Vacancies

A vacancy to the Board can arise from resignation, removal or incapacity of a trustee. Vacancies on the Board shall be filled by a vote of a majority of the remaining Trustees of the Board in accordance with the Pennsylvania Nonprofit Corporations Law. Each trustee elected to fill a vacancy created by resignation, removal or incapacity of a trustee shall serve for the balance of the unexpired term of such trustee and until such trustee's successor is duly elected and qualified in accordance with these Bylaws.

Section 2.5 Annual Meetings

The annual meeting of the Board shall be held at the regularly scheduled June meeting of each year at the registered office of the Corporation, or upon five days notice at such other time and place, as the Board Trustees shall determine. The purpose of the annual meeting of the Board is to elect the new Trustees of the Board, and to conduct such other business as the Board requires.

Section 2.5.1 Regular Meetings

There shall be a minimum of eight (6) regular meetings of Board, including the annual meeting, each year. Such meetings shall be held in accordance with the Pennsylvania Open Meetings Law, commonly called the "Sunshine Act", on such dates and at such times and places, as the Board shall determine. The purpose of the regular meetings is to conduct the business of the School.

Section 2.6 Special Meetings

On the written request of the President or Vice-President, or at least one-fourth (1/4) of the trustee then in office, the Secretary shall call a special meeting of the Board. The Secretary shall fix the time and place of such special meeting within ten (10) days of receipt of such written request. Notice of the special meeting shall be furnished to each Member in the manner specified in Section 2.7 of these Bylaws. The special meeting shall be held within thirty (30) days after receipt of request for the meeting.

Section 2.7 Notice

The Secretary shall cause notice to be given to each member of the Board not less than five (5) days prior to each regular meeting of the Board including the annual meeting, such notice may be given once at the beginning of each year or when regular meetings are scheduled. Notice for special meetings shall be furnished at least forty-eight (48) hours in advance of the special meeting, and may be provided by telephone as well as the methods specified below.

Notice of meetings held pursuant to these Bylaws may be furnished by hand delivery, with any courier charges prepaid, first class or express mail, postage prepaid, by telegram (with messenger service specified), telex or TWX (with answer back received, by facsimile, or electronic mail. Notice shall be deemed furnished when deposited in the mail or with a telegram or courier service, or in the case of telex, TWX, facsimile transmission or electronic mail, when dispatched. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 2.8 Quorum

At any meeting of the Board, the presence of a majority of the Trustees then in office shall be necessary to constitute a quorum for the transaction of business. No proxies shall be allowed. Each trustee shall be entitled to one vote and the acts of a majority at a meeting at which a quorum is present shall be the acts of the Board, unless otherwise provided by these Bylaws or applicable law.

Section 2.8.1 Presumption of Assent

A trustee who is present at a meeting of the Board or committee of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless: he or she objects at the beginning of the meeting to the holding of the meeting or the transaction of business at the meeting; he or she contemporaneously requests that his dissent be entered in the minutes of the meeting; he or she gives written notice of dissent to the presiding officer of the meeting before its adjournment or delivers such dissent by registered mail to the presiding officer within three 3 days after the adjournment of the meeting. Such right to dissent as to specific action taken at a meeting of the Board or a committee of the Board shall not be available to a Trustee who voted in favor of such action.

Section 2.8.2 Standard of Care

A trustee shall stand in a fiduciary relation to the School and shall perform his duties as a trustee, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the School, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his 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 the Charter School whom the Trustee reasonably believes to be reliable and competent in the matters presented;

B. 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;

C. A committee of the Board upon which he does not serve, duly designated in accordance with 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 has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

In discharging the duties of their respective positions, committees of the Board and individual Trustees may, in considering the best interests of the School, consider the effects of any action upon employees, upon suppliers and customers of the School and upon communities in which offices or other establishments of the School are located, and 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, actions taken as a trustee or any failure to take any action shall be presumed to be in the best interests of the School.

A trustee of the School shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

A. The trustee has breached or failed to perform the duties of his office under this section; and

B. The breach or failure to perform constitutes 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 2.9 Resignations

Any Member may resign at any time by giving written notice to the President or the Secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such notice or at any time specified and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.10 Removal of Board Trustees

2.10.1

Notwithstanding any other provision of these Bylaws, any Member may be removed from office at any time for a breach of duty as described under section 2.8.2 above by the affirmative vote of a majority of all trustees then in office, provided that written notice of the intention to consider removal of such trustee has been provided to the trustee.

A new trustee shall be elected to fill the unexpired term of any removed Member as provided in Section 2.4.

2.10.2

Any trustee who is absent from three (3) consecutive Board meetings shall be considered to be in dereliction of their duty to the School and shall be deemed to have resigned from the Board. The trustee will be notified in writing of his or her deemed resignation. The trustee can, within thirty (30) days after receiving such notice, request an exception for unusual circumstances in writing to the Executive Committee.

The Executive Committee will make a recommendation to the full Board, which will consider the request. The full Board will vote on the recommendation and the trustee will be sent written notification of the decision. If there is no communication from the trustee within thirty (30) days of being issued a written acceptance of the exception, or if the exception is denied, the Board shall declare the position vacant and elect another person to fill the vacancy in accordance with these Bylaws.

Section 2.11 Compensation

Trustees shall not be entitled to any compensation for their services on the Board. However, the Board may reimburse any Board member for reasonable expenses incurred in furtherance of his/her duties as Board member.

Section 2.12 Participation by Telephone

Trustees may participate in meetings of the Board by telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Trustees so participating shall be deemed present at any such meeting.

Section 2.13 Conflicts of Interest

No trustee shall as a private person engage in any business transaction with or be employed in any capacity by the School. No trustee shall receive any pay for services rendered to the School. No trustee shall permit his position on the Board to create a conflict between his personal business activities and the actions of the School. Nor shall any trustee be employed in any capacity by the school of which he or she is a trustee, or receive compensation for services rendered to the charter school absent prior disclosure and abstinence from voting in accordance with the Public Officials and Employees Ethics Act.

Section 2.14 Unanimous Consent of Trustees in Lieu of Meeting

Any action which may be taken at a meeting of the Board may be taken without a meeting if all trustees then in office consent in a writing setting forth the action so taken and signed by all trustees then in office. The consent or consents so executed shall be filed with the Secretary of the Corporation.

ARTICLE III **OFFICERS**

Section 3.1 Officers

The Corporation shall have a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected from among the Board. The Board may appoint such other officers, assistant officers, committees and agents, including assistant Secretaries and assistant Treasurers, as they may consider necessary, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board. In all cases where the duties of any officer, agent or employee are not prescribed by the bylaws or by the Board, such officer, agent or employee shall follow the orders and instructions of the President. Any single trustee may not hold two or more offices.

Section 3.2 Election and Term of Office

Each officer shall be elected at the annual meeting of the Board and shall serve for a term of one (1) year and until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal. A vacancy in an office, however occurring, may be filled by the Board for the unexpired portion of the term

Section 3.3 President

The President shall preside at all meetings of the Board Trustees, shall have general and active management of the business of the Corporation; shall see that all orders and resolutions of the Board are carried into effect subject to the right of the Board to delegate any specific powers as allowed by law; and shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, and when authorized by the Board, affix the seal to the instrument requiring the same. The President shall be an ex-officio voting member of all standing committees. Unless otherwise determined by the Board or otherwise specifically provided in these Bylaws, the President shall appoint the chairperson and Trustees of all committees.

Section 3.4 Vice President

The Vice President shall, in the absence or incapacity of the President, perform the duties and exercise the powers of the President, and shall have such other duties and have such other powers as shall be designated by the President or the Board.

Section 3.5 Secretary

The Secretary shall keep the minutes of the Corporation and shall give such notices of meetings as required by these Bylaws. The Secretary shall have such other duties and have such other powers as shall be designated by the President or the Board.

Section 3.6 Treasurer

The Treasurer shall receive all funds, including local, state and federal funds and privately donated funds. The Treasurer shall also make payments out of the same on proper order approved by the Board of Trustees, signed by the President of the Board. The Treasurer may pay out such funds on orders that have been properly signed without the approval of

the Board first having been secured for the payment of amounts owing under any contracts which shall previously have been approved by the Board, and by which prompt payment the School will receive a discount or other advantage. The Treasurer shall have care and custody of the books and records of account of the Corporation and, subject to supervision by the President, shall have charge of and be responsible for all funds and securities of the Corporation. The Treasurer shall render financial statements to the Board and the President from time to time upon request. The funds of the Corporation shall be deposited to its credit in such a manner and such depositories as the Board may, from time to time, designate and shall be subject to withdrawal by check, draft or other order by such officers or employees the Corporation as may from time to time be designated by the Board. The Treasurer shall further have such other powers and the President may designate duties as. At least once a year there shall be an audit of the books and accounts of the Corporation by certified public accountants to be selected by the Board. The Treasurer shall have such other duties and have such other powers as shall be designed by the President or the Board.

Section 3.7 Removal of Officers

The Board may remove any officer whenever, in the judgment of a majority of the Trustees of the Board, the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 3.8 Powers and Duties

- (1) The Board of Trustees shall have the power and responsibility to engage in the following acts, by an affirmative vote of the majority of the members:
 - a. Sign a written charter with the Board of Education of the School District;
 - b. Establish and maintain all policies governing the operation of the School;
 - c. Approve the appointment of a CEO/Principal and to approve the appointment or dismissal of staff members as recommended by the CEO/Principal;
 - d. Adopt the school calendar;
 - e. Adopt textbooks;
 - f. Appoint or dismiss school administrators;
 - g. Adopt the annual budget and conduct an annual independent audit of the School's finances;
 - h. Buy or sell land;
 - i. Locate new buildings or change the location of old buildings;
 - j. Create or increase indebtedness;
 - k. Adopt courses of study in accordance with CMI; Adopt courses of study;
 - l. Designate depositories for school funds;
 - m. Determine salaries or compensation of administrators, teachers and other employees of the School;
 - n. Enter into contracts with and make appropriations to an intermediate unit, school district or area vocational/technical school for the School's proportionate share of the cost of services provided or to be provided by

- the foregoing entities;
 - o. Authorize the School's maintenance workers to perform any necessary repairs, construction or other maintenance work in the School;
 - p. Authorize a committee of the Board or appoint a qualified hearing examiner to hold hearings regarding recommendations of suspension or expulsion of students.
 - q. Authorize a committee of the Board or appoint a qualified hearing examiner to hold hearings regarding recommendations of suspension or dismissal of employees with or without cause. Specifically, the Board shall, via the approved policies of the school, convene to hear the recommendations of the School CEO/Principal regarding any employee issue. Following the CEO/Principal, or the CEO/Principal's designee should the CEO/Principal be the employee at issue, the Board shall 1) make a determination based on the information obtained at that meeting; or 2) authorize a committee to gather additional evidence, as needed and appropriate, for the Board's review of the issue. Thereafter, the Board may render its final decision based on all evidence obtained and in conformity to the employee's Employment Agreement.
- (2) The Board of Trustees shall also have the following responsibilities and powers:
- a. Understand and uphold the School's philosophy, mission, vision and CMI program;
 - b. Attend the annual Board Retreat;
 - c. Actively participate during School hours for at least 2 hours a month;
 - d. Enlist individuals from the community to serve as resources, in service hours and monetarily;
 - e. Demonstrate fundraising and public relations efforts;
 - f. Monitor the performance of the School based on a variety of information including student performance, CMI accreditation program, and parent and staff satisfaction;
 - g. Serve as a Board of Appeals with respect to complaints arising out of the School's operation that cannot be resolved by the staff, the CEO/Principal or other school administrators;
 - h. Coordinate long-range planning and resource development;
 - i. Serve as the body of last resort in the resolution of complaints;
 - j. The Board may exercise whatever other powers may be necessary to further the mission and operation of the School.

ARTICLE IV

APPOINTMENT AND DUTIES OF THE EXECUTIVE OFFICE

Section 4.1 Executive Office

At each annual meeting of the Board, the Board shall appoint an Chief Executive Officer. The Chief Executive Officer shall have charge of the administrative operations of the

Corporation, with particular regard to the selection and hiring of staff other than those appointed by the Board, and the admission, welfare, and training of the children committed into the custody of the Corporation. The Chief Executive Officer shall be accountable to the Executive Committee and to the full Board. The Board shall have the authority to appoint and to terminate the appointment of the Chief Executive Officer, who, shall be an *ex officio*, non-voting member of the Board and shall receive a salary and other compensation as stipulated by the board.

ARTICLE V COMMITTEES

Section 5.1 Executive Committee

The Executive Committee of the Board shall exercise and discharge the powers and responsibilities of the Board between meetings subject to such limitations as provided in the Bylaws or as the Board may prescribe. The Committee is empowered to act for the full Board in matters that require immediate action and do not involve major questions of policy or funding. It is the chief coordinating committee for the Board. Executive Committee Trusteeship consists of the Officers and Committee Chairs directed by the President.

Section 5.2 Finance Committee

The Finance Committee shall consist of at least two Trustees, one which must be the Treasurer, appointed by the President. It shall have general supervision of the budget and expenditures and provide the Board of Trustees with investment policy in writing for annual Board approval, subject to the limitations of the Nonprofit Corporations Law and the Charter School Law.

The Finance Committee shall study and make recommendations regarding all financial procedures and controls, assist in the preparation of budgets, and review all financial statements. This Committee reviews audit results and recommends the retention of the Auditor.

Section 5.3 Nominating Committee

This Committee identifies screens and recommends prospective trustees. Trustees of this Committee can also assist in the recruitment and orientation of trustees. This Committee recommends (or not) reappointment to the Board of trustees with terms that are subject to expiration but who are eligible to serve another term.

Section 5.4 Other Committees

The Board may establish such other committees, as the Board shall deem necessary or advisable. All such committees shall have and may exercise such powers and authority of the Board as the Board shall determine.

Section 5.10 Limitation on Authority

Except where these Bylaws say otherwise, no Committee shall have any power or authority to bind the School to take action without an affirmative vote of the majority of the Board sitting in a quorum.

ARTICLE VI

PERSONAL LIABILITY OF TRUSTEES AND INDEMNIFICATION OF MANAGERS, OFFICERS AND OTHER PERSONS

Section 6.1 Personal Liability of Board Trustees

A Trustee of the Charter School 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 his or her office under the Act; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 6.2 Indemnification

6.2.1 - The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or other by reason of the fact that such person is or was a member of the Board of Trustees or is or was an officer of the Corporation, or is or was a member of a committee, council or other body of the Corporation or is or was serving at the request of the Corporation as a director, trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, as follows: (a) If the action, suit or proceeding is not by or in the right of the Corporation, then (i) against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith to the extent that such person has been successful on the merits or otherwise in defense of such action, suit or proceeding, or of any claim, issue or matter therein, and (ii) against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection therewith if such person acted in good faith and in a manner such person 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 such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea or *nolo contendere* or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner which such person 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 such person's conduct was lawful (b) If the action, suit or proceeding is by or in the right of the Corporation, then (i) against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith to the extent that such person has been successful on the merits or otherwise in defense of such action, suit or proceeding, or of any claim, issue or matter therein; and (ii) against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with defense or settlement thereof if, such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the

Corporation, except that no indemnification shall be made in respect of such expenses incurred in connection with any claim, issue or matter as which such person shall have been adjudged to be liable to the Corporation for negligence or misconduct in the performance of such person's duty to the Corporation unless and only to the extent that the Court of Common Pleas of the County in which the registered office of the Corporation is located or the Court in which such action, suit, or proceeding 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.

6.2.2 - Any indemnification under this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Trustees, officers or other persons entitled to indemnification hereunder is proper in the circumstances and has met the applicable standard of conduct set forth in this Article.

(a) Such determination shall be made (i) by the Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding or (ii) by independent legal counsel in a written opinion, if such a quorum is not obtainable, or, even if obtainable a majority of disinterested Trustees so directs.

(b) In the absence of a determination that indemnification is proper as aforesaid, the Member, officer or other person entitled to indemnification hereunder may apply to the Court of Common Pleas of the County in which the registrar office of the Corporation is located or the Court in which the action, suit or proceeding was brought, which shall determine whether the Trustee, officer or other person entitled to indemnification hereunder has met the applicable standard of conduct set forth in this Article. If the Court shall determine that the applicable standard of conduct has been met, indemnification shall be made under this Article.

6.2.3 - Expenses incurred in defending an action, suit or proceeding referred to in this Article may be paid by the Organization in advance of the final disposition of such action, suit or proceeding, if authorized by the Trustees or by a Court in the manner provided in this Article, upon receipt of an undertaking by or on behalf of the Trustee, officer or other person entitled to indemnification hereunder (regardless of financial responsibility) to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article.

6.2.4 - The indemnification provided for in the preceding sections of this Article shall not affect the liability of a Trustee, officer or other person entitled to indemnification hereunder with respect to the administration of assets held by the Corporation.

6.2.5 - The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested Trustees or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Member, officer or person entitled to indemnification hereunder and shall insure to the benefit of the heirs, executors and administrators of such a person.

6.2.6 - The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Member, officer, employee or agent of the Corporation, was serving at the request of the Corporation, or is or was serving as an employee or agent of another organization, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person against such liability under the provisions of these Corporate Bylaws or otherwise.

6.2.7 - The Corporation may, to the fullest extent permitted by applicable law, indemnify and advance or reimburse expenses for persons in all situations other than those covered by this Article.

ARTICLE VII **GENERAL PROVISIONS**

Section 7.1 Fiscal Year

The fiscal year of the Corporation shall end on June 30 of each year.

Section 7.2 Seal

The School may utilize a corporate seal which shall have inscribed thereon the name of the School, the year of its organization, the words "Corporate Seal," and the State of Incorporation. The seal may be used by any person authorized by the Board or by these Bylaws.

Section 7.3 Financial Reports

The Board shall prepare an annual financial report.

Section 7.4 Bond

If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such surety as the Board shall determine.

Section 7.5 Corporate Records

The original records of the Corporation, the financial records and records relating to admissions and discharges of children shall be lodged in a secure place at the Corporation and their custody shall be the primary responsibility of the Chief Executive Officer. Such documents as the Board may determine shall be deposited in a safe deposit box maintained by the Corporation in its name in a bank or trust company, access to which shall require the presence and signature of any two of the Corporation's officers.

Section 7.6 Authorized Signatures

All promissory notes evidencing bank liens obtained by the Corporation and all checks of the Corporation drawn on any of its accounts, except the Payroll Maintenance, Petty Cash, and Trust Petty Cash Accounts, shall be signed by any two of the following officers: President, Vice President, Treasurer, Chief Executive Officer or other staff officer to draw single signature checks on the Payroll, Maintenance Petty Cash and Trust Petty Cash

Accounts and on such other accounts established for special purposes as the Board may from time to time authorize. Statements or vouchers initiated and approved by the appropriate staff Trustees and by the Chief Executive Officer or another staff officer so authorized by the Board shall support all checks signed by the corporate officers.

ARTICLE VIII

ADOPTION, AMENDMENT AND REPEAL

Section 8.1 Adoption and Effective Date

These Bylaws were adopted as the Bylaws of the Corporation on _____ (date) by the Board, and shall be effective as of such date.

Section 8.2 Amendment or Repeal

The text of each amendment to or repeal of these Bylaws shall be attached hereto with a notation of the date of such amendment or repeal. The Board shall pass any Amendment to these Bylaws by an affirmative vote of the Trustees sitting in a quorum.

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Entity# : 7132997
Date Filed : 09/22/2020
Effective Date : 09/23/2020
Pennsylvania Department of State

Return document by mail to:

Patricia A Hennessy
Name _____
1500 Market Street, Suite 3900,
Address _____
Philadelphia PA 19102
City _____ State _____ Zip Code _____

Return document by email to: _____

Articles of Incorporation-NonProfit
(15 Pa.C.S.)
(rev. 2/2017)



5306

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125.00

I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

Check one: Domestic Nonprofit Corporation (§ 5306) Nonprofit Cooperative Corporation (§ 7102B)

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperation corporation, hereby state(s) that:

1. The name of the corporation is:

Dogwood Charter School

2. Complete part (a) or (b) – not both:

(a) The address of this corporation's current registered office in this Commonwealth is: (*post office box alone is not acceptable*)

1500 Market Street, Suite 3900 Philadelphia PA 19102 Philadelphia

Number and Street City State Zip County

(b) The name of this corporation's commercial registered office provider and the county of venue is:

c/o:

Name of Commercial Registered Office Provider County

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.

To operate a public charter school in accordance with Pennsylvania's Charter School Law, 24 P.S. Section 17-1701-A et seq.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Check and complete one:

The corporation is organized on a non-stock basis.

The corporation is organized on a stock share basis and the aggregate number of shares authorized is:

6. For unincorporated association incorporating as a nonprofit corporation only. Check if applicable:

— The incorporators constitute a majority of the members of the committee authorized to incorporate such association by the requisite vote required by the organic law of the association for the amendment of such organic law.

7. For Nonprofit Corporation Only:

Check one: *The corporation shall have no members.*

The corporation shall have members.

8. For Nonprofit Cooperative Corporation Only:

Check one of the following:

— The corporation is a cooperative corporation and the common bond of membership among its members is:

— The corporation is a cooperative corporation and the common bond of membership among its shareholders is :

9. The name(s) and address(es) of each incorporator(s) is (are) (all incorporators must sign below):

Name

Address

Patricia A. Hennessy, Esquire

1500 Market Street , Suite 3900 , Philadelphia ,
Philadelphia , PA , United States , 19102

10. The specified effective date, if any, is:

09/23/2020 11:00 AM

month day year hour, if any

11. Additional provisions of the articles, if any, attach an 8½ x 11 sheet.

**IN TESTIMONY WHEREOF, the incorporator(s)
has/have signed these Articles of Incorporation this**

22 day of September , 2020 .

Patricia A. Hennessy, Esquire

Patricia A. Hennessy

Signature

**RIDER TO
ARTICLES OF INCORPORATION OF
DOGWOOD CHARTER SCHOOL**

Dogwood Charter School elects to include the following optional language in these articles of incorporation.

ARTICLE II

PURPOSES

- a) The organization is organized exclusively for charitable, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the Commonwealth of Pennsylvania and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation shall not engage in any business of a kind ordinarily carried on for profit and nothing in these Articles of Incorporation or in the Bylaws of the Corporation shall authorize the Corporation to, and the Corporation shall not, enter any transaction, carry on any activity, or engage in any business for pecuniary profit, and any income received by the Corporation shall be applied only to the nonprofit purposes and objectives of the Corporation set forth herein.
- b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, as amended, or corresponding section of any future federal tax code, or (b) by an organization, contributions which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees consisting at least five (5) members which shall be constituted and have such powers as provided for in the Bylaws.

**ARTICLE IV
TERM OF EXISTENCE**

The term for which this Corporation shall exist shall be perpetual unless dissolved according to law.

ARTICLE V

BYLAWS

The initial Board of Trustees of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered or rescinded by the Board of Trustees in the manner provided by such Bylaws.

ARTICLE VI

AMENDMENT

The Corporation reserves the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, according to law.

ARTICLE VII

DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute any remaining assets of the charter school, both real and personal, on a proportional basis to the school entities with students enrolled in the charter school for the last full or partial school year of the charter school. 24 P.S. § 17- 1729-A(i). In no event shall such school entities or the Commonwealth be liable for any outstanding liabilities or obligations of the charter school. *Id.* A student who attended the charter school shall apply to another public school in the student's school district of residence. Normal application deadlines will be disregarded under these circumstances. All student records maintained by the charter school shall be forwarded to the student's district of residence. 24 P.S. § 17- 1729-A(j).