

**BY-LAWS  
OF  
PHILADELPHIA PERFORMING ARTS: A STRING THEORY CHARTER SCHOOL  
AS AMENDED AND RESTATED JANUARY 19, 2015**

**ARTICLE I  
GENERAL**

- 1.1 **Name.** This Pennsylvania not-for-profit corporation shall be known as Philadelphia Performing Arts: A String Theory Charter School.
- 1.2 **Mission.** The mission of Philadelphia Performing Arts: A String Theory Charter School is to provide a high quality public education to children in Philadelphia, Pennsylvania and surrounding communities.
- 1.3 **Location/Registered Office.** Philadelphia Performing Arts: A String Theory Charter School shall be located at 2600-2630 S. Broad Street, Philadelphia PA.
- 1.4 **Principal Place of Business.** The principal place of business for Philadelphia Performing Arts: A String Theory Charter School is 2600-2630 S. Broad Street, Philadelphia PA. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.
- 1.5 **Fiscal Year.** The fiscal year of Philadelphia Performing Arts: A String Theory Charter School shall be July 1 through June 30.
- 1.6 **Corporate Status.** Philadelphia Performing Arts: A String Theory Charter School shall be incorporated in the Commonwealth of Pennsylvania as a public, non-profit corporation. This Corporation is not organized for the private gain of any person. It is organized for the purposes described herein and it shall be nonprofit and nonpartisan. This Corporation is organized exclusively for charitable purposes within the meaning of IRC Code Sec. 501(c)(3), as amended (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these By-Laws, this Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under IRC Code Sec. 501(c)(3), as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under IRC Code Sec. 170(c)(2), 2055 and 2522 as amended (or the corresponding provision of any future United States Internal Revenue Law).
- a. **Political Activity.**  
No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.
- b. **Property.**  
The property, assets, profits, and net income are dedicated irrevocably to the purposes set forth in these By-Laws. No part of the profits or net earnings of this Corporation shall ever inure to the benefit of any of its Trustees, officers, member (if any), employees, or to the benefit of any private individual.

**c. Dissolution.**

Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the payment of the debts, obligations, and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to a nonprofit fund or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under IRC Code Sec. 501(c)(3), as amended (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE II  
MEMBERSHIP**

- 2.1 **Number of Board Members.** The Board of Trustees shall be composed of not less than five (5) natural persons of full age.
- 2.2. **Length of Terms.** All Board Members shall serve two-year terms of the Board and until his or her successor shall be elected and shall qualify unless and until resignation or removal by a majority vote of the Board.
- 2.3 **Selection of Members.** Board Members shall be elected by a majority vote of the then existing Board Members, provided, however, that at least a majority of the Board Members must be chosen from the slate of nominations set forth by String Theory Schools, as provided in section 4.13(a) of these By-Laws. Two of the elected Board members shall be parents or legal guardians of children currently attending Philadelphia Performing Arts: A String Theory Charter School.
- 2.4 **Election of Trustees.** Nominations shall be placed before the Board of Trustees as needed at any regularly scheduled or special meeting open to the public. Nominations may be made by a Nominating Committee or by any Trustee. The Trustees will cast an open, public ballot. A simple majority of a quorum is required for election.
- 2.5 **Removal of Members.** A Board member may be removed for any of the following reasons:
- a. Neglect of duty;
  - b. Failure to attend two consecutive meetings without reasonable justification;
  - c. Missing more than three meetings in one fiscal year without reasonable justification;
  - d. Engaging in a business transaction with the School, or receiving pay from the School for services rendered to the School, or engaging in any transaction with the School which can be defined as self-dealing;
  - e. Violating any of the obligations set forth in the Pennsylvania Charter School Law and other laws applicable to the governing of charter schools; and/or
  - f. If the Board member is one of the two elected Board members under section 2.3 who were elected to the Board because the Board member was a parent or legal guardian of a child currently in Philadelphia Performing Arts: A String Theory Charter School and that Board member does not currently have a child enrolled in Philadelphia Performing Arts: A String Theory Charter School.

If a Board member commits any of the above acts or omissions other than under section 2.5a., the other Board members shall vote at the next meeting of the Board of Trustees to remove that Board member.

The Board member accused of neglecting his or her duty under section 2.5a. shall be removed if a majority of Board members vote in favor of removal.

2.6 **Resignation.** A Board Member may resign at any time by giving written notice to the Chairperson. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified in the written notice. Membership in this Corporation is not transferable or assignable.

2.7 **Vacancies.** Upon the resignation or removal of a Board Member, the Board shall elect an individual to fill the vacancy for the remainder of the term but only for the unexpired portion of the term. If the Trustees remaining in office constitute fewer than seven Trustees, the remaining Trustees may fill such vacant elective seats on the Board of Trustees as may exist by the affirmative vote of a majority of such remaining Trustees.

The Board of Trustees may declare vacant the office of a Trustee if he or she is declared of unsound mind by order of a court or is convicted of a felony, or within sixty days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Trustees and fulfill such other requirements of qualification as the By-Laws may specify.

2.8 **Officers Enumerated.** The Board of Trustees shall have the following officers: Chairperson, Vice Chairperson, Secretary, and Treasurer and such other officers and assistant officers as the needs of the Corporation require, none of whom need be members of the Board. All officers and assistant officers shall be natural persons of full age. They shall hold their offices for a term of one year and shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time be amended. In addition to the power and duties set forth in these By-Laws, each officer shall have such powers and duties as are usually related to their offices and as the Board may determine by resolution. Any number of offices may be held by the same person. The Board of Trustees may secure the fidelity of any or all of such officers by bond or otherwise.

Any officer or agent may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

a. Chairperson

The Chairperson shall preside at all meetings of the Board of Trustees. The Chairperson shall sign, execute, and acknowledge, in the name of the Board, all contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these By-Laws, or by law, to some other officer, agent, or employee of the Board or the School. The Chairperson shall perform all duties incident to the office of Chairperson and such other duties as from time to time may be assigned by the Board.

b. Vice Chairperson

The Vice Chairperson shall have all the powers and perform all the duties of the Chairperson if the Chairperson is absent or unable to fulfill his or her duties. The Vice Chairperson shall perform such other duties as from time to time may be assigned by the Chairperson or by the Board.

c. Secretary

The Secretary shall record, or provide for the recording, of the minutes of all Board meetings, or ensure that such occurs, including all votes of the Board, in

a book or books to be kept for that purpose as required by law. The Secretary shall also see that written notices of upcoming meetings, along with the minutes from the previous meeting, are provided to all Board members five days in advance of the upcoming meeting. The Secretary shall maintain a current list of all Board members, including addresses, telephone numbers, and terms of office. The Secretary 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 Chairperson. Before undertaking the duties of office, the Secretary shall furnish a bond.

d. 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 Chairperson. 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 ensure that the Board permanently retains each annual auditor's report and each annual financial report. All other financial records must be kept for six years. The Treasurer shall also discharge such other duties as may from time to time be assigned by the Board or the Chairperson.

The Treasurer shall settle his accounts annually with the Board for each school year. Before undertaking the duties of office, the Treasurer shall furnish a bond.

The Treasurer shall deposit the funds belonging to the School in a depository approved by the Board and shall at the end of each month make a report to the Board of the amount of funds received and disbursed by him or her during the month. All deposits of School funds shall be made in the name of the School.

The Board shall invest School funds consistent with sound business practices. Authorized types of investments shall be:

- United States Treasury bills;
- Short-term obligations of the United States Government or its agencies or instrumentalities;
- Deposits in savings accounts or time deposits or share account of institutions insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation or the National Credit Union Share Insurance Fund to the extent that such accounts are so insured, and for any amounts above the insured maximum, provided that approved collateral as provided by law therefore shall be pledged by the depository;
- Obligations of the United States of America or any of its agencies or instrumentalities backed by the full faith and credit of the United States of America, the Commonwealth of Pennsylvania or any of its agencies or instrumentalities backed by the full faith of the Commonwealth, or of any political subdivision of the Commonwealth of Pennsylvania or any of its agencies or instrumentalities backed by

the full faith and credit of the political subdivision; and others permitted under Pennsylvania law.

- Share of an investment company registered under the Investment Company of America Act of 1940 (54 Stat. 789, 15 U.S.C. section 80a-1 et seq.) as defined in 24 P.S. section 4-440.1 of the Public School Code.
- All investment shall be subject to the standards set forth in 24 P.S. section 4-440.1 of the Pennsylvania Public School Code.

2.9 **Compensation.** Board members shall not receive compensation for their service to the Board of Trustees. However, the Board may reimburse any Board member for reasonable expenses incurred in furtherance of his or her duties as Board member.

2.10 **Standard of Care.**

a. A Board member shall stand in a fiduciary relationship to the School, and shall perform his or her duties as a Board member, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. No Board member shall as a private person engage in any business transaction with the Corporation, be employed in any capacity by the Corporation, or receive from the Corporation any pay for services rendered to the Corporation.

In performing his or her duties, a Board member 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 or presented by any of the following:

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

A Board member 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.

b. In discharging the duties of their respective positions, the Board, committees of the Board, and individual Board members may, in considering the best interests of the School, consider the effects of any action upon students, upon employees, upon persons with whom the School has business and other relations, and upon the community in which the School is located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of the standard of care or justifiable reliance.

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

2.11 **Limitation of Liability.** A Board member shall not be personally liable for monetary damages as such for any action taken, or failure to take action unless:

a. The Board member has breached or failed to perform the duties of his or her office and such breach or failure to perform is defined as self-dealing, willful misconduct, or recklessness.

The provisions of the above section shall not apply to:

1. The responsibility of a Board member pursuant to any criminal statute; or

2. The liability of a Board member for the payment of taxes pursuant to local, state, or federal law.

2.12 **Insurance.** The Board may choose to purchase and maintain insurance, in such scope and amounts as the Board deems appropriate, on behalf of any person who is or was a Board 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.

2.13 **Indemnification.**

a. Subject to the conditions set forth in subsection (b) of this section, each person made a party of or threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal (hereinafter, a “proceeding”), by reason of the fact that he or she is or was a Trustee, officer, or employee of the Corporation or is or was serving at the request of the Corporation as a Trustee, director, officer, partner, employee, or agent of another corporation, including but not limited to the DeMedici Corporation II, or partnership, joint venture, trust, or other enterprise, including service with respect to an employee benefit plan (hereinafter, a “person covered by section 2.13 hereof”), shall be indemnified and held harmless by the Corporation against all liability (including the obligation to pay a judgment, settlement, penalty, or fine, including any excise tax assessed with respect to an employee benefit plan) and expense (including attorneys’ fees) reasonably incurred or suffered by such person covered by section 2.13 hereof in connection therewith, except such liabilities and expenses as are incurred because of the person covered by section 2.13 hereof’s willful misconduct or knowing violation of the criminal law; provided, however, that the Corporation may not indemnify a person covered by section 2.13 hereof in connection with any proceeding charging improper personal benefit to the person covered by section 2.13 hereof, whether or not involving action in his or her official capacity, to the extent the person covered by section 2.13 hereof was adjudged liable on the basis that personal benefit was improperly received by the person covered by section 2.13 hereof or as provided in Section 2.15 hereof. Such indemnification shall continue as to a person covered by section 2.13 hereof who has ceased to be a Trustee, officer, or employee and shall inure to the benefit of the person covered by section 2.13 hereof’s heirs, executors, and administrators.

The Corporation may, by action of its Board of Trustees, provide indemnification to agents of the Corporation with the same scope and effect as the

indemnification of a person covered by section 2.13 hereof as provided in this Article II.

b. Indemnification shall be made by the Corporation only as authorized in the specific case after a determination has been made as provided in subsection (c) of this section that the person covered by section 2.13 hereof met the standard of conduct set forth in subsection (a) of this section. The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the person covered by section 2.13 hereof did not meet the standard of conduct set forth in subsection (a) of this section.

c. The determination of whether the person covered by section 2.13 hereof met the standard of conduct set forth in subsection (a) of this section shall be made: (i) by the Board of Trustees by a majority vote of a quorum consisting of Trustees not at the time parties to the proceeding; (ii) by a majority vote of a committee duly designated by the Board of Trustees (in which designation Trustees who are parties may participate), consisting solely of two or more Trustees not at the time parties to the proceeding; or (iii) by special legal counsel (1) selected by the Board of Trustees or its committee in the manner prescribed in subsection (c)(i) or (c)(ii) hereof, or (2) if a quorum of the Board of Trustees cannot be obtained under subsection (c)(i) hereof and a committee cannot be designated under subsection (c)(ii) hereof, selected by a majority vote of the full Board of Trustees (in which selection Trustees who are parties may participate).

d. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, as provided in subsection (c) of this section, provided, however, that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to the reasonableness of expenses shall be made by those entitled under subsection (c)(iii) of this section to select such special legal counsel.

e. Notwithstanding any other provision of this section, the Corporation shall indemnify a person covered by section 2.13 hereof to the extent successful, on the merits or otherwise, in the defense or any proceeding to which the person covered by section 2.13 hereof was a party because he or she is or was Trustee, officer, or employee of the Corporation or was serving at the request of the Corporation as a Trustee, director, officer, partner, trustee, employee, or agent of another corporation, including but not limited to the DeMedici Corporation II, or partnership, joint venture, trust, or other enterprise, including service with respect to an employee benefit plan, against reasonable expenses (including attorneys' fees) incurred by the person covered by section 2.13 hereof in connection with the proceeding.

f. Except as provided in section 2.19 of these By-laws with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify a person covered by section 2.13 hereof in connection with a proceeding (or part thereof) initiated by such person covered by section 2.13 hereof only if such proceeding (or part thereof) was authorized by the Board of Trustees.

g. The rights to indemnification and liability limitation conferred in this Article II shall be deemed a contract right between an individual person covered by section

2.13 hereof and the Corporation, and any subsequent repeal or modification of these By-laws shall not diminish the person covered by section 2.13 hereof's rights under the Article II with respect to any act or omission occurring before such amendment.

2.14 **Expenses.** The person covered by section 2.13 hereof shall have the right to be paid by the Corporation the expenses reasonably incurred or suffered in defending any proceeding in advance of its final disposition (hereinafter, an "advancement of expenses"); provided, however, that an advancement of expenses shall be made (i) only upon delivery to the Corporation of a written statement by the person covered by section 2.13 hereof of the person covered by section 2.13 hereof's good faith belief that he or she has met the standard of conduct set forth in subsection (a) of section 2.13, and (ii) only if the person covered by section 2.13 hereof furnishes to the Corporation a written undertaking, executed by or on behalf of such person covered by section 2.13 hereof, to repay all amounts so advanced if it shall ultimately be determined that such person covered by section 2.13 hereof did not meet the standard of conduct set forth in subsection (a) of section 2.13. The undertaking required by provision (ii) of this section shall be an unlimited general obligation of the person covered by section 2.13 hereof but need not be secured and shall be accepted without reference to the financial ability to make repayment.

2.15 **Continuation.** No indemnification under section 2.13 or advancement or reimbursement of expenses under section 2.14 shall be provided to a person covered by section 2.13 hereof:

- a. If a final unappealable judgment or award establishes that such person engaged in self-dealing, willful misconduct, or recklessness;
- b. For expenses or liabilities of any type whatsoever (including, but not limited to, judgments, fines, and amounts paid in settlement) which have been paid directly to or for the benefit of such person by an insurance carrier under a policy of officers' and directors' liability insurance in which premiums are paid for by the Board or by an individual other than such Board members; and
- c. For amounts paid in settlement of any threatened, pending, or completed action, suit, or proceeding without the written consent of the Board, which written consent shall not be unreasonably withheld.

The Board of Trustees is hereby authorized, at any time by resolution, to add to the above list of exceptions from the right of indemnification under section 2.13 or advancement or reimbursement of expenses under section 2.14, but any such additional exception shall not apply with respect to any event, act, or omission which has occurred prior to the date that the Board of Trustees in fact adopts such resolution. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived, or terminated by further resolution of the Board.

The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be a member of the Board, and shall inure to the benefit of the heirs, executors, and administrators of such person.

2.16 **Enforcement.** The term "to the fullest extent permitted by applicable law," as used in this Article, shall mean the maximum extent permitted by public policy, common law, or statute. Any person covered by section 2.13 hereof may, to the fullest extent permitted



by applicable law, elect to have the right to indemnification or to advancement or reimbursement of expenses, interpreted, at such person's option (i) on the basis of applicable law in effect on the date this Article was approved by members, or (ii) on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action, suit, or proceeding, or (iii) on the basis of the applicable law in effect at the time indemnification is sought.

a. Nothing contained in this Article shall be construed to limit the rights and powers the Board possesses under the Pennsylvania Nonprofit Corporation Law of 1988 (as amended from time to time), the Pennsylvania Directors' Liability Act, or otherwise, including, but not limited to, the powers to purchase and maintain insurance, create funds to secure or insure its indemnification obligations, and any other rights or powers the Board may otherwise have under applicable law.

b. The provisions of this Article may, at any time, (and whether before or after there is any basis for a claim for indemnification or for the advancement or reimbursement of expenses pursuant hereto) be amended, supplemented, waived, or terminated, in whole or in part, with respect to any person covered by section 2.13 hereof by a written agreement signed by the Board and such person.

c. The Board shall have the right to appoint the attorney for a person covered by section 2.13 hereof, provided such appointment is not unreasonable under the circumstances.

2.17 **Limitation.** Nothing in this Article shall affect the liability of a representative of the Board with respect to the Pennsylvania Nonprofit Corporation Law of 1988.

2.18 **Chief Executive Officer.** The Chief Executive Officer is authorized to enter into a contract of indemnification with each person covered by section 2.13 hereof of the Corporation with respect to the indemnification provided in this Article II and renegotiate such contracts as necessary to reflect changing laws and business circumstances.

2.19 **Right of Person Covered by Section 2.13 Hereof to Bring Suit.** If a claim under section 2.13 of these By-laws is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be 20 days, the person covered by section 2.13 hereof may at any time thereafter apply to either the Court of Common Pleas of the judicial district within which the Corporation's principal office is located or to the court where the proceeding is pending, if any, for an order directing the Corporation to make an advancement of expenses or to provide indemnification. The court shall order the Corporation to make an advancement of expenses or to provide indemnification, as the case may be, if it determines that the person covered by section 2.13 hereof is entitled under these By-laws to such an advancement of expenses or indemnification, and in such event shall order the Corporation to pay the person covered by section 2.13 hereof's reasonable expenses (including attorneys' fees) to obtain the order. Neither the failure of the Corporation (including its Board of Trustees, committee, special legal counsel, or its Trustees) to have made a determination, as provided in subsection (c) of section 2.13 of these By-laws, prior to the commencement of such action permitted by this section, that the person covered by section 2.13 hereof is entitled to receive indemnification, nor the determination by the Corporation (including its Board of Trustees, committee, special legal counsel, or its Trustees) that the person covered by section 2.13 hereof is not entitled to an advancement of expenses or indemnification,

shall create a presumption to that effect or otherwise itself be a defense to that person covered by section 2.13 hereof's application for an advancement of expenses or indemnification.

- 2.20 **Non-Exclusivity of Right.** The rights to indemnification and to the advancement of expenses conferred in these By-laws shall not be exclusive of any other right which any person may have or hereafter acquire under any statute (including the Corporation's enabling legislation), or any agreement, vote of Trustees or disinterested Trustees, or otherwise.

### **ARTICLE III POWERS AND DUTIES**

3.1 **Powers and Duties of the Board of Trustees.**

- a. 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:
1. Sign a written charter with the Board of Education of the School District of Philadelphia and/or the School Reform Commission of the School District of Philadelphia;
  2. Establish and maintain all policies governing the operation of the School;
  3. Approve the appointment of one or more Principals, if any, and approve the appointment or dismissal of staff members as recommended by the Chief Executive Officer;
  4. Adopt the School calendar;
  5. Adopt textbooks;
  6. Appoint or dismiss School administrators;
  7. Adopt the annual budget and conduct an annual independent audit of the School's finances;
  8. Purchase, sell, or otherwise dispose of real property;
  9. Locate new buildings and/or relocate the operations of the school;
  10. Create or increase any indebtedness;
  11. Adopt the curriculum or courses of study;
  12. Designate depositories for School funds;
  13. Enter into contracts, leases, agreements, and arrangements of any kind in furtherance of the School's purpose and function;
  14. Determine salaries or compensation of administrators, teachers, or other employees of the School;
  15. 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;
  16. Authorize the School's maintenance workers to perform any necessary repairs, construction, or other maintenance work in the School;
  17. Authorize a committee of the Board or appoint a qualified hearing examiner to hold hearings regarding recommendations of suspension or expulsion of students.

18. 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.
  19. Sue and be sued, complain and defend and participate 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.
  20. Solicit and accept any gifts or grants for School purposes.
- b. The Board of Trustees shall also have the following responsibilities and powers:
1. Monitor the performance of the School based on a variety of information, including student performance and parent and staff satisfaction;
  2. 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, or other School administrators;
  3. The Board may exercise whatever other powers appropriate to further the mission and operation of the School.

#### **ARTICLE IV MEETINGS**

- 4.1 **Public Meetings.** The Board of Trustees shall in all respects comply with Pennsylvania's Open Public Meeting Law (also known as the Sunshine Act of 1986) by making its meetings open to the public. Annual notice of regular meeting shall be advertised in a newspaper of general circulation, in accordance with the Sunshine Act of 1986.
- 4.2 **Non-public Meeting.** The Board of Trustees shall not make its meetings open to the public, however, when such meetings concern the following issues: executive sessions regarding hiring, firing, and evaluations; meetings where auditors are conducting analysis of accounts and records; strategy sessions to negotiate collective bargaining agreements; and consultations with attorneys regarding litigation.
- 4.3 **Special Meetings.** Special meetings may be called by the Chairperson or by one-third of the Board.
- 4.4 **Location.** Meetings shall take place in the School. In the event it is not practicable to hold a meeting at the School, meetings may be held at any location that is convenient to the Board members that does not conflict with the requirements of the Sunshine Act of 1986.
- 4.5 **Time.** Meetings of the Board of Trustees shall be held once a month.
- 4.6 **Chief Executive Officer.** The Chief Executive Officer ("CEO") shall be the administrative head of the Corporation. He or she shall serve in an advisory capacity to the Board and shall report to the Board on all matters relative to his or her duties. The CEO shall be responsible for routine fiscal matters, including receipt of funds (including local, state, federal, and privately donated funds), payment of invoices and contracts as approved by the Board of Trustees, general bookkeeping and accounting, as well as assistance to the Certified Public Accountant assigned to audit the books of the Corporation.
- 4.7 **Voting.** Each Board Member shall be entitled to one vote. No Board Member shall sell his or her vote for money or anything of value. Upon request of a Board Member, the

books or records of the Board shall be produced at any regular or special meeting of the Corporation. If at any meeting the right of a Board Member to vote is challenged, the presiding Board Member shall require such books and records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be Board Members entitled to vote may vote.

- 4.8 **Conflict of Interest.** No Board member or non-Board member serving on a Board committee shall vote on or participate in any Board or committee decision in which he or she has a conflict of interest except to disclose the conflict and respond to questions from other participants. A conflict of interest includes, without limitation, the substantial likelihood of any profit, financial gain, or personal benefit accruing to the Board member or committee member or to any of his or her business relations or immediate family members.
- 4.9 **Presumption of Assent.** A member who is present at the meeting of the Board at which any action is taken shall be presumed to have concurred in the action taken unless the member's dissent is entered in the minutes of the meeting or unless the member files a written dissent to the action with the Secretary or the Secretary's designee before or promptly after adjournment.
- 4.10 **Proxies.** Proxies shall not be permitted.
- 4.11 **Quorum.** The Board may not take action on any issue unless there is a quorum present. A quorum is a simple majority (50% plus one) of the Board Members. A quorum shall be satisfied at all meetings of the Board if a simple majority is present either in person or by electronic or telecommunication means, except as may be otherwise provided by law or by the Articles of Incorporation, while still acting in accordance with the Sunshine Act of 1986. The Board of Trustees present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Board Members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in a case of any meeting called for the election of Board Members, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Board Members. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such adjourned meeting, stating that those Board Members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each Board Member of record entitled to vote at the second of such adjourned meeting at least ten days prior to the day named for the second of such adjourned meeting.
- 4.12 **Use of Communication Equipment.** One or more members of the Board may participate in a Board meeting by telephone conference as long as all persons participating in the meeting are able to hear and be heard and in which compliance with the Sunshine Act of 1986 is fulfilled.
- 4.13 **Reorganization.** The Board shall hold its annual reorganization meeting, for the purpose of organization, election of Board Members and officers, and whatever other business the Board may deem necessary.
- a. **Nominations.** Only persons who are nominated in accordance with the following procedures shall be eligible for election as Trustees at any annual

reorganization meeting of the Trustees. The Chairman of the meeting shall, if the facts warrant, determine that a nomination was not made in accordance with the following procedures, and, if the chairman should so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded.

1. String Theory Schools shall submit to the Board for Trustees, within the timeframe and in the manner set forth in section 4.13(a)(iii), a slate of nominees equal to the number of Board Members, from which at least a majority of the Board must be chosen, as set forth in section 2.3 of these By-laws.

2. Trustees entitled to vote for the election of other Trustees may also submit nominees, so long as such nomination is within the timeframe and in the manner set forth in section 4.13(a)(iii).

3. Nominations made pursuant to this section 4.13(a) shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a notice shall be received at the principal place of business of the Corporation no fewer than 50 days and no more than 75 days prior to the meeting; provided, however, that in the event that fewer than 65 days' notice or prior public disclosure of the date of the meeting is given or made to Trustees, notice, to be timely, must be so received not later than the close of business on the 15<sup>th</sup> day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made, whichever first occurs. Such notice to the Secretary shall set forth:

i. As to each person nominated for election or reelection as a Trustee: (i) the name, age, business address, and residential address of the person, (ii) the principal occupation or employment of the person, (iii) a description of all arrangements or understandings between each nominee and any other individual regarding service as Trustee and (iv) such other information regarding each nominee as is required to be disclosed in solicitations for proxies for election of Trustees pursuant to laws, statutes and regulations, policies or procedures of the City of Philadelphia, School District of the City of Philadelphia or the Commonwealth of Pennsylvania, as amended. The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as Trustee of the Corporation; and

ii. As to String Theory Schools or the Trustee giving the notice ("Nominator"): (i) the name and record address of the Nominator, and (ii) a representation that the Nominator intends to appear in person at the meeting to make such nomination.

**b. Chairman.** Each year at the annual reorganization meeting, the Board of Trustees shall elect from among its members a person to serve as Chairman of the Board. The Chairman shall be a member of the Board of Trustees and shall preside at all meetings of the Board of Trustees at which he or she is present.

## **ARTICLE V COMMITTEES**

5.1 **Committees.** The Board of Trustees shall operate in the committee of the whole format. An Advisory Committee that includes members of the community, School staff, and others, including, but not limited to Board of Trustees members, may be established by the Board prior to the beginning of each School year, to advise the Board on issues the Board deems suitable.

The Board of Trustees may also establish such other committees as it may from time to time deem necessary.

Committees shall have and exercise only the powers and authority specifically prescribed and granted by the Board. No committee shall have the power to:

- a. Fill vacancies on the Board;
- b. Adopt, amend, or repeal these By-laws;
- c. Amend or repeal any resolution of the Board; or
- d. Enter into or sign any contractual agreement without prior Board approval unless the Board Chairperson determines that the matter is too urgent to wait for the next meeting of the Board.

## **ARTICLE VI BY-LAWS**

6.1 **Force and Effect of By-laws.** These By-laws are subject to the provisions of law of the Commonwealth of Pennsylvania. If any provision in these By-laws is inconsistent with the laws of the Commonwealth of Pennsylvania, applicable law shall govern to the extent of the inconsistency.

6.2 **Amendment to By-laws.** These By-laws may only be altered, amended, or repealed subject to approval by String Theory Schools. This Corporation's Board of Trustees may make recommendations to alter, amend, or repeal, in whole or in part, these Bylaws at any meeting of the Board at which a quorum is present, by two-thirds vote of those Trustees present at said meeting, provided that such recommendations shall not become effective until approved by String Theory Schools' Board of Trustees.

## **ARTICLE VII MISCELLANEOUS**

7.1 **Corporate Seal.** The Board shall have a corporate seal in the form of a circle, inscribed with the name of the School, the year of its organization and the words "Corporate Seal, Pennsylvania," and such other details as may be specified by the Board.

7.2 **Commitment to Nondiscrimination.** The School shall comply with all applicable federal, state, and local laws, rules, and regulations, including, without limitation, all laws prohibiting discrimination on the basis of disability, age, race, creed, color, gender, sexual orientation, national origin, religion, or ancestry.

7.3 **Non-religious, Nonsectarian Status.** The School shall operate, in all respects, as a nonsectarian, non-religious, non-home-based public school.

- 7.4 **Oath of Office.** Every Board member, upon being appointed to the Board of Trustees, shall take the following oath:  
“I do solemnly affirm that I will support, obey, and defend the Constitution of the United States, and the Constitution of this Commonwealth, and that I will discharge the duties of my office with fidelity.”

## **ARTICLE VIII BOOKS AND RECORDS**

- 8.1 **Books and Records.** The Corporation shall keep an original or duplicate record of the proceedings of the Board of Trustees, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Corporation, and an original or a duplicate Board membership register, giving the names of the Board Members and showing their respective addresses. The Corporation shall also keep appropriate, complete, and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth, at its principal place of business wherever situated, or where the Board by resolution permits.
- 8.2 Every Board Member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the Board membership register, books and records of account, and records of the proceedings of the Board of Trustees, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Board Member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

## **ARTICLE IX TRANSACTION OF BUSINESS**

- 9.1 Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, Trustees, or officers of the Corporation.
- 9.2 All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Trustees may from time to time designate.

## **ARTICLE X – ANNUAL REPORT**

- 10.1 The Board of Trustees shall present annually to the Board Members a report, verified by the Chairperson and Treasurer or by a majority of the Trustees, showing in appropriate detail the following:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- b. The principal changes in assets and liabilities including trust funds, 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, 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, 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. This report shall be filed with the minutes of the meeting of Board.

## **ARTICLE XI – NOTICES**

- 11.1 Whenever written notice is required to be given to any person, it may be given to such person, either personally, by email, or by sending a copy thereof by first class mail, postage pre-paid to his or her address appearing on the books of the Corporation, or, in the case of a Trustee, supplied by him or her to the Corporation for the purpose of receiving notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by statute or these By-Laws. When a special 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.
- 11.2 Whenever any written notice is required to be given under the provisions of the statute or the Articles of Incorporation or By-Laws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute or these By-Laws, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

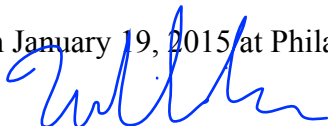
### **Certificate of the Board of Trustees.**

#### **CERTIFICATE OF THE BOARD OF TRUSTEES**

I hereby certify that I am the duly elected officer of the Philadelphia Performing Arts: A String Theory Charter School, a Pennsylvania nonprofit corporation; and that the foregoing By-Laws constitute the current By-Laws of said corporation as duly adopted by the Board of Trustees on January 19, 2015; and that these By-Laws have not been amended or modified since that date.

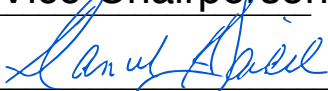


Executed on January 19, 2015 at Philadelphia, Pennsylvania.



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Title: **Vice-Chairperson**



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Witness: Daniel H. Sidel, Esq.

Adopted this 19th Day of January, 2015