AMENDED AND RESTATED BYLAWS
OF
BOYS LATIN OF PHILADELPHIA CHARTER SCHOOL
(organized under the Pennsylvania Nonprofit Corporation Law of 1988, as amended)

ARTICLE I
GENERAL

1.1 Name. The name of the Corporation is "Boys Latin of Philadelphia Charter School" (hereinafter the "Corporation").

1.2 Registered Office. The registered office of the Corporation in Pennsylvania shall be at the place designated in the Articles of Incorporation, or at such place within the Commonwealth of Pennsylvania as the Board of Trustees from time to time determine.

1.3 Other Offices. The Corporation may also have offices at such other places within and without the Commonwealth of Pennsylvania as the Board of Trustees may from time to time determine, or the activities of the Corporation may require.

1.4 Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal - Pennsylvania." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

1.5 Purposes. The purposes of the Corporation shall be as stated in its Articles of Incorporation.

ARTICLE II
MEMBERSHIP

2.1 Membership. The Corporation shall have no members. The Board of Trustees shall take any and all actions and votes required or permitted to be taken by members under the Pennsylvania Nonprofit Corporation Law of 1988, as codified in 15 Pa.C.S. §§ 5101 et seq. (the "Nonprofit Corporation Law"). Any such action or vote so taken shall be taken by action or vote

of the same percentage or number of trustees of the Corporation as would be required of members so acting or voting. References to members in these Bylaws shall refer to the Board so acting or voting.

ARTICLE III
BOARD OF TRUSTEES

3.1 General Powers.

The business and affairs of the Corporation shall be managed by the Board of Trustees and all powers of the Corporation are hereby granted to and vested in the Board of Trustees, except as otherwise provided in these Bylaws, the Articles of Incorporation or by the laws of the Commonwealth of Pennsylvania

3.2 Number, Qualifications, Election and Term of Office.

The Board of Trustees (collectively, the "Board", or the "Board of Trustees"), shall consist of not fewer than seven (7) nonrelated trustees and not more than twenty-four (24) nonrelated trustees (each, individually, a "Trustee"), including at least one (1) trustee who is a parent of a current student in compliance with Act 55 of 2024, as shall be determined from time to time by the Board. Trustees should have a recognized ability to participate effectively in fulfilling the responsibilities of the Board of Trustees. Trustees must be residents of Pennsylvania and shall take the oath of office as required under the Pennsylvania Public School Code before entering upon the duties of their office. No member of the board of the School District of Philadelphia shall serve on the Board. The Trustees and Officers (Chairman, Secretary, and Treasurer) shall be elected by the majority vote of the Board.

A Trustee shall hold office for two (2) terms of three (3) years. The Trustee's second term is subject to re-nomination by the Board Governance Committee and election by the Board.

Any Trustee may resign at any time upon written notice to the Board Chairman. The resignation shall be effective upon receipt or at such subsequent time as shall be specified in the notice of resignation. The Board, by a two-thirds (2/3rds) vote of the Trustees present at any meeting of the Board, may remove any Trustee from office for failing to attend meetings or perform his or her duties as a Trustee of the School. The Board shall give written notice to such Trustee prior to his or her removal.

An Administrator of Boys Latin and a family member of the Administrator may not serve as a voting member of the Board.

3.3 Removal. The Board may remove a trustee from office by declaring his or her office vacant, if he or she: (a) is declared of unsound mind by an order of court; (b) is convicted of felony; or (c) fails to perform his or her duties as outlined in the Pennsylvania Charter School Law, being 15 Pa.C.S. §§ 17-1701-A et seq. (the "Charter School Law"). Further, the Board may declare vacant the office of a trustee if, within sixty (60) 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, and does not fulfill such other requirements of qualification as these Bylaws may specify. A member of the Board who is convicted of a felony or any crime involving moral turpitude shall be immediately disqualified from serving on the Board.

A court of competent jurisdiction may, upon petition of any trustee, remove from office any trustee in case of fraudulent or dishonest acts, or gross abuse of authority or discretion with reference to the Corporation, or for any other proper cause, and may bar from office any trustee so removed for a period prescribed by the court. The Corporation shall be made a party to such action.

3.4 Vacancies. Vacancies in the Board of Trustees, including vacancies resulting from an increase in the authorized number of Trustees, shall be filled by election by a majority of the remaining members of the Board of Trustees, even if the number remaining on the Board is less than a quorum. Any Trustee so elected shall serve for the balance of the unexpired term to which he or she is elected.

3.5 Place of Meetings. The meetings of the Board of Trustees may be held at such place within the City of Philadelphia as a majority of the Trustees may from time to time by resolution determine, or as may be designated in the notice or waiver of notice of a particular meeting. In the absence of specification, such meetings shall be held at the registered office of the Corporation. Notice of meetings shall be given to each Trustee at least five days before the meeting. Notice of any meeting may be waived by a written consent signed by all Trustees. Notice of a special meeting shall state the business to come before the meeting.

3.6 Annual Meeting. An annual meeting of the Board of Trustees shall be held each year at such time as the Board may by resolution determine, for the purpose of electing Trustees and Officers and the transaction of such other business as may be properly brought before the meeting provided that any such annual meeting must comply with all applicable laws requiring such meetings to be announced or open to the public.

3.7 Regular Meetings. Regular meetings of the Board of Trustees may be held at such times as the Board may by resolution determine but not less often than once in August,

October, December, February, April, and June, and further provided that any such regular meeting must comply with all applicable laws requiring such meetings to be announced or open to the public. If any day fixed for a regular meeting shall be a legal holiday, then the meeting shall be held at the same hour and place on the next succeeding business day.

3.8 Special Meetings. Special meetings of the Board of Trustees may be called at any time by the Chairman, or upon the written request of at least one-half of the Trustees delivered to the Secretary. Any such request by the Trustees shall state the time and place of the proposed meeting, and upon receipt of such request it shall be the duty of the Secretary to issue the call for such meeting promptly. If the Secretary shall neglect to issue such call, the Trustees making the request may issue the call. Notice to a trustee of any meeting shall be deemed to be sufficient if given personally or by mail not less than five (5) days prior to such meeting. Attendance of a trustee at a meeting constitutes a waiver of notice of the meeting, except where a trustee 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. Notwithstanding anything to the contrary, any special meeting must comply with all applicable laws requiring such meetings to be announced or open to the public.

3.9 Quorum. A majority of the total number of the whole Board of Trustees shall constitute a quorum at all meetings of the Board of Trustees.

In the event one or more of the Trustees shall be disqualified to vote at any meeting, then the required quorum shall be reduced by one for each such Trustee so disqualified; provided, however, that in no case shall less than one-third (1/3) of the number so fixed constitute a quorum. If a quorum shall not be present at any meeting of the Board of Trustees, the Trustees present thereat may adjourn the meeting from time to time, without notice, other than an announcement at the meeting, until a quorum shall be present.

3.10 Teleconference; Action by Trustees in Lieu of a Meeting. The Board may permit any or all trustees to participate in an annual, regular or special meeting by, or conduct such meeting through the use of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, provided that all participants are advised of the communications equipment, and the names of the participants are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting. Unless otherwise restricted by the Articles of Incorporation, any action required or permitted to be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceeding of the Board or committee.

3.11 Compliance with Sunshine Act. The Board shall comply with Pennsylvania's Sunshine Act, being 65 Pa.C.S. §§ 272 et seq.

3.12 No Compensation of Trustees; No Business Dealings. Trustees may not be paid any compensation for their services to the Corporation, including their attendance at meetings. No Trustee may have any business dealings with the Corporation, whether in a personal capacity or through any entity in which a Trustee is a direct or indirect owner, shareholder or partner. No Trustee may be employed in any capacity by the Corporation

3.13 Committees. The Board may, by resolution adopted by a majority of the trustees in office, establish one or more committees of the Board as are deemed desirable, including an executive committee and/or one or more other committees. The Board may from time to time designate or alter, within the limits permitted by this Section, the duties and powers of such committees or change their membership, and it may at any time abolish such committees or any of them.

Any committee shall be vested with such powers of the Board as the Board may determine in the vote establishing such committee or in a subsequent vote of a majority of trustees then in office, provided, however, that no such committee shall have any power prohibited by law or the Articles of Incorporation, or the power:

(1) to authorize distributions;

(2) to sell, lease, exchange, pledge or transfer all or substantially all of the Corporation's property and assets;

(3) to amend or repeal any resolution of the Board;

(4) to adopt, amend, or repeal these Bylaws;

(5) to adopt, amend or repeal the Articles of Incorporation;

(6) to adopt an agreement of merger, consolidation or dissolution;

(7) to elect, appoint or remove trustees or fill vacancies on the Board or any of its committees;

(8) to act on matters committed by these Bylaws or a resolution of the Board to another committee of the Board; or

(9) to fix compensation of the trustees for serving on the Board or on a committee;

and provided further, that the fact that a particular power appears in the foregoing enumeration of powers denied to committees of the Board shall not be construed to override by implication any other provision of the Articles of Incorporation or these Bylaws, limiting or denying to the Board the right to exercise such power.

Each member of a committee shall hold office until the next annual meeting of the Board (or until such other time as the Board may determine, either in the vote establishing the committee or at the election of such member) and until his or her successor is elected and

qualified, or until he or she sooner dies, resigns, is removed, or is replaced by change of membership, or until the committee is sooner abolished by the Board.

A majority of the members of any committee, but not fewer than two, shall constitute a quorum for the transaction of business, but any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Each committee may make rules not inconsistent herewith for the holding and conduct of its meetings, but unless otherwise provided in such rules, its meetings shall be held and conducted in the same manner, as nearly as may be, as is provided in these Bylaws for meetings of the Board. The Board shall have the power to rescind any vote or resolution of any committee; provided, however, that no rights of third parties shall be impaired by such rescission.

The Board shall form an independent audit committee of its trustees which shall review at the close of each fiscal year a complete certified audit of the operations of the Corporation as conducted by a qualified independent certified public accountant under generally accepted audit standards of the Governmental Accounting Standards Board.

ARTICLE IV
OFFICERS

4.1 **Officers**. The officers of the Corporation shall be natural persons of full age, and there shall be a Chairman, a Secretary and a Treasurer, all of whom shall be Trustees currently in office and shall be elected as officers by the Board of Trustees at their annual meeting or at a special meeting called for such purpose. In addition, as the Board of Trustees may determine necessary, there may also be one or more Vice Chairmen and assistant officers.

In addition to the powers and duties prescribed by these Bylaws, the officers shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board of Trustees. The Board of Trustees may add to the corporate title of any officer (other than the Chairman) a functional title in word or words descriptive of his of her powers or the general character of his or her duties.

4.2 Selection of Officers. The Chairman, Vice Chairman/Chairmen (if any), Secretary and Treasurer shall be elected by the Board of Trustees and shall serve for a three (3) year term, renewable for up to two (2) terms subject to affirmation by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary may not be held simultaneously. At the end of the term, the Trustees shall vote either to reelect the current Chairman or elect a new Chairman, by a majority. All Vice Chairmen and assistant officers shall be elected at such times and for such terms as the Board of Trustees may determine. Any vacancy in any office shall be filled by the Board.

4.3 Duties and Functions.

A. Chairman.

The Chairman shall be the chief executive officer of the Corporation and shall have general charge and supervision of the business, property and affairs of the Corporation unless otherwise provided by law, the Articles of Incorporation, these Bylaws, or a specific vote of the Board. The Chairman shall preside at all meetings of the Board at which he or she is present except as otherwise voted by the Board.

The Chairman shall be responsible for presenting to the trustees an annual report of the Board, verified by the Chairman and Treasurer, showing in appropriate detail the following: (a) the assets and liabilities 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 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; and (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report.

B. Secretary. The Secretary shall: (a) notify the trustees of Board meetings in accordance with these Bylaws; (b) attend all meetings of the Board; (c) record all proceedings of the trustees in books to be kept therefor; (d) have custody of the Corporation's records, documents and valuable papers, including a copy of these Bylaws reflecting all amendments thereto to date and certified by the Secretary; (e) have custody of the corporate seal and be responsible for affixing it to such documents as may required to be sealed; (f) file the annual report of the Board with the minutes of the annual meeting of the Board; (g) have such other duties and powers as are commonly incident to the office of a corporate Secretary; and (h) have and exercise such other powers and duties as the Board may prescribe. In the absence of the Secretary from any meeting of the Board, another trustee may be chosen by vote of the meeting to act as temporary secretary and may record the proceedings thereof in the aforesaid books.

C. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall be in charge of its funds and the disbursements thereof, subject to the Chairman and the Board, and shall have such duties and powers as are commonly incident to the office of a corporate treasurer and such other duties and powers as may be prescribed from time to time by the Board or by the Chairman. The Treasurer shall keep appropriate, complete and accurate books or records of account. The Treasurer shall be responsible to and shall report to the Board, but in the ordinary conduct of the Corporation's business, shall be under supervision of the Chairman. The Treasurer shall receive all funds for the Corporation, including local, state and federal funds and privately donated funds. The Treasurer shall make payments out of the same

on proper orders approved by the Board and signed by the Chairman. The Treasurer may pay out such funds on orders which 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 Corporation will receive a discount or other advantage.

4.4 **Resignations**. Any officer of the Corporation may resign at any time by giving written notice to the Corporation by delivery thereof to the Chairman, the Secretary, or to a meeting of the Board.

4.5. **Removals**. The Board may, by affirmative vote of a majority of the trustees in office, remove from office the Chairman, the Secretary, the Treasurer or any other officer or agent of the Corporation whenever, in its judgment, the best interest of the Corporation will be served thereby, with or without cause, without prejudice to the contract rights, if any, of the individuals so being removed. Any officer may be removed for cause only after reasonable notice and opportunity to be heard.

4.6. **Vacancies**. If the office of any member of any committee or any other office becomes vacant, the Board may elect or appoint a successor or successors by vote of a majority of the trustees then in office. Each successor as an officer shall hold office for the unexpired term and until his or her successor shall be elected or appointed and qualified, or until he or she or she sooner dies, resigns, is removed or becomes disqualified.

4.7. **Compensation**. No Officer may receive from the Corporation any pay for services rendered to the Corporation.

4.8 **Term.** The officers and assistant officers of the Corporation shall hold office for a term of one year, commencing on January 1 of the year following the annual meeting at which such officer is elected, or as specified in the resolution electing or appointing such officer and

until their successors are chosen and have qualified, unless they are sooner removed from office as provided by these Bylaws.

ARTICLE V
CONTRACTS, LOANS, CHECKS, GIFTS AND DEPOSITS

5.1 Contracts. Each member of the Board of Trustees and the Chief Executive Officer of the Corporation is authorized to, and the Board of Trustees may authorize any other officer or agent of the Corporation, in addition to the persons so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

5.2 Borrowing. No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by Resolution of the Board of Trustees. Such authorization may be general or confined to specific instances.

5.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officer's agent or agents of the Corporation as in such manner as shall from time to time be determined by Resolution of the Board of Trustees.

5.4 Deposits. All funds to the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

5.5 Source And Investment Of Funds.

Funds for the operation of the Corporation and for the furtherance of its objectives and purposes may be derived from grants and allocations from governmental or private agencies or bodies, donations from public and private organizations, associations and individuals, and such other sources as may be approved by the Board. Except as otherwise provided by law or lawfully

directed by any grantor or donor, and except as otherwise required by any written charter entered into by the Board, the Corporation may retain or dispose of all or any part of any real or personal property acquired by it and invest and reinvest any funds held by it according to the judgment of the Board, without being restricted to the class of investments which fiduciaries are or hereafter may be permitted by law to make.

ARTICLE VI
PERSONAL LIABILITY OF TRUSTEES

6.1 Each trustee shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a trustee, 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 reasonably inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A trustee shall not be personally liable, as such, for monetary damages for any action taken unless: (1) the trustee has breached or failed to perform the fiduciary duties of his or her office as set forth in the preceding sentence or in Sections 5711 through 5717 of Title 15 of the Pennsylvania Consolidated Statutes, being 15 Pa.C.S. §§ 5711 through 5717; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Notwithstanding the foregoing, this Article IV 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 federal, state, or local law.

ARTICLE VII
NOTICES

7.1 **Form of Notice**. Whenever written notice is required or permitted, by these Bylaws or otherwise, to be given to any person or entity, it may be given either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, or by overnight express delivery service, charges prepaid, to the address of the appropriate person or entity as it appears on the books of the corporation or by telecopier to the appropriate number. If the notice is sent by mail or telegraph or overnight express delivery, it shall be deemed to have been given when deposited in the United States Mail or with a telegraph office for transmission or delivered to the overnight express delivery service. If the notice is sent by telecopier, it shall be deemed to have been given when confirmation by the recipient is received by the sender.

7.2 **Waiver of Notice**. Whenever a written notice is required, by these Bylaws or otherwise, a waiver of such notice in writing, signed by the person or persons or on behalf of the entity or entities entitled to receive the notice shall be deemed equivalent to the giving of such notice, whether the waiver is signed before or after the time required for such notice. Except as otherwise required by law, the waiver of notice need not state the business to be transacted at nor the purpose of the meeting, except that the waiver of notice of a special meeting of the Board of Trustees shall specify the general nature of the business to be transacted at the meeting. Attendance at any meeting shall constitute 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 business because the meeting was not called or convened upon proper notice.

ARTICLE VIII
DISSOLUTION

8.1 **Dissolution**. In the event of dissolution or winding-up of the Corporation, the Corporation's assets, after all debts and expenses have been paid or provided for, shall be

distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

ARTICLE IX
LIMITATION OF LIABILITY AND INDEMNIFICATION

9.1 Third Party Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a Trustee or officer of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer or representative of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding.

9.2 Derivative Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was an employee, Trustee or officer of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer or representative of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action or suit.

9.3 Procedure for Effecting Indemnification. Indemnification under Sections 9.01 or 9.02 shall be automatic and shall not require any determination that indemnification is proper,

except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

9.4 Advancing Expenses. Expenses incurred by a person entitled to be indemnified under this Article shall be paid by the Corporation in advance of the final disposition of any action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation.

9.5 Indemnification of Employees, Agents and Other Representatives. The Corporation may, at the discretion and to the extent determined by the Board of Trustees of the Corporation, (i) indemnify any person who neither is nor was a Trustee or officer of the Corporation but who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right of the Corporation), by reason of the fact that the person is or was an employee, agent or other representative of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding and (ii) pay such expenses in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking of the kind described in Section 9.4.

9.6 Rights to Indemnification. Any amendment or modification of these Bylaws that has the effect of limiting a person's rights to indemnification with respect to any act or failure to act occurring prior to the date of adoption of such amendment or modification shall not be effective as to that person unless he or she consents in writing to be bound by the amendment or modification. The indemnification and advancement of expenses provided by or granted

pursuant to these Bylaws to a person shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE X
MISCELLANEOUS

10.1 Corporate Records. The Corporation shall keep a record of the proceedings of the Board of Trustees, a copy of the Bylaws, and all amendments thereto, certified by the Secretary and appropriate, complete and accurate books and records of accounts, which records shall be kept at either the registered office of the Corporation and/or at such other reasonably accessible place as the Secretary may determine.

10.2 Fiscal Year. The fiscal year of the Corporation shall end June 30 or as the Board of Trustees may determine.

10.3 Execution of Written Instruments. After authorization in the manner provided by law or in these Bylaws, all contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal, may be executed by the Chairman and attested by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer, if any, or may be executed or attested, or both, by such other person or persons as may be specifically designated by resolution of the Board of Trustees. All checks, notes, drafts and orders for the payment of money shall be signed by such one or more officers or agents as the Board of Trustees may from time to time designate.

10.4 Dismissal of Employees. Employees of the Corporation may be recommended for dismissal in accordance with the provisions of the Corporation's Employee Handbook, as may be in effect from time to time. A employee is dismissed when the recommendation for dismissal is approved by a majority vote of the members of the Board of Trustees.

ARTICLE XI
AMENDMENT OF BYLAWS

11.1 Amendments. These Bylaws may be altered, amended, supplemented or repealed by a majority vote of the members of the Board of Trustees at any regular or special meeting duly convened after notice to the Trustees for that purpose; or by unanimous written consent or consents of all Trustees without a meeting. Any change in these Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change. Unless otherwise restricted in a Bylaw adopted by the trustees, whenever a Bylaw requires for the taking of any action by the trustees a specific number or percentage of votes, the provision of that Bylaws setting forth that requirement shall not be amended or repealed by any lesser number or percentage of votes of the trustees.