

## **BYLAWS OF INDEPENDENCE CHARTER SCHOOL - WEST**

### **ARTICLE I: NAME**

The name of the corporation is Independence Charter School - West ("ICSW" or the "School").

### **ARTICLE II: PURPOSES AND OPERATION**

**Section 2.1. Purposes.** ICSW is incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, and ICSW does not contemplate pecuniary gain or profit, incidental or otherwise. The nature of the activities to be conducted, and the purposes to be promoted or carried out by ICSW, shall be exclusively those within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") or the corresponding provisions of any subsequent tax laws of the United States. Without limiting the generality of the foregoing, the purposes of ICSW shall be:

- a. To operate as a public charter school under the provisions of the Pennsylvania Charter School Law, Act 22, 24 P.S. §17-1717-A, *et seq.* ("Act 22").
- b. To accept cash, services and in-kind contributions (collectively, "Contributions") from individuals, corporations, partnerships, banking associations, private foundations, organizations exempt from federal taxation under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent tax laws of the United States, and other entities;
- c. To use the proceeds of such Contributions in order to help satisfy the capital and program requirements of ICSW;
- d. To do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania.
- e. No part of the net earnings of ICSW shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that ICSW 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 preceding paragraphs and in the Articles of Incorporation of ICSW (the "Articles"). Except as may be permitted under the provisions of Section 501(h) of the Code, or corresponding provisions of any subsequent tax laws of the United States, no substantial part of the activities of ICSW shall be the carrying on of propaganda or otherwise attempting to influence legislation, and ICSW 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.
- f. Notwithstanding any other provision of these Bylaws or the Articles, ICSW shall not perform any other activities not permitted to be performed (a) by a corporation exempt from federal income tax under Section 501(a) and Section 501(c)(3) of the Code (or the corresponding provision of any subsequent tax laws of the United States) or (b) by a corporation, contributions to which are deductible under Section 170(a) and Section 170(c)(2) of the Code (or the corresponding provision of any subsequent tax laws of the United States).

g. Upon any dissolution or termination of the existence of ICSW, all of its property and assets shall, after payment or making provision for payment of the lawful debts of ICSW and the expenses of its dissolution or termination, be delivered, conveyed and paid over to the School District of Philadelphia, or if the School District of Philadelphia does not exist or is not a qualified organization at the time of such deliverance, conveyance and payment, to such one or more qualified organizations as may be ordered by the court having jurisdiction over the dissolution and liquidation of ICSW, pursuant to the appropriate subchapter of chapter 59 of Title 15 of the Pennsylvania Consolidated Statutes Annotated. Any provision of law to the contrary notwithstanding, ICSW shall not be merged or consolidated with any corporation other than a qualified organization. As used in this subsection (g), the term "qualified organization" shall mean an organization exempt from Federal Income Tax under Section 501(a) and Section 501(c)(3), and described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii)) of the Code, or corresponding provisions of any subsequent tax laws of the United States), and which has been in existence and so described for a continuous period of at least sixty (60) calendar months.

Section 2.2. Operation. ICSW shall operate on a non-stock and non-membership basis and shall not distribute any part of its income or profits to its directors or officers.

Section 2.3. Limitation of Corporate Activities. The activities of ICSW shall at all times be so conducted and limited as to enable ICSW to meet the requirements for:

- a. a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or corresponding provisions of any subsequent tax laws of the United States;
- b. a corporation, the contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent tax laws of the United States.

Section 2.4. Offices.

- a. The registered office of ICSW shall be 113 S. 21<sup>st</sup> Street, Philadelphia, PA 19103.
- b. ICSW may also have an office or offices at such other place or places either within or without the Commonwealth of Pennsylvania as its Board of Trustees may from time to time determine or the business of ICSW requires.

## ARTICLE III: BOARD OF TRUSTEES

Section 3.1. General Powers. The business and affairs of ICSW shall be managed by a Board of Trustees (the "Board") comprising no fewer than five (5) and no more than nine (9) voting members (each, a "Member" or "Trustee") selected in accordance with Section 3.5 below, except as otherwise provided by applicable law or these Bylaws. The Board will govern all operations of ICSW, but may delegate day-to-day management to a Chief Executive Officer ("CEO"). The Board, in consultation with the CEO, shall establish a reporting relationship between the Board and ICSW's staff. The Board shall establish policies and procedures for operating ICSW in accordance with its approved public school charter and shall monitor ICSW compliance with such policies and procedures, and shall establish budgets and operating procedures aimed at preserving the continued financial viability of ICSW.

Section 3.2. Specific Responsibilities. The Board will develop policies for ICSW regarding (a) strategic issues, including the School's overall mission and (b) operational issues such as the school calendar, curriculum matters, discipline and a code of conduct for students, faculty and staff and other matters. The Board shall develop, in consultation with the CEO, a School Action Plan, including the following items, among others: staff position descriptions;

education standards and benchmarks. The Board shall monitor ICSW's progress toward stated goals. The Board will have fiduciary responsibility for ICSW and shall use all reasonable endeavors to cause ICSW to comply with all legal, regulatory, reporting, safety and other requirements. The Board will carry out or oversee fund development activities. The Board will plan ICSW's institutional development/expansion and linkages to other educational, cultural, community and family support institutions.

Section 3.3 Matters Requiring Board Action. No ICSW employee, officer, agent, representative or other person affiliated with ICSW may undertake any of the actions enumerated in this Section without the prior consent of the Board pursuant to a duly adopted resolution:

- (a) textbook adoption;
- (b) appointing or dismissing any employee of ICSW;
- (c) adopting an annual budget for ICSW;
- (e) adopting a purchasing policy;
- (f) purchasing or selling land;
- (g) leasing or renting buildings or changing locations for ICSW;
- (h) incurring or increasing any indebtedness;
- (i) adopting new courses of study;
- (j) designating or changing depositories for school funds;
- (k) entering into a contract that obligates ICSW to perform an act or acts, obligates ICSW to refrain from acting or obligates ICSW to pay for goods and/or services, except as set forth in the ICSW Purchasing Policy, as adopted and amended by the Board;
- (l) fixing salaries or compensation of administrators, teachers, or other school employees;
- (m) entering into contracts with and making appropriations to an intermediate unit, school district or Area Vocational/Technical School for ICSW's proportionate share of the cost of services provided or to be provided by the foregoing entities; or
- (m) other matters designated by the Board from time to time.

Section 3.4. Meetings. The Board shall hold regular meetings at least bi-monthly (each, an "Ordinary Meeting"). The board will publicize the dates of all ordinary meetings prior to the start of the academic year. The Board will hold its "Annual Meeting" in June and special meetings (each, a "Special Meeting") when called pursuant to Section 3.10.

Section 3.5. Selection of Members. The ICSW Board of Trustees will consist of no fewer than five (5) and no more than nine (9) trustees. The initial Board of Trustees of ICSW will be appointed by the Board of Trustees of Independence Charter School. Thereafter 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 Independence Charter School. Two (2) trustees will be parents of the school. Terms of board service shall be three (3) years and trustees can be re-appointed to a second, consecutive three (3)-year term. Trustees may not serve more than two consecutive three-year terms. However, after a minimum of one year's absence from the board, a former board member who has served for two consecutive terms can be re-appointed to the board. The limitation on two consecutive terms applies each time a board member returns to the board after at least one year's absence.

3.5.1 Nominations. In accordance with and subject to Section 3.5 of these Bylaws, ICSW shall assign to a committee the responsibility to nominate individuals to serve on the ICSW Board of Trustees. This Committee shall make a good faith effort to present its nominations to the ICSW Board of Trustees no less than fourteen (14) days prior to the meeting at which the nominee is to be voted on.

3.5.2 Election. In accordance with and subject to Section 3.5 of these Bylaws, ICSW shall vote on any such nominations, and a nominee shall be deemed elected if (s)he received the affirmative vote of a majority vote of the then existing Board Members.

3.5.3 Election at Ordinary Meetings. ICSW regularly elects new members at its Annual Meeting. The Board may, however, at its discretion, choose to elect new Board members at an Ordinary Meeting. In order to elect a Board member at an Ordinary Meeting, the Nominating Committee must submit that member's name and credentials to the Board of Trustees of Independence Charter School no less than thirty (30) days before the next meeting. If the Board of Trustees of Independence Charter School approves of the ICSW Nominating Committee's choice as an additional Board member of ICSW, then that ICSW nominee board member may be subject to a vote for election to the Board of Trustees of ICSW in accordance with Section 3.5.2. For the purposes of calculating the length of the term of any Member elected under the provisions of this Section, (s)he will be considered to have been elected at the Annual Meeting prior to their actual election.

3.5.4 Parent Seats. Two (2) seats on the ICSW Board (each, a "Parent Seat") shall be reserved for persons who are ICSW Parents, as defined in this paragraph. A "Parent" shall be any person who is the parent or lawful guardian of a student who is attending ICSW. During the summer, a student is considered to be attending ICSW if that student attended during the previous academic year and is expected to continue to attend the following year.

3.5.4.1 Elections. The initial two Parent Seats of the Board of Trustees of ICSW will be appointed by the Board of Trustees of Independence Charter School. Thereafter, an election in which all Parents are eligible to vote shall be the means for selecting the persons to fill the Parent Seats. Such election shall be organized and administered by the Board under election rules and procedures that the Board, in its sole discretion, deems appropriate. The election for Parent Seats shall be held annually; conducted in April or May, prior to the Board's Annual Meeting in June.

3.5.4.2 Terms. The term of a Parent Seat shall be two (2) years, with one term expiring each year. The term shall begin at the end of the annual meeting in June. Any person holding a Parent Seat may be re-elected for one or more additional terms provided that at the time of such re-election (s)he continues to meet the definition of Parent.

Section 3.6. Conflicts of Interest; Prohibited Conduct. No Trustee, nor any member of his or her immediate family, shall directly or indirectly engage in any business transaction with ICSW, extend to or receive credit from ICSW (except for *de minimis* amounts less than \$200), accept or engage in paid employment by ICSW in any capacity, or receive from ICSW any pay for services rendered to ICSW. After June 10, 2015, no Board Member of Independence Charter School shall be a Board Member of ICSW. No member of the Philadelphia Board of Education, the School Reform Commission, or any successor organization thereto may serve on the Board.

Section 3.7. Removal of Trustees. A Member shall be considered to have resigned, and his or her seat shall immediately be deemed vacant, if (s)he: (a) engages in any act restricted pursuant to Section 3.6 hereof or (b) is convicted of any felony or of a crime involving moral turpitude or financial impropriety. A Parent Seat shall be deemed vacated without further action

by the Board should the Parent serving in such seat at any time cease to meet the definition of Parent. By a 2/3 vote of all Members not including the Member subject to removal and subject to approval by Independence Charter School, a Member may be removed from the Board for failure to perform his or her duties as a Member as outlined in Act 22.

Section 3.8. Voting on the Board. All actions by the Board shall be taken pursuant to written resolutions, duly recorded in the minutes. Unless otherwise specified in these Bylaws or pursuant to applicable law, a resolution shall be deemed adopted pursuant to the affirmative vote of a majority of Members present and voting at the relevant meeting. The Board shall cause detailed minutes of each meeting to be kept by the general counsel of ICSW or its designee, showing how each Member voted on each resolution and such other details as the Board may from time to time determine.

Section 3.9. Vacancies. Any Member may resign at any time by giving written notice to the Board. The Secretary shall be authorized to receive such notice on behalf of the Board. A resignation shall take effect at the time specified therein; and the acceptance of a resignation shall not be necessary to make it effective. Any vacancy occurring in the Board, either by resignation, removal, or otherwise, shall be filled by the Board at an Ordinary Meeting or at a Special Meeting called for such purpose subject to approval by Independence Charter School. The Member appointed to fill the vacancy will serve out the remainder of the term of the resigning Member. Any Member so appointed will be eligible to serve the full limit of two consecutive terms once the remainder term is finished.

Section 3.10. Special Meetings. A Special Meeting may be called by or at the request of the CEO or, if any five (5) Trustees make a written request for convening a Special Meeting, the President or the Vice President must call a Special Meeting.

3.10.1 Contents of Notice. Notice of any Special Meeting shall specify (a) the purpose of such Special Meeting and the business proposed to be transacted therein and (b) the date, time and place (which may be within or outside Pennsylvania) for holding such Special Meeting.

3.10.2 Form of Notice. Notice of a Special Meeting must be in writing and must be given at least five (5) days prior to the meeting. Such notice may be delivered personally, or dispatched via First Class Mail or reputable courier to each Member at his or her business address (in each case with applicable postage or delivery fees prepaid), or be sent by telegraph, telex, fax, e-mail or other similar reliable communication device. Notices shall be deemed received (a) when delivered, if delivered personally, (b) three (3) days after sending via First Class Mail or reputable courier or (c) when sent, if sent by telegram, telex, fax or e-mail, provided that a reliable confirmation of receipt is obtained. A Member waives notice of the Special Meeting by attending or participating in such meeting unless, at the beginning of the meeting, he or she objects to the holding of the meeting or to the transaction of business at the meeting.

Section 3.11. Quorum. A majority of the number of Members fixed by Section 3.5 of these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum exists at the start of a meeting, the continued existence of such quorum throughout such meeting shall be presumed unless the absence of a quorum is established by a quorum call. Any Member may request a quorum call, as a point of order, during a meeting. In the absence of a quorum, no action may be taken and the meeting shall be adjourned without further notice until the next regularly scheduled meeting or until a Special Meeting is called.

Section 3.12. Manner of Acting. The actions of the majority of the Members present at a duly convened meeting shall be the actions of the Board. Except as otherwise provided in these Bylaws or by applicable law, meetings of the Board shall be conducted in accordance with the rules of parliamentary procedure specified in Roberts Rules of Order, Revised.

Section 3.13. Reimbursement. By resolution of the Board, any Member may be reimbursed for reasonable expenses, if any, of attendance at meetings.

Section 3.14. Presumption of Assent. A Member 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:

- (s)he objects at the beginning of the meeting to the holding of the meeting or the transaction of business at the meeting;
- (s)he contemporaneously requests that his or her dissent be entered in the minutes of the meeting;
- (s)he votes "nay" in a roll-call vote recorded in the minutes of the meeting; or
- (s)he 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 days after the adjournment of the meeting.

Such right to dissent as to a specific action taken at a meeting of the Board or a committee thereof shall not be available to a Member who voted in favor of such action.

Section 3.15. Committees. The Board, by resolution, may establish one or more committees comprised of Members and/or any other qualified persons. Unless specifically enumerated in the resolution establishing a committee, committees shall act in an advisory capacity only, and shall report back to the full Board for decisions. Minutes of all meetings of any committee of the Board shall be kept by the person designated by such committee to keep such minutes. Copies of such minutes and any writing setting forth an action taken by written consent without a meeting shall be distributed to each member of the Board promptly after such meeting is held of such action is taken. Each committee of the Board shall serve at the pleasure of the Board.

Section 3.16. Advisory Board. The Board, by resolution, may establish an honorary or advisory board. The members of any honorary or advisory board may be selected by the Board or by any procedure established by the Board. Persons appointed to an honorary or advisory board shall not be deemed to be Members, officers or employees of ICSW solely by virtue of such appointment. The functions of such honorary or advisory board shall not include participation in the management of ICSW. Current or former Members of the Board shall be entitled to serve on such honorary or advisory board. The honorary or advisory board shall meet at such times as the Board shall determine. An honorary or advisory board shall exist, and its members shall serve, at the pleasure of the Board.

Section 3.17. Telephonic Meetings. One or more members of the Board of Trustees or any committee designated by the Board may participate in a meeting of the Board or a committee thereof by means of speakerphone, conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another at the same time. Such participation shall constitute presence in person at the meeting. However, the Board is not required to make such communication feasible or possible.

## ARTICLE IV: OFFICERS

Section 4.1 Officers. The Board shall elect a President, a Vice President, a Secretary, and a Treasurer from among the Members. Election of officers will be held at the Annual Meeting in June. The Board may also appoint a CEO from time to time, pursuant to a written contract adopted in accordance with these Bylaws.

Section 4.2. President; Vice President. The President shall preside over all meetings of the Board; in the absence of the President, the Vice President shall preside over the meetings.

Section 4.3. Treasurer. The Treasurer shall receive, on behalf of ICSW, all ICSW revenues from all sources whatsoever, including local, state and federal subsidies, private donations or otherwise. The Treasurer shall deposit all ICSW revenues in a depository approved by the Board, in an account established in the name of ICSW. At each Ordinary Meeting of the Board, the Treasurer shall provide an oral and written report to the Board of the funds received and disbursed by him or her since the previous Ordinary Meeting.

The Treasurer shall disburse monies from ICSW accounts only on orders duly approved by the Board. The Treasurer may disburse monies from ICSW accounts without prior Board approval only for the payment of amounts owing under any contracts previously approved by the Board, and by which prompt payment ICSW will receive a discount or other advantage. In all cases, however, disbursements by the Treasurer shall require written orders duly signed by the President, the Vice President, Secretary or other signatory designated by the Board.

The Board may appoint a business manager to discharge the day-to-day obligations of the Treasurer. Such business manager may be a person employed by ICSW or an entity with which ICSW has contracted to provide business management services. The appointment of a business manager shall not discharge the Treasurer's responsibility for the matters set forth in this Section. The Treasurer shall supervise and oversee the actions of such business manager and shall make periodic reports to the Board thereon.

Section 4.4. Term; Vacancies. The term of such officers shall be for a period of one (1) year with the exception of the President and Treasurer, who shall be elected to two consecutive one year (1) terms, or until such time as their respective successors are duly elected and qualified; provided, however, that if any officer ceases to be a Member for any reason, his or her term as officer shall immediately cease and the Board shall elect a successor at its next meeting. In the event of a vacancy in any office, the President and the Vice President (or, if the vacant office is the President, the Vice President and any other officer), acting jointly, may designate any other Member to discharge the duties of such vacant office in an acting capacity until a successor is duly elected and qualified.

Section 4.5. The Chief Executive Officer of ICSW (the "CEO"). The CEO shall undertake and be responsible for day-to-day management of ICSW within the framework of policies and procedures established by the Board. The CEO shall present recommendations to the Board on all matters pertaining to ICSW operations including, but not limited to: education policy, the hiring and dismissal of faculty, staff and their benefits, curriculum, budgeting, contracts with suppliers and vendors, disciplinary matters and all other matters where Board action is required. The CEO of ICSW shall present his or her recommendations to the ICS Board in writing within a reasonable time prior to the meeting at which Board action is sought and shall provide the Board with such background data and supporting documentation as the Board reasonably requires to make an informed decision. The CEO shall hold a non-voting ex officio seat on the Board.

## ARTICLE V: STANDARD OF CARE

Section 5.1. Investment of Surplus Cash. The Board shall invest surplus cash consistent with sound business practice. Authorized types of investments for charter schools 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 accounts 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 amounts 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 of any of its agencies or instrumentalities backed by the full faith and credit of the political subdivision; and,
- • Shares of an investment company registered under the Investment Company of America Act of 1940 (54 Stat. 789, 15 U.S.C. Sec.80a-1, et seq.) as defined in Pa. 24 P.S. 4-440.1 of the Pennsylvania School Code (the "Pennsylvania School Code").

All Investments shall be subject to the guidelines set forth in the Pennsylvania School Code. The Treasurer shall settle his or her accounts annually with the Board for each school year.

Section 5.2 Standard of Care for Members and Officers. A Member or officer shall perform his or her duties, 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 she or he reasonably believes to be in the best interests of ICSW, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing her or his duties, a Member or officer shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by the persons herein designated; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability solely by reason of being or having been a Member or officer of ICSW. The designated persons on whom a Member or officer is entitled to rely are:

- • One or more officers or employees of ICSW whom the Member or officer reasonably believes to be reliable and competent in the matters presented;
- • Attorneys, public accountants, or other persons as to matters which the Member or officer reasonably believes to be within such person's professional or expert competence; or,
- • A committee of the Board upon which the Member or officer does not serve, duly designated in accordance with Section 3.15 of these Bylaws, as to matters within its designated authority, which committee the Member or officer reasonably believes to merit confidence.

No member of the Board shall permit her or his position on the Board to create a conflict between



personal business activities and the actions of ICSW.

## ARTICLE VI: INDEMNIFICATION

Section 6.1. Indemnification. ICSW 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 ICSW) because he or she is or was a Member, director, officer, employee or agent of ICSW, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding, if:

(a) He or she acted in accordance with the standard of care set forth in Section 5.2 of these Bylaws; and

(b) With respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in accordance with the requisite standard of care, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

However, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged by a court or administrative body to be liable for negligence or misconduct in the performance of his or her duty to ICSW, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such a person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 6.2. Successful Defense. To the extent that a director, officer, employee or agent of ICSW has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Section 6.1, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the individual in connection therewith.

Section 6.3. Specific Cases. Any indemnification under Section 6.1 (unless ordered by a court) shall be made by ICSW only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 5.2. Such determination shall be made:

(a) By the Board by a majority vote of a quorum consisting of Members who are not parties to such action, suit or proceeding; or

(b) If a quorum of the disinterested Members of the Board is not obtainable, or even if obtainable, a quorum of disinterested Members so directs, by independent legal counsel in a written opinion.

Section 6.4. Advance Payment of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by ICSW in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Member, director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by ICSW as authorized in these Bylaws.

Section 6.5. Indemnification Not Exclusive. The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the provisions of these Bylaws, agreement, vote of the disinterested Members, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Member, director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6.6. Insurance. ICSW may maintain insurance on behalf of any person who is or was a Member, director, officer, employee or agent of ICSW against any liability asserted against the individual and incurred by the individual in any such capacity or arising out of his or her status of such, whether or not ICSW would have the power to indemnify the individual against such liability under the provisions of these Bylaws.

#### ARTICLE VII: MISCELLANEOUS

Section 7.1. Waiver of Notice. Whenever notice is required by law, a waiver thereof in writing signed by the Member or other person entitled to said notice, whether before, at or after the time stated therein, shall be equivalent to such notice.

Section 7.2. Fiscal Year. The fiscal year of the corporation shall be from July 1st to June 30th of the following year.

Section 7.3. Annual Audit. An annual school audit shall be conducted according to the requirements of Act 22 and Article 24 of the Pennsylvania School Code. The Board shall follow the requirements set forth for school boards therein.

Section 7.4. Amendments. These By-laws may only be altered, amended, or repealed subject to approval by Independence Charter School. 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 Independence Charter School' Board of Trustees.


Section 7.5. Conflicts. In the event of any irreconcilable conflict between these Bylaws and applicable law, the latter shall control.

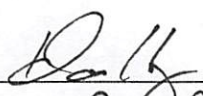
Section 7.6. Definitions. Except as otherwise specifically provided in these Bylaws, all terms used in these Bylaws shall have the same definitions as in Act 22.

CERTIFICATE OF THE PRESIDENT

I hereby certify that I am the duly elected and acting President of INDEPENDENCE CHARTER SCHOOL - WEST, a Pennsylvania nonprofit corporation; and that the foregoing Bylaws constitute the current Bylaws of said corporation as duly adopted by the Board of Trustees on May 14, 2015; and that these Bylaws have not been amended or modified since that date.

Executed on May 14, 2015 at Philadelphia, Pennsylvania.

  
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President: Ron Buchalter

  
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Witness: David Hussey, Esq.

Adopted this 14th Day of May, 2015