

## ARTICLE I Name and Incorporation

Section 1. Name. The name of the corporation is The Providence Creek Academy Charter School, Inc. (PCA) It is hereinafter referred to as “PCA”.

Section 2. Location. The principal location of PCA school facility currently located at 355 West Duck Creek Road, P.O. Box 265, Clayton, Delaware, 19938.

Section 3. Purposes. The Corporation is a non-profit corporation organized under the Laws of the State of Delaware and its purposes are exclusively educational and any and all lawful purposes as set forth in its Certificate of Incorporation.

Section 4. Statute and Code. The Providence Creek Academy Charter School, Inc. shall operate in accordance with the Laws of the State of Delaware as a non-profit, non-stock corporation.

Section 5. Non-discrimination. The Corporation shall not discriminate on the basis of race, religion, national origin, gender or age in either the hiring and other employment practices of the school or in its admission policies for students. Further, the Corporation shall be open to all students in the state of Delaware on a space available basis and shall not discriminate in its admission policies or practices. The Corporation shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter public schools in the State of Delaware.

Section 6. Providence Creek Academy Charter School, Inc. business is restricted to the opening and operation of a Charter School, before school programs, and after school programs and educational related programs offered outside the traditional school year.

## ARTICLE II Members.

Section 1. Non-membership Corporation. The Corporation shall have no members. The Board of Directors shall have all powers and duties for the conduct of the activities of the Corporation.

## ARTICLE III Board of Directors

Section 1. Number. The Board of Directors shall consist of not less than five and not more than seven persons. There must be Parent of a student presently attending PCA and a presently employed Teacher at the school.

Section 2. Qualifications. Each member must be at least 21 years of age. One member shall be a teacher who is presently employed by PCA and one member must be a Parent of a student attending PCA.

Section 3. Term. Directors shall be appointed for five year terms. Terms shall be staggered so that no more than 1/3 of the Board shall be up for appointment in any year, unless a vacancy (ies) needs to be filled.

Section 4. Powers. The Board of Directors shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of the Corporation, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Board of Directors may, by general resolution, delegate to committees of its own number or to officers of the Corporations such powers as it may see fit for specified periods of time.

Section 5. Election. The names of the initial Directors are set forth in the Certificate of Incorporation. All successor Directors shall be selected by Board of Directors held each year at its annual meeting. The positions of those Directors whose terms have expired shall be open to be filled by those Directors eligible to vote. Newly selected Directors shall assume office at the first Board of Directors meeting following their selection.

Section 6. Term Limits. The Board of Directors shall be limited to 3 consecutive five year terms. Previous Directors shall be re-eligible for membership after a lapse of 1 year.

Section 7. Resignation and Removal. A Director may resign by submitting his or her resignation in writing to the President of the Board of Directors. The resignation is then brought to the board. A Director may be removed for cause by a Super Majority of existing Board Members at a meeting of Directors by an affirmative vote of two-thirds of the remaining Board of Directors. Directors being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 8. Annual Meeting. An annual meeting of the Board of Directors for the selection of Directors and Officers and such other business as may come before the Board and shall be held in July of each year. Written notice shall be given not less than seven days and not more than ten days of the time, place, and purposes of the meeting. The meeting shall be held at the principal location of PCA or such other place as shall be specified in the meeting notice. The notice shall comply with the Freedom of Information Act

Section 9. Regular Meetings. In addition to the Annual Meeting, regular meetings of the Board of Directors shall be held at least once a month from July through June, and at such other times as the Board may, from time to time, determine.

Section 10. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by a petition signed by a majority of the full Board of Directors.

Section 11. Freedom of Information Act. All meetings of the Board of Directors shall be held in accordance with the State of Delaware Freedom of Information Act. Adequate

notice of all meetings subject to the Act shall be visibly posted and provided to newspapers of local circulation not less than seven days before any such meeting.

Section 12. Quorum. A majority of the full number of Directors shall constitute a quorum of the Board for the transaction of business. When a quorum is present, a majority of the Directors present may take any action on behalf of the Board, except to the extent that a larger number is required by law, by the Charter, or by these By-laws. Every act of a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. The Teacher Member may not vote on matters that are student, personnel, or other items which may be deemed a conflict by the majority of the regular members of the Board of Directors. All meetings will be conducted by the “Rules of Roberts” guidelines.

Section 13. Vacancies. A vacancy on the Board of Directors, including a vacancy caused by an increase in the number of Directors, may temporarily be filled by a majority vote of the remaining Directors to elect a person(s) to fill the vacancy(ies) until the next annual meeting of Directors, at which time Directors so selected must be appointed as specified in the Bylaws from the Board as soon as his or her successor is duly selected and qualified

Section 14. Compensation. Directors receive no payment for their services. With board approval, Directors may be reimbursed for out-of-pocket expenses incurred on approved Board business. Directors must present receipts for all such expenses, which shall be for the Directors only, and shall be itemized and documented. Such expenses must be approved by a motion of the board within 30 days or the next scheduled board meeting.

Section 15. Meeting Attendance. Directors are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any trustee after such trustee’s three unexcused, consecutive absences to ascertain the trustee’s interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board of Directors.

#### ARTICLE IV Committees

Section 1. Establishment. The Board of Directors may appoint such standing committees and/or ad hoc committees as it thinks necessary for the effective governing of the school.

Section 2. Standing Committees. Each Standing Committee shall have a charge specific to its permitted activities and such charge shall be incorporated into the charter school policy manual. The function of any committee so established shall be fact-finding, deliberative, and advisory to the Board of Directors. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school. Standing committees shall be made up on no more than two less than a quorum of the Board of Directors. The president shall be an ex officio member of each committee. The Board of

Directors shall appoint an Administrator to be a member of a Board Committee as required, except where his/her evaluation, tenure, or salary is to be deliberated.

## ARTICLE V Officers

Section 1. Titles. The Officers of the Corporation are a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may create such other officer positions as it thinks necessary. Each officer position shall have its duties and responsibilities specified and included in these By-laws. No Officer may hold more than one position at the same time.

Section 2. Selection. The Officers shall be selected from among the Board of Directors at each annual meeting of the Directors and shall serve for one year and until their successors are selected and qualified.

Section 3. Terms. The president may serve no more than five consecutive one-year terms. Directors selected to the other officer positions may serve no more than five consecutive one-year terms. Former officers, after a break in service of one year, may be selected to another term as an officer. The Parent and Teacher Member term is for one year and may be reappointed by majority vote of the Board of Directors.

Section 4. Duties. Officers shall have the duties and responsibilities belonging to their office, including those that follow:

(a) The President shall be the chief executive officer of the Corporation, responsible, along with his/her fellow Directors, for the oversight of its business and affairs. He/she shall preside at all meetings of the Board. The President shall have full and equal vote as accorded to all Directors. The President may enter into and execute in the name of the Corporation contracts or other instruments that are authorized by the Board of Directors. The President may delegate, as needed, to any other officer any or all of the duties of the office of President. He/she shall have such other powers and duties as may be prescribed by the Board of Directors or by these By-laws.

(b) The Vice President shall have such duties and responsibilities as may be delegated to him/her by the President. The Vice President shall have full and equal vote as accorded to all Directors. In the absence of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the responsibilities of and be subject to all the restrictions as fall upon the President, including presiding at meetings of the Board of Directors. He/she shall have such other powers and duties as may be prescribed by the Board of Directors or by these By-laws.

(c) The Secretary keep or cause to be kept the minutes of all meetings of the Board, including the time and place, the names of those present, the actions taken, and the votes on such actions. The Secretary shall present the minutes of the previous meeting at the subsequent meeting to be voted on by the Board and duly noted in the minutes of the instant meeting. The Secretary shall keep the Seal of the Corporation. He/she shall have such other powers and duties as may be prescribed by the Board or by these By-laws.

(d) The Treasurer shall be the chief financial officer of the Corporation and shall have oversight of the Director of Business and Facilities as that employee takes responsibility of the financial records, investments, and other evidences of school properties and assets. The Treasurer shall ensure that the Director of Business and Facilities keeps regular books of account for the Corporation that set out business transactions of the Corporation, such books to be at all times open to inspection at their place of keeping to any Board of Directors member. The Treasurer shall be the chair of the Financial Committee.

Section 5. Removal. Any officer may be removed from office, with cause, by the affirmative vote of a Super Majority of the full membership of the Board of Directors at any regular meeting or special meeting called for that purpose. Any officer proposed to be removed for cause shall be entitled to at least seven business days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

#### ARTICLE VI Fiscal Year and Check Signing

Section 1. Fiscal Year. The fiscal year of the Corporation shall be July 1st to June 30th.

Section 2. Check Signing. The Board of Directors shall establish a policy regarding check signing.

#### ARTICLE VII Amendments to By-laws

Section 1. Amendments. The Board of Directors shall have the power to make, amend, or repeal the By-laws of the charter school, either in whole or in part. The By-laws may be amended at any regular meeting of the Board of Directors or any special meeting called for that purpose. Written notice stating the time and location of the regular meeting or special meeting must be given to all Directors and posted in all places and in newspapers as required by the Freedom of Information Act not less than ten (10) days prior to the meeting at which such change(s) shall be proposed and voted upon. Any change shall require the approval by a two-thirds (2/3rds) vote of the full membership of the board.

#### ARTICLE VIII Dissolution

In the event of the dissolution of Providence Creek Academy Charter School, Inc., the Board of Directors shall distribute the assets of the corporation in accordance with Article 11 of the Certificate of Incorporation.

#### ARTICLE IX Additional Provisions

Section 1. Indemnification of Officers and Directors. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by, the State of Delaware Laws. A trustee or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries, or its Board of Directors, except that nothing contained herein shall relieve a trustee or officer from liability for breach of a duty based on an act of omission:

(a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of an improper personal benefit.

Section 2. Insurance. The Board of Directors shall provide for the liability and other forms of insurance considered to be necessary and prudent as protection against possible claims.

Section 3. Audit. At the close of each fiscal year, the accounts of the Corporation shall be audited by an independent auditor, who is either a Certified Public Accountant or a State of Delaware Auditor.

These By-laws were adopted by the Board of Directors at its meeting held on September 19, 2006 by a unanimous vote

These By-laws were amended by the Board of Directors on December 21, 2010 by unanimous vote adding: Article 1 Section 6. Providence Creek Academy Charter School, Inc. business is restricted to the opening and operation of a Charter School, before school programs, and after school programs and educational related programs offered outside the traditional school year.

These By-Laws were amended by the Board of Directors on March 20, 2012 by unanimous vote: Article 4 Section 2 modify the last sentence to read "The Board of Directors shall appoint an Administrator to be a member of a Board Committee as required, except where his/her evaluation, tenure, or salary is to be deliberated." Article 4 (d) Replace Managing Director with Director of Business and Facilities.

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Board Secretary

