



By-Laws

EDSYS, INC.

By-laws

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MINUTES OF THE ORGANIZATIONAL MEETING

OF THE INCORPORATORS OF EDSYS, INC., A PENNSYLVANIA NONPROFIT CORPORATION

Time and Place

The following are the minutes of the organizational meeting of the Incorporators of EDSYS, INC., a Pennsylvania nonprofit corporation, held at the law office of Marc L. Sternberger, Esquire, 1801 Law & Finance Building, 429 Fourth Avenue, Pittsburgh, Pennsylvania 15219, at 11:00 A.M., on January 4, 2001. The meeting was held on the call of both of the Incorporators named in the Articles of Incorporation.

Authority to Act

Present at this meeting were Mario Zinga and Richard Wertheimer, who are named as the Incorporators of the Corporation in its Articles of Incorporation filed with the Pennsylvania Department of State on December 13, 2000. These Incorporators are authorized by the Nonprofit Corporation Law of 1988, as amended to organize the Corporation. No Directors were named in the Articles of Incorporation.

On motion duly made, Richard Wertheimer was elected to act as Chairperson of the meeting and Mario Zinga was elected to act as Secretary of the meeting. Both parties accepted the election and acted in their respective capacities.

Bylaws

A document consisted of eight (8) pages entitled "Bylaws of EDSYS, INC." was then presented to and considered by the meeting. After a review of those bylaws and a discussion of particular parts of them, on motion duly made and seconded, it was unanimously:

RESOLVED, that the bylaws presented to and considered at this meeting are adopted as the bylaws of the Corporation and the Secretary of the Corporation is ordered to certify a copy of these bylaws and insert them in a minute book of the Corporation. The Secretary is further ordered to certify a copy of the bylaws and all amendments to them and maintain them in a registered office of the Corporation, for inspection by any individual entitled to inspect said Bylaws, at all reasonable times during office hours.

Officers

The Chairperson stated that nominations were in order for the election of the officers of the Corporation, which should be a President, a Vice President, a Secretary, and a Treasurer. The following slate of officers was then nominated:

Mario Zinga, President
Richard Wertheimer, Vice President
Mario Zinga, Secretary
Richard Wertheimer, Treasurer

There being no other nominations, on motion made, seconded, and unanimously carried, the slate of officers nominated was duly elected to hold office until their respective successors are duly elected. Each officer so elected, being present, accepted his or her office.

Bank Account

To provide for a depository for the funds of the Corporation, and to authorize certain officers to deal with corporate funds, the following resolutions were adopted:

RESOLVED, that the Corporation established in its name one or more deposit accounts with Dollar Bank, Pittsburgh, Pennsylvania, on terms and conditions to be agreed on with that bank, and that the following named officers of the Corporation are authorized to establish the account or accounts; and

RESOLVED, that Mario Zinga, President, Richard Wertheimer, Vice President, Richard Wertheimer, Treasurer, and Mario Zinga, Secretary, of the Corporation, are authorized to withdraw funds of the Corporation from the account or accounts on checks of the Corporation. The signatures of these officers shall be duly certified to the bank by the Secretary of the Corporation, and the bank is authorized to honor and pay any and all checks signed by these officers, including those drawn to the individual order of any officer or other person authorized to sign.

Fiscal Year

The matter of the adoption of a fiscal year was then considered. After discussion, on motion made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the fiscal year end of the Corporation be fixed as December 31 of each year.

Organizational Expenses

To provide for the payment of the expenses of incorporation and organization of the Corporation, on motion made, seconded, and unanimously carried, the following resolution was adopted.

RESOLVED, that the Treasurer of the Corporation is authorized and directed to pay the expenses of incorporation and organization of the Corporation.

There being no further business to come before the meeting, on motion duly made, seconded, and unanimously carried, the meeting was adjourned.

Respectfully submitted:

Mario Zinga, Secretary

Approved:

Richard Wertheimer, Chairperson

CORPORATE BYLAWS OF EDSYS, INC.
A NONPROFIT CORPORATION

ARTICLE ONE - INTRODUCTION

Definition of Bylaws

1.1. These Bylaws constitute the code of the rules adopted by EDSYS, INC. for the regulation and management of its affairs.

Purposes and Powers

1.02. This Corporation will have the purposes and powers as stated in its Articles of Incorporation, as mended, and such powers as are or may be granted by the Nonprofit Corporation Law of 1988 and the Charter School Law, or any successor legislation.

ARTICLE TWO - OFFICES AND AGENCY

Principle and Branch Offices

2.01. The principle place of business of this corporation will be located at 717 Liberty Avenue, Suite 900, Pittsburgh, PA 15222. In addition, the Corporation may maintain other offices either within or without the Commonwealth of Pennsylvania, as its business requires.

Registered Office

2.02. The location of the registered office of this Corporation is stated in the Articles of Incorporation. This office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Corporation. The Board of Trustees may, from time to time, change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State

ARTICLE THREE - MEMBERSHIP

3.01. This Corporation shall not have members

ARTICLE FOUR - BOARD OF TRUSTEES

Definition of Board of Trustees

4.01. The Board of Trustees is that group of persons vested with the management of the business and affairs of this Corporation. For purposes of these By-Laws, the terms, "Board of Trustees" and "Trustee" shall be synonymous with the terms, "Board of Directors" and "Director," respectively, as those terms are used in the Nonprofit Corporation Law of 1988.

Structure of Board

4.02. The Board of Trustees of this Corporation will be divided into three (3) classes: Class A Trustees, Class B Trustees and Class C Trustees.

Qualifications of Trustees

4.03. The qualification for becoming and remaining a Trustee of this Corporation are as follows:

- 1) A Trustee need not be resident of the Commonwealth of Pennsylvania;
- 2) A Trustee must be eighteen years of age or older;
- 3) A Trustee must be a natural person; and
- 4) A Trustee shall not serve as a member of the board of school directors in the school district in which the charter school operated by this Corporation is located.
- 5) A Trustee shall not be related to an employee of the corporation. For purposes of this qualification, a relation is defined as a spouse, sibling, parent, aunt, uncle, cousin, child or domestic partner of the employee.

Number of Trustees

4.04. The number of Trustees of this Corporation will not be less than two (2) at any time. Until further amendment of these Bylaws, the number of Trustees shall not exceed nine.

Board President and Vice-President

4.05. The Trustees shall appoint one member of the Board of Trustees to serve as President of the Board and another member to serve as Vice President. The term of office for President and Vice President shall be one year.

Terms of Trustees

4.06. Trustees will be elected for a term of one year for the class of Trustees designated as Class A Trustees, and a term of two years for the class of Trustees designated as Class B Trustees, and a term of three years for the class of Trustees designated as Class C Trustees. Each Trustee will hold office for the term for which the Trustee was elected and until a successor has been selected and qualified.

Vacancies on the Board

4.07. Any vacancy occurring on the Board of Trustees, and any Trusteeship to be filled by reason of an increase in the number of Trustees, will be filled by appointment by a majority of the remaining Board of Trustees. The new Trustee elected to fill the vacancy will serve for the unexpired term of his or her predecessor in office.

Location of Trustee' Meetings

4.08. Meetings of the Board of Trustees, regular or special, will be held at the registered or principle office of this Corporation or such places as the Board of Trustees designates by resolution duly adopted.

Regular Trustees' Meetings

4.09. Regular meetings of the Board of Trustees will be held at 6:00 p.m. on the second Wednesday of each month when school is in session. If the date set for the meeting falls on a legal business holiday, then the meeting will be held instead on the Wednesday immediately following. This provision of the Bylaws constitutes notice to all Trustees of all regular meetings, and no further notice shall be required, although further notice may be given.

Notice of Special Trustees' Meetings

4.10. Written or printed stating the place, day, and hour of any special meeting of the Board of Trustees will be delivered to each Trustee not less than two nor more than five days before the date of the meeting, either personally or by first class mail, by or at the direction of the Chief Executive Officer/Principal or the Secretary, or the Trustees calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Trustee at the Trustees address as it appears on the records of this Corporation, with postage prepaid. The notice need not state the business to be transacted at, not the purpose of, the meeting.

Call of Special Board Meetings

- 4.11. A special meeting of the Board of Trustees may be called by either:
- (1) The Chief Executive Officer/Principal
 - (2) An Executive Committee of the Board of Trustees; or
 - (3) A number of Trustees constituting a quorum of the Board of Trustees.

Waiver of Notice

4.12. Attendance of a Trustee at any meeting of the Board of Trustees will constitute a waiver of notice of that meeting except when the 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 is not lawfully called or convened.

Quorum of Trustees

4.13. A majority of the whole Board of Trustees will constitute a quorum. The act of a majority of the Trustees present at a meeting at which a quorum is present will be the act of the Board of Trustees unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

ARTICLE FIVE - OFFICERS

Roster of Officers

5.01. The Officers of this Corporation will consist of the following personnel:

- (1) Chief Executive Officer/Principal;
- (2) Education Manager;
- (3) Secretary; and
- (4) Treasurer.

Selection of Officers

5.02. Each of the Officers of this Corporation will be elected and appointed annually by the Board of Trustees, with the exception of the Education Manager, who shall be appointed by the Chief Executive Officer/Principal. Each Officer will remain in office until a successor to the office has been selected and qualified.

Multiple Officeholders Prohibited

5.03. All offices of this Corporation must be held by separate individuals. No officer may occupy more than one office at the same time.

Chief Executive Officer/Principal

5.04. The Chief Executive Officer/Principal will, subject to the control of the Board of Trustees or any Committees of the Board of Trustees, supervise and control the affairs of the Corporation. The Chief Executive Officer/Principal will perform all duties incident to the office and any other duties that may be required by these By-laws or prescribed by the Board of Trustees. The Chief Executive Officer/Principal may not serve as a member of the Board of Trustees.

Education Manager

5.05. The Education Manager will be appointed by the Chief Executive Officer/Principal and will perform all duties and exercise all powers of the Chief Executive Officer/Principal when the Chief Executive Officer/Principal is absent or is otherwise unable to act. The Education Manager will perform any other duties that may be prescribed by the Chief Executive Officer/Principal or the Board of Trustees. The Education Manager may not serve as a member of the Board of Trustees.

Secretary

5.06. The Secretary will keep minutes of all meetings of the Board of Trustees, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally, perform all duties incident to the office of Secretary and any other duties a may be required by law, by the Article of Incorporation, or by these Bylaws, or that may be assigned by the Board of Trustees. The Secretary may also serve as a member on the Board of Trustees.

Treasurer

5.07. The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Trustees, keep and maintain adequate and correct accounts of the Corporate funds, assets, liabilities and business transactions, and shall render reports and accountings to the Trustees as required by the Board of Trustees or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Trustees. The Treasurer may also serve as a member of the Board of Trustees.

Removal of Officers

5.08. Any Officer elected or appointed to the office may be removed by the persons authorized under these Bylaws to elect or appoint said Officers whenever in their judgment the best interests of this Corporation will be served thereby. However, any removal will be without prejudice to any contract rights of the Officer so removed.

ARTICLE SIX - INFORMAL ACTION

Waiver of Notice

6.01. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1988, the Articles of this Corporation, or these Bylaws, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice.

Action by Consent

6.02. Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action that otherwise may be taken at a meeting of the Board of Trustees, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with regard to the subject matter of the consent, or all Trustees in office, and filed with the Secretary of the Corporation.

ARTICLE SEVEN - COMMITTEES

Definition of Executive Committees

7.01. This Corporation may have certain Committees, each of which will consist of one or more Trustees. Each Executive Committee will have and will exercise some prescribed authority of the Board of Trustees in the management of this Corporation. However, no Committee will have the authority of the Board in reference to affecting any of the following:

- (1) Filling of vacancies in the Board.
- (2) Adoption, amendment, or repeal of the Bylaws.
- (3) Amendment or repeal of any resolution of the Board.
- (4) Action on matters committed by these Bylaws or resolutions of the Board to another Committee of the Board, or to the entire Board.

Appointment of Committees

7.02. The Board of Trustees, by resolution duly adopted by a majority of the Trustees in office, may designate and appoint one or more Executive Committees and delegate to these Committees the specific and prescribed authority of the Board of Trustees to exercise in the management of this Corporation. However, the creation of Executive Committees will not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed by law.

Functionary Committees

7.03. In addition, the Board of Trustees may, by resolution, designate and appoint certain Functionary Committees designed to transact certain ministerial business of the Corporation or to advise the Board of Trustees. These Committees will be chaired by an Officer or Trustee as designated by the Board. The Chairperson will proceed to select the remaining members of the Committee up to the number set by the Board or terminate the memberships or appoint successors in the Chairpersons discretion. The Board may terminate any Committee by resolution.

ARTICLE EIGHT - OPERATIONS

Fiscal Year

8.01. The fiscal year of this corporation will commence July 1.

Executive of Documents

8.02. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation must be signed by not less than two (2) officers of the Corporation. Contracts, leases, or other instruments executed in the name of and on the behalf of the Corporation will be signed by the Chief Executive Officer/Principal and attested by the Secretary. The execution of documents pursuant to this Section 8.02, except for those documents which are customarily executed in the ordinary course of the Corporation's business, must receive the prior approval of the Board of Trustees.

Books and Records

8.03. This Corporation will keep correct and complete books and records of the account, and will also keep minutes of the proceedings of its Board of Trustees, and Executive Committees. The Corporation will keep at its registered office the original or a copy of its Bylaws, including amendments to date, certified by the Secretary of the Corporation.

Inspection of Books and Records

8.04. All books and records of this Corporation may be inspected by any Trustee or Trustee's agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection.

Nonprofit Operations

8.05. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this corporation will be distributed to its Trustees or Officers. However, the Corporation may pay compensation in a reasonable amount to Officers and Trustees for services rendered.

Loans to Management

8.06. This Corporation will make no loans to any of its Trustees or Officers or to any of its key management or other personnel.

ARTICLE NINE - AMENDMENT

Modification of Bylaws

9.01. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, to the extent allowed by law, is vested exclusively in the Board of Trustees.

Adoption of Bylaws

9.02. These Bylaws were duly adopted by the Board of Trustees by vote on the _____ day of _____, 2002, at Pittsburgh, Pennsylvania.

TRUSTEES:



By-Laws