CORPORATE BYLAWS
OF
PILSEN WELLNESS CENTER ALCANZAR CHARTER SCHOOL

ARTICLE I
Purposes

SECTION 1.1 Designation of the Governing Board
The Pilsen Wellness Center Alcanzar Charter School is governed by the PWC Alcanzar Charter School “Governing Board of Director,” which has been designated by the Pilsen Wellness Center, Board of Directors. PILSEN LITTLE VILLAGE COMMUNITY MENTAL HEALTH CENTER, INC. d/b/a PILSEN WELLNESS CENTER, INC. (the "Corporation"), an Illinois not-for-profit corporation, exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 as an organization described in Sections 170(b)(1)(A)(iii) and 509(a) 1, as amended from time to time. It is the PWC Alcanzar Charter School Governing Board’s responsibility to ensure that PWC Charter School operates in accordance with all applicable laws and regulations, complies with the Open Meetings Act, and meets its commitments established in the written Charter Agreement executed between the local board of education and the Pilsen Wellness Center, Inc. The Governing Board shall exist for so long as the PWC Alcanzar Charter School is authorized to operate as a Chicago Public School Charter School.

SECTION 1.2 Alcanzar Charter School Purposes
The purposes of the Alcanzar Charter School are to operate exclusively for educational purposes within the meaning of Sections 501(c)(3), 170(b)(1)(A)(iii) and 509(a) 1 of the Internal Revenue Code of 1986, as amended from time to time, or any corresponding provision of any future United States Internal Revenue law (hereinafter the "Code"), where in the course of such operation it shall strive:

(a) To provide innovative learning opportunities and creative educational approaches to improve the education of students;

(b) To provide the teachers, both new in the system and ones that have experience, with the opportunity to be responsible for their own education program and teaching methods;

(c) To cater to the needs of the community by providing activities and programs to keep the student connected to the instructors while increasing their performance in academics and to aid in keeping students out of trouble with authority.

(d) To provide culturally relevant educational services in preservation of the family structure and to facilitate the acquisition of educational, wellness, medical, social, counseling care and skills training leading to empowerment and self-reliance of the community and the population the organization serves;
ARTICLE II

BOARD OF DIRECTORS

SECTION 2.1 General Powers

It is the PWC Alcanzar Charter School Governing Board’s responsibility to ensure that PWC Charter School operates in accordance with all applicable laws and regulations, complies with the Open Meetings Act, and meets its commitments to the Charter authorizer as reflected in the Chicago Public Schools bylaws. The Alcanzar Charter School Board is responsible for carrying out responsibilities including but not limited to:

- Overseeing that PWC- Charter Schools Network’s schools and operation are faithful to the terms of its charter and its mission statement
- Initial approval and monitoring of the schools annual budget (final approval remains the power of the PWC Board of Directors)
- Anticipating and minimizing liability
- Identifying strategies and policies that further clarify and assist the PWC Charter Schools Network’s mission
- Approving the PWC Charter Schools Network’s policies and monitoring the implementation of these policies
- Evaluating the school’s effectiveness by monitoring student performance on the basis of measurable outcomes
- Ensuring that School Academic Report Card is prepared annually
- Undertaking periodic board best-practices training and annual board self-review

SECTION 2.2 Number of Directors

The Board of Directors of the PWC-Alcanzar Charter School (“the Board”) shall consist of not less than (4) nor more than eleven (6) duly elected and appointed members.

SECTION 2.3 Election and Tenure

The directors shall be elected from time to time by the working Board of the Alcanzar Charter School at its annual meetings held in even-numbered years anno Domini, or upon the calling of a meeting for the purpose of election in cases of emergency or for filling vacant seats (see Section 2.7), upon due notice given. The Corporation shall strive to attain and maintain a PWC-Alcanzar Charter School Board comprised of education professionals, parents of current school students, school administrators, college students and businesspersons that are representational of the community at large and that is principally served by the organization. The Director of the Alcanzar Charter School shall present a slate of not less than four (4) nor more than six (6) candidates to the Board, with up to three (2) new candidates as nominees for service on the PWC-Alcanzar Charter School Board. The Board existing at the time of the meeting held for the purpose of election shall hold a single vote for the complete slate. A majority vote shall result in the election of the slate. Each Director shall be elected for a term of two (2) years and may be re-elected for up to one more consecutive term (maximum tenure of 4 years plus any portion of a term served to fill a vacancy, if less than one year, see Section 2.7). After serving the maximum number of terms, a former director may be reelected after absence from the Board for at least one year. Each elected director shall hold office until his or her successor shall have been duly elected and qualified by the Board or until his or her earlier death, resignation or removal.
SECTION 2.4 Removal of Directors

Any director may be removed by a two-thirds (2/3) majority of the total membership of the Alcanzar Charter School Board of Directors whenever in their judgment, the best interests of the Alcanzar Charter School will be served thereby. A director’s removal shall be considered in no way any form of censure. The decision of removal shall be made in closed session and the reasons therefore may be withheld from the minutes and records of Board of Directors and of the Corporation’s Board.

SECTION 2.5 Resignations

Any director may resign at any time by giving written notice to the Chairperson of the Board and or President/CEO of the Corporation, who shall transmit a copy of that resignation as soon as practicable to the entire School Network Board. Such resignation shall take effect at the time specified therein or, if no time is specified, when notice is received by the Chairperson. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 2.6 Absenteeism

Three (3) consecutive absences from Board of Directors meetings (regular and/or special meetings) by any member of the Board, unless excused by the Chairperson of the Board, shall be deemed a resignation, provided the director has been given advance notice of this provision of the Bylaws. Notice of termination shall be the responsibility of the Chairperson of the Board.

SECTION 2.7 Vacancies

Any vacancy occurring on the Board of Directors for any reason may be filled by an appointment by a majority vote of the Board. A person so appointed shall hold office for the unexpired portion of said term vacated. Upon expiration of the appointment, the director may then stand for election, if eligible. If the unexpired portion of the term is less than one year, the Director can serve for two full terms thereafter. If the unexpired portion of the term is more than one year, the portion served will be considered as a full term and the Director can only be re-elected for one more term.

SECTION 2.8 Annual and Regular Meetings

The board of directors will meet in public, generally once per month to review and act on its responsibilities. As long as a quorum exists as defined by the PWC Alcanzar Charter School bylaws, measures voted on by the board of directors may be passed with a simple majority of present members. Directors, however, shall strive to reach consensus. All PWC- Alcanzar Charter School Board meetings will be conducted in accordance with all applicable public meeting laws, pursuant the Open Meetings Act (5ILCS 120/1.01 et seq.). Minutes will be available on request.

SECTION 2.9 Special Meetings

Special meetings of the Board shall be held at any time on the call of the Chairperson, President/CEO or at the written request of any two (2) directors. Special meetings of the Board may be held at such place as shall be specified or fixed in the call for such meeting or notice thereof.
SECTION 2.10  Notice of Meetings

Written notice of meetings of the Alcanzar Charter School Board shall be mailed or delivered by or at
the direction of the Secretary of the Corporation to each director, addressed to the director's residence
or usual place of business, at least five (10) calendar days before the day on which such meeting is to
be held. Notice of the open meeting shall be posted in all Network Schools with at least (10) calendar
days before the day of the meeting.

Notice may be waived in writing by a director either before or after the meeting. Attendance of a
director at a meeting shall constitute a waiver of notice of such meeting unless the director attends the
meeting for the express purpose of objection to the transaction of any business because the meeting is
not called or convened in accordance with this section. Notwithstanding any other provision of these
bylaws, any meeting of the Board of Directors shall be a valid meeting without any notice there of
having been given if all directors attend.

SECTION 2.11  Presumption of Assent

A director who is present at a meeting of the Board of Directors at which action on any matter is taken
shall be conclusively presumed to have assented to the action taken unless his/her dissent shall be
entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action
with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward
such dissent by registered or certified mail to the Secretary of the Board immediately after the
adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of
such action.

SECTION 2.12  Quorum and Required Vote

At any meeting of the Board (other than for action taken by unanimous written consent pursuant to
Section 2.14 of these bylaws), fifty-one percent (51%) of the directors then in office shall constitute a
quorum for the transaction of business by the Board, and, except as otherwise provided herein, the
affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall
be the act of the Board.

SECTION 2.13  Attendance by Telephone

Any or all of the members of the Board may participate in a meeting of the Board by means of a
conference telephone or similar communications equipment by which all persons participating in the
meeting can communicate with each other. Participation in this manner constitutes presence in person
at the meeting.

SECTION 2.14  Informal Action by Directors

Any action, which is required to be taken at a meeting of the Board, may be taken without a meeting if
consent in writing setting forth the action to be taken is affirmed by all of the directors then in office.
Such consent shall have the same force and effect as a unanimous vote of all of the directors.
ARTICLE III  
OFFICERS

SECTION 3.1 Officers

The officers of the PWC-CSN Board of Directors consist of a Chairperson of the Board, the President/CEO of the corporation, the Director of the PWC-Alcanzar Charter School, a Treasurer and a Secretary.

SECTION 3.2 Election; Term of Office; and Annual Evaluation

The officers, other than the President/CEO and the Director of the PWC-CSN (serving on the Board ex officio), shall be elected from the membership of the PWC-CSN Board of Directors. Each officer shall hold office for a term of two (2) years or until such officer's successor is elected and qualified or until his or her earlier death, resignation or removal.

SECTION 3.3 Resignation and Removal

Any officer may resign at any time by giving written notice to the Chairperson, Secretary or Director of the Alcanzar Charter School. Such resignation shall take effect at the time specified therein and, if no effective date is specified, when the notice thereof is received by the Chairperson. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the Alcanzar Charter School would be served thereby. An officer’s removal shall be considered in no way any form of censure. The decision of removal shall be made in closed session and the reasons therefore may be withheld from the minutes and records of Board of Directors and of the Alcanzar Charter School.

SECTION 3.4 Vacancies

A vacancy occurring in an office may be filled for the unexpired term by an appointment by the Board of Directors at any regular or special meeting.

SECTION 3.5 The Chairperson of the Board of Directors

The Chairperson presides at all meetings of the PWC-CSN Board, shall be responsible for providing effective leadership and the functioning and operation of the PWC-CSN Board of Directors. The Chairperson reports to the Pilsen Wellness Center Corporate Board of the operation and governance of the PWC Alcanzar Charter School.

SECTION 3.6 The President/CEO

The President/CEO of the Corporate Member shall serve as the executive and operating officer of the Corporation. The President/CEO shall, in general, supervise and control the business and affairs of the Corporation and the Alcanzar Charter School. The President/CEO shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors from time to time. The President/CEO shall submit an annual report of the operations of the Corporation for the preceding year to the Board of Directors, and from time to time the President/CEO shall report to the Board of Directors on matters pertaining to the Corporation and the Alcanzar Charter School.
SECTION 3.7 The Alcanzar Charter School Director

The Alcanzar Charter School Director serves as the executive and operating officer of the Alcanzar Charter School. The Director supervises and controls the business and affairs of the Alcanzar Charter School. The Director leads a continuous process of strategic thinking, enabling the board and staff to analyze internal and external trends, revisit assumptions and direction and make meaningful changes to expand Alcanzar Charter School vision.

SECTION 3.7 The Secretary

The Secretary keeps full and complete minutes of all of the meetings of the Board of Directors and acts as clerk thereof and records all of the acts and votes and the minutes of proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, unless notice thereof be waived, and shall have custody of and shall properly keep all of the record books of the PWC Alcanzar Charter School. The Secretary shall perform such other duties as may be assigned by the Board of Directors.

SECTION 3.8 The Treasurer

The Treasurer shall render to the Board of Directors an accounting of the financial condition of the Alcanzar Charter School. The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Alcanzar Charter School is made periodically and that reports of such transactions are presented to the Board of Directors and to the Pilsen Wellness Center Board of Directors; assure that all accounts payable are presented in the manner as the Board of Directors may direct for authorization of payment; and perform all duties incident to the office of the Treasurer and such other duties as may be assigned by the Board of Directors.

SECTION 3.9 Additional Officers

The Board of Directors may elect or authorize the appointment of additional officers as the business of the Corporation may require, including, without limitation, one or more Vice-Chairpersons, Assistant Secretaries, and Assistant Treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as the Board from time to time may direct.

ARTICLE IV COMMITTEES

SECTION 4.1 In General

Advisory council shall not have the authority to take action on behalf of the full Board of Directors or to otherwise bind the Corporation, the Alcanzar Charter School or their Boards but may only make recommendations to the Board on those matters requested by the Board.

SECTION 4.2 Advisory Council

The purpose of the Advisory Council shall be to review the Charter School performance and provide input to Alcanzar Charter School Board concerning the operations of PWC Alcanzar Charter School. , The Advisory Council shall be comprised of 8 to 10 education experts and community leaders. Members of the Advisory Council shall bring a wealth of knowledge from the academic, corporate, and local and state government sectors.

The Advisory Council shall participate in:
• Informing, suggesting and recommending PWC Charter School Network staff of promising practices, challenges, advantages of Charter schools
• Acting as Charter School advocate in the field and as liaisons to other groups
• Providing recommendations and information to the PWC-CSN Board regarding policy and requirements

The Advisory Council reports its findings and deliberations to the Alcanzar Charter School Board, only policy-making entity, to the Alcanzar Charter School Director and to the President and CEO.

SECTION 4.3 Other Committees

Any other committee, will be appointed with the approval of the Board of Directors, and maintained as needed. Such other committees may be, but are not limited to: the Academic Standing Committee, Curriculum committee, the SIPAAA (School Improvement Plan for Advancing Academic Achievement) Committee, the Fund-raising Committee, and the Graduation and Prom Committee.

ARTICLE V

NON-DISCRIMINATION

The Alcanzar Charter School is committed to and seeks to implement a policy of non-discrimination, and equal opportunity without regard to race, religion, sex, age or handicap in its business and affairs, including but not limited to the employment of staff.

ARTICLE VI

INDEMNIFICATION

The Corporation shall indemnify any director, officer or management employee to the fullest extent permitted by the law of the State and Illinois and pursuant the Pilsen Wellness Center, Inc. Bylaws.

Limited Liability of Directors, Officers and Persons who Serve Without Compensation

(a) No director or officer serving without compensation other than reimbursement for actual expenses of the Corporation, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officers unless the act or omission involved willful or wanton conduct.

(b) No person, who without compensation other than reimbursement for actual expenses, renders services to or for the Corporation shall be liable, and no cause of action may be brought, for damages resulting from an act or omission in rendering such services, unless the act or omission involved willful or wanton conduct.

(c) As used in this Section "willful or wanton conduct" means a course of action which shows an actual or deliberate intention to cause harm or which, if not' intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

(d) Nothing in this Section is intended to bar any cause of action against the Corporation or change the liability of the Corporation arising out of an act or omission of any director, officer, or person exempt from liability for negligence under this Section.
ARTICLE VII

CONFLICTS OF INTEREST

See Board of Directors Conflict of Interest Policy and Disclosure, duly adopted and incorporated into the Bylaws of the Corporation by two-thirds vote of the Board of Directors on June 25, 2010.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

SECTION 8.1 Depositories

All funds related to the operation of the PWC Alcanzar Charter School shall be managed by the Corporation and shall be deposited from time to time to the credit of the Corporation in a dedicated Alcanzar Charter School account in such banks, trust companies or other depositories as the Pilsen Wellness Center, Inc. Board of Directors or its duly authorized agent may designate.

SECTION 8.2 Checks and Drafts

All checks, drafts or other orders for the payment of money related to the PWC Charter Schools Network shall be issued in the name of Pilsen Wellness Center, Inc. and shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, in such manner as shall from time to time be determined by the President & CEO.

SECTION 8.4 Loans

No loans or borrowing shall be contracted for or on behalf of the Charter Schools Network. No loans shall be granted to any officer or director of the Charter Schools Network.

SECTION 8.5 Books And Records

The Charter Schools Network shall keep minutes of the proceedings of meetings and shall keep these records at its registered or principal office. All books and records may be inspected by any Director or the director's attorney for any purpose at any reasonable time.

SECTION 8.6 Fiscal Year

The fiscal year of the Charter Schools Network shall begin on the first day of July and end on the last day of June of each year.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended or restated only upon the approval and affirmative vote of two thirds (2/3) of the total current membership of the Pilsen Wellness Center, Inc. Board of Directors.