

August 31, 2010

AMENDED AND RESTATED BYLAWS
OF THE
COMMUNITY COLLEGE OF PHILADELPHIA

ARTICLE I - OBJECTIVE

The objective of the Community College of Philadelphia (the “College”) is to conduct an institution of higher learning, primarily to meet the post-high school educational needs of the Philadelphia community for the betterment of youths, adults and the community.

ARTICLE II - BOARD OF TRUSTEES

1. Number. The affairs of the College shall be administered and supervised by its Board of Trustees, consisting of fifteen (15) members.

2. Appointment and Term. Members of the Board of Trustees shall be appointed for terms of six (6) years by the Mayor of the City of Philadelphia (the “Mayor”) from a list submitted by the Nominating Panel established by Councilmanic Ordinance. The members of the Board shall be divided into three (3) classes, and the term of each class shall expire on June 30 of the sixth year of the term, but members of such class shall continue to serve until their successors are appointed. A vacancy on the Board shall be filled by the Mayor for the unexpired term of the Trustee being replaced. Any person who is appointed to fill a vacancy under this Article II, Section 2 shall be a member of the same class as the Trustee being replaced.

3. Powers and Duties. Subject to any law, and to any policies, standards, rules and regulations adopted by the State Board of Education provided for community colleges, the Board of Trustees shall, for the purpose of establishing, operating and maintaining the College, have the powers and duties set forth in Section 19-1905-A of the Public School Code of 1949, and any amendments thereto.

4. No Compensation. Trustees shall serve without compensation, except that they shall be reimbursed for their actual and necessary expenses incurred in the performance of their duties.

5. No Personal Liability. A Trustee shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless he or she has breached the standards set forth in Title 15, Section 5712 of the Pennsylvania Consolidated Statutes relating to

performance of a director's duties and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by law. This exemption from liability shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute or the liability of a Trustee for the payment of taxes pursuant to local, State or Federal law. If the Pennsylvania Consolidated Statutes hereafter are amended to authorize the further elimination or limitation of the liability of directors, then the liability of a Trustee of the College, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Consolidated Statutes. Any repeal or modification of this section shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Trustee of the College existing at the time of such repeal or modification.

ARTICLE III - MEETINGS OF THE BOARD OF TRUSTEES

1. Time and Place of Meetings. Meetings of the Board of Trustees may be held at such times and at such places as the Board of Trustees may from time to time appoint, or as may be designated in the notice calling the meeting, if any.
2. Annual Meeting. An annual meeting of the Board of Trustees shall be held in September of each year, or at such other time as shall be fixed by the Board of Trustees. At the annual meeting, the Trustees shall elect the officers and transact such other business as may properly be brought before the meeting.
3. Regular and Special Meetings. Regular meetings shall be held at such times as shall be fixed by the Board of Trustees. Special meetings of the Board of Trustees may be called at any time by the Chairperson of the Board and shall be called upon written demand of five (5) Trustees.
4. Quorum. A majority of the Trustees in office shall constitute a quorum for the transaction of business and the acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees, except as may be otherwise required herein or by law. Any person attending any meeting of the Board as the representative of a Trustee shall not be counted as part of a quorum and shall not be permitted to vote on behalf of the non-attending Trustee.
5. Consent in Lieu of Meeting. Any action which may be taken at a meeting of the Board of Trustees may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Trustees in office and shall be filed with the Secretary.
6. Communication. One or more persons may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

7. Conflict of Interest. Each Trustee shall be required to comply, and to certify annually as to his or her compliance, with the Conflict of Interest Policy adopted by the Board of Trustees, as such policy may be amended from time to time.

ARTICLE IV - OFFICERS

1. Elected Officers. At each annual meeting, the Board of Trustees shall choose from among its members a Chairperson, one (1) or more Vice-Chairpersons and a Secretary, who shall hold such offices for one (1) year and until their successors qualify. No person elected as an officer hereunder shall hold a specific office for more than six (6) consecutive years. In the event an elected office becomes vacant for any cause, the Trustees may choose a successor to hold such office for the unexpired term.

2. Non-Elected Officers. The Board of Trustees shall appoint a President and a Treasurer who shall hold office for a period of time as determined by the Board.

3. Removal of Officers. Any officer may be removed from his or her office by the Board of Trustees at any regular or special meeting, of which prior written notice of the proposed removal has been given in the manner provided by Article VI, by a vote of not less than a majority of Trustees holding office.

4. Duties of the Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board and perform such duties as may be prescribed by the Board. Except as the Board may otherwise provide, the Chairperson of the Board shall appoint all members of all committees and the chairpersons thereof. The Chairperson shall be an ex-officio member of all committees of the Board with the power to vote on all matters.

5. Duties of the Vice-Chairpersons of the Board. The Vice-Chairpersons of the Board shall act in lieu of the Chairperson in the event of his or her absence or disability, and shall perform such duties as may be prescribed by the Board of Trustees.

6. Duties of the Secretary of the Board. The Secretary of the Board shall act as clerk of the Board, and record all of its votes and all of the minutes; and shall perform like duties for all committees of the Board of Trustees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees. The Secretary shall keep in safe custody the corporate seal of the College and, when authorized by the Board, affix the same to any instrument requiring it.

7. Duties of the President. The President shall be the chief executive and administrative officer of the College and shall perform all duties as may be prescribed by the Board of Trustees. The President shall have the right to attend all meetings of the Board and its committees and to be heard on all matters before them, but shall have no vote on any matter.

Except as otherwise provided herein or by the Board of Trustees, the President shall sign all contracts, documents or records in the name of the College.

8. Duties of the Treasurer. The Treasurer shall have supervision over the funds and securities of the College and shall keep full and accurate accounts pertaining to all receipts and disbursements. The Treasurer shall cause all funds to be deposited in and withdrawn from such institutions as the Board of Trustees may authorize. The Treasurer shall give a proper bond in such amount and with such corporate surety as may be approved by the Board of Trustees, which shall be filed with the Secretary. The Treasurer shall furnish a formal annual statement. The account of the Treasurer shall be audited annually by a certified public accountant or other qualified public accountant selected by the Board of Trustees.

9. Additional Officers. The Board of Trustees may appoint such additional officers to perform such other duties as it may determine from time to time.

ARTICLE V - COMMITTEES

1. Executive Committee. The Executive Committee shall consist of the elected officers of the Board and such other members of the Board as the Chairperson of the Board may designate. The Chairperson of the Board shall act as Chairperson of the Executive Committee, which shall have power to act during the intervals between meetings of the Board of Trustees. All actions taken by the Executive Committee shall be submitted to the Board of Trustees for ratification at its next meeting. The Executive Committee shall determine the strategic discussions to come before the Board, as well as set the Board meeting agenda. The Executive Committee shall also conduct an annual review of the President.

2. Student Outcomes. The Committee on Student Outcomes shall consist of not less than four (4) Trustees. It shall be concerned with and make recommendations to the Board as to all matters pertaining to the educational operation of the College, including academic program and enrollment management review; the College's progress toward student success goals; and appropriate policy issues. The Committee on Student Outcomes shall also perform such other related activities that may be assigned by the Board from time to time.

3. Business Affairs. The Committee on Business Affairs shall consist of not less than four (4) Trustees. It shall be concerned generally with the finances of the College. It shall review and make recommendations to the Board on (i) the receipts and expenditures of funds, (ii) the improvements and additions of facilities, (iii) the budget and changes thereto, (iv) the annual statement of the Treasurer, (v) promoting ethics, integrity and compliance with laws, policies and procedures within the College; and (vi) institutional policies and compliance with respect to conflicts of interest and other policies relating to institutional compliance with laws, and shall perform such other related activities that may be assigned by the Board from time to time.

4. Audit Committee. The Audit Committee shall meet not less than two (2) times per year, and shall consist of not less than three (3) members, who shall have expertise in financial and auditing matters. One member shall be appointed from a position external to the College. The Audit Committee shall be concerned with the following: (i) in collaboration with staff, recommend to the Board the appointment of a public accounting firm to serve as the College's independent auditor; (ii) review changes in accounting standards and financial regulations, and assess their impact on the College's financial reporting and fiscal operations; (iii) identify priority financial control and reporting issues to be examined as a component of the annual independent financial audit or other independent or internal audits; and (iv) review and recommend acceptance of the annual fiscal year audit.

5. Additional Committees. In addition to the committees described in these By-laws, the Board of Trustees may, by resolution, establish one or more standing or ad hoc committees to consist of one or more Trustees.

6. Quorum for Committees. Two (2) members of a committee shall constitute a quorum for the transaction of business of such committee and the acts of a majority of the committee members present at any committee meeting at which a quorum is present shall be the acts of such committee.

ARTICLE VI - NOTICE

1. Notice Requirements.

(a) Annual Meetings. Written notice of the annual meeting shall be given not less than three (3) days before the day named for such annual meeting.

(b) Regular Meetings. Unless otherwise provided herein or as otherwise required by applicable law, no notice shall be required for regular meetings. If notice is required for any regular meeting, written notice of such meeting shall be given not less than three (3) days before the day named for such regular meeting.

(c) Special Meetings. Written notice of special meetings called pursuant to Article III, Section 3 of these By-laws shall be given to each Trustee at least three (3) days before the day named for the special meeting unless otherwise provided herein.

2. Purpose of Meeting. Unless otherwise provided herein or as otherwise required by applicable law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice of the meeting.

3. Manner of Giving Notice. Whenever written notice is required to be given to the Trustees under these By-laws or pursuant to applicable law, it shall be given either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission, to the addresses (or facsimile numbers or e-mail

addresses) of the Trustees appearing on the books of the College. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person or, in the case of facsimile transmission, upon receipt by the College of confirmation of such transmission. A notice of meeting shall specify the place, day and hour of the meeting and any other information required under these By-laws or by applicable law.

4. Waiver of Notice. Whenever written notice is required to be given under these By Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE VII INDEMNIFICATION AND INSURANCE

1. Indemnification Authorized. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding (hereinafter a "proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action or suit by or in the right of the College, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Trustee or officer of the College or is or was serving at the request of the College as a trustee, director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as Trustee or officer or in any other capacity, shall be indemnified and held harmless by the College, against all expense, liability and loss (including attorneys' fees, judgments, penalties, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a Trustee or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Section 2 hereof, the College shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Trustees of the College. The right to indemnification conferred in this Article shall be a contract right and each person to whom this right to indemnification applies shall be a third party beneficiary of such right and shall be entitled to enforce against the College all indemnification and other rights granted to such person by this Article. The College may, by action of its Board of Trustees, provide indemnification to employees, agents, fiduciaries and other representatives of the College or to any person who is or was serving at the request of the College as an employee, agent, fiduciary or representative of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to any employee benefit plan, with the same or lesser scope and effect as set forth herein and in the other sections of this Article.

2. Determination of Indemnification. Indemnification under Section 1 above shall be made by the College unless a determination is reasonably and promptly made that indemnification of a Trustee or officer is not proper in the circumstances because of grounds for denying indemnification under this Article or under applicable law. Such determination may be made only (i) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such proceeding, or (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of Trustees who were not parties to such proceeding so directs, by independent legal counsel in a written opinion.

3. Expenses. Notwithstanding any other provisions of this Article, to the extent that a Trustee or officer of the College has been successful on the merits or otherwise in defense of any proceeding referred to in Section 1 above 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 him or her in connection therewith.

4. Other Rights. The rights to indemnification and the payment of expenses incurred in a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any right which any person may have or hereafter acquire under any statute, by-law, agreement, vote of Trustees who are not parties to the proceeding or otherwise.

5. Insurance. The College may maintain insurance, at its expense, to protect itself and any Trustee, officer, employee, agent, fiduciary or representative of the College or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the College would have the power to indemnify such person against such expense, liability or loss.

6. Amendment of Article. This Article may hereafter be amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a person who is or was a Trustee or officer to obtain indemnification or advancement of expenses with respect to a proceeding that pertains to or arises out of actions or omissions that occur prior to the effective date of such amendment or repeal, which date cannot be retroactive.

ARTICLE VIII - MISCELLANEOUS

1. Amendments to By-laws. By-laws may be adopted, amended or repealed by the affirmative vote of two-thirds of the Trustees present at any regular or special meeting. Written notice of the proposed amendment shall be given prior to such regular or special meeting in the manner provided in Article VI of these By-laws.

2. Fiscal Year. The fiscal year of the College shall commence on the first day of July and end on the last day of June.

3. Annual Budget. The Treasurer shall prepare an annual operating and capital budget for the College and submit such budget to the President who shall present such budget to the Board of Trustees not later than its June meeting for consideration. No obligation shall be assumed by the College, nor shall any payment be made, unless pursuant to the adopted budget of the College or the specific approval of the Board of Trustees.