
**BYLAWS
(AMENDED AND RESTATED)**

of

THE GREENE SCHOOL

Article I

PURPOSES, POWERS, AND NONPROFIT STATUS

Section 1.1 – Purposes. The Greene School (the "Corporation") is organized to carry out the purposes set forth in Article Third of the Articles of Incorporation of the Corporation, as from time to time in effect (the "Articles of Incorporation"). These purposes include, without limitation, the Corporation's mission to develop, establish, and operate an independent public charter school as articulated in Chapters 77, 77.1, and 77.3 of Title 16 of the Rhode Island General Laws and associated regulations, thereby preparing children for life and work in the 21st century. The Corporation's purposes shall include, without limitation, accomplishing the following with respect to the operation of a school:

- (a) Improving pupil learning by creating a school with rigorous academic standards in all basic areas of instruction for pupil performance, including but not limited to study of the environment, development of leadership, and issues of the sustainability of our planet;
- (b) Increasing learning opportunities for all pupils, with special emphasis on including expanded learning experiences for pupils who are identified as educationally disadvantaged and at risk;

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- (c) Encouraging the use of innovative teaching methods;
 - (d) Creating opportunities for teachers, including the opportunity to be responsible for the learning program at the school;
 - (e) Providing parents and pupils with expanded choices in the types of educational opportunities that are available;
 - (f) Being held accountable for meeting publicly promulgated and measurable state and charter-based pupil academic results, and implementing performance-based and/or other student based accountability systems; and
 - (g) Encouraging parental and community involvement.

The Corporation is formed for the purpose of advancing education and any other related tax-exempt not-for-profit purpose that may be permitted under Rhode Island law and the Internal Revenue Code of 1986, as amended, and the regulations from time to time promulgated thereunder (the "Code"). Specifically, the Corporation shall devote itself to advancing the education of its students.

Section 1.2 – Powers. The Corporation shall have all the powers enumerated in the Rhode Island Nonprofit Corporation Act, as from time to time amended (the "Nonprofit Corporation Act"); *provided*, however, the Corporation shall exercise its powers only in furtherance of exempt purposes as such terms are defined in Section 501(c)(3) of the Code.

Section 1.3 – Nonprofit Status. The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director, or officer of the Corporation or any other person, *except* that the Corporation 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 Articles of Incorporation. In the event of any liquidation or dissolution of the Corporation, no director or officer of the Corporation shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation,

the Board of Directors of the Corporation, after the payment and discharge of or provision for all its debts and obligations, shall distribute all of the assets of the Corporation to such organization or organizations which, at the time of distribution, qualify as exempt from federal income tax under Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively as organizations exempt from federal income tax under Section 501(c)(3) of the Code.

Article II

OFFICES

The Corporation shall have its principal office at 94 John Potter Road, Unit 3, West Greenwich, Rhode Island, and may relocate its principal office or have other offices at such places within and outside the State of Rhode Island as may from time to time be determined by the Board of Directors.

Article III

MEMBERS

Section 3.1 – Members. The Corporation shall have no members. The Board may, in its sole discretion, amend these Bylaws in the future to provide for the admission, qualifications, and rights and privileges of members.

Section 3.2 – Sponsors, Benefactors, Contributors, Advisors, and Friends of the Corporation. The Board may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors, or friends of the Corporation or such other titles as they deem appropriate. Such persons shall serve in an honorary capacity and, *except* as the Board otherwise designates, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing any quorum, and shall have no other rights or responsibilities.

Article IV
DIRECTORS

Section 4.1 – Powers and Duties. The affairs of the Corporation shall be managed by a board of directors (the “Board of Directors” or “Board”). Meetings of the Board shall be held pursuant to Article V below. The Board shall be the governing body with full legal authority and responsibility for the management of the Corporation. The Board shall take final action on the overall Corporation budget and major plans and policy decisions. It shall be responsible for the administration of the Corporation and its resources. The role of the Board is to ensure that the Corporation remains faithful to its mission. With respect to the operation of a school, it shall be accountable for the educational program, ensure compliance with all applicable charter school laws and regulations, and take all reasonable steps to promote the financial solvency of the Corporation. In furtherance of these obligations, it shall be the responsibility of the Board to:

- (a) Select and appoint the Head of School;
- (b) Set goals with and evaluate the Head of School who will then monitor the performance of other staff and to provide annual written evaluations and other evaluations and staffing reports as deemed prudent by the Board;
- (c) Enhance the public standing of the school and engage the community in the work of the school;
- (d) Assess the programs and services of the school;
- (e) Serve as an appellate board for all personnel and student disciplinary actions,
- (f) Develop such policies as will provide guidance to the staff of the school in its administration and application of the educational program. In order to achieve this, the Board will engage the staff in the monitoring and assessment of school policies and procedures
- (g) Monitor the school’s finances through a Finance Committee or such other means

as the Board may from time to time adopt; and

- (h) Raise funds for the operation of the school that will supplement that obtained from public expenditures.

Section 4.2 – Number and Qualifications. The number of members (“Directors”) of the Board shall not exceed twenty-five (25) nor be less than five (5). Directors shall reside and/or work within the State of Rhode Island or any other nearby communities served by the Corporation who are deemed to be committed to the Corporation's purposes and willing and able to make a constructive positive contribution to the Corporation and successful accomplishment of its goals. In addition, it is a goal of the Corporation that the Board be broadly representative of the communities which it serves.

Section 4.3 – Election. The initial Board shall consist of those directors named in the Articles of Incorporation and/or Annual Reports filed with the Rhode Island Office of the Secretary of State. Afterwards, the Board shall determine its own perpetuating membership through its own nominations and elections by the affirmative vote of a majority of the Directors then serving on the Board. Unless being considered for removal prior to the expiration of his or her term pursuant to Section 4.8 of this Article IV, a Director may partake in a vote to consider re-election for himself or herself due to the expiration of his or her regular term, unless the Board has otherwise elected and qualified a successor by majority vote.

Section 4.4 – Classification. In lieu of electing the whole number of Directors annually, the Directors shall be divided into two (2) classes of Directors which shall be designated “Class I” and “Class II” as follows:

- (a) Commencing with Directors to be elected at the meeting adopting these Bylaws (including without limitation incumbent Directors being re-elected), each Director shall be classified then or thereafter to Class I or Class II.

- (b) The term of office of Directors shall be for two (2) years. The number of Directors in each class shall be as nearly equal as possible given the number of members of the Board. Commencing with the first annual meeting of the Board which all incumbent Directors are members of a

class, a number of Directors equal to the number of the class whose term expires at the time of such meeting, or such lesser or greater number as reflects the number of Directors to which the Board is being or has been reduced or increased respectively, shall be elected to hold office until the third succeeding annual meeting. Notwithstanding the foregoing, each Director will hold office until his or her removal by the Board and, in the event of expiration of his or her term, until his or her successor is appointed and qualified. Directors shall be eligible for re-election to the Board, *provided*, however, that no Director may serve for more than twelve (12) consecutive years unless the Board waives this limitation by the affirmative vote of at least two-thirds (2/3) of the Directors present at an annual meeting, or a special or regular meeting of the Board. Any Director who is removed from the Board because such member has previously served six (6) full consecutive terms on the Board, shall again be eligible for re-election to the Board after a period of one (1) year.

Section 4.5 – Advisory Board. The Board may create an advisory board and appoint members thereof. The advisory board shall undertake such projects from time to time as may be assigned by the Board, but shall have no authority with respect to management of the affairs of the Corporation.

Section 4.6 – Vacancies. Any vacancy occurring on the Board shall be filled by the Board in accordance with the provisions of Section 4.3 in this Article IV. A Director elected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

Section 4.7 – Resignations. Any Director may resign at any time by giving written notice to the Board. The resignation shall take effect at the time specified in such notice or, if no time is specified therein, upon receipt by the President or the Secretary and unless otherwise specified in such notice, acceptance shall not be necessary to make it effective.

Section 4.8 – Removal. Any Director may be removed from office prior to the expiration of that Director's term for the unexcused failure to attend three (3) consecutive meetings of the Board by an affirmative vote representing at least a majority of the full membership of the Board, or otherwise

with or without cause by the affirmative vote of at least two-thirds (2/3) of other Directors present at any regular or special meeting of the Board, not counting the Director considered for removal, present at such Board meeting. A Director shall receive ten (10) days prior written notice by registered or certified mail of a meeting concerning the removal of such Director and shall be entitled to appear and have a reasonable opportunity to be heard by the Board or a committee of the Board formed for that purpose, but such Director may not vote at such meeting. Such committee shall make a report and recommendation to the Board if said Director elects to appear before said committee.

Section 4.9 – Prohibition of Compensation of Directors. If the Board so resolves, Directors may be paid their reasonable expenses, if any, of attendance at each meeting of the Board but may not be paid any compensation for their services as Directors. This Section 4.9 shall not preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor subject to the conflict-of-interest provisions in Section 4.10 of this Article IV.

Section 4.10 – Conflicts of Interest. Any Director, Officer, key employee, or committee member having an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the School's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussion or deliberations with respect to, such contract or transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest policies requiring:

- (a) Regular annual statements from Directors, Officers, key employees to disclose

existing and potential conflict in interest; and

(b) Corrective and disciplinary actions with respect to transgressions of such policies.

For the purpose of this Section 4.10, a person shall be deemed to have an "interest" in a contract or other transaction if he or she (or a family member of such person, by blood or marriage) is the party (or one of the parties) contracting or dealing with the Corporation, or is a Director, trustee or Officer of, or has a significant financial or influential interest in the entity contracting or dealing with the Corporation.

Section 4.11 – Ethics. To the extent applicable and required under law, Directors shall comply with the “Rhode Island code of ethics in government” set forth in Sections 36-14-2 to -7 of the Rhode Island General Laws, and the “code of basic management principles and ethical school standards” set forth in Section 16-2-9.1 of the Rhode Island General Laws.

Article V

MEETINGS

Section 5.1 – Annual Meeting. The annual meeting of the Board shall be held on the third (3rd) Wednesday in November in each year if not a legal holiday in the place where it is to be held, and, if a legal holiday, then on the next day following which is not a legal holiday, beginning at 7:00 p.m. (Rhode Island time) or such other date and time within the month of November in each year as the President shall designate. The annual meeting shall be held for the purposes of electing Directors whose terms expire, electing officers, and transacting such other business as may properly come before the meeting. If for any reason the annual meeting of the Board shall not be held, the President shall cause a special meeting to be held in lieu of the annual meeting of the Board.

Section 5.2 – Regular Meetings. The Board may hold meetings, both regular and special, either within or outside the State of Rhode Island. The Board shall endeavor to hold at least ten (10) regular meetings each year which may be held at such time and at such place as may from time to time be determined by the Board, *provided* that reasonable notice of the first regular meeting following any such

determination shall be given to absent Directors. The Board shall cause a schedule of regular meetings to be given to each Director.

Section 5.3 – Special and Emergency Meetings. Upon the written request of three (3) Directors or on his or her own initiative, special and emergency meetings shall be called by the President pursuant to and in compliance with Chapter 77 of Title 16 of the Rhode Island General Laws (the “Open Meetings Act”), *provided* that in addition to any notice requirements of the Open Meetings Act, prior notice of such special or emergency meeting be given to each Director in writing (including by facsimile or electronic correspondence), by telephone, or in person.

Section 5.4 – Specification of Business. Neither the business to be transacted at, nor the purpose of, any meeting of the Board or of a committee of the Board of the Corporation need be specified in any notice or written waiver of notice *except* as otherwise required by the Nonprofit Corporation Act or herein expressly provided, or, as applicable, the Open Meetings Act.

Section 5.5 – Quorum. At all meetings of the Board, attendance by a majority (over fifty percent (50%)) of the Directors will constitute a quorum for the transaction of business, and the act of a majority (for the avoidance of doubt, greater than 50%) of the Directors present and voting at a meeting at which a quorum is present will be the act of the Board, unless the act of a greater number of Directors is required by the Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws or, as applicable, the Open Meetings Act. The President of the Board, or his or her delegee, shall preside over the meetings of the Board.

Section 5.6 – Open Meetings Act. Notwithstanding else herein to the contrary, meetings of the Board shall be noticed and held subject to the Open Meetings Act pursuant to Section 16-77-6.1 of the Rhode Island General Laws.

Article VI
COMMITTEES

Section 6.1 – Committees Generally. The Board may from time to time by vote create such committees of Directors, officers, employees, or other persons designated by it for the purpose of advising the Board or the officers and employees of the Corporation in all such matters as the Board shall deem advisable and with such functions and duties as the Board shall prescribe by vote. The committees set forth in Sections 6.2 through 6.6 below and any other committee determined by the Board to be a standing committee (each, a “Standing Committee”) must include at least two (2) Directors. Other committees of the Board which are not Standing Committees (each, a “Special Committee”) must include at least one (1) Director. The Board may appoint persons other than Directors to Standing Committees or Special Committees, *provided* that the chairpersons of all committees of the Board shall be Directors. The voting rights, if any, of committee members other than Directors shall be specified by the Board in its action designating such persons as committee members.

A committee of the Board may have such specific powers and responsibilities as may be determined by the Board, *except* that it shall not have the power:

- (a) to amend these Bylaws or the Articles of Incorporation;
- (b) to fill vacancies in the Board;
- (c) to amend or repeal any resolution of the Board;
- (d) to approve any action or exercise any authority requiring the approval of more than a majority of a quorum of the Board under the laws of the State of Rhode Island, the Articles of Incorporation, or these Bylaws; nor
- (e) to take any other action which may not be delegated to it under the laws of the State of Rhode Island or under the provisions of the Articles of Incorporation or these Bylaws.

A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board shall otherwise provide. The Board shall have power to change the members of any committee at any time, to fill vacancies, and to discharge any such committee, either with or without cause, at any time, with or without notice.

Section 6.2 – Executive Committee. The Executive Committee shall be a Standing Committee of the Board and shall include the President, the Secretary, the Treasurer, and all Vice Presidents.

Section 6.3 – Finance and Audit Committee. The Finance and Audit Committee shall be a Standing Committee of the Board and charged with overseeing policies with respect to the accounts of the Corporation, supervising the auditing procedures, and overseeing the yearly budget. The Finance and Audit Committee shall endeavor to meet quarterly and shall report to the Board at its regular meetings. The Treasurer shall be a member of the Finance and Audit Committee.

Section 6.4 – Academic Standards Committee. The Academic Standards Committee shall be a Standing Committee of the Board and charged with reviewing and supporting academic policies and processes and, on its own initiative or when requested by the Board, shall present to the Board recommendations in conjunction with school-based committees and administration.

Section 6.5 – Governance and Personnel Committee. The Governance and Personnel Committee shall be a Standing Committee of the Board and charged with developing policies which support the school. It is responsible for promoting the work of the Board and for recruiting qualified individuals to serve on the Board. The Governance and Personnel Committee shall be responsible for establishing the Head of School evaluation subcommittee which will include at least three Board members. The Governance and Personnel Committee shall also establish the following subcommittees as needed: a Head of School Search Committee, a Disciplinary Review Committee, and a Grievance Review Committee.

Section 6.6 – Facilities Committee. The Facilities Committee shall be a Standing Committee of the Board and charged with providing safe and suitable housing for The Greene School. The Facilities Committee will strive to provide a facility where the learning community can learn about the environment and our place in the natural world. The Facilities Committee will perform the duties of the School Building Committee as described in the Rhode Island Department of Education School Construction Regulations.

Article VII

OFFICERS

Section 7.1 – Number. The “Officers” of the Corporation shall be a President, a Secretary, a Treasurer, one or more Vice Presidents, and a Head of School. The Board may from time to time elect or appoint such other Officers, including one or more vice or assistant officers, and with such titles as it may deem necessary or convenient, *provided* that such other officers or employees or other agents shall not be deemed corporate Officers of the Corporation unless so stated in the electing or appointing act of the Board. Any two or more offices may be held by the same person, *except* that no person may hold the offices of President and Secretary simultaneously, and the Head of School may hold no other office.

Section 7.2 – Election and Term. *Except* for the Head of School, the Officers shall be Directors and shall be elected by the Board at an annual meeting or other meeting called for such purpose. Each Officer will be elected to serve a term of two (2) years immediately following each annual meeting or special meeting in lieu thereof, or until his or her successor will have been elected and will have qualified or until his or her earlier death, resignation, or removal, as hereinafter provided. Any individual may serve an unlimited number of consecutive terms in the same office. Election or appointment of an Officer will not of itself create contract rights.

Section 7.3 – Removal. Any Officer may be removed from office by a majority vote of the Board members present at any regular or special meeting. Such removal will be without prejudice to the

contract or other legal rights, if any, of the person so removed. The Officer in question shall be notified of the proposed action at least ten (10) days prior to the scheduled date of the vote. He/she shall be given a reasonable opportunity to be heard by the Board, and whoever shall hear his/her case shall make a report and recommendation to the Board, but he/she shall not be entitled to vote thereon. All Board members shall be given written notice of any meeting at which a vote of removal is to take place.

Section 7.4 – Resignations. Any Officer may resign at any time by giving written notice to the Board or to the President or Secretary. A resignation shall take effect at the time specified in the notice thereof, and, unless otherwise specified in said notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 7.5 – Vacancies. In the event of a death, resignation, removal, or other inability to serve of any Officer, the Board may elect a successor who shall serve until the expiration of the normal term of such Officer or until his or her successor shall be elected.

Section 7.6 – The President. The President shall be the chief executive officer of the Corporation and shall have such powers and perform such duties as are designated from time to time by the Board. The President shall make a full annual report to the Board, if called upon to do so.

Section 7.7 – Vice President. The Vice President shall exercise the functions of the President during the absence or disability of the President and shall have such other duties as are assigned to him or her from time to time by the Board.

Section 7.8 – The Secretary. The Secretary shall record or cause to be recorded all the proceedings of the meetings of the Board and meetings of all committees to which a secretary shall not have been appointed; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records and of the seal of the Corporation; and have such other powers and perform such other duties as the Board may from time to time prescribe.

Section 7.9 – The Treasurer. The Treasurer shall have charge and custody of, and be

responsible for, all funds and credits and property of the Corporation, render a statement of the condition of the finances of the Corporation at all regular meetings and upon request of the Board, and a full financial report to the Board if called upon to do so. The Treasurer shall also have charge of the books and records of account of the Corporation, which shall be kept at such offices of the Corporation as the Board shall from time to time designate; be responsible for the keeping of correct and adequate records of the assets, liabilities, business and transactions of the Corporation and at all reasonable times exhibit the books and records of account to any of the Directors of the Corporation; review the Corporation's budget annually; be responsible for monitoring the budget; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board or the President.

Section 7.10 – The Head of School. The Head of School shall be responsible for the day-to-day management and operations of the Corporation and perform any other duties as assigned by the Board. The Head of School shall, to the extent applicable, have the general powers and responsibilities as a superintendent under Section 16-2-11 of the Rhode Island General Laws. In the absence of other authority or direction by the Board, the Head of School shall report to the President.

Section 7.11 – General Powers. Each officer shall, subject to these Bylaws, have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to this office, and such duties and powers as the Board shall from time to time designate. The Board may delegate the powers or duties of any officer of the Corporation to any other officer from time to time.

Section 7.12 – Bonding. The Board may in its discretion from time to time require any Officer, employee, agent, or factor shall give such bond with such surety or sureties for the faithful performance of his or her duties.

Section 7.13 – Signing of Instruments. All checks, drafts, orders, notes, and other obligations of the Corporation for the payment of money, deeds, mortgages, leases, contracts, bonds, and other corporate

instruments may be signed by the President, by the Treasurer, or by such other person or persons as may from time to time be designated by resolution of the Board.

Section 7.14 – Voting of Securities. *Except* as the Board may generally or in particular cases otherwise specify, the President or the Treasurer may on behalf of the Corporation vote or take any other action with respect to shares of stock or beneficial interests of any other corporation, or any association, trust or firm, of which any securities are held by the Corporation, and may appoint any person or persons to act as proxy or attorney-in-fact for the Corporation, with or without power of substitution, at any meeting thereof.

Article VIII

SEAL

Unless otherwise specified by the Board, the corporate seal shall consist of a flat-faced circular die, with the name of the Corporation, the year and state of its incorporation and such additional material as may be prescribed from time to time by the Board, cut or engraved thereon.

Article IX

FISCAL YEAR

The fiscal year of the Corporation will be determined by the Board and in the absence of such determination will end on June 30th in each year.

Article X

LIABILITY AND INDEMNIFICATION

Section 10.1 – Liability of Directors, Officers, and Committee Members. The Directors, Officers, and committee members of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having claims against, the Corporation, may look only to the funds and property of

the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 10.2 – Indemnification of Directors. The Corporation shall indemnify the Directors to the fullest extent permitted by Section 7-6-6 of the Nonprofit Corporation Act or any successor indemnification provision, but only to the extent that the status of the Corporation as a corporation exempt under Section 501(c)(3) of the Code is not affected thereby.

Section 10.3 – Insurance of Directors. To the extent the Board reasonably deems it necessary and practicable, the Corporation shall maintain insurance for the Directors, but only to the extent that the status of the Corporation as a corporation exempt under Section 501(c)(3) of the Code is not affected thereby.

Section 10.4 – Insurance and Indemnification of Others. To the extent it deems necessary and practicable in the discretion of the Board, the Corporation may indemnify, pay expenses to, and purchase and maintain insurance for, its Officers and other persons to the fullest extent permitted by Section 7-6-6 of the Nonprofit Corporation Act or any successor indemnification provision, but only to the extent that the status of the Corporation as a corporation exempt under Section 501(c)(3) of the Code is not affected thereby.

Section 10.5 – Ineffectiveness of Amendments. No amendment or termination of this Article X will be effective as to an indemnified person without the prior written consent of that indemnified person and, in any event, will not be effective as to any covered act of the indemnified person occurring prior to the amendment or termination.

Article XI

NOTICES

Section 11.1 – How Delivered. Whenever under the provisions of the Nonprofit Corporation

Act or of the Articles of Incorporation or of these Bylaws written notice is required to be given to any person, such notice may be given by mail or by a generally recognized overnight delivery service, addressed to such person at his, her or its address as it appears in the records of the Corporation, with postage or delivery charges thereon, if any, prepaid, and such notice will be deemed to be delivered at the time when the same will be deposited in the United States mail or delivered to the delivery service and effective two (2) days thereafter. Notice may also be given to any Director either personally or by telephone or by electronic or facsimile transmission to his or her house or office either directly or by leaving a message thereat. For the avoidance of doubt, provisions of this Article XI apply to notices to specific persons and members of bodies governed by these Bylaws, and do not apply to notices to the public pursuant to the Open Meetings Act.

Section 11.2 – Waivers of Notice. With respect to notices otherwise required by Section 11.1 above, a waiver thereof in writing, signed by the person or persons entitled to such notice and who did not receive the same, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. Attendance of a person at a meeting will constitute a waiver of notice of such meeting, *except* when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article XII

MISCELLANEOUS

Section 12.1 – Audit. There shall be an annual audit of all financial records of the Corporation. The Board may have such other audits made as it may require.

Section 12.2 – Limits on Influencing Legislation and Political Campaigns. No substantial part of the activities of the Corporation shall be carrying on propaganda, otherwise attempting to influence legislation (*except* as otherwise provided by the Internal Revenue Code Section 501(11)), or participating in, or intervening in (including the publication or distribution of statements), any political

campaign on behalf of any candidate for public office.

Section 12.3 – Equal Opportunity and Affirmative Action. The Corporation shall not discriminate on the basis of race, color, creed, national or ethnic origin, gender, religion, disability, age, sexual orientation, gender identity or expression, marital status, citizenship status, homelessness status, or status as a special disabled veteran, recently separated veteran, Vietnam era veteran, or any other veteran who served on active duty during a war or in a campaign or expedition for which a campaign badge has been authorized, (*except* in those special circumstances permitted or mandated by law). This nondiscrimination policy encompasses the operation of the Corporation's educational programs and activities including admissions policies and extracurricular programs. It also encompasses the employment of Corporation personnel and contracting by the Corporation for goods and services. The Corporation is committed to taking affirmative action to employ and advance in employment qualified women and members of minority groups, special disabled veterans, recently separated veterans, Vietnam era veterans, or any other veterans who served on active duty during a war or in a campaign or expedition for which a campaign badge has been authorized, identified in state and federal affirmative action laws and executive orders.

Article XIII

AMENDMENTS

The Board may, by the affirmative vote of two-thirds (2/3) of the Directors present at any regular or special meeting of the Board, alter, amend, or repeal these Bylaws, or adopt new bylaws; *provided* that each Director shall have been given specific notice that that a proposed amendment will be considered at such meeting together with a copy of any proposed amendment(s) at least fourteen (14) days before such meeting unless such notice is waived by every Director.

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Original bylaws adopted as of November, 2007
Revised as of April 7, 2010

Revised as of December 14, 2010
Amended and restated as of January 16, 2013
This amendment and restatement adopted as of January 15, 2014
Revised as of April 26, 2017
Revised as of October 18th, 2017

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