

BYLAWS OF
JOHN S. BRADFIELD SCHOOL PARENT-TEACHER ASSOCIATION

ARTICLE 1
OFFICES; GENERAL PURPOSES

1.01. Principal Office. The principal office of JOHN S. BRADFIELD SCHOOL PARENT-TEACHER ASSOCIATION (the “*Corporation*”) shall be in such location, and the Corporation may have such other offices and mailing addresses, as the affairs of the Corporation may require from time to time.

1.02. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code (the “*TBOC*”). The registered office may be, but need not be, identical with the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board of Directors or the President.

1.03. Purposes of the Corporation. The Corporation is organized exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the “*Code*”) and will be operated solely to (i) further the education of children in the Highland Park Independent School District (the “*HPISD*”), with an emphasis on children enrolled in the John S. Bradfield Elementary School (the “*School*”), (ii) support and accomplish the educational purposes of the School and the HPISD; (iii) in the discretion of the Board of Directors, support programs of the School and the HPISD, including (without limitation) the provision of financial support, volunteer management, and the direct operation of programs for the benefit of the School and/or the HPISD; and (iv) do all things necessary for and incidental to the accomplishment of the purposes and goals of the Corporation.

1.04. Standing Rules; Policies. The Board of Directors may adopt policies regarding the operation of the Corporation, provided that such policies are consistent with the Corporation’s Certificate of Formation and these Bylaws. These Bylaws contemplate a Standing Rules policy to be adopted by the Board of Directors. The Standing Rules and other policies adopted by the Board of Directors (if any) may assign duties not already assigned by these Bylaws to the Corporation’s officers and committees. The Standing Rules may be modified or amended by a majority vote of the Board of Directors.

ARTICLE 2
BOARD OF DIRECTORS

2.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors shall be residents of Texas, living within the attendance boundaries of HPISD.

2.02. Number, Election, Tenure, and Qualification. Subject to this Section 2.02, a person elected as an officer pursuant to Article 4 of these Bylaws shall automatically become a director without further action by the Board of Directors and shall serve as a director for so long as he or she also serves as an officer in accordance with Article 4. No individual shall be eligible to serve as a director or officer that has initiated, or joined as a plaintiff, a lawsuit against the School, the HPISD, or the HPISD Board of Trustees and such action shall be grounds for the individual's immediate removal as a director and officer. Employees of the School are not eligible to serve as directors or officers. The number of directors shall be fixed by the Board of Directors; the number of directors shall be at least three (3) and not more than sixteen (16). Officer positions are described in Article 4.

2.03. Ex-Officio and Non-Voting Advisory Directors. The Board of Directors may designate any number of persons as ex-officio directors or non-voting advisory directors, and each such category or classification shall have such rights and privileges as the Board of Directors may determine or as set forth in the Standing Rules of the Corporation.

2.04. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without notice other than these Bylaws. The Board of Directors may provide the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without notice other than such determination.

2.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President. A special meeting of the Board of Directors shall be called by the Secretary whenever requested in writing by a majority of the directors. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto as provided in Section 10.01.

2.06. Proxies. A director may vote by proxy executed in writing by the director. A proxy expires three (3) months after the date of its execution. A proxy is revocable unless otherwise provided by the proxy or made irrevocable by law.

2.07. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Directors present by proxy shall not be counted towards a quorum.

2.08. Manner of Acting. Except as otherwise specifically provided herein, in the exercise of any of the powers herein given to the directors, a simple majority of directors serving at any time shall have authority to make determinations and to act, and all actions of the directors shall be taken either by resolution at a meeting or by written record without a meeting.

2.09. Removal. Any director may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the director so removed.

2.10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled as set forth in Section 4.04.

2.11. Powers. No director, officer, agent, or employee of this Corporation shall have the power to make any expenditure or incur any indebtedness on behalf of the Corporation that exceeds the budgeted amount approved by the Board of Directors for such expenditure by one thousand dollars (\$1,000.00) or more unless he or she has obtained advance authorization to do so by the President and Treasurer. No director, officer, agent, or employee of this Corporation shall have the power to make any expenditure or incur any indebtedness on behalf of the Corporation in an amount greater than one thousand dollars (\$1,000.00) for an expense that has not been approved by the Board of Directors as part of the Corporation's budget unless he or she has obtained advance authorization to do so by the Board of Directors.

ARTICLE 3 MEMBERS

3.01. Members; Qualification. Any reference to a "Member", "Members", or "Membership" in these Bylaws shall not be construed to mean members as defined in the TBOC. For purposes of these Bylaws, a Member is defined as (i) any parent or guardian of an enrolled student at the School who has fully paid the applicable dues to the Corporation; or (ii) any credentialed professional employed by the HPISD to provide educational services to students enrolled in the School.

3.02. Rights of the Members. Members shall have only such rights, duties, and powers as may be granted by the Board of Directors. Members shall have the right to (i) recommend to the Nominating Committee candidates for officer, director, officer-elect, committee chair, and committee chair-elect positions; (ii) review the Corporation's annual budget on request; (iii) recommend grants to the Gift Committee; and (iv) recommend policies and procedures to the Board of Directors.

3.03. Dues; Term. Member dues (if any) shall be fixed and may be changed from time to time by, and in the discretion of, the Board of Directors. Unless otherwise determined by the Board of Directors, the Membership year shall be the same as the Corporation's fiscal year. Members who are qualified as set forth in Section 3.01 are eligible for consecutive terms as Members.

3.04. Resignation; Removal. Members may resign by filing a written resignation with the President or Secretary of the Corporation. The Board of Directors may remove any Member whose conduct is deemed grossly prejudicial to the Corporation and its exempt purposes, provided written notice of the alleged grossly prejudicial conduct shall first be delivered to such Member (in accordance with Section 10.01) at least ten (10) days prior to the meeting of the Board of Directors at which such conduct shall be considered. The notice shall give the time and place of the meeting of the Board of Directors and the conduct alleged to be grossly prejudicial. At such meeting, the accused Member may appear in person or be represented by a duly authorized representative and present a reasonable number of witnesses to be heard by the Board of Directors. Upon no longer

qualifying pursuant to Section 3.01, a Member shall be automatically removed without action by the Board of Directors.

3.05. Annual Meeting; Special Meeting. An annual meeting of the Members may be held in the County of Dallas, Texas, with the specific date, time, and place of such meeting set by the Board of Directors. The President or the Board of Directors may call a special meeting of the Members at any time. The agenda of each annual meeting or special meeting of the Members shall be set by the President.

3.06. Quorum; Manner of Acting. If the Board of Directors requests a Member vote, those Members who attend a meeting of the Members shall constitute a quorum. Members shall act by a majority vote unless otherwise determined by the Board of Directors. The Board of Directors may determine the method by which Member votes shall be cast. Voting by proxy is not permitted.

3.07. Notice. Notice of an annual meeting of the Members (if any) shall be given at least ten (10) days previously thereto and notice of a special meeting of the Members shall be given at least five (5) days previously thereto and in accordance with Section 10.01. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

ARTICLE 4 OFFICERS

4.01. Officers. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article 4. The Board of Directors may elect or appoint such other officers, including (without limitation) a President-Elect, Treasurer-Elect, Member-at-Large, Cafeteria Finance Treasurer, Cafeteria Finance Treasurer-Elect, Vice President of Technology Resources, Vice President of Buildings and Grounds, Vice President of Teacher Liaison, Vice President of Development, Vice President of Communications, and Vice President of Communications-Elect, as it shall deem desirable, such officers to have the authority and perform the duties described in these Bylaws and prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

4.02. Election; Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at its regular annual meeting from a list of nominees recommended by the Nominating Committee. If the officers are not elected at the regular annual meeting, such election shall be held as soon thereafter as possible. New offices may be created and filled by the Board of Directors at any meeting of the Board of Directors. Each officer shall serve a one (1) year term or until his or her successor shall have been elected and qualified or until his or her earlier death, resignation, or removal. Terms shall begin on the first day of the Corporation's fiscal year. Officers may serve no more than two (2) consecutive terms in the same office; provided however, that if the Nominating Committee recommends, and the Board of Directors approves, an officer may serve in the same office for one (1) additional consecutive term.

4.03. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any removal of an individual as an officer shall be an automatic removal of such individual as a director.

4.04. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by a candidate nominated by the President and approved by the Board of Directors for the unexpired portion of the term.

4.05. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all regular and special meetings of the Board of Directors and all regular and special meetings of the Members and shall serve as a voting member of all committees (except as otherwise provided in these Bylaws). Except as otherwise provided in Sections 6.01 and 6.02, he or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors or by the Standing Rules.

4.06. President-Elect. The President-Elect (if any) shall assist the President and act as an observer in order to become familiar with the business of the Corporation. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as may be assigned to him or her by the President, Board of Directors, or the Standing Rules. At the conclusion of his or her term, and subject to the approval of the Board of Directors pursuant to the procedures set forth herein, the President-Elect shall serve as President for the following term.

4.07. Member-at-Large. The Member-at-Large (if any) shall perform the duties described in the Standing Rules and such other duties as may be assigned to him or her by the President or by the Board of Directors.

4.08. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 6 of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the President, the Board of Directors, or the Standing Rules; provided however, if the Board of Directors assigns the Cafeteria Finance Duties (as defined herein) to a Cafeteria Finance Treasurer,

the duties assigned in this Section 4.08 shall not include the Cafeteria Finance Duties. The Treasurer shall make a written report of the finances of the Corporation at each regular meeting of the directors, and at such other time as the directors shall require.

4.09. Treasurer-Elect. If required by the Board of Directors, the Treasurer-Elect (if any) shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer-Elect (if any) shall assist the Treasurer and act as an observer in order to become familiar with the business of the Corporation. In the absence of the Treasurer, or in the event of his or her inability or refusal to act, the Treasurer-Elect shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. The Treasurer-Elect shall perform such other duties as may be assigned to him or her by the President, the Treasurer, the Board of Directors, or the Standing Rules. At the conclusion of his or her term, and subject to the approval of the Board of Directors pursuant to the procedures set forth herein, the Treasurer-Elect shall serve as Treasurer for the following term.

4.10. Cafeteria Finance Treasurer. The Cafeteria Finance Treasurer (if any) shall manage the Corporation's operation of the School's cafeteria (the "***Cafeteria***") as described in the Standing Rules. If required by the Board of Directors, the Cafeteria Finance Treasurer (if any) shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. If required by the Board of Directors or the Standing Rules, the Cafeteria Finance Treasurer may have charge and custody of and be responsible for funds relating to the Cafeteria's operation; receive and give receipts for moneys due and payable to the Corporation and related to the Cafeteria, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 6 of these Bylaws; and in general perform all other duties as may be assigned to him or her by the President, the Board of Directors, or the Standing Rules (collectively, the "***Cafeteria Finance Duties***"); provided however, the Cafeteria Finance Treasurer may delegate duties described in this Section 4.10 to employees or agents of the Corporation, but shall be responsible for ensuring such duties are carried out in accordance with these Bylaws and the Standing Rules, or as required by law. The Cafeteria Treasurer (if any) may be required by the Board of Directors or the Standing Rules to make a written report of Cafeteria-related finances at each regular meeting of the directors, and at such other time(s) as the directors shall require. The Cafeteria Treasurer (if any) shall chair the Cafeteria Committee.

4.11. Cafeteria Finance Treasurer-Elect. If required by the Board of Directors, the Cafeteria Finance Treasurer-Elect (if any) shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Cafeteria Finance Treasurer-Elect (if any) shall assist the Cafeteria Finance Treasurer and act as an observer in order to become familiar with the business of the Corporation. In the absence of the Cafeteria Finance Treasurer, or in the event of his or her inability or refusal to act, the Cafeteria Finance Treasurer-Elect shall perform the duties of the Cafeteria Finance Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Cafeteria Finance Treasurer. The Cafeteria Finance Treasurer-Elect shall perform such other duties as may be assigned to him or her by the President, the Treasurer, the Cafeteria Finance Treasurer, the Board of Directors, or the Standing Rules. At the conclusion of his or her term, and subject to the approval

of the Board of Directors pursuant to the procedures set forth herein, the Cafeteria Finance Treasurer-Elect shall serve as Cafeteria Finance Treasurer for the following term.

4.12. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the President, the Board of Directors, or the Standing Rules. The Secretary may delegate duties described in this Section 4.12 to one (1) or more officers, but shall be responsible for ensuring that such duties are carried out in accordance with these Bylaws or as required by law.

4.13. Vice President of Technology Resources. The Vice President of Technology Resources (if any) shall perform the duties described in the Standing Rules and such other duties as may be assigned to him or her by the President or by the Board of Directors.

4.14. Vice President of Buildings and Grounds. The Vice President of Buildings and Grounds (if any) shall perform the duties described in the Standing Rules and such other duties as may be assigned to him or her by the President or by the Board of Directors.

4.15. Vice President of Teacher Liaison. The Vice President of Teacher Liaison (if any) shall perform the duties described in the Standing Rules and such other duties as may be assigned to him or her by the President or by the Board of Directors.

4.16. Vice President of Development. The Vice President of Development (if any) shall manage the Corporation's fundraising committees; monitor and provide support to all fundraising efforts of the Corporation; and perform such other duties that are described in the Standing Rules or as may be assigned to him or her by the President or by the Board of Directors.

4.17. Vice President of Communications. The Vice President of Communications (if any) shall perform the duties described in the Standing Rules and such other duties as may be assigned to him or her by the President or by the Board of Directors.

4.18. Vice President of Communications-Elect. The Vice President of Communications-Elect (if any) shall assist the Vice President of Communications and act as an observer in order to become familiar with the business of the Corporation. In the absence of the Vice President of Communications, or in the event of his or her inability or refusal to act, the Vice President of Communications-Elect shall perform the duties of the Vice President of Communications, and when so acting shall have all the powers of and be subject to all the restrictions upon the Vice President of Communications. The Vice President of Communications-Elect shall perform such other duties as may be assigned to him or her by the President, the Vice President of Communications, the Board of Directors, or the Standing Rules. At the conclusion of his or her term, and subject to the approval of the Board of Directors pursuant to the procedures set forth herein, the Vice President of Communications-Elect shall serve as Vice President of Communications for the following term.

4.19. Chairpersons. The Board of Directors may establish one (1) or more chairperson positions (“*Chairpersons*”), which shall not be officers or directors of the Corporation as those terms are defined in the TBOC or in these Bylaws. Chairpersons (if any) shall be appointed in a manner determined by the Board of Directors or as described in the Standing Rules. Chairpersons (if any) shall have such duties assigned by the Board of Directors or as described in the Standing Rules.

4.20. Elect Positions. The Board of Directors may establish one or more officer-elect and/or chairperson-elect positions not already defined in these Bylaws (the “*Elect Positions*”). Elect Positions shall not be officers of the Corporation as that term is defined in the TBOC or in these Bylaws. For clarity of understanding, nothing in this Section 4.20 shall alter the rights and duties of the offices of President-Elect, Treasurer-Elect, Cafeteria Finance-Elect, and Vice President of Communications-Elect defined in this Article 4. At the conclusion of their term, and subject to the approval of the Board of Directors pursuant to the procedures set forth herein and in the Standing Rules, persons holding Elect Positions will be appointed or elected to the related officer or Chairperson position (as applicable). For example, a Secretary-Elect (if any) will generally assume the role of Secretary in the following term.

ARTICLE 5 COMMITTEES

5.01. Committees of Directors. A majority of the Board of Directors then acting may, by affirmative vote, designate and appoint one (1) or more committees, the majority of the members of which shall be directors, which committees, to the extent provided by the Board, shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to altering, amending, repealing, replacing, or restating the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Corporation; altering, amending, repealing, replacing, or restating the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary winding up and termination of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or altering, amending, repealing, replacing, or restating any resolution of the Board of Directors which by its terms provides that it shall not be altered, amended, repealed, replaced, or restated by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by law. Committees shall at all times remain subject to the control and supervision of the Board of Directors.

5.02. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by the Standing Rules or the Board of Directors. Each committee may have a Chairperson and a chairperson-elect, who shall be recommended by the Nominating Committee and approved by the Board of Directors in accordance with the provisions of Section 5.03. Additional members of a committee established

under this Section 5.02 (if any) shall be appointed and removed as set forth in the Standing Rules or by the President or by the Board of Directors.

5.03. Nominating Committee. At a date and time to be determined by the Board of Directors, the Corporation shall establish a Nominating Committee, which shall be responsible for soliciting nominations, evaluating candidates, and proposing to the Board of Directors a recommended list of prospective officers, directors, Chairpersons, and (as applicable) Elect Positions to serve during the next fiscal year (collectively, the “*Candidate Slate*”). The Nominating Committee (if any) shall deliver the Candidate Slate to the Board of Directors at least two (2) weeks prior to the Board of Directors’ meeting at which such nominees are to be considered. The Nominating Committee shall be comprised of the following persons, as further described below in this Section 5.03: (i) the President-Elect; (ii) the President; (iii) six (6) Room Parents (as that term is defined by the Standing Rules); (iv) four (4) Officer & Chairperson Nominees (as defined in Section 5.03(d)) (if any); and (v) the Nominating Committee Chair (as defined in Section 5.03(e)) (if any).

(a) President-Elect. The President-Elect shall be a voting member of the Nominating Committee.

(b) President. The President shall be a voting member of the Nominating Committee.

(c) Room Parents. The Board of Directors shall appoint (1) Room Parent per grade who are not also officers or directors (for a total of six (6) Room Parents).

(d) Officer & Chairperson Nominees. The Board of Directors shall elect four (4) Nominating Committee members from a list of (i) all officers who are not eligible for, or who have declined to serve a subsequent term as an officer; (ii) the Treasurer-Elect and all persons holding Elect Positions (if any); and (iii) all Chairpersons (if any) (collectively the “*Officer & Chairperson Nominees*”).

(e) Nominating Committee Chair. The President-Elect shall appoint a past or current officer who is not eligible for, or who has declined to serve, a subsequent term as a director or officer (the “*Nominating Committee Chair*”). The Nominating Committee Chair shall chair the Nominating Committee and serve as a non-voting member, except that he or she shall vote on any motion that is tied and from which he or she has not abstained.

Committee members who are candidates for a position under consideration shall abstain from any deliberation or vote by the Nominating Committee relating to such position.

5.04. Finance Committee. The Finance Committee shall consist of the Treasurer, who shall serve as chair; the President; and any such number of additional members as described in the Standing Rules or as the President or Board of Directors may determine from time to time. The Finance Committee shall (i) prepare and submit an annual budget to the Board of Directors for approval; (ii) regularly review the financial performance of the Corporation against the annual budget; (iii) annually review and recommend updates (as needed) to the Corporation’s financial

control practices and policies; (iv) review the Corporation's annual Form 990 Return of Organization Exempt From Income Tax prior to submission to the IRS; and (v) perform such other duties described in the Standing Rules or as may be assigned by the Board of Directors.

5.05. Gift Committee. The Gift Committee shall consist of the President-Elect, who shall serve as chair; the President; and any such number of additional members as described in the Standing Rules or as the President or Board of Directors may determine from time to time. The Gift Committee shall (i) evaluate potential grants from the Corporation to the School or the HPISD; (ii) recommend specific grants to be approved by the Board of Directors; and (iii) perform such other duties described in the Standing Rules or as may be assigned by the Board of Directors. If, in the judgment of the Gift Committee, the best interests of the Corporation will be served thereby, the Gift Committee may also recommend grants to other public schools and/or other organizations that serve children within the boundaries of the HPISD and that are exempt from tax under Section 501(c)(3) of the Code. The Gift Committee shall meet at least two (2) times per year during the School's Fall and Spring terms.

5.06. Cafeteria Committee. The Cafeteria Committee shall consist of the Cafeteria Finance Treasurer, who shall serve as chair; the President; the Cafeteria Finance Treasurer-Elect; and any such number of additional members as described in the Standing Rules or as the President or Board of Directors may determine from time to time. The Cafeteria Committee shall be responsible for the overall management of the School's cafeteria in consultation and coordination with the HPISD and shall perform such other duties described in the Standing Rules or as may be assigned by the Board of Directors. The Cafeteria Committee shall meet at least two (2) times per year, during the School's Fall and Spring terms.

5.07. Term of Office. Each member of a committee shall serve a term of one (1) year or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such committee member shall cease to qualify as a member thereof. Committee members may be removed as described in the Standing Rules or by the President or the Board of Directors.

5.08. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

5.09. Vacancies. Except as provided below, vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments or by the President or Board of Directors. Vacancies in the membership of a committee described in Section 5.03 may be filled by the Board of Directors.

5.10. Proxies. A committee member may vote by proxy executed in writing by the committee member. A proxy expires three (3) months after the date of its execution. A proxy is revocable unless otherwise provided by the proxy or made irrevocable by law.

5.11. Quorum; Manner of Acting. Unless otherwise provided by the Board of Directors designating a committee, a majority of the voting members of a committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present

shall be the act of the committee. If less than a majority of the members are present at said meeting, a majority of the members present may adjourn the meeting from time to time without further notice. Committee members present by proxy shall not be counted towards a quorum.

5.12. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors, including the Standing Rules.

5.13. Meetings. Unless otherwise provided by the Board of Directors, notice of any meeting of a committee shall be given to each committee member at least two (2) days previously thereto as provided in Section 10.01.

ARTICLE 6 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

6.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. In the absence of such determination by the Board of Directors, any such instruments approved by the Board of Directors, as contemplated by the Corporation's budget process or otherwise, may be signed by the President.

6.02. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by any two (2) of the following officers: Treasurer, Treasurer-Elect, President, or President-Elect of the Corporation. Provided, however, that any such instrument may only be signed as set forth in this Section 6.02 to the extent the expenditure has been approved by the Board of Directors, as contemplated by the Corporation's budget process or otherwise.

6.03. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

6.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

6.05. Compensation. Officers and directors shall serve without compensation, and no officer or member of the Board of Directors shall receive any pecuniary benefit from the Corporation in his or her capacity as an officer or member of the Board of Directors, except reimbursement for actual expenses incurred in connection with the business of the Corporation. Officers and directors may receive compensation for services outside the scope of their duties as an officer or director. Compensation of all persons who are also directors or officers shall be approved in advance by the Board of Directors and the Corporation will at all times follow any

conflict of interest policy adopted by Board of Directors. All compensation of officers or directors shall meet the requirements of the Code and the Treasury Regulations promulgated thereunder.

ARTICLE 7 INDEMNIFICATION

7.01. Extent of Indemnification and Advancement of Expenses. Except as provided below in Section 7.02, the Corporation shall indemnify and advance expenses to any person who (i) is or was a director or officer of the Corporation or (ii) while serving as a governing person, is or was serving at the request of the Corporation as a representative of another enterprise, another organization, or an employee benefit plan, to the fullest extent that a corporation may or is required to grant indemnification to a director under the TBOC; notwithstanding the foregoing, however, the Corporation may indemnify and advance expenses to an officer, employee, or agent, or any person who is identified in Section 7.01(ii) and who is not a director, to such extent, consistent with law, as may be provided by the Corporation's Certificate of Formation, these Bylaws, general or specific action of the Board of Directors, by contract, or as otherwise permitted or required by common law.

7.02. Limitation on Extent of Indemnification in Derivative Suits. In case of a suit by or in the right of the Corporation against a person named in Section 7.01(i) or (ii) by right of his or her holding a position named in Section 7.01(i) or (ii), the Corporation shall only indemnify such person for reasonable expenses (including attorneys' fees, but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of the suit.

7.03. Indemnification of Other Persons. This Article 7 shall not limit the right of the Corporation to the extent and in the manner authorized or permitted by law to indemnify and to advance expenses to persons other than persons identified in Section 7.01(i) and (ii). Without limiting the foregoing, the Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and the advancement of expenses to any person who is or was an employee or agent of the Corporation to the same extent that it may indemnify and advance expenses to persons identified in Section 7.01(i) and (ii) and to any such further extent as may be authorized or permitted by law.

7.04. Non-Exclusive. The indemnification provided by this Article 7 shall not be exclusive of any other rights to which a person may be entitled by law, these Bylaws, agreement of disinterested directors, or otherwise.

7.05. Continuation. Any right of indemnification or advance payment as provided by this Article 7 shall continue as to a person who has ceased to hold a position named in Section 7.01 or Section 7.03, as applicable, and such right shall inure to his or her heirs, executors, and administrators.

7.06. Insurance. The Corporation may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any such person as specified in Section 7.01 and Section 7.03, against any such expense, liability, or loss, to the extent permitted by the TBOC and

without regard to whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the TBOC.

7.07. Reports. Indemnification payments, advance payments, and insurance payments made under this Article 7 shall be reported in writing to the Board of Directors with the next notice of annual meeting, or within six (6) months, whichever is sooner.

ARTICLE 8 BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE 9 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day in June in each year.

ARTICLE 10 NOTICE, MEETINGS, AND INFORMAL ACTION

10.01. Notice. Any notice required under these Bylaws may be delivered personally or sent by mail, email, or facsimile to the applicable director, committee member, or Member at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is given by email or facsimile, notice shall be deemed to be delivered upon confirmation of receipt. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

10.02. Waiver of Notice. Whenever any notice is required to be given under the provisions of the TBOC or under the provisions of the Certificate of Formation or these Bylaws, 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. All such written waivers shall be filed with the minutes of such meeting. The attendance of a director, committee member, or Member at any meeting shall constitute a waiver of notice of such meeting, except where a director, committee member, or Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

10.03. Meetings by Telephone and Other Means. Any meeting described in these Bylaws may be held by means of a remote electronic communications system, including but not limited to conference telephone, videoconference, or internet, so long as the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Such participation shall constitute presence

in person at the meeting for purposes of a quorum and voting. If voting is to take place at a meeting held by means of a remote electronic communications system, the Corporation shall implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and keep a record of any vote or other action taken.

10.04. Informal Action.

(a) Unanimous Consent. Any action required by law to be taken at a meeting of directors or committee members or any action which may be taken at a meeting of directors or committee members 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 directors or committee members, as applicable.

(b) Less Than Unanimous Consent. Any action required by law to be taken at a meeting of directors or committee members or any action which may be taken at a meeting of directors or committee members may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number of individuals as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action without a meeting by less than unanimous written consent of the individuals entitled to vote on the action shall be given to those individuals who did not consent in writing to the action.

(c) Execution and Transmission. A consent permitted in this Section 10.04 may be executed and transmitted in the form of: (i) an original signed writing or a reliable reproduction thereof, including but not limited to a photocopy, scan, or facsimile; or (ii) an electronic transmission, provided that the transmission contains or is accompanied by information from which it can be determined that it was transmitted by or on behalf of the relevant individual, and such individual's approval of the matter at issue is clearly stated.

10.05. Electronic Signatures. Any consent or action required to be taken in writing by these Bylaws or otherwise may be executed by electronic signature. Acceptable forms of electronic signature include but are not limited to: (i) a scanned or photographic image of a written signature, and (ii) a typed name adopted by the signatory with the intent to sign the writing. The Corporation may adopt other methods for capturing electronic signatures, such as software applications designed for that purpose. Where a signature is transmitted by electronic means, it should include or be accompanied by information from which it can be determined that the electronic transmission was sent by or on behalf of the relevant individual.

**ARTICLE 11
AMENDMENTS TO BYLAWS**

These Bylaws may only be altered, amended, repealed, replaced, or restated by the affirmative vote of a majority of the then acting directors, if at least two (2) days' written notice is given of an intention to alter, amend, repeal, replace, or restate these Bylaws at any regular or

special meeting of the Board of Directors, and such notice contains a statement of the nature of the proposed amendment(s).

The undersigned, as Secretary of the Corporation, does hereby certify that the foregoing are the Bylaws of the Corporation as approved and adopted by the directors on the ____ day of _____, 2025.

LAURA MCCALLAN, Secretary