

RESTATED BYLAWS
for
GRAND RAPIDS CHRISTIAN SCHOOLS
a Michigan nonprofit corporation

As used in these bylaws, the term “Act” means the Michigan Nonprofit Corporation Act, Act 162 of the Public Acts of Michigan of 1982, as amended and in effect from time to time.

ARTICLE I
OFFICE, PURPOSE, BASIS AND SUBSCRIPTION

Section 1.1 Corporate Office. The principal office of Grand Rapids Christian Schools (hereinafter referred to as “GRCS” or the “Corporation”) shall be located at such place within Kent County, Michigan as the Board of Trustees may determine from time to time.

Section 1.2 Purpose. The purpose of GRCS shall be as set forth in the articles of incorporation. The corporation and its schools shall accept enrollment without discrimination as to race, color, sex, or national origin. All rights and privileges of the corporation and its schools shall be afforded equally to all students.

Section 1.3 Basis. The supreme standard of The Grand Rapids Christian Schools shall be the scriptures of the Old and New Testament, herein confessed to be the infallible Word of God, as these are interpreted in the historic Reformed confessions: The Belgic Confession, Heidelberg Catechism, and Canons of Dort.

Acknowledging that these Scriptures, instructing us of God, ourselves, and God’s creation, contain basic principles authoritative and relevant for education, we hold that:

(a) The authority and responsibility for educating children resides in the parents or guardians of the children and not in the state or the church. Parents, however, may delegate their authority to those who can competently carry out this God-given parental right.

(b) The primary aim of Christian parents in securing the education of their children should be to give them a Christian education --that is, an education whose goal is to equip the child for living the Christian life as a member of the Christian community in contemporary society.

(c) Christian parents, when delegating the authority for educating their children, should delegate it to those institutions, which seek to provide Christian education for the student.

(d) The responsibility for maintaining such institutions rests on the entire Christian community.

(e) The Christ proclaimed in the infallible Scriptures is the Redeemer and Renewer of our entire life, thus also of our teaching and learning. Consequently in a school, which seeks to provide a Christian education it is not sufficient that the teachings of Christianity be a separate subject in the curriculum, but the Word of God must be an all-pervading force in the educational program.

Section 1.4 Subscription to the Basis of GRCS. Subscription means agreement with and endorsement of its statement of “Scripture as the infallible Word of God,” the three Reformed confessions as explained in subparagraphs (a) and (b) below, and “the basic principles...of education, a-e.”

(a) Subscription to the Three Reformed Confessions. Subscription means agreement with the basic doctrines of the historic ecumenical Christian faith as expressed in the Apostles’ and Nicene Creeds and stated in the three Reformed confessions: the Belgic Confession, the Heidelberg Catechism, and the Canons of Dort.

Among these basic doctrines are the following: general and special revelation; the inspiration and infallibility of Scripture; the triune nature of God; the deity and humanity of Jesus Christ; the historicity of creation and the human fall into sin; the incarnation, virgin birth, sinless life, atoning sacrificial death, bodily resurrection and ascension, universal reign, and future return of Jesus Christ; the presence and sovereign power of the Holy Spirit in creation and in the regeneration and sanctification of God’s people; salvation by grace alone through faith alone; the church as the visible body of Christ in the world, people from every nation who love Jesus Christ as Savior and Lord; and the obligation of Christians in gratitude for salvation to live according to God’s will. This list of doctrines is illustrative, not exhaustive.

(b) Exceptions to the Three Reformed Confessions. Subscription does not mean unqualified agreement with or endorsement of everything contained in the three Reformed confessions. Subscription allows for exceptions of the following two kinds (the listed examples of possible exceptions are illustrative, not exhaustive):

(1) Incidental statements that are not essential to the formulation of basic doctrines but are problematic because they may be incorrect or inappropriate. Examples include: Paul as the author of Hebrews; ungracious historical references to Roman Catholics and Anabaptists.

(2) Particular doctrines about which orthodox biblical Christians do not agree. Examples include: the nature and administration of baptism and the Lord’s Supper; the organization and government of the church; the relationship between God’s sovereign grace and human responsibility in election and regeneration; and the sequence of events at the return of Jesus Christ.

(c) Summary. Subscription to the Basis means unqualified endorsement of Scripture as God’s infallible Word, the Reformed confessional statement of the basic

doctrines of ecumenical Christianity, and the biblical principles for education. Reservation about any of these positions, with the exceptions noted in subparagraph (b) above, indicates an inability to subscribe.

(d) Adjudication of Questions about Subscription. If a question arises concerning whether a particular doctrinal statement is required by subscription or is a possible exception, determination shall be made by one or more of the following persons or bodies, arranged in increasing order of authority:

- (1) A GRCS principal;
- (2) The GRCS Superintendent; or
- (3) The Board of Trustees.

Section 1.5 **Application of the Basis.** “Our World Belongs to God: A Contemporary Testimony” shall function as a summary and exemplary application of the world and life view taught in Scripture and promoted in GRCS.

ARTICLE II MEMBERS

Section 2.1 **Eligibility for Membership.** To be eligible for membership, an individual must satisfy all of the following requirements:

- (a) He or she must subscribe to the Basis set forth in Section 1.3;
- (b) He or she must be eighteen (18) years of age or older; and
- (c) At least one of the following must apply:
 - (1) One or more children in his or her household attends a GRCS school; or
 - (2) He or she makes an annual monetary contribution to the GRCS.

Section 2.2 **Expiration of Membership.** The membership of a member shall expire on August 31 of any year if, as of that date, the member is no longer eligible under Section 2.1.

Section 2.3 **Membership Nontransferable.** Membership is not transferable.

Section 2.4 **Annual Meeting.** An annual meeting of the members shall be held each year, the specific date, time and location of which will be determined by the Board of Trustees and stated in the notice of the meeting. At the annual meeting, the members shall elect the Board of Trustees and approve the annual operating budget of the Corporation and transact such other business as may properly come before the meeting.

Section 2.5 **Special Meetings.** Meetings of the members for any purpose or purposes may be called by the President or the Board of Trustees. Such meetings shall also be called by

the President or Secretary at the written request of not less than ten (10) percent of the members. The date, time and location of special meetings shall be determined by the Board of Trustees and stated in the notice of the meeting.

Section 2.6 Notice of Meetings. Except as otherwise provided by statute, written notice of the date, time, location and purposes of any meeting of members shall be delivered, either personally, by mail, or by personal electronic means approved by the Board of Trustees, to each member not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given either personally or by mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the Corporation. Alternatively, notice may be published in a GRCS newsletter, provided that the newsletter is published at least semiannually and is mailed or transmitted by personal electronic means approved by the Board of Trustees to the members entitled to vote at the meeting not less than ten (10) days nor more than sixty (60) days before the date of the meeting.

Section 2.7 Record Dates. The Board of Trustees may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

Section 2.8 List of Members. The Secretary of the Corporation shall prepare or cause to be prepared a complete list of all members in good standing. The list shall be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

Section 2.9 Quorum. Unless a greater or lesser quorum is required by statute, fifty (50) members shall constitute a quorum at any meeting of members. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

Section 2.10 Proxies and Absentee Ballots. At all meetings of members, a member may vote by absentee ballot or may authorize in writing another person to act for the member by proxy. Such absentee ballot shall be filed with the Secretary of the Corporation before or at the time of the meeting. A proxy shall be signed by the member and shall not be valid for more than one meeting unless otherwise provided in the proxy. A proxy shall be revocable at the pleasure of the member executing it.

Section 2.11 Voting. Each member is entitled to one vote on each matter submitted to a vote at a meeting of the members. A vote may be cast either orally or in writing. When an action is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast, unless a greater vote is required by the Articles of Incorporation or the Act.

ARTICLE III BOARD OF TRUSTEES

Section 3.1 **General Powers.** The business, property and affairs of GRCS shall be managed by or under the supervision of the Board of Trustees.

Section 3.2 **Number.** There shall be not less than nine (9) or more than thirteen (13) Trustees on the Board, as shall be fixed from time to time by the Board of Trustees.

Section 3.3 **Tenure.** A Trustee's term shall begin July 1 or on such other date as may be determined by the Board of Trustees following the annual meeting, and a Trustee shall hold office for a term of three years or until the Trustee's death, resignation or removal; provided, however, that the term of a Trustee who has been elected by the membership may be extended for up to three additional years by affirmative vote of a majority of the remainder of the Board, subject to the following:

- (a) The vote must occur at a regular or special meeting of the Board held before the annual meeting in the third year of the Trustee's term;
- (b) The Trustee must be nominated for an extended term by another Trustee, and the nomination must be supported by a third Trustee;
- (c) If a majority of the remainder of the Board votes to extend the term of the Trustee, the Trustee's term shall be extended for an additional three years, or such other term not exceeding three years as determined by the Board of Trustees.

Section 3.4 **Qualifications.** A person will be deemed qualified to serve on the Board of Trustees if he or she:

- (a) Is a member in good standing of the Corporation and subscribes to the doctrinal basis set forth in Article I of the Bylaws;
- (b) Acknowledges Jesus Christ as Savior and Lord;
- (c) Is committed to the mission of GRCS. He/she is a proponent of Christian education that is shaped by a Reformed Theological perspective;
- (d) Is committed to investing the time and energy necessary to assure that GRCS maintains spiritual, financial, and educational integrity throughout the community.

Section 3.5 **Election Procedure.** Each year in which the term of one or more Trustees is set to expire and such expiration will result in fewer than the number of Trustees established by Board resolution, a successor Trustee shall be elected or appointed for each open seat on the Board according to the following procedure:

- (a) A slate of qualified potential candidates shall be selected by the Nomination Committee. The slate shall include a number of candidates not less than the number of open seats on the Board. In selecting a slate of candidates, the Nomination

Committee shall solicit, receive and consider recommendations from the Board and from the membership at large; actively seek potential candidates with backgrounds and areas of expertise most needed on the current Board to facilitate the purpose and objectives of GRCS; contact all recommended individuals to confirm their interest in serving on the Board; and carefully evaluate each application and recommendation and other relevant information concerning the potential candidates.

(b) The Nomination Committee shall present the slate of potential candidates to the Board for consideration and approval. If approved by a majority of the Trustees then serving, the slate of candidates shall be the nominees for election to the Board at the next annual membership meeting. Profiles of the respective nominees shall be distributed to the members with the notice of the annual meeting.

(c) At the annual membership meeting, a vote shall be taken on each candidate nominated by the Board. A candidate shall be deemed elected if he or she is approved by a simple majority of the members present at the meeting, in person or by proxy or absentee ballot. Candidates shall be elected subject to availability of open seats on the Board.

(d) If the number of candidates elected by the membership exceeds the number of open seats on the Board, the new trustees shall be selected by lot from the pool of elected candidates. The Board of Trustees may establish separate pools of the elected candidates in order to meet areas of expertise needed on the Board before the selection by lot occurs at the annual meeting;

(e) If the number of candidates elected by the membership is less than or equal to the number of open seats on the Board of Trustees, the elected candidates shall be seated on the Board of Trustees, and any unfilled seat shall be deemed vacant and shall be filled by affirmative vote of a majority of the remaining trustees, even if less than a quorum remains, at the first possible regular or special meeting of the Board of Trustees after the annual election. A Trustee elected to fill a vacancy shall serve until the next election of Trustees by the members.

Section 3.6 Regular Meetings. The Board of Trustees shall hold at least six regular meetings each year. The date, time and place of each regular meeting shall be established from time to time by resolution of the Board of Trustees. No notice other than the resolution shall be required for regular meetings.

Section 3.7 Special Meetings. The President or any three Trustees may call a special meeting of the Board of Trustees at any time. Notice of the time and place of a special meeting shall be given in writing, or by telephone, to each Trustee at least three days before the meeting. A special meeting may be held at any time or place, without notice, if all Trustees waive notice of the meeting. Attendance at a meeting shall be deemed to be a waiver of notice unless attendance is solely for the purpose of objecting to the lack of notice.

Section 3.8 **Location of Meetings.** All meetings of the Board of Trustees shall be held at the administrative offices of the Corporation unless a different location is specified in the notice of the meeting.

Section 3.9 **Statement of Purpose.** Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in any resolution or notice unless required by statute.

Section 3.10 **Quorum.** A majority of Trustees (more than one-half of the elected officials) shall constitute a quorum for transacting business at any meeting of the Board of Trustees, but if less than a majority are present at the meeting, a majority of the Trustees who are present may adjourn the meeting from time to time without further notice until a quorum is present.

Section 3.11 **Required Vote.** Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, any action by the Board of Trustees requires the affirmative vote of a majority of the Trustees who are present and voting.

Section 3.12 **Proxies.** In the event a Trustee cannot attend a regular or special Board meeting, then that Trustee may authorize in writing another Trustee to act for the Trustee by proxy at that meeting. The proxy may be general or specific to one agenda item. The proxy must be dated and signed. The proxy vote shall constitute part of the quorum.

Section 3.13 **Electronic Communication.** Trustees may participate in a meeting of the Board, or in a meeting of a committee on which they serve, 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 under this section constitutes presence in person at the meeting.

Section 3.14 **Action Without a Meeting.** Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board or a committee of the Board may be taken without a meeting if, before or after the action, all members of the Board or of the committee consent thereto in writing. Written consent may be given by facsimile transmission, electronic message, or any other means that establishes a permanent record of the consent to action taken. The consent has the same effect as a vote of the Board or committee for all purposes.

Section 3.15 **Vacancies.** Vacancies in the Board of Trustees shall be filled by affirmative vote of a majority of the remaining Trustees, though less than a quorum. The proposed Trustee must be nominated by another Trustee and the nomination must be supported by another Trustee. A Trustee elected to fill a vacancy shall serve the remaining term of the vacated seat.

Section 3.16 **Compensation.** Trustees as such shall not receive any monetary compensation for their services but, by resolution of the Board of Trustees, may be reimbursed for expenses incurred in the performance of their duties. Nothing herein contained shall preclude any Trustee from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.17 **Inspection of Books.** A Trustee may inspect and copy any books and records of the Corporation for a purpose reasonably related to his or her position as a Trustee.

Section 3.18 **Resignation.** A Trustee may resign from the Board of Trustees at any time by giving written notice of resignation to the chairman of the Board. Notice of resignation will be effective upon receipt or at a later time specified in the notice.

Section 3.19 **Ex Officio Trustees.** The Superintendent of GRCS shall serve in an advisory capacity as a non-voting, *ex officio* member of the Board.

ARTICLE IV OFFICERS

Section 4.1 **Officers.** The Corporation shall have a President, Vice President, Treasurer and Secretary, who shall be elected by the Board from among its Trustees (not including *ex officio* Trustees). The Corporation may also have such other officers as the Board of Trustees may elect or appoint from time to time from among its Trustees or from the membership at-large, who shall have the authority prescribed to them by the Board. Any two or more offices may be held by the same person, except those of President, Treasurer, and Secretary.

Section 4.2 **Election and Term of Office.** The President, Vice President, Secretary and Treasurer shall be elected by the Board of Trustees at the first meeting of the new Board of Trustees following the annual meeting, or as soon thereafter as may be determined by the Board of Trustees. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 4.3 **President.** The President shall also serve as the chairman of the Board of Trustees. The President shall conduct all meetings of the members and the Board. The President shall sign all corporate documents and agreements on behalf of the Corporation, unless the President or the Board instructs that the signing be done with or by some other officer, agent or employee. The President shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right and the right of the Board to delegate any specific power to any other officer of the Corporation.

Section 4.4 **Vice President.** The Vice President shall have the power to perform duties that may be assigned by the President or the Board. If the President is absent or unable to perform his or her duties, the Vice President shall perform the President's duties until the Board directs otherwise. The Vice President shall perform all duties incident to the office.

Section 4.5 **Secretary.** The Secretary or his or her designee shall (a) be responsible for keeping minutes of Board meetings; (b) be responsible for providing notice to each member or Trustee as required by law, the Articles of Incorporation, or these Bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer and Trustee; and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

Section 4.6 **Treasurer.** The Treasurer or his or her designee shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Corporation at such depositories in the Corporation's name that may be designated by the Board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

Section 4.7 **Other Officers.** Other officers, if any, shall have the duties and authority delegated to them by the Board of Trustees from time to time.

Section 4.8 **Vacancies.** The Board of Trustees may fill a vacancy in any office for the remainder of the unexpired term of office at any regular or special meeting of the Board.

Section 4.9 **Resignation and Removal.** An officer may resign from office at any time by giving written notice of resignation to the President. An officer may be removed from office, with or without cause, by a vote of a majority of the Board of Trustees. Election or appointment to an office does not of itself create contract rights.

ARTICLE V SUPERINTENDENT

The Superintendent of GRCS shall serve as the Corporation's chief executive officer, shall oversee the day-to-day operation of GRCS, and shall carry out the directives and policies established by the Board and in these Restated Bylaws. The Superintendent shall meet the qualifications of Section 3.4 and shall also be an *ex officio* member of the Board of Trustees and shall attend all Board meetings, report on the progress and status of GRCS, and answer any questions of the Board members. Other duties of the Superintendent shall be as set forth in the Superintendent's employment contract and in any resolution or policy duly adopted by the Board.

ARTICLE VI COMMITTEES

Section 6.1 **Executive Committee.** The Board of Trustees shall have an Executive Committee consisting of at least the President, Vice President and one other Trustee elected by the Board at its first meeting following the annual meeting of the members. The Executive Committee shall have the authority to act for the Board of Trustees between meetings of the Board, except that the Executive Committee may not:

- (a) Adopt, amend, or repeal any bylaw;
- (b) Elect, appoint or remove any Trustee, committee member, or officer of the Corporation;
- (c) Amend or repeal any resolution of the Board or any action of the Board taken by written consent without a meeting;
- (d) Authorize non-budgeted expenditures in excess of \$25,000;

Section 6.2 **Nomination Committee.**

(a) **Composition of the Committee.** There shall be a Nomination Committee consisting of the President, two other Trustees, and at least four appointees from the membership at large, two of whom shall have previously served on the Board of Trustees or a District Board existing before the Amendment of the Articles of Incorporation in 2010. The GRCS Superintendent shall serve as an *ex officio* (non-voting) member of the committee. Composition of the committee shall to the extent possible represent the elementary, middle school and high school constituencies. The President or his or her designee shall chair the committee and the President shall appoint each member of the Nomination Committee, subject to approval by a majority vote of the Board of Trustees present at any regular or special meeting of the Board of Trustees. Each at-large member shall be appointed for a term of two years; provided, however, that two of the at-large members of the first Nomination Committee shall be appointed for one-year terms, so as to establish staggered terms.

(b) **Duties of the Nomination Committee.** The Nomination Committee shall be responsible for (a) soliciting and reviewing applications from, and recommendations for, potential candidates for the Board of Trustees; (b) contacting individuals who are recommended to confirm their interest in serving on the Board of Trustees; (c) evaluating all interested potential Board candidates based on the qualifications set forth in Section 3.5 and the particular areas of expertise needed by the Board; and (d) selecting a slate of candidates to be presented to the Board for approval and nomination for election by the membership.

Section 6.3 **Standing Committees.** In addition to the Executive Committee and the Nomination Committee, there shall be at least two additional standing committees, a Finance/Operations Committee and an Education Committee, with the powers and duties established by the Board of Trustees from time to time. Each standing committee shall have at least two trustees and each committee shall be chaired by a Trustee other than the President.

Section 6.4 **Other Committees.** The Board of Trustees may create and appoint such standing committees and such other or special committees as the Board shall deem necessary or advisable. All standing and other committees shall consist of such number of persons, who shall, but need not exclusively, include Trustees, and shall perform such duties and shall serve for such terms of office as the Board of Trustees shall determine.

Section 6.5 **Meetings.** A committee shall meet as directed by the Board of Trustees. Each committee shall prepare minutes of the proceedings of all meetings of the committee, and records of all other actions taken by the committee, and give them to the Secretary of the Corporation for the Secretary to keep with the minutes and other written records of the Board of Trustees. Copies of all committee minutes shall be distributed on a regular basis to all members of the Board of Trustees.

ARTICLE VII
EXECUTION OF INSTRUMENTS, DEPOSITS, VOTING OF SECURITIES

Section 7.1 **General.** Subject to the provisions of Sections 7.2 and 7.3 hereof, all deeds, documents, transfers, contracts, agreements, and other instruments requiring execution by the Corporation shall be signed by the President and by the Treasurer, or as the Board may otherwise from time to time authorize.

Section 7.2 **Corporate Indebtedness.** No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by a majority vote of the Board of Trustees. Authorization may be general or confined to specific instances. All bonds, debentures, notes, and other obligations or evidences of indebtedness of the Corporation issued for loans shall be made, executed, and delivered as the Board shall authorize.

Section 7.3 **Checks or Drafts.** All checks, drafts, bills of exchange or other orders for the payment of money issued in the name of the Corporation shall be signed only by such person or persons and in such manner as may from time to time be designated by the Board, and unless so designated, no person shall have any power or authority thereby to bind the Corporation, to pledge its credit, or to render it liable.

Section 7.4 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other financial institutions as the Board may select. For the purposes of deposit and of collection for the account of the Corporation, checks, drafts, and other orders for the payments of money which are payable to the order of the Corporation shall be endorsed, assigned, and delivered by such person or persons and in such manner as may from time to time be designated by the Board.

Section 7.5 **Appointment of Agents to Vote Securities and Other Corporations.** Unless otherwise provided by resolution adopted by the Board, the President may from time to time appoint one or more attorney or agent, to exercise in the name and on behalf of the Corporation, the powers and rights which the Corporation may have, as the holder of stock or other securities in any other corporation, to vote or to consent in respect of such stock or other securities, and the President may instruct the person or persons so appointed as to the manner of exercising such powers and rights. The President may execute, or cause to be executed in the name and on behalf of the Corporation, all such written proxies, powers of attorney, or other written instruments as the President may deem necessary in order that the Corporation may exercise such powers and rights.

ARTICLE VIII
INDEMNIFICATION

Section 8.1 **Definitions.** As used in this Article VIII, any word or words defined in sections 561–569 of the Act (the “*indemnification sections of the Act*”) shall have the same meaning as provided in the indemnification sections of the Act.

Section 8.2 **Indemnification of officers and Trustees.** The Corporation shall indemnify a Trustee or officer of the Corporation in connection with a proceeding to the fullest

extent permitted by and in accordance with the Articles of Incorporation and the indemnification sections of the Act; provided, however, that the preceding shall not require the corporation to indemnify any person for any liability, tax or expense to the extent it results in the imposition of tax under Section 4958 of the Internal Revenue Code. The Corporation shall also advance the expenses of defense upon receipt of an undertaking to repay the expenses as provided in Section 564 of the Act, except in a case involving a claim of breach of a duty of loyalty to the Corporation, in which case the Corporation may, as determined by the Board of Trustees in its discretion, advance the expenses of defense.

Section 8.3 Indemnification of employees, non-Trustee volunteers, and agents. The Corporation may, as determined by the Board of Trustees in its discretion, indemnify and advance expenses to an employee, non-Trustee volunteer, or agent in connection with a proceeding to the extent permitted by and in accordance with the indemnification sections of the Act.

Section 8.4 Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any Trustee, officer, employee, non-Trustee volunteer, or agent of the Corporation against any potential liability or expense, whether or not the Corporation would have the power to indemnify the person against the liability or expense under the Act.

ARTICLE IX FINANCIAL MATTERS

Section 9.1 Fiscal Year. The fiscal year of the corporation, for tax and financial accounting purposes, shall be fixed by resolution of the Board of Trustees.

Section 9.2 Compensation and expenses of Trustees and officers. Each of the Trustees shall be a “*volunteer Trustee*” as that term is defined in the Act; and all of the officers shall be “*volunteer officers*” as that term is used in the Act. All Trustees and officers shall serve without compensation other than reimbursement of actual, reasonable and necessary expenses incurred on behalf of the Corporation or otherwise in his capacity as a Trustee or officer; provided, however, that any such reimbursement of expenses shall be made only after it has been approved by the Board of Trustees or the Executive Committee. The Trustee or officer to be reimbursed shall not be entitled to vote on the matter; and if the vote is taken after the expenses have been incurred, the Board or Executive Committee may, in its discretion, vote to deny reimbursement, even though the expenses have already been incurred.

Section 9.3 Budgets. All budgets must be approved by the affirmative vote of a majority of the Trustees entitled to vote at a regular or special meeting. The annual operating budget, including any adjustment in school tuition rates or fees, must be approved by a simple majority of the members present at each annual meeting of the members.

**ARTICLE X
AMENDMENT OF BYLAWS**

Unless otherwise required by law, these Restated Bylaws may be amended only by way of an amendment initiated by the Board of Trustees and approved by an affirmative vote of a majority of the Trustees, subject to final approval by an affirmative vote of a majority of members present in person, by proxy, or by absentee ballot at a regular or special meeting of the members; provided, however, that Section 1.3 shall not be amended unless authorized by affirmative vote of not less than 75% of the total number of members of the Corporation.

End of Bylaws