

# FRENCH AMERICAN INTERNATIONAL SCHOOL BYLAWS

Revised and Restated June 25, 2020

## SECTION 1 NAME

The name of the corporation is the French American International School (the "Corporation" or the "School"), an Oregon nonprofit corporation.

## SECTION 2 PURPOSE, POWERS, AND RESTRICTIONS

**2.1 Purpose.** The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, including, to the extent consistent with such purposes, the provision of an excellent education, borrowing from both the French and American educational systems. The School provides a structured approach to learning in both French and English and may offer instruction in other languages. The School seeks to provide young students the tools to develop their intellect and character, and to enable them to discover and gain an appreciation of diverse cultural heritages. The School shall adhere to the highest academic standards, with emphasis on the development of a habit of spirited inquiry and logic, and on the development of the ability to speak, read, and write fluently in French and English and other languages.

**2.2 Powers.** Consistent with the foregoing purposes, the articles of incorporation, and the requirements of Internal Revenue Code Section 501(c)(3), the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act, Oregon Revised Statutes Chapter 165, as amended from time to time.

**2.3 Restrictions.** The assets of the School are irrevocably dedicated to the purposes described above in Section 2.1, and no part of the net earnings of the School shall inure to the benefit of or be distributed to its trustees, officers, or other private persons, except that the School shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the aforementioned purposes. No substantial part of the activities of the School shall consist of carry on propaganda or otherwise attempting to influence legislation. The School shall not participate or intervene in, or publish or distribute any statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of these articles of incorporation to the contrary, the School shall not engage in any activities that are not permitted for a corporation which is exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or to which contributions are deductible under Sections 170(c), 2055(a), or 2522(a).

### SECTION 3 NONDISCRIMINATION

The French American International School does not discriminate on the basis of age, sex, marital status, sexual orientation, gender expression or identity, race, creed, color, disability, uniformed service or veteran status, national or ethnic origin or other legally protected status in administration of its educational policies, athletics or other school-administered programs, or in the administration of its hiring and employment practices.

### SECTION 4 OFFICES AND FISCAL YEAR

**4.1 Principal Office.** The principal office of the School shall be at such place in the Portland, Oregon, greater metropolitan area as the Board of Trustees shall from time to time designate.

**4.2 Registered Office and Registered Agent.** The Corporation shall have and continuously maintain in the state of Oregon a registered office and a registered agent. The registered office of the Corporation shall be at such place in the state of Oregon as the Board shall determine, and may be, but need not be, identical with the principal office of the Corporation. The address of the registered agent shall be identical with the registered office. The address of the registered office and registered agent, and the identity of the registered agent, may be changed from time to time by the Board.

**4.3 Fiscal Year and Financial Records.** The fiscal year of the School shall be July 1 to June 30. The financial records shall be maintained in accordance with generally accepted accounting principles.

### SECTION 5 MEMBERSHIP

The membership of the Corporation shall be divided into the following two classes:

**5.1 Class A Voting Members.** The Class A voting membership of the Corporation shall consist of Parents. For the purpose of these Articles, "Parent" means a person having legal custody, alone or jointly with another person, of (i) a child currently enrolled in the School as a student in the regular school year but not of a child enrolled solely in any summer program, after school care program or similar program administered by the School, or (ii) during any period in which the School is not in regular session (including summers), a child who, in the expectation of such person and the School, will be enrolled in the School at the commencement of its next regular session. A person's expectation that a child will be enrolled in the School at its next regular session must be evidenced by the timely delivery of an enrollment application and appropriate other deposits to the School and acceptance of enrollment by the Head of the School or the Head's designee. Each year, the Class A Voting Members shall have the right to vote to elect to

the Corporation's Board of Trustees one Class A Trustee, as set forth in Section 7.4 of these bylaws. As provided in ORS 65.441, Class A Voting Members shall have the right to vote on any proposed amendment to these by-laws if that amendment would affect the rights of the Class A Voting Members differently than it would affect the rights of the Class B Voting Members (as defined in Section 5.2). Except as provided above, Class A Voting Members shall have no other rights or obligations.

**5.2 Class B Voting Members.** The Class B voting membership of the Corporation shall consist of those members of the Board of Trustees who have been designated by the Board as Class B Trustees and their successors as from time to time elected or appointed. Each Class B Voting Member shall have the right to vote on all matters coming before meetings of the membership, including the right to vote to elect Class B Trustees to the Corporation's Board of Trustees. A Class B Voting Member may also vote on the selection of the Class A Trustee to the extent the Class B Voting Member is also a Class A Voting Member (meaning a Parent, as defined in 5.1 above).

## **SECTION 6 MEMBERSHIP MEETINGS**

**6.1 Annual Meeting of Members.** The annual meeting of the members shall be held during the month of February of each year. The date, time and place of the annual meeting shall be fixed by the Board of Trustees. The Secretary shall mail notices of the meeting or Email notices of the meeting to all members at least 20 calendar days prior to the date of the meeting. The agenda of the annual meeting of the members shall include, but not be limited to, the election of a Class A Trustee, if any, by the Class A Voting Members.

**6.2 Special Meetings of Members.** Special meetings of the members for any purpose or purposes may be called at any time by the Board Chair or by the Board of Trustees, or upon the written request of 25 Class A Voting Members submitted to the Secretary. Written notice of the date, time, place, and purpose of such special meetings shall be given to the members by first-class mail or Email at least 14 calendar days prior to the date of the meeting.

**6.3 Quorum; Majority Vote of Members.** One-fifth of the Class A Voting Members at the time of a meeting of the members shall constitute a quorum for the transaction of business at any meeting of the members. The affirmative vote of a majority of the Class A Voting Members present at meeting at which a quorum is present shall be the act of the members unless the vote of a larger number is required by law, the articles of incorporation, or these bylaws. A meeting of the members at which a quorum is initially present may continue to transact business after the departure of one or more Class A Voting Members, if any action taken is approved by at least a majority of the initial quorum for such meeting.

## **SECTION 7 TRUSTEES**

7.1 **Powers.** The board of directors shall manage the business and affairs of the Corporation and exercise or direct the exercise of all corporate powers. The board of directors shall be called the "Board of Trustees" (or "Board"), and each individual director shall be called a "trustee."

7.2 **Number.** The Board of Trustees shall consist of no less than nine (9) and no more than twenty (20) trustees, the exact number to be fixed from time to time by resolution of the Board of Trustees. The number of trustees may be increased to more than twenty or decreased to fewer than nine from time to time by amendment of the articles of incorporation. No decrease in the number of trustees shall have the effect of shortening the term of office of any incumbent trustee.

7.3 **Ex Officio Board Members.** The Head of the School, the immediate past Chair of the Board (if no longer a sitting trustee), the person currently designated as parent liaison by the Head of the School, and such honorary consuls for foreign governments and School staff and faculty members as the Board of Trustees may designate, shall be invited to attend meetings of the Board of Trustees in an *ex officio* capacity but shall not be considered trustees and shall not vote on matters coming before the Board of Trustees. *Ex officio* members of the Board of Trustees shall not participate in closed or executive sessions of the Board of Trustees or special meetings unless otherwise directed by the Board of Trustees.

7.4 **Election and Removal of Class A Trustees.** Class A Trustees shall be elected as provided in the articles of incorporation and as further provided below:

7.4.1 **Nomination of Class A Trustees.** The Committee on Trustees shall solicit nominations for Class A Trustees in writing from the Class A Voting Members at least 60 days prior to the annual meeting of the members and shall report for nomination nominees for positions on the Board to be filled at the annual meeting of the members. The Committee on Trustees shall deliver the report in writing to the Secretary at least 30 days prior to the annual meeting of the members.

7.4.2 **Election of Class A Trustees.** At least 20 days prior to the annual meeting of the members, the Secretary shall mail or Email a ballot to each Class A Voting Member, together with a statement not exceeding one page in length to be provided by each nominee setting forth the nominee's qualifications for election to the Board of Trustees and outlining the nominee's reasons for seeking the position. Only those ballots returned to the Secretary prior to the day of the annual meeting shall be counted. The Secretary and the Chair shall count the ballots and, at the annual meeting of the members, the nominees for each position shall be ranked by the number of votes received, and the nominee with the highest number of votes for each position shall be elected a Class A Trustee. Voting shall be conducted by secret ballot.

7.4.3 **Failure to Elect Class A Trustee.** If there are no nominations for

Class A Trustees received in accordance with this Section 7, or if the members otherwise fail to elect a Parent to fill a vacant Class A Trustee position, the position shall remain vacant.

**7.4.4 Removal of Class A Trustees.** A Class A Trustee may be removed, with or without cause, by the Class A Voting Members at a meeting of the members duly called for that purpose at which a majority of the Class A Voting Members are present. An affirmative vote of a majority of the Class A Voting Members present at the meeting shall be required to effect such a removal.

**7.5 Election and Removal of Class B Trustees.**

**7.5.1 Nomination of Class B Trustees.** The Committee on Trustees may by majority vote submit recommendations for nominees for each Class B Trustee position.

**7.5.2 Election of Class B Trustees.** Class B Trustees shall be elected by the affirmative vote of a majority of the trustees then in office, after having considered any recommendations for vacant trustee positions from the Committee on Trustees, and as further described in Section 9.3 of these bylaws. The Board may also at its discretion designate additional nominees as candidates for such trustee positions.

**7.5.3 Removal of Class B Trustees.** Class B Trustees may be removed, with or without cause, by the affirmative vote of two-thirds of the trustees then in office, at any meeting of the Board of Trustees. The notice of such meeting shall state that the purpose or one of the purposes of the meeting is the removal of the trustee or trustees involved.

**7.6 Term.** Trustees are elected to three-year terms. The term of a Class A Trustee shall be deemed to begin on the date of the next succeeding June Board Meeting following the trustee's election and end just prior to the June Board Meeting at which such trustee's successor takes office if there is a successor. The term of any Class B Trustee shall begin and end at the time specified in the resolution electing such trustee but if no such specification is made, such trustee's term shall be deemed to begin on the first day of July immediately following the June Board Meeting at which such trustee was elected and end at the conclusion of the June Board Meeting occurring three years later. No trustee shall serve for more than two consecutive terms.

**7.7 Resignation.** Trustees may resign at any time by delivering written notice of resignation to the Chair or Secretary. Such resignation shall be effective on receipt, unless it is specified therein to be effective at a later time, and acceptance of the resignation shall not be necessary.

**7.8 Vacancies.** Any vacancy occurring on the Board of Trustees for any reason, including a vacancy resulting from an increase in the number of trustees pursuant to Section 7.2, may be filled or left vacant. A vacancy shall be filled by the affirmative vote of a majority of the

trustees then in office, after considering any nominations from the Committee on Trustees; provided, however, a Class A Trustee must be a Parent. A trustee elected to fill a vacancy shall serve for the unexpired term of that trustee's predecessor in office. Any trustee filling a vacancy may not serve more than six consecutive years on the Board of Trustees in addition to time served in fulfillment of that vacancy.

**7.9 Compensation and Expenses.** Trustees shall serve without compensation for services. A trustee may receive reimbursement for actual and reasonable expenses incurred in performing that trustee's duties. Nothing precludes a trustee from serving the Corporation in a different capacity and receiving compensation for those services.

**7.10 Duty of Confidentiality.** Trustees and *ex officio* members of the Board of Trustees shall not disclose to any persons matters not generally known or matters designated as confidential by the Chair unless otherwise required by law. Disclosure of confidential matters shall be grounds for removal as a trustee or *ex officio* member of the Board.

## **SECTION 8 BOARD MEETINGS**

**8.1 Annual Meeting of the Board.** The annual meeting of the Board of Trustees shall be held in June of each year (the "June Board Meeting") for the purpose of electing trustees and officers and for the transaction of such other business as may come before the Board. The June Board Meeting shall be held at a date, place, and time determined by the Board of Trustees.

**8.2 Regular Meetings of the Board.** The Board of Trustees shall hold regular meetings, in addition to the annual meeting of the Board, in September, January, and March, or as otherwise determined by the Chair. The specific date, time, and place of each meeting shall be determined by the Chair.

**8.3 Special Meetings of the Board.** Special meetings of the Board of Trustees may be called by the Chair or any three trustees then in office.

**8.4 Notice of Meetings.** Written or Email notice of the annual or a regular meeting of the Board of Trustees shall be given at least five (5) days before the meeting and written, Email, or oral notice of a special meeting of the Board of Trustees shall be given at least 24 hours before the meeting. The notice shall in each case specify the date, time, and place of the meeting, and notice shall be sufficient if actually received at the required time or if mailed not less than five days before the required time. Notices shall be directed to the trustee's postal or Email address shown on the corporate records or to the trustee's actual address ascertained by the person giving notice. Oral notice may be delivered in person or by telephone. Except as otherwise required by law, the articles of incorporation, or these bylaws, neither the business to be transacted at nor the purpose of any meeting of the Board of Trustees need be specified in the notice.

**8.5 Waiver of Notice.** Whenever any notice is required to be given to any trustee, a waiver thereof in writing, signed by the trustee entitled to such notice, whether before or after the event specified in the waiver, shall be deemed equivalent to the giving of such notice. Furthermore, the attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**8.6 Quorum; Majority Vote of Trustees.** A majority of the number of trustees in office at the time of a meeting of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless a different number is required by law, the articles of incorporation, or these bylaws. A meeting of the Board of Trustees at which a quorum is initially present may continue to transact business after the departure of one or more trustees, if any action taken is approved by at least a majority of the initial quorum for such meeting. *Ex officio* members of the Board shall not be counted for purposes of a quorum.

**8.7 Action Without a Meeting.** Any action that is required or permitted to be taken by the trustees at a meeting may be taken without a meeting if a consent in writing setting forth the action is signed by all of the trustees entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.

**8.8 Use of Electronic Mail and Other Electronic Means to Discuss Issues or Take Action.** The Board of Trustees may use electronic mail ("Email") or other electronic means to discuss issues or otherwise take action at a meeting, provided the Board sends an electronic mail announcement to the electronic email address provided by each trustee to the Corporation for receiving communications from the Corporation. In the event the Board seeks to take action, the electronic communication must include a description of the matter on which the Board will take action. The Email announcement must specify a deadline of not less than 48 hours after the time the Corporation sends an announcement in which the trustee's vote will be recorded. The Corporation shall include the Email announcement and a record of the trustees' votes in the minutes for the Board meetings or shall file the announcement and record the votes in documents that reflect the action that the Board took. The Board may use any electronic means to communicate during a meeting provided either (a) all trustees participating in the meeting can simultaneously hear or read each other's communications during the meeting, or (b) all communications during the meeting are immediately transmitted to each participating trustee, and each participating trustee is able to immediately send messages to all other participating trustees. Participation in any such meeting shall constitute presence in person at the meeting.

## **SECTION 9 OFFICERS OF THE BOARD**

**9.1 Designation.** The officers of the Corporation shall be a Chair (who shall serve in lieu of a president), a Secretary, and a Treasurer. Such other officers as may be determined necessary may be elected by the Board of Trustees and shall have such powers and duties as may be prescribed by the Board.

**9.2 Qualification.** An officer must be a member of the Board of Trustees.

**9.3 Election and Term of Office.** The officers of the Corporation shall be elected annually by the Board of Trustees at the June Board Meeting for a one-year term after considering any nominations from the Committee on Trustees, subject to the last two sentences of this Section 9.3. Each officer shall hold office until a successor is duly elected or until the officer's resignation, death, or removal. Officers shall serve no more than three consecutive terms in one office. It is expected and desirable that officers will be considered re-election to provide continuity of Board leadership. To the extent practicable, the Chair shall be an experienced trustee who has served at least one year as a trustee. Upon the affirmative vote of the Board in compliance with these bylaws, the Board may determine to hold elections for officers at a date earlier than the June Board Meeting. If the election is held prior to a June Board Meeting, the officers shall commence their service on the first day of July 1 immediately following that June Board Meeting and shall continue to serve the entire term as if the elections were held at that June Board Meeting.

**9.4 Resignation.** An officer may resign at any time by delivering written notice of resignation to the Chair or the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time. The Board of Trustees may reject any postdated rejection by notice in writing to the resigning officer.

**9.5 Removal.** The Board of Trustees may remove any officer, with or without cause, by the affirmative vote of two-thirds of the trustees then in office, at any meeting of the Board of Trustees. Removal shall be without prejudice to the contract rights, if any, of the person removed. Election of an officer shall not of itself create contract rights.

**9.6 Vacancies.** A vacancy in any office because of death, resignation, removal, or otherwise shall be filled by the affirmative vote of a majority of the Trustees then in office at any meeting of the Board of Trustees, after having sought nominations from the Committee on Trustees. An officer elected to fill such a vacancy shall be elected for the unexpired term of that officer's predecessor in office.

**9.7 Compensation and Expenses.** Officers shall serve without compensation for services unless they are also employees of the Corporation. An officer may receive reimbursement for actual and reasonable expenses incurred in performing duties upon the approval of the Board of Trustees.

**9.8 Chair.** The Chair shall be the chief executive officer of the Corporation and

shall, subject to the control of the Board of Trustees, have general supervision, direction, and control of the business and affairs of the Corporation. The Chair shall preside at all meetings of the Board of Trustees, with the provision that in the event of the Chair's absence, a substitute shall be designated by the Executive Committee to preside over the meeting. The designee must be a current trustee. The Chair shall with the Secretary execute on behalf of the Corporation all contracts, agreements, and other instruments, or cause such instruments to be executed for those instruments which the Chair and/or Secretary may lawfully delegate. The Chair shall have the general powers and management usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the Board. The Chair shall chair the Executive Committee.

**9.9 Secretary.** The Secretary shall prepare and keep (or cause to be prepared and kept) the minutes of all meetings of the Board of Trustees and any committees of the Board and shall have custody of the minute books and other records pertaining to corporate business. The Secretary shall give or cause to be given such notice of the meetings of the Board as is required by these bylaws. The Secretary shall be responsible for authenticating resolutions and other records of the Corporation and shall countersign on behalf of the Corporation all contracts, agreements, and other instruments. The Secretary shall perform such other duties as may be prescribed by the Board incident to the office of the Secretary.

**9.10 Treasurer.** The Treasurer shall be the chief financial and accounting officer of the Corporation and shall supervise and monitor the finances of the Corporation. The Treasurer shall (a) keep, or cause to be kept, correct and complete records of account showing the financial condition of the Corporation, (b) be legal custodian of all moneys, notes, securities, and other valuables that may come into the possession of the Corporation, (c) cause all funds of the Corporation to be deposited in depositories that the Board of Trustees may designate, (d) pay funds out only on the check of the Corporation signed in the manner authorized by the Board, (e) present to the Board regular statements of the Corporation's financial position and cash flows, (f) ensure that the Corporation files all necessary tax returns, and (g) maintain the records of all gifts, grants, contributions, gross receipts from admissions, sales of merchandise, performance of services, or furnishing of facilities, in an activity that is not an unrelated trade or business, and the sources of all the foregoing funds. The Treasurer shall also appoint or serve as chair of the budget committee, audit committee, and finance committee, and shall work with the Head of the School in preparing the next year's budget subject to the Board's approval. The Treasurer shall perform such other duties as may be prescribed by the Board incident to the office of the Treasurer.

## **SECTION 10 COMMITTEES OF THE BOARD**

**10.1 Creation.** The Board of Trustees has created and shall continue to have an Executive Committee, has created and may continue to have a nominating committee (to be known as the "Committee on Trustees"), and, by resolution adopted by the affirmative vote of a majority of the trustees in office, may create such other committees as are determined

appropriate. Committee chairs shall be appointed by the Chair unless otherwise stated in these bylaws.

**10.2 Authority.** Each committee authorized by the Board of Trustees shall have and may exercise such powers and authority as may be conferred by the Board, but no committee shall in any event have the power or authority to (a) amend, alter, or repeal these bylaws or the articles of incorporation, (b) elect, appoint, or remove any trustee or officer, (c) approve dissolution or merger or any sale, pledge, or transfer of all or substantially all of the Corporation's assets, or (d) authorize any distribution of the assets of the Corporation. The designation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees or any individual trustee of any responsibility imposed by law. The Board shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge any committee. Any committee that includes individuals who are not trustees is solely an advisory committee.

**10.3 Executive Committee.** The Executive Committee shall consist of the Chair, the Secretary, the Treasurer, and such other trustees as the Chair appoints and the Board of Trustees approves. The Chair shall act as president of the Executive Committee. Between meetings of the Board, the Executive Committee shall, subject to such limitations as may be imposed by resolution of the Board or applicable law, exercise such power and authority in the management of the Corporation. All action of the Executive Committee shall be reported to the Board at its first meeting following such action.

**10.4 Committee on Trustees.** The Committee on Trustees shall consist of the Secretary, the Head of the School, and such other trustees as the Chair appoints and the Board of Trustees approves. The Chair shall appoint a member of the Committee on Trustees as chair of the committee. The Committee may, by majority vote, recommend for nomination individuals for election as Class B Trustees (as provided in Section 7.5.1) and as officers (as provided in Section 9.3). The members of the Committee shall be notified by the Secretary of the Corporation, no fewer than 70 days prior to the annual meeting of the members, of the positions for which Class A Trustees are to be elected; similarly they shall be notified no fewer than 70 days prior to the June Board Meeting of the positions for which Class B Trustees and officers are to be elected. The Committee also shall be responsible for educating trustees about their duties and responsibilities and the operation of the Board, and it shall annually assess the Board to achieve good Board governance. The Committee shall also periodically review these bylaws and, if necessary, recommend amendments for adoption by the Board.

**10.5 Other Committees.** The Board of Trustees may establish standing committees to be established and maintained in accordance with these bylaws. All committees shall consist of at least two trustees. The composition of all committees shall be determined by the Executive Committee, after consulting and hearing recommendations from the Committee on Trustees. The Chair shall be a nonvoting *ex officio* member of all such committees, unless the Committee on Trustees recommends, and the Board approves, the appointment of the Chair to a

committee as a voting member.

**10.6 Meetings.** Members of committees shall meet at the call of the committee chair, or by vote of the committee, at such place as the chair or committee shall designate after reasonable notice has been given to each committee member. Each committee shall keep minutes of its proceedings and within a reasonable time thereafter make a written report to the Board of Trustees of its actions. Any action that may be taken by a committee at a meeting may be taken without a meeting if a consent in writing setting forth the action taken is signed by all members of the committee entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.

**10.7 Quorum.** A majority of the members of a committee shall constitute a quorum for the transaction of business at any committee meeting, and any transaction of a committee shall require a majority vote of the quorum present at the meeting.

## **SECTION 11 SCHOOL STAFF**

The Board of Trustees shall employ a Head of the School, who shall be, with the advice and consent of the Board, responsible for: the administration of the School and property of the School; the selection, management, and discharge of the other faculty and staff members; the education and discipline of the student body; and the general operation of the School. A performance evaluation of the Head of the School shall be conducted annually by the Executive Committee in consultation with the trustees. The Head and Chief Financial Officer of the School each shall be considered an officer of the Corporation for purposes of indemnification as provided in Section 12.

## **SECTION 12 INDEMNIFICATION OF TRUSTEES AND OFFICERS**

**12.1 Generally.** The Corporation shall to the fullest extent permitted by law indemnify any person who is or was a trustee or officer of the Corporation, including the Head of the School as an officer for purposes of this section, against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a trustee or officer of the Corporation, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorneys' fees, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification shall be

in addition to and not exclusive of any and all other rights to which any such trustee or officer may be entitled under any statute, bylaw, agreement, or otherwise.

**12.2 Actions by or in the Right of the Corporation.** In connection with any proceeding brought by or in the right of the Corporation, the Corporation may not indemnify any person who is or was a trustee or officer of the Corporation if such person has been adjudged by a court of law to be liable to the Corporation, unless the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all of the circumstances of the case such person is fairly and reasonably entitled to indemnity.

**12.3 Self-Interested Transactions.** The Corporation may not indemnify any person who is or was a trustee or officer of the Corporation in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

**12.4 Determination of the Propriety of Indemnification.** The determination that indemnification is proper shall be made by the majority vote of a quorum consisting of the trustees who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Board of Trustees, consisting of at least two trustees who were not parties to the proceeding. If there are not two trustees who were not parties to the proceeding, the full Board shall select special legal counsel to determine whether indemnification is proper.

**12.5 Evaluation of Expenses.** An evaluation as to the reasonableness of expenses shall be made by the majority vote of a quorum consisting of trustees who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Board of Trustees, consisting of at least two trustees who were not parties to the proceeding. If there are not two trustees who were not parties to the proceeding, the full Board of Trustees, including trustees who were parties to the proceeding, shall evaluate the reasonableness of expenses.

**12.6 Notice to the Attorney General.** A trustee or officer shall not be indemnified by the Corporation until 20 days after the effective date of written notice to the Attorney General of the proposed indemnification.

**12.7 Advance of Expenses.** Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this article may be advanced by the Corporation prior to the final disposition of such proceeding if (a) the trustee or officer provides written affirmation to the Corporation of such person's good faith belief that such person satisfies

the criteria for indemnification, and (b) the trustee or officer gives the Corporation a written undertaking to repay the advanced amount if it is ultimately determined that the trustee or officer is not entitled to indemnification under this article. The undertaking shall be a general obligation of the trustee or officer, but need not be secured and may be accepted by the Board of Trustees without reference to the trustee or officer's financial ability to make repayment.

**12.8 Insurance.** The Board of Trustees shall have the power to purchase insurance on behalf of any individual who is or was an officer or trustee of the Corporation against liability asserted against or incurred by such individual arising out of such individual's status as a trustee or officer of the Corporation, whether or not the Corporation would have the power to indemnify such individual against liability under the provisions of this section.

**SECTION 13 AMENDMENT**

The Board of Trustees may amend or repeal these bylaws or adopt new bylaws, by the affirmative vote of a majority of all the trustees then in office, at any meeting of the Board. The meeting notice shall state that a purpose of the meeting is to consider an amendment to the bylaws and shall contain a copy or summary of the proposed amendment.

The foregoing bylaws were duly adopted by the Board of Trustees on June 25, 2020.

By:   
Secretary

French American International School  
Board of Trustees