

SIXTH AMENDED AND RESTATED

BY-LAWS OF

LA FONDATION

DU LYCÉE FRANÇAIS

INTERNATIONAL DE WASHINGTON

LYCÉE ROCHAMBEAU

(As amended on June 2016)

ARTICLE I - PURPOSES

SECTION 1.1 STATEMENT OF PURPOSES

The Foundation's mission is to ensure that the Lycée Rochambeau will provide our students with the best of both the French and the American educational systems, based on a French curriculum recognized and approved by the best schools and universities worldwide, in a nurturing and rigorous environment, employing an outstanding faculty and using a state of the art infrastructure, to encourage diversity and carefully guide every child on the path to achieve excellence and success.

La Fondation du Lycée Français International de Washington - Lycée Rochambeau (the "Corporation") established the French International School of Washington – Lycée Rochambeau (the "School") to accomplish the following purposes:

- a) To offer to students in the Washington, D.C. metropolitan area a French educational curriculum conforming to standards and guidelines in effect in France, as defined by the French educational authorities, in order to prepare students for the French baccalaureate examination and for admission to institutions of higher education in France and in other French-speaking countries;
- b) Furthermore, to qualify students for admission to colleges and universities in the United States by offering a curriculum including courses focusing on the English language, American history and civilization; and
- c) To promote the diffusion of French language and culture in the context of American society in a manner that reflects the cultural diversity of the School.

ARTICLE II – TRUSTEES.

SECTION 2.1 BOARD OF TRUSTEES

- a) Powers.

The affairs of the Corporation shall be managed and controlled by a Board of Trustees. The Trustees shall be responsible for all decisions regarding the activities of the Corporation, subject to any limitations imposed by applicable law or by the provisions of Article Third of the Articles of Incorporation of the Corporation.

- b) Duties.

Each member of the Board of Trustees shall serve the Corporation in accordance with applicable provisions of local law as in effect from time to time, including, without limitation, the duties of care, loyalty and obedience that require a member to:

- (i) exercise the due care of an ordinarily prudent person under similar circumstances in monitoring the affairs of the Corporation;
- (ii) faithfully pursue the interests of the Corporation: and
- (iii) generally promote the mission of the Corporation as set forth in its Articles of Incorporation and elsewhere herein.

c) Number.

The number of Trustees may be changed from time to time in accordance with the provisions of Section 4.4 hereof, provided that the number of Trustees shall never be reduced to less than five (5), nor increased to more than seventeen (17).

d) Composition of the Board.

The Board of Trustees shall consist of thirteen (13) members as described below:

- (1) Six (6) Trustees elected by the Board, who shall be members of the Washington, D.C. metropolitan community engaged in diverse fields of endeavor and each of whom shall be resident in the Washington, D.C. metropolitan area. With respect to its election of all of the Trustees elected under this provision, the Board shall take into account the variety of skills needed by the Board to fulfill its obligations.
- (2) Six (6) individuals to be elected from among the Parents of students currently enrolled at the School in accordance with procedures acceptable to the Board; and
- (3) The Director of the School, who will be a non-voting member of the Board.
- (4) It is contemplated that the Embassy of France in Washington, DC will appoint to three (3) representatives to act as advisors to the Board and to participate as regularly as possible at all meetings of the Board.

e) Terms of Office.

- (1) Each Trustee elected by the Board shall be elected as provided below in Section 2.2 by a majority of the Trustees entitled to vote and present at the meeting at which such election is held. Each Trustee shall hold office for a term of three (3) years or until his or her earlier resignation or removal by the Board of Trustees, such term to commence the date upon which such Trustee is elected and to end at the Annual Election Meeting next following the completion of three (3) years following such Trustee's election. Trustees shall serve a maximum of three (3) consecutive terms.
- (2) Each Trustee elected by the Parents shall be elected in at-large elections, supervised by the Director of the School, in which all Parents at the School may

participate, such elections to occur by not later than three (3) days prior to the Annual Election Meeting. Each Trustee elected by the Parents shall hold office beginning at the Annual Election Meeting immediately following such Trustee's election for a term of three (3) years unless earlier terminated upon (i) his or her resignation or removal by the Board of Trustees or (ii) such individual ceasing to have at least one child enrolled as a student at the School. The Board of Trustees shall have the right to nominate one or more candidates for election by the Parents, provided, however, that such nomination shall not in any manner preclude any Parent from standing for election to the Board of Trustees.

f) Officers.

The Board shall elect a President, a Vice President, a Treasurer and a Secretary from among its members. Such officers of the Board shall be elected by the vote of a majority of the members of the Board present and entitled to vote at the meeting at which such election is held. Such election will take place during the month of June of each year. No individual shall serve as President for more than six (6) years.

g) Vacancies.

(1) In the event a vacancy occurs among the Trustees who are elected by the Board, including any vacancy resulting from an increase in the number of Trustees to be elected by the Board, such vacancy shall be filled within three (3) months by the concurring vote of a majority of the members of the Board entitled to vote at the meeting at which such election is held.

(2) In the case of a vacancy among the members of the Board elected by the Parents, such vacancy shall be filled as soon as possible and, in no event, no more than sixty (60) days after such vacancy shall have occurred, unless such vacancy occurs in May, June or July, in which event such vacancy shall be filled within sixty (60) days following the commencement of the new academic year.

(3) In any event, any new Trustee, who shall be elected to fill a vacancy as provided in any of Subparagraphs (f)(1) through (f)(2) above shall serve for the balance of the term of the Trustee being replaced or until his or her earlier resignation or removal by the Board of Trustees.

h) Election Procedures and Eligibility Conditions:

(1) Detailed election procedures and eligibility conditions, consistent with the provisions of these By-Laws, may be submitted from time to time to the Board of Trustees by the Election Committee for approval by a vote of two-thirds (2/3) of the members of the Board of Trustees present and entitled to vote at the meeting at which such vote is held.

(2) Each set of Parents of one or more children enrolled at the School will be entitled to one vote in any election pursuant to these By-Laws. For purposes of these By-Laws, a "Parent" shall be deemed to be one or more individuals who have actual or judicially mandated custody of one or more children enrolled at the School, or

one or more individuals who have been entrusted with the responsibility of hosting one or more children enrolled at the School, provided that any Parent who, in addition to having custody of a child, is also hosting another child, shall not be entitled to any additional vote by reason of the hosting of such additional child. In the event of joint custody by parents not living together, absent a written agreement by the two parents to the contrary, the Parent shall be the individual with whom the child preponderantly resides, provided that if there is more than one child who is enrolled at the School, and such children reside preponderantly with more than one parent, then the parents must agree in writing which of them is to have the right to be deemed the Parent for purposes of these By-Laws.

i) Ineligibility.

With the exception of the Director of the School, no teacher or other employee of the School, or his or her spouse, may be elected or appointed to the Board of Trustees or may otherwise serve as a member of the Board of Trustees.

j) Resignation.

(1) Any Trustee elected by the Board may resign at any time by giving written notice to the President, the Vice President or the Secretary of the Board of Trustees. Such resignation shall take effect at the time specified therein or, if no time be specified, then upon receipt thereof by the Corporation.

(2) Any Trustee elected by the Parents may resign at any time by giving written notice to the President, the Vice President or the Secretary of the Board of Trustees. Such resignation shall take effect at the time specified therein or, if no time be specified, then upon receipt thereof by the Corporation and in any event any Trustee elected by the Parents shall cease to be a Trustee effective on the date upon which he or she ceases to have at least one child enrolled as a student at the School.

k) Removal.

(1) Any Trustee, with the exception of the Director of the School, may be removed at any time, without cause, by the vote of not less than two-thirds (2/3) of the members of the Board present and entitled to vote at the meeting at which such question is raised, but in any event by not less than seven (7) Trustees, provided that such Trustee shall have received not less than fifteen (15) days' prior written notice that a vote for his/her removal shall occur. The Trustee in question shall not have the right to vote with respect to his/her removal

(2) At the time of the election of each new Trustee, such new Trustee shall receive a copy of these bylaws, together with such additional documentation as may be necessary to fully explain to such new Trustee the duties and responsibilities of the Board and the Trustees.

SECTION 2.2 MEETINGS

a) Annual Election Meeting.

The Board of Trustees shall meet once each year for the express purpose of electing officers, filling vacancies in the membership of the Board, and conducting such other business as may come before the meeting (the “Annual Election Meeting”). The Annual Election Meeting of the Board of Trustees shall be held during the month of June of each year, at the principal place of business of the Corporation, or at such other time and/or place as shall be stated in the notice of said meeting. In any event, the Annual Election Meeting shall take place prior to the end of the then current academic year of the School.

b) Regular Meetings.

From time to time, and no less frequently than quarter-annually, the Board of Trustees shall meet for the purpose of conducting such business as may duly come before the meeting. Regular meetings of the Board pursuant to this paragraph shall be conducted on the first Tuesday in October, January, April and June of each year, and may be conducted more frequently, at the principal place of business of the Corporation or at such time and/or place as shall be stated in the notice of each meeting.

c) Special Meetings.

Special meetings of the Board of Trustees may be called at any time by the President or Secretary, and must be called upon written request of any three (3) or more members of the Board delivered to the Secretary of the Corporation or to his or her designate. Such request shall specify the date of such special meeting, which shall be not less than five (5) nor more than thirty (30) days from the date of such written request.

d) Quorum.

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board.

e) Voting.

Except where the act of a greater number of Trustees is specifically required either by law, by the Articles of Incorporation of the Corporation or by these By-laws, any action taken by resolution of a majority of the Trustees present and entitled to vote at a meeting at which a quorum is present shall be the act of the Board.

f) Conduct of Meetings.

In general, all meetings and minutes of the Board shall be open to guests invited by the Board, provided that the Board may, from time to time, hold executive sessions from which the Board may exclude such persons as it may deem appropriate. The President at his/her own discretion or upon request from any Trustee may invite other persons, such as members of the Parents Association and the teachers Association, students, Committee members and experts, to attend all or a portion of one or more Board meetings to report on or address specific issues, or to be kept informed of the Board’s business.

- g) Upon a written request signed by not fewer than one hundred (100) Parents, the Board of Trustees shall consider any issue submitted for the Board of Trustees' consideration at its next regularly scheduled meeting. At least one representative of the Parents having submitted such request shall be authorized to submit such written information as such representative may determine and to make a presentation to the Board of Trustees respecting such issue, provided that such presentation shall not exceed thirty (30) minutes in length.

SECTION 2.3 NOTICE, WAIVER AND ACTION WITHOUT MEETING

- a) Notice.

Written notice of each Annual Election Meeting of the Board of Trustees shall be given by the Secretary not more than thirty (30) days and not less than ten (10) days prior to the date thereof. Written notice of regular and special meetings shall be given by the Secretary no more than thirty (30) days and not less than five (5) days prior to the date thereof. Notice in each case shall be sent by mail, by e-mail, by hand delivery or by facsimile addressed to each Trustee at the most recent address of record for such Trustee and shall specify the place, date and hour of the meeting, and, in the case of special or regular meeting, the purpose or purposes thereof. Notice, if mailed, shall be deemed delivered on the date such notice is deposited, postage prepaid, in the United States mail or, if e-mailed, shall be deemed delivered on the date such e-mail is sent, or if hand-delivered, on the date entrusted to a delivery person or service or, if sent by facsimile, shall be deemed to be delivered when the facsimile is sent.

Working documents shall be sent to each member of the Board of Trustees not less than five (5) working days prior to the date of the meeting at which such documents are to be discussed.

- b) Waiver of Notice.

Whenever notice of a meeting is required to be given to any Trustee of the Corporation by statute or under the provisions of the Articles of Incorporation or these By-laws, the requirement of such notice may be waived by a writing signed by every individual entitled to such notice, whether such waiver is signed before or after the time stated herein for the giving of notice.

- c) Action Without Meeting.

Any action required or permitted by law and by the present Bylaws to be taken at a meeting of the Trustees may be taken without a meeting if a consent in writing, by facsimile transmission or by electronic mail, setting forth the action so taken, shall be signed by every Trustee then entitled to vote. Such a written consent shall have the same force and effect as a vote by the Trustees.

- d) Special Meetings - Conferences by Telephone.

Special meeting of the Board may be means of telephone conferences or by means of other appropriate telecommunications equipment provided that all Trustees participating in meeting can hear each other at all times. Participation in a special meeting by telephone or similar communications equipment shall constitute presence in person at the special meeting, except where a Trustee participates in a meeting for the sole purpose of objecting to the transaction of any business on the ground that the special meeting is not lawfully convened or called.

SECTION 2.4 COMMITTEES

a) Nomination and Election Committee.

The Board of Trustees shall, by a majority of the Trustees present and entitled to vote at a meeting at which a quorum is present, designate and appoint a Nomination and Election Committee consisting of three (3) Trustees, this Committee may take the form of a subcommittee to the legal Committee. The members of the Nomination and Election Committee shall designate one amongst their number to be the Chairman of the Nomination and Election Committee.

The Nomination and Election Committee shall have the responsibility for submitting proposals to the Board respecting (i) procedures and eligibility conditions consistent with the provisions of these By-Laws for the election of members of the Board of Trustees whose selection is by means of election by the Parents, and (ii) procedures for electing other members of the Board of Trustees These procedures will be made public to the Parents entitled to vote at such elections. The Nomination and Election Committee shall have the responsibility for submitting proposed candidates to the Board for the positions of Trustees under paragraphs 2.1.d.2.

In the event of any vacancy on the Nomination and Election Committee, the Board of Trustees shall, by a majority of the Trustees present and entitled to vote at a meeting at which a quorum is present, fill such vacancy at the next meeting of the Board of Trustees following the creation of such vacancy.

b) Other Committees.

Other committees, including committees addressing issues such as, but not limited to, financial matters, development matters, legal issues, and academic affairs, to assist the Board in its management of the Corporation, but not having or exercising the authority of the Board in the management of the Corporation, may be designated and appointed from time to time by a majority of the Trustees present and entitled to vote at a meeting at which a quorum is present. A majority of the members of each committee and the Chair of each committee shall be members of the Board of Trustees. The committees may chose members who are not Trustees, provided that such members have been approved by the Board and at all times a majority of the members of any committee is made up of members of the Board.

c) Term of Committees.

Unless otherwise specified in the resolution of the Board creating such committee, each committee designated and appointed pursuant to Paragraphs (a), (b) or (c) above shall have a term of one year.

d) Rules and Minutes of Committee Meetings.

Except to the extent otherwise provided in the enabling resolution(s) of the Board of Trustees, each committee (including the Executive Committee) shall have the power to adopt such committee rules and to appoint such committee officers as it may deem necessary or appropriate in the conduct of its affairs. Each committee shall keep minutes of its meetings as appropriate. Such minutes may be kept with the official records of the Corporation.

e) Responsibility of the Board and Trustees.

The designation and appointment of any committee (including the Executive Committee) and the delegation thereto of authority shall not operate to relieve the Board or any individual Trustee of any responsibility imposed by law upon the Board collectively or upon any individual Trustee.

ARTICLE III - OFFICERS

SECTION 3.1 OFFICERS AND TERMS

a) Mandatory Officers.

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, each of whom shall be elected by the Board of Trustees as provided in Paragraph (c) of this Section 3.1. The Director of the School, who shall be confirmed by the Board, shall also be an officer, with such powers as may be designated by the Board from time to time. The President, the Vice President, the Treasurer and the Secretary of the Corporation each shall hold, respectively, the same office of the Board of Trustees as of the Corporation.

b) Other Officers.

The Board may appoint, or may by resolution authorize the President to appoint, such other officers and agents as it may deem advisable, who shall exercise such powers and for such time as the Board, or the President acting pursuant to the enabling resolution, as the case may be, shall determine. All officers and agents of the Corporation shall be subject to removal by the Board at any time, with or without cause.

c) Election and Terms of Office.

All officers, other than the Director of the School, shall be elected by the vote of a majority of the members of the Board present and entitled to vote at the Annual Election Meeting. Each officer shall serve for a term of one year, until the next Annual Election Meeting or until his or her removal or resignation or the election of his or her successor, whichever first occurs. In the event of any vacancy arising from any cause in an officer position, a new officer shall be elected by the vote of a majority of the members of the Board present and

entitled to vote at a regular or special meeting of the Board, called for the purpose of filling such vacancy, at which a quorum is present. The newly elected officer shall serve for the balance of the term of the officer whom he or she is elected to replace. Any officer may serve consecutive or successive terms at the discretion of the Board.

d) Executive Committee.

There shall be an Executive Committee of the Board consisting of the four (4) officers of the Board. In between meetings of the Board, the Executive Committee shall have the right to exercise the authority of the Board in the management of the Corporation, except that the following matters are reserved to the Board and are not delegated to the Executive Committee (collectively, the “Reserved Matters”):

- (i) Approving capital and annual operating budgets;
- (ii) Modifying any budget approved by the Board, except that the Executive Committee shall have the right to allocate the amounts in any budgeted contingency line items up to such maximum amounts as may be specified in resolutions of the Board adopted from time to time and then in force;
- (iii) Retaining an independent auditor to audit the Corporation’s finances and accepting the independent auditor's report;
- (iv) Approving any endowment and investment policies; and
- (v) Electing officers of the Corporation.

Not later than the next meeting of the Board, the Executive Committee shall report to the entire Board on any decisions taken by the Executive Committee.

SECTION 3.2 THE PRESIDENT

The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Board of Trustees and shall exercise general management and control of the business and affairs of the Corporation, subject to the general policies and principles laid down from time to time by resolution of the Board.

SECTION 3.3 THE VICE PRESIDENT

The Vice President shall assist the President and shall perform the duties of the President in the case of the death, absence, or inability of the President to act for any cause until such time as a new President shall be elected, and shall perform such other duties as may be assigned by the Board of Trustees or by the President.

SECTION 3.4 THE TREASURER

The Treasurer shall be the Chief Financial Officer of the Corporation and shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation, and shall have such other duties and powers as may, be assigned from time to time by the Board of Trustees or by the President.

SECTION 3.5 THE SECRETARY

The Secretary shall record or cause to be recorded in books provided for such purpose all the proceedings of the meetings of the Board of Trustees of the Corporation, and of all the committees of which a secretary shall not have been appointed, and shall see that notice of all meetings is duly given in accordance with provisions of the By-laws and as required by law; the Secretary shall be the custodian of the records of the Corporation other than its financial records and of the corporate seal of the Corporation. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the Board or by the President.

SECTION 3.6 THE DIRECTOR OF THE SCHOOL

Subject to the responsibilities of the Corporation as set forth in these by-laws, the Director of the School is the individual who shall be delegated responsibility for the day-to-day operation of the School.

SECTION 3.7 INSURANCE

The Corporation shall maintain liability insurance for the Trustees and officers of the Corporation, in such amount as the Board may from time to time determine and in any event in an amount not less than the minimum level of insurance required for immunity from civil liability for volunteers of the Corporation by section 29.301.113 of the Code of the District of Columbia, as it may be amended from time to time, or any successor statute thereto.

ARTICLE IV - MISCELLANEOUS

SECTION 4.1 NONDISCRIMINATION POLICY OF THE SCHOOL,

No privileges, programs or activities generally accorded or made available to students at the School shall be denied by reason of race, creed, religion, national origin, sexual orientation, or physical appearance and the School shall not discriminate on the basis of race, creed, religion, national origin, sexual orientation, or physical appearance in the administration of its educational policies, admissions policies, scholarship and loan programs, or athletic or other school-administered programs.

SECTION 4.2 FISCAL YEAR

The fiscal year of the Corporation shall be from July 1 to June 30.

SECTION 4.3 AMENDMENTS

Except as otherwise provided herein, these By-laws may be amended from time to time and at any time by the Board of Trustees upon affirmative vote of not less than two-thirds (2/3rds) of all of the members of the Board then entitled to vote, provided that written notice of any proposed

amendment, together with a copy of the precise text of the amendment being proposed, shall be provided to each member of the Board not less than five (5) business days in advance of any meeting at which such amendment is to be acted upon. Notwithstanding any provision herein to the contrary, Section 1.1 STATEMENT OF PURPOSES of these By-laws may only be amended by the unanimous vote of all of the members of the Board of Trustees then entitled to vote taken at two successive meetings of the Board of Trustees held not fewer than thirty (30) days apart, provided that written notice of the intention to amend such Section 1.1 STATEMENT OF PURPOSES, together with a copy of the precise text of the amendment being proposed, shall be provided to each member of the Board not less than five (5) business days in advance of each meeting at which such amendment is to be acted upon.

ARTICLE V – TRANSITIONAL PROVISIONS

SECTION 5.1 2014 ANNUAL ELECTION MEETING

Notwithstanding the provision of Article II, Section 2.2(a) of the By-Laws, there shall not be an Annual Election Meeting in 2014, it being understood that the Board has elected the Trustees described in Article II, Section 2.1(d)(1) of the By-Laws simultaneously with the adoption of these By-Laws. Additionally, for 2014, the requirement under Article II, Section 2.1(e)(2) of the By-Laws for the parent election of Trustees occur three (3) days prior to the Annual Election Meeting is hereby modified to require that the parent election be conducted within forty-five (45) days after the adoption of these By-Laws.

SECTION 5.2 REMOVAL OF TRUSTEES

Notwithstanding the provisions of Article II, Section 2.1(k)(1) of the By-Laws, the term of office of any Trustee serving in such capacity immediately prior to the adoption of these By-Laws, who is not elected to serve as one of the five (5) Board elected Trustees under Article II, Section 2.1(d)(1) of the By-Laws, shall expire effective immediately upon the completion of such election, without the necessity of the fifteen (15) day notice required under Article II, Section 2.1(k)(1) of the By-Laws and without the necessity of any further vote of the Board of Trustees, including the vote otherwise required under Article II, Section 2.1(k)(1) of the By-Laws.

SECTION 5.3 INTERIM OPERATION OF BOARD

During the period between the adoption of these By-Laws and the 2014 parent election of Trustees pursuant to Article II, Section 2.1(e)(2) of the By-Laws, notwithstanding the provision of Article II, Section 2.1(d) of the By-Laws, the Board of Trustees shall consist of six (6) members, who shall be the Trustees elected pursuant to Article II, Section 2.1(d)(1) of the By-Laws, and the Director of the School, who shall serve in accordance with Article II, Section 2.1(d)(3) of the By-Laws.

SECTION 5.4 WAIVER OF TERM LIMITS

Notwithstanding the provisions of the last sentence of Article II, Section 2.1(e)(1) of the By-Laws any Trustee elected pursuant to Article II, Section 2.1(e)(1) of the By-Laws in 2014 only, who already has served three (3) consecutive terms, shall be entitled to serve for one (1) additional term.

SECTION 5.5 TERMINATION OF TRANSITIONAL PROVISIONS

This Article 5 shall be deemed null and void and removed from the By-Laws of the Corporation effective as of the 2017 Annual Election Meeting.