

SEVENTH AMENDED AND RESTATED

BYLAWS OF

ROCHAMBEAU,

THE FRENCH INTERNATIONAL SCHOOL OF WASHINGTON, DC

(Effective September 17, 2019)

ARTICLE I PURPOSES

Section 1. *Statement of Purposes.* The Corporation's mission is to ensure that Rochambeau, The French International School of Washington, DC 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 (whose name has since been changed to Rochambeau, The French International School of Washington, DC) (the "Corporation") established 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 BOARD OF TRUSTEES

Section 1. *Powers.* The affairs of the Corporation shall be managed and controlled by a Board of Trustees. The Board of Trustees' primary duties include the hiring and evaluation of the Executive Director, the approval of the appointment of the Proviseur of the School, the setting of general institutional policies, financial management and oversight, strategic planning, fund-raising, and assessment of the School's effectiveness in manifesting the mission of the Corporation.

Section 2. *Composition of the Board.* The Board of Trustees shall consist of not less than eight (8) and not more than eighteen (18) elected members (as determined by the Board of Trustees from time to time, provided that no reduction in the number of elected members shall reduce the term of office of any existing Trustee) and of the Executive Director of the Corporation, *ex officio* (each, a "Trustee").

Section 3. *Advisory representatives.* The Embassy of France in Washington, DC may appoint up to three representatives to serve in an advisory capacity as non-voting representatives to the Board. Such representatives shall be given notice of meetings but failure to give notice to an advisory representative will not affect the sufficiency of the notice to the Trustees or the validity of the meeting, and waiver of notice by an advisory representative will not be necessary for a meeting without notice. Advisory representatives shall not be considered in determining the presence or absence of a quorum. The President of the Board may, in his or her discretion, elect to conduct any portion of the meetings of the Board in executive session, without the presence of the advisory representatives.

Section 4. *Qualifications.* Any natural person, more than 21 years of age, who supports the purposes of the Corporation as stated in these Bylaws and the School's mission statement is qualified to serve as a Trustee. With the exception of the Executive Director, no teacher or other employee of the School or his or her spouse may be elected to the Board of Trustees or otherwise serve as a member of the Board of Trustees.

Section 5. *Election of Trustees.* The elected Trustees shall be elected as follows: one-half by the Board of Trustees and one-half by the Parents of students currently enrolled at the School. Any Parent, faculty member, alumnus of the School, Trustee or friend of the School may propose Trustee candidates for consideration. A roster of such candidates shall be retained by the Secretary of the Board and shall be reviewed whenever vacancies are expected to occur. The Governance Committee shall make its recommendations of Trustee candidates to the Board of Trustees, and the Board, after considering the recommendations of the Governance Committee, and by a majority of Trustees present at any regular meeting, shall elect the Trustees scheduled for election by the Board of Trustees, and nominate the persons for election by the Parents and submit those nominations to the Parents for election. Any person to be elected as a Trustee by the Parents shall have at least one child enrolled as a student at the School at the time of election, and the Board shall generally seek to have more than half of the Trustees be parents of children currently enrolled at the School.

Trustees to be elected by the Parents shall be elected in at-large elections, supervised by the Executive Director, scheduled in May or June in which all Parents at the School may participate. 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 bylaws. For purposes of these bylaws, 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 bylaws. Detailed election procedures and eligibility conditions, consistent with these bylaws, may be submitted from time to time by the Governance Committee to the Board of Trustees for approval.

Section 6. *Term of office.* A Trustee's term of office shall begin on July 1 following his or her election and shall continue for three years and until his or her successor is elected and takes office. The term of office of the Trustees shall be staggered to the extent practicable, so that the terms of one-third of the Trustees will expire each year. A Trustee may not serve for more than three consecutive three-year terms. However, a former Trustee may serve again after a two-year absence from the Board and, in order to ensure continuity of leadership, the Board may waive the term limit for a Trustee who holds a strategic position or is working on a special assignment.

Section 7. *Annual meeting.* The Board of Trustees shall hold an annual meeting during May or June each year for the election of officers and for the transaction of any other business properly presented at the meeting. Notice of the annual meeting shall be given to each Trustee at least 14 days before the meeting.

Section 8. *Regular meetings.* The Board of Trustees shall hold at least three regular meetings (other than the annual meeting) during each fiscal year and may hold other regular meetings from time to time, as determined by resolution of the Board. Notice of regular meetings shall be given to each Trustee at least seven days before the meeting.

Section 9. *Special meetings.* The President of the Board may call a special meeting of the Board of Trustees at any time and shall call a special meeting at the request of the Executive Committee or at the request of any three or more Trustees. Notice of special meetings shall be given to each Trustee at least five days before the meeting.

Section 10. *Location of meetings.* All meetings of the Board of Trustees shall be held at the principal office of the Corporation unless a different location is specified in the notice of meeting. The President of the Board may specify a different location within the Washington metropolitan area.

Section 11. *Content of notice.* The notice of a meeting must specify the day, date, time and location of the meeting. The notice of a special meeting must also specify the purpose of the meeting. Except as otherwise required by law or the bylaws, the notice of an annual or other regular meeting need not state the purpose of the meeting.

Section 12. *Waiver of notice.* A meeting of the Board of Trustees 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 merely for the purpose of objecting to the lack of notice and the objection is made at the beginning of the meeting or, if later, promptly upon the Trustee's arrival.

Section 13. *Quorum.* A majority of Trustees then serving shall constitute a quorum for transacting business at any meeting of the Board; but if less than a majority then serving 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 14. *Required Vote.* Except as otherwise provided by law, the Articles of Incorporation, or the bylaws, all action by the Board of Trustees requires the affirmative vote of a majority of the Trustees who are present and voting at a meeting at which a quorum is present.

Section 15. *Proxies.* A Trustee may vote in person only and not by proxy.

Section 16. *Public attendance at meetings.* Meetings of the Board of Trustees may, in the discretion of the Board, be open to the public. The Board may, in its discretion, deny or limit in any manner the attendance of the public at meetings of the Board. The President at his or her discretion, or upon request of any other Trustee, may invite other persons, such as members of the Parents Association and teachers' association, students, Committee members and experts, to attend all or a portion of a meeting of the Board to report on or address specific issues or to be kept informed of the Board's business.

Section 17. *Parent proposals.* The Board of Trustees shall consider any issue submitted for its consideration in a written request signed by at least 100 Parents at its next regular 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 30 minutes.

Section 18. *Vacancies.* Any vacancy in the membership of the Board may be filled for the remainder of that fiscal year by a majority vote of the Trustees present at a regular meeting of the Board. After completing service for the remainder of the fiscal year, the Trustee may serve three consecutive three-year terms as provided as provided in Article II Section 6 above.

Section 19. *Resignation and removal.* A Trustee may resign from the Board at any time by giving written notice of resignation to the President of the Board, which resignation is effective at the date specified therein or upon receipt, whichever is later. A Trustee may be removed from the Board, with or without cause, by a vote of two-thirds of the other Trustees, at a regular meeting or at a special meeting called for this purpose. In either case, the notice of the meeting must state that this is a purpose of the meeting, and notice must be given at least 14 days before the meeting.

Section 20. *Presumption of assent.* A Trustee who is present at a meeting of the Board or of any committee thereof shall be presumed to have concurred in any action taken at the meeting, unless (a) he/she objects at the beginning of the meeting (or promptly upon his/her arrival) to holding it or transacting business at the meeting, (b) his/her dissent to such action shall be entered in the minutes of the meeting, (c) he/she shall submit his/her written dissent to the person acting as the secretary of the meeting before the adjournment of the meeting, or (d) he/she delivers or sends such dissent by registered or certified mail to the Secretary of the Corporation promptly after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

Section 21. *Action by consent.* Trustees may take any action which they are required or permitted to take without a meeting on written consent, setting forth the action so taken, signed by all of

the Trustees. If all Trustees sign the written consent, the affirmative vote of a majority of the Trustees is the act of the Board. The action thus taken is effective when the last Trustee signs the written consent, unless the consent specifies a different effective date.

Section 22. *Telephone meetings allowed.* Participation by members of the Board or any committee designated by the Board in any telephone meeting of the Board or committee by means of conference telephone, video conferencing, or any other or similar communications equipment by means of which all persons participating in the meeting can hear and/or see each other shall be permitted. Participation in such a meeting pursuant to this Section 22 shall constitute presence in person at such meeting. The Trustees shall promptly be furnished a copy of the minutes of any meeting held under this Section 22.

ARTICLE III OFFICERS

Section 1. *Number.* The Corporation shall have a President, Vice President, Treasurer, Secretary and such other officers as the Board of Trustees may elect from time to time.

Section 2. *Qualifications.* Each officer, other than the Executive Director, must be a Trustee and advisory representatives may not be officers. A person may hold two or more offices at the same time, except the President and Secretary who may not hold any other office at the same time.

Section 3. *Election and Term of Office.* All officers, other than the Executive Director, shall be elected at the annual meeting of the Board. Each such officer's term of office shall begin on July 1 following the annual meeting at which he or she is elected and shall continue for one year until his or her successor is elected and takes office. Any officer may serve consecutive or successive terms.

Section 4. *President.* The President shall also serve as the chair of the Board of Trustees. The President shall conduct all meetings of the Board. The President shall be the chief executive officer of the Corporation and shall have the general duty and authority to supervise and provide oversight of the affairs of the Corporation in accordance with the directives of the Board.

Section 5. *Vice President.* The Vice President shall perform the duties and exercise the authority of the President in the absence or disability of the President.

Section 6. *Treasurer.* The Treasurer shall have the duty and authority to manage the finances of the Corporation in accordance with the directives of the Board. The Treasurer shall prepare, or cause to be prepared, periodic financial statements as requested by the Board and shall present a complete financial report at each annual meeting of the Board. The Treasurer shall also have such other duties and authority as the Board of Trustees may delegate to him or her from time to time.

Section 7. *Secretary.* The Secretary shall have the duty and authority to see that minutes are kept of the proceedings of all meetings of the Board of Trustees. The Secretary shall approve and

distribute a register of the names, mailing addresses, and telephone numbers of the Trustees and shall give notice of all meetings of the Board. The Secretary shall also have such other duties and authority as the Board of Trustees may delegate to him or her from time to time.

Section 8. *Executive Director.* The Executive Director shall be the chief operating and administrative officer of the Corporation. The Executive Director shall be responsible to the Board of Trustees for the general management and operation of the Corporation, and for interpreting and carrying out the policies of the Board of Trustees. The Executive Director shall have such powers and duties as the Board of Trustees shall delegate. The Executive Director shall be elected by the Board of Trustees, shall serve as an *ex officio* voting member of the Board of Trustees, and shall serve until his or her successor is elected and has taken office.

Section 9. *Other officers.* Other officers, if any, shall have such duties and authority as the Board of Trustees may delegate to them from time to time.

Section 10. *Vacancies.* The Board of Trustees shall fill a vacancy in any office for the remainder of the unexpired term of office by nomination and election at the next regular meeting of the Board or at a special meeting called for this purpose.

Section 11. *Resignation and removal.* An officer may resign from office at any time by giving written notice of resignation to the President or the Secretary, which resignation is effective at the date specified therein or upon receipt, whichever is later. An officer may be removed from office, with or without cause, by a vote of two-thirds of the other Trustees at a regular meeting or at a special meeting called for this purpose. In either case, the notice of the meeting must state that this is a purpose of the meeting, and the notice must be given at least 14 days before the meeting.

ARTICLE IV COMMITTEES OF THE BOARD

Section 1. *Executive Committee.* The Board of Trustees shall have an Executive Committee consisting of the President (chair), Vice President (vice-chair), Secretary, Treasurer, and Executive Director. The Executive Committee shall have all of the authority of the Board of Trustees between meetings of the Board, except that the Executive Committee may not:

- a) adopt, amend, or repeal any provision of the corporate charter or bylaws,
- b) elect or remove any Trustee, committee member, officer of the Corporation, or the Executive Director,
- c) approve the appointment of the Proviseur of the School designated by the AEFÉ,
- d) approve or modify any capital and annual operating budgets, provided that the Executive Committee may allocate the amounts in any budgeted contingency line item up to such maximum amount as may be specified in resolutions of the Board,

- e) retain an independent auditor to audit the Corporation's finances or accept the independent auditor's report,
- f) amend or repeal any resolution of the Board or any action of the Board taken by written consent without a meeting.

Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting by unanimous consent of all members represented by one or more written consents describing the action so taken, signed by each member, and filed with the Secretary and included in the minutes or filed with the Corporation's records. The Executive Committee shall report out to all members of the Board on any action taken by the Executive Committee at a meeting or by unanimous consent within 30 days of such action being taken.

Section 2. Governance Committee. The Governance Committee shall provide oversight of the governance of the Board of Trustees by monitoring the policies and operations of the Board and its standing committees and task forces, and by making appropriate recommendations to improve Board governance. The Governance Committee is responsible for identifying, recruiting, and evaluating members of the Board and for overseeing leadership succession for the Board and its committees and task forces. The Governance Committee shall serve as a conflict of interest committee to review potential conflicts of interest of the Trustees. The Governance Committee shall be limited to active Trustees and shall be composed of at least four Trustees. No more than two members of the Governance Committee may be members of the Executive Committee. The Board of Trustees shall select the chair and other Trustee members of the Governance Committee at the annual meeting. Any vacancy shall be filled by the Board of Trustees at any regular meeting or special meeting called for such purpose.

Section 3. Other committees. The Board of Trustees may establish other committees (standing or ad hoc) to study matters and make recommendations to the Board from time to time by the vote of a majority of the Trustees at a regular meeting or at a special meeting called for this purpose. With the approval of the Board, the President may appoint to these committees individuals who are not currently serving as Trustees.

Section 4. Committee operations. Each committee shall meet at such times and places and upon such notice as it may determine, and shall file a copy of the minutes of each meeting with the Secretary. The President, the Executive Director, and the Secretary to the Board of Trustees shall be entitled to attend the meetings of each committee and to participate in all discussions of such committee; provided, however, unless named as members of a specific committee, those officers shall not have voting rights nor shall their attendance at a meeting count toward the presence of a quorum. A majority of the members of a committee shall be a quorum for the transaction of business. A member shall be deemed present at a meeting of the committee if that member participates in the meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Except with regard to action without a meeting by the Executive Committee which is described in Section 1 above, any action required or permitted to be taken by a committee may be taken without a meeting by consent of a majority of the voting members of a committee represented by one or more written consents describing the action so taken, signed by the committee members voting, and filed in the minutes of the proceedings of the committee. For the purpose of this

Section 4, “written consents” shall include consents by committee members in electronic form and delivered by electronic mail. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE V INDEMNIFICATION AND INSURANCE

Section 1. *Indemnification.* Every Trustee and officer of the Corporation shall be indemnified to the fullest extent permitted under the provisions of the District of Columbia Nonprofit Corporation Act of 2010, as the same may be amended from time to time.

Section 2. *Liability Insurance.* The Corporation shall maintain liability insurance for the Trustees and officers of the Corporation, in such amounts 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 indemnity from civil liability for volunteers of the Corporation by Section 29-406.90 of the Code of the District of Columbia, as it may be amended from time to time, or any successor statute thereto.

ARTICLE VI FINANCIAL MATTERS

Section 1. *Fiscal Year.* The fiscal year of the Corporation, for tax and financial accounting purposes, shall be the 12-month period beginning July 1 and ending June 30.

Section 2. *Compensation of Trustees and officers.* All Trustees, including Trustees who are serving as officers, other than the Executive Director, shall serve without compensation.

Section 3. *Budgets.* All budgets, including the annual operating budget of the Corporation, must be approved by the affirmative vote of a majority of the Trustees entitled to vote at a regular meeting or at a special meeting called for this purpose.

Section 4. *Deposit accounts.* All funds, other than petty cash, of the Corporation shall be deposited in accounts established at one or more banks designated by the Board of Trustees, and shall be disbursed only by checks or orders signed by one or more persons designated by the Board.

Section 5. *Loans.* The Corporation shall not borrow money without the approval of the Board of Trustees, and all promissory notes and other loan documents must be signed by the President or the Executive Director and by the Treasurer of the Corporation.

Section 6. *Other.* Financial policies for the Corporation shall be determined from time- to-time by a committee of the Board, subject to the Board’s directives.

**ARTICLE VII
NOTICES**

All written notices required or permitted to be given to a Trustee shall be deemed to have been given only when sent by first class mail, postage prepaid, to the Trustees at his or her mailing address as shown on the register kept by the secretary of the corporation, when sent by facsimile or electronic mail to the Trustee at his/her facsimile number or electronic mail address as shown on the register kept by the Secretary of the Corporation, or when personally delivered to the Trustee.

**ARTICLE VIII
NON-DISCRIMINATION 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.

**ARTICLE IX
CERTAIN RESTRICTIONS**

No part of net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future Federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes with the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X
CORPORATE SEAL**

The Board of Trustees may provide a corporate seal consisting of the words “Rochambeau, The French International School of Washington, DC – Seal.” The use of said seal shall be entirely discretionary and shall not be required for the issuance of any documents unless specifically required by law.

**ARTICLE XI
AMENDMENT OF BYLAWS**

The bylaws may be amended only by the affirmative vote of two-thirds of the Trustees present at a regular meeting or at a special meeting called for this purpose. In either case, the notice of the meeting must state that this is a purpose of the meeting, and the notice must be given at least 14 days before the meeting, and a copy of the precise text of the amendment being proposed shall be provided to each member of the Board not less than five business days prior to the meeting at which such amendment is to be acted upon.

Notwithstanding any provision herein to the contrary, Section 1. Statement of Purposes of these bylaws 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 30 days apart, provided that written notice of the intent to amend such Section 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 business days prior to each meeting at which such amendment is to be acted upon.