

AMENDED AND RESTATED BYLAWS
OF
CHAPTER
(Chestnut Hill Academy Parents and Teachers Ensuring Results)

ARTICLE 1.
AUTHORITY / RESTATEMENT

The authority to adopt and amend Bylaws in this corporation is derived from the Articles of Incorporation of Chestnut Hill Academy Parents and Teachers Ensuring Results (C.H.A.P.T.E.R.) as duly filed with the Secretary of State of the State of Washington. The initial Bylaws were adopted effective on or about February 12, 2002, and were previously amended on April 25, 2002 and June 3, 2005. These Restated Bylaws set forth the Bylaws of the corporation after taking into account all such amendments adopted on January 18, 2006, as well as the recent amendment to the Articles of Incorporation.

ARTICLE 2.
PURPOSE

The purpose of this corporation shall be for the educational and community development of Chestnut Hill Academy. The acts of this corporation may include anything necessary or appropriate to the accomplishment of the purposes for which this corporation was formed as expressed in its Articles of Incorporation.

ARTICLE 3.
MEMBERS

3.1 Membership. Membership in this corporation shall be an annual membership, based on an academic year, and shall be limited to the following individuals:

- A. Each parent, step-parent and legal guardian of any child (i) currently enrolled in Chestnut Hill Academy's school, and (ii) who has paid the annual membership dues.
- B. Each paid employee (namely faculty, teachers, assistant teachers, specialists and administrators) then on staff at Chestnut Hill Academy who accept membership in writing each academic year.

3.2 Honorary Membership. The Board of Directors may also establish honorary memberships from time to time. Honorary Members shall have the right to attend meetings of the Members and participate in discussions at such meetings, but shall not have the right to receive notice, shall not count toward the determination of a quorum, and shall not have the right to vote

on any matter coming to a vote of the Members.

3.3 Annual Meeting. The annual meeting of the Members shall be held in May of each year, at a date set by the Board of Directors and communicated to the Members. The primary business at the annual meeting shall be the election of the new Directors who are elected by the Members. Such election may be individually for each position of Director or by a slate of proposed Directors. In either case, a vote of majority of those present and eligible to vote shall be required for election.

3.4 Regular Meetings. The Board of Directors shall set the dates for the regular meetings of the Members and shall notify the Members in a general mailing no later than September 30 of each year.

3.5 Special Meetings. Special Meetings of the Members may be called by the Board of Directors or by notice signed by not less than ten percent (10%) of the Members. If called by the Members, the Secretary shall set the meeting and give notice thereof, at least setting forth the place, date and time, within fourteen (14) days of receipt of such written request unless a regular meeting is already scheduled within that time period. Written notice of the time and place of Special Meetings shall be sent by mail using the most recent membership list. The notice shall be mailed at least ten (10) days but not more than fifty (50) days prior to the designated time for holding the meeting. This notice shall generally state the business for which the Special Meeting has been called, but any business may be transacted at such Special Meeting, whether or not included in such notice, except as otherwise expressly set forth in these Bylaws. An emailed request or notice shall be deemed to be a written request or notice.

3.6 Notices. Notice may be given in any tangible medium or by an electronic transmission such as e-mail.

3.7 Quorum. For regular or Special Meetings of the Members, a quorum shall consist of not less than twenty percent (20%) of the then current membership, but in any event, not less than twenty (20) Members. Once a quorum is present at any meeting of Members, the majority vote of those present in person shall be required for any action of the Members, unless a super-majority is otherwise expressly required under these Bylaws or by law.

3.8 Action Without a Meeting. No action of the Members may be taken without a meeting.

3.9 Proxies. No proxies are allowed for attendance or voting by Members with the sole exception of voting for Directors. All allowable proxies must be in writing and received by the President or Secretary of the Corporation prior to the calling to order of the meeting of Members at which the election is to take place. A proxy shall only be valid for the one election for which it is issued. An emailed proxy by a Member shall not be deemed to be a written proxy.

ARTICLE 4. **DIRECTORS**

4.1 Powers. The general powers of the corporation shall be vested in the Board of Directors which shall have charge, control and management of the property, affairs and funds of the corporation; shall fill vacancies among the officers and directors for unexpired terms (except as otherwise specifically provided herein); and shall have the power and authority to do and

perform all acts and functions not inconsistent with these Bylaws or law.

4.2 Board of Directors. The authorized number of Directors shall be not less than eight (8) and not more than twenty-nine (29). The number of Directors may be changed by amendment to these Bylaws, provided that such amendment shall not alter the term of office of any member of the Board of Directors then holding office. Only a Member in good standing may be a Director, with the sole exception of At-Large Directors.

4.3 Election/Appointment. Directors shall be elected/appointed as follows:

A. Election by Members. The Members shall elect not less than five (5) nor more than ten (10) Directors at the Annual Meeting of the Members. The number to be elected at each Annual Meeting shall be established by the Board of Directors and shall be included in the notice to Members of the Annual Meeting. All of those Directors elected by the Members, shall automatically also be on the Executive Committee of the Board of Directors.

B. Appointment of Parent Representatives. The Executive Committee shall appoint not less than one (1) nor more than ten (10) Directors as “parent representatives”. To be a parent representative, such appointee must be a Member and must be a parent of a current student in Chestnut Hill Academy. ~~No more than one (1) parent for any class may be so appointed.~~ (Deleted – Amended 4/27/06) The maximum number to be so appointed shall be established by the Board of Directors. The initial appointments shall be made in May of each year.

C. Appointment of Faculty Representatives. The Executive Committee shall appoint not more than six (6) Directors as “faculty representatives”. To be a faculty representative, such appointee must be a Member and must be a current teacher, assistant teacher, specialist, or other administrator or faculty member at Chestnut Hill Academy. At all times the executive director of the school (regardless of the title) shall be one of the faculty representatives. If there is only one campus for the school, then the principal of the school (regardless of the title) shall also be one of the faculty representatives. If there is more than one campus for the school, then the principal of the school at each campus (regardless of the title), up to a maximum of two principals, shall also be faculty representatives. The maximum number to be so appointed shall be established by the Board of Directors, provided that such number shall at all times be large enough to include, at least, the executive director and such principals. All appointments shall initially be made at or near the time of the Annual Meeting when new Directors are elected by the Members. The executive director and the principal for each campus (not to exceed two principals) shall automatically be members of the Executive Committee.

D. Appointment of At-Large Directors. The Board of Directors, by the majority vote of all acting Directors, may appoint up to three (3) additional Directors. Such appointed At-Large Director need not be a Member.

4.4 Term of Office. All elected members of the Board of Directors shall be elected for a term of one (1) year or until that Director's successor is elected. Any Director may succeed himself or herself in office. While it is expected that most Directors will be elected/appointed in May, the term of Directors elected or appointed before July 1st ~~will not commence until July 1st.~~ **will not commence until the day following the last day of the current school year** (Deleted –

Amended – 6/11/2010); those elected/appointed after July 1st (and before the next May 1st) will have his/her term on the date elected/appointed. During the time period, if any, between the date of election/ appointment and the starting of the term in office, the newly elected/appointed Directors may have such informational meetings among themselves as they desire, although such meetings are not “official” and the new Directors, prior to the start of their term in office, have no power to act as Directors, with the sole exception that the newly elected/appointed Directors and the Executive Committee may call and hold a meeting for the sole purpose of appointing additional Directors for terms commencing the same July 1st as the newly elected/appointed Directors under paragraph 4.3 hereinabove. During such time period after election/appointment and prior to the effective ~~July 1~~ **day following the last day of the current school year** (Deleted-**Amended** – 6/11/2010) term commencement date, the Board of Directors finishing up its current term in office may (but shall not be required to) invite the newly elected/appointed Directors to any of their meetings as non-voting participants and/or observers.

4.5 Vacancies. The authority to fill a vacancy in the position of a Director for a position appointed by the Executive Committee of the Board of Directors shall rest with the Executive Committee. The authority to fill a vacancy in the position of Director for a position appointed by the Board of Directors shall rest with the Board of Directors. The authority to fill a vacancy in the position of a Director elected by the Members shall rest with a majority vote of all Members at a meeting where the notice of such meeting announces such election. A vacancy not filled as hereinabove provided will remain vacant for the rest of the term of the departed Director so elected/appointed. A successor Director so elected/appointed shall serve for the unexpired term of his/her predecessor.

4.6 Removal From Office. A Director may be removed from office, with or without cause, by a vote of a majority of those authorized to fill that vacancy if such Director is removed. For example, if the Director was elected by the Members, only the Members may fill the vacancy to be created, and only the Members may remove such person from the Board of Directors. “Cause” for removal may include persistent absence from Board of Directors meetings during such Director’s term. Any Director may be removed at any time with cause, by the affirmative vote of two-thirds (2/3) of the remaining members of the Board of Directors. Any such removal by the Board of Directors may be voted upon at any validly constituted meeting of the Board of Directors.

4.7 Annual Meeting. The Annual Meeting of the Board of Directors shall be held following the Annual Meeting of Members, but in no event later than the next September 15.

4.8 Regular Meetings. Regular meetings shall be scheduled not less frequently than every other month. The Board, at or promptly following the Annual Meeting, shall establish a schedule of regular meetings for the Board of Directors.

4.9 Special Meetings. Special Meetings of the Board of Directors may be called by the President or by twenty percent (20%) of the Directors, and shall be called within ten (10) days of receipt of such a written request unless a regular meeting of the Board is scheduled within that time period. Written notice of the time and place of Special Meetings shall be delivered personally to each Director or sent to each Director by mail, e-mail or other form of written communication, addressed to the Director at his/her residence, current e-mail address or place of business as designated by each Director. The notice shall be given at least five (5) days prior to the designated time for holding the Special Meeting. This notice shall generally state the business for which the

Special Meeting has been called, but any business may be transacted at such Special Meeting, whether or not included in such notice, except as otherwise expressly set forth in these Bylaws. An e-mailed request or notice shall be deemed to be a written request or notice.

The transactions of any meetings of the Board of Directors, however called and noted and wherever held, shall be valid as though transacted at a meeting held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. An e-mailed waiver shall be deemed to be a written waiver.

4.10 Quorum. For the Annual Meeting, a regular or a Special Meeting of the Board of Directors, a quorum shall consist of one-third (1/3) of the Directors then in office, but not less than five (5) Directors. Once a quorum is present the majority vote of those present in person or by proxy shall be required for any action of the Board, unless a super-majority is otherwise expressly required under these Bylaws or by law.

4.11 Action Without a Meeting. Any action of the Board of Directors may be taken without a meeting if all at least two-thirds (2/3) of the entire Board of Directors individually or collectively consent in writing to this action, whether in counterpart originals or in one document. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Any such action may also be ratified after it has been taken, either at a meeting of the Directors or by such written consent. An e-mailed consent by a Director shall be deemed to be a written consent.

4.12 Compensation. Directors shall receive no compensation for their services in such capacity but may receive such reimbursement for expenses as may be fixed by resolution of the Board of Directors.

ARTICLE 5. **OFFICERS/EXECUTIVE COMMITTEE**

5.1 Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and a Volunteer Coordinator. The corporation may also have additional Vice Presidents and such other officers as may be approved by the Board of Directors. One person may hold two or more offices except those as President and Secretary. Any office may be shared by two individuals and, in any such case, each of them shall be a co-officer. Only Directors may be an officer and only those Directors elected by the Members may be President, Secretary or Treasurer.

5.2 Election. At the Annual Meeting of the Board of Directors, or within a reasonable time after such Annual Meeting, but no later than the next September 15, the Board of Directors shall elect from among the Directors each of the officers for a term of one (1) year. While it is expected that most officers will be elected/appointed in May, the term of officers elected or appointed before July 1st will not commence until July 1st; those elected/appointed after July 1st (and before the next May 1st) will have his/her term on the date elected/appointed. Each officer shall hold office until the earlier of the date that officer has resigned, has been removed, or otherwise has been disqualified to serve, or until his/her successor has been elected and qualified.

5.3 Removal and Resignation. Any officer may resign or may be removed, with or without cause, at any time by the Board of Directors. Vacancies caused by death, resignation or removal of a Director may be filled by appointment by the Board of Directors, or by the Executive Committee until such officer is elected by the Board of Directors.

5.4 President. The President shall conduct the meetings of the Members and meetings of the Board. In addition to other powers set forth elsewhere in these Bylaws, the President shall appoint committee chairpersons, with advice and consent of the Board of Directors, and shall be entitled to serve on any committee.

5.5 Vice President. The Vice President, if there is one, shall perform the duties of the President in the event of a vacancy in said office, the absence of the President or in the case of the inability of the President to act, or at the request of the President. In addition, the Vice President shall serve as parliamentarian for all meetings of the Members and meetings of the Board of Directors, unless a different parliamentarian is selected for any particular meeting by the President at the beginning of such meeting.

5.6 Secretary. The Secretary shall act as the secretary, both for the corporation and the Board, and shall be responsible for (either by doing or by delegating) and have the right to delegate the taking and keeping of minutes, the preparation of notices, and the custody of adequate records of all meetings of the Board of Directors and meetings of Members. The Secretary will timely and efficiently distribute the minutes of the meetings of Members to the Members, the minutes of the meetings of the Board of Directors to the Board of Directors, and the minutes of the meetings of the Executive Committee to the members of the Executive Committee. The Secretary shall be entitled to serve on any committee.

5.7 Treasurer. The Treasurer shall have the responsibility for maintaining adequate and correct books of account showing the receipts and disbursements of the corporation and an account of its cash and other assets, if any. Such books of account shall at reasonable times be open to inspection by any Director. The Treasurer shall arrange for the deposit of all monies of the corporation with such depositories as are designated by the Board of Directors, shall arrange for the disbursal of funds of the corporation as may be ordered by or otherwise within the budget adopted by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statements of the financial condition of the corporation. The Treasurer shall be entitled to serve on any committee.

5.8 Volunteer Coordinator. The Volunteer Coordinator shall interface with the Board, teachers, room representatives, and parents to ensure that volunteer opportunities at Chestnut Hill Academy are being fulfilled. The Volunteer Coordinator will also ensure that volunteer activities are tracked and recognized by the corporation and by Chestnut Hill Academy.

5.9 Assistants. The Board of Directors may appoint or authorize the appointment of assistants to the Secretary or Treasurer or both. Such assistants may exercise the power of the Secretary or Treasurer, as the case may be, and shall perform such other duties as are prescribed by the Board of Directors. Such assistants, however, are not officers and need not be Members.

5.10 Executive Committee Members. There shall be an Executive Committee of the Board of Directors whose membership shall consist of the Directors who were elected by the Members, the executive director of the school and the principal from each campus of the school

(up to a maximum of two principals). If any office is shared (such as Co-Treasurers), and if one office sharer is present at a meeting of the Executive Committee, that one co-officer shall have a full vote; otherwise, each co-officer shall have one-half of one vote. To determine a quorum at meetings of the Executive Committee, if any office is shared (such as Co-Treasurers), and if one or both office sharers is/are present at a meeting of the Executive Committee, it shall be deemed that one member is present and no member is absent. With the consent of the Board, the President may add additional member(s) and/or remove certain officer(s) from being on such committee, effective following at least five (5) days' notice to the members of the Board of Directors. The Board of Directors shall fill any vacancy on the Executive Committee, and such replacement shall serve for the remaining term of his/her predecessor.

5.11 Delegation of Power to the Executive Committee. The Executive Committee shall have the power and authority entrusted in the Board of Directors to act upon any urgent or routine business with the following sole exceptions: (a) power to establish and revise the budget; (b) power to remove Directors and to fill vacancies on the Board of Directors where such power rests with the Board of Directors under these Bylaws; and (c) power to amend these Bylaws.

5.12 Procedural Rules for the Executive Committee. The Executive Committee shall meet at such time, or times, as the President shall determine, provided that each member of the Executive Committee shall be notified at least forty-eight (48) hours in advance of the time and place of each meeting. An Executive Committee member may participate in the meeting by phone and, in addition, the entire meeting may be held by phone, rather than in person. A quorum shall consist of a majority of members of the Executive Committee. The President shall act as chairman at each meeting of the Executive Committee. The Executive Committee shall submit minutes of its meeting to the Board of Directors at the next meeting of the Board and shall submit minutes within five (5) days of request by any Director.

5.13 Compensation. Neither Officers nor other members of the Executive Committee shall receive no compensation for his/her services in such capacity but may receive such reimbursement for expenses as the Board of Directors or Executive Committee deems reasonable.

ARTICLE 6. **SPECIAL COMMITTEES**

Special committees of the Board of Directors shall be appointed or dissolved at the discretion of the Board of Directors. Special committees of the Executive Committee shall be appointed or dissolved upon action of the Executive Committee. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no other power to act except as specifically conferred by the action of the Board of Directors or the Executive Committee, as the case may be. Upon completion of the task for which it is appointed, such special committee shall be discharged by order of the President. At any committee meeting, a quorum shall be one-half (1/2) of the number of the members of the committee. Once a quorum is present the majority vote of those shall be required for any action of such committee, unless a super-majority is otherwise expressly required when such action was delegated to such committee. Each committee meeting shall have an agenda and shall submit minutes of its meetings to the Board of Directors.

ARTICLE 7.
MISCELLANEOUS

7.1 Execution of Documents. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation and such authority shall be general or confined to specific instances, as determined by the Board of Directors.

Unless so authorized by the Board of Directors, no officer, agent or other person shall have the power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount, other than the President and Secretary of the corporation acting in concert, who may render the corporation liable for any amount under \$5,000 without specific authorization from the Board or the Executive Committee.

7.2 Fiscal Year. The fiscal year of the corporation shall commence on July 1 and end on June 30th of each year unless the Board of Directors shall provide otherwise.

7.3 Rules of Order. The rules contained in Robert's Rules of Order, Revised shall govern all meetings of the Board of Directors of the corporation, except in instances of conflict between said rules of order and the Articles of Incorporation, Bylaws of the corporation or provisions of law.

7.4 Indemnification of Directors and Officers. Each director and officer now or hereafter serving the corporation, and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a director, trustee or officer of any other corporation, shall be indemnified by the corporation to the fullest extent permitted for directors and officers by the Washington Nonprofit Corporation Act. The indemnification provided in this section shall not be deemed exclusive of any rights to which a person may be entitled by any Bylaw, agreement, vote of the Board, as a matter of law, or by contract.

ARTICLE 8.
AMENDMENTS

These Bylaws may be amended by a two-third (2/3) vote of the Directors attending any meeting of the Board of Directors at which a quorum is present. Proposed amendments to the Bylaws shall be provided in writing to Directors prior to the meeting at which they will be voted upon.

Adopted by a Consent to Action signed by the Principal and all Officers, and approved by the resolution of the Board of Directors on June 16, 2010.

_____, President

CONSENT TO ADOPTION OF AMENDED AND RESTATED BYLAWS

The undersigned, being the Principal of the school and all of the Officers of this Corporation, hereby consent to the within and foregoing Amended and Restated Bylaws.

Head of School
Print name: _____

Date

President
Print name: _____

Date

Vice President
Print name: _____

Date

Secretary
Print name: _____

Date

Treasurer
Print name: _____

Date

Volunteer Coordinator
Print name: _____

Date