

BY-LAWS
OF
SUMMERVILLE NURSERY SCHOOL

Adopted: March 3, 2015

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 . In the event of the liquidation, dissolution, or winding up of the School, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the School shall after necessary expenses thereof be distributed to one or more organizations which are then qualified under Code Section 501(c)(3) to be used in a manner that will best accomplish the general purposes for which this Corporation was formed, subject to any required approvals under the N-PCL or other applicable law. 10

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BY-LAWS
OF
SUMMERVILLE NURSERY SCHOOL

ARTICLE I - STATEMENT OF NONDISCRIMINATION POLICY

Summerville Nursery School (the “School”) admits students of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs and other school-administered programs.

ARTICLE II - MEMBERS

The School shall not have members.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Power of Board and Qualification of Directors. The School shall be managed by its Board of Directors. Each Director shall be at least eighteen years of age.

Section 2. Number and Term of Office.

(a) The Board of Directors shall consist of not less than five (5) nor more than [ten (10)] members, and shall be comprised of the following officers of the School serving *ex officio*: Chair, Vice-Chair, Secretary, Treasurer, Registrar, Billing Representative and Committees Chair. These positions may change from time to time by a majority vote of the Board of Directors provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. The Administrative Coordinator and Immediate Past-Chair may serve as non-voting, *ex-officio* Directors and shall not be included in the total number of Directors.

(b) As used in these By-laws, “entire Board of Directors” means: (i) the number of Directors set by the Board pursuant to subsection (a) above; or (ii) the actual number of Directors in office as of the most recently held election of directors.

(c) Directors must be parents or legal guardians of students enrolled in the School or registered for the upcoming school year with the exception of the Immediate-Past Chair and the Administrative Coordinator.

(d) Directors are elected pursuant Article V, Section 2 hereof.

(e) Each Director shall have one vote. Directors shall not vote by proxy.

Section 3. Organization. The Chair shall preside at each meeting of the Board of Directors. If the Chair is absent, then the Vice Chair or a chair chosen by a majority of the Directors shall preside. The Secretary shall act as secretary of each meeting of the Board of Directors. If the Secretary is absent, the meeting shall select a secretary from those in attendance at the meeting.

Section 4. Resignations and Removal of Directors.

(a) Any Director of the School may resign at any time by giving written notice to the Chair or to the Secretary. Such resignation shall take effect at the time specified therein or upon delivery if no time is specified. The Board of Directors is not required to accept the resignation for the resignation to take effect.

(b) Any or all of the Directors may be suspended or removed with cause by vote of a majority of the entire Board of Directors. Any Director who is absent from three (3) consecutive Board meetings without excuse accepted as satisfactory by the Board shall be deemed to have resigned.¹

Section 5. Newly Created Directorships and Vacancies. Newly created Director positions, whether from an increase in the number of Directors or vacancies for any reason, shall be filled by vote of a majority of Directors then in office, regardless of their number. Directors elected to fill newly created directorships shall hold office in accordance with their classification (if Directors are classified) and until their successors have been elected and qualified. Directors elected to fill vacancies shall serve the unexpired term of the Director they are elected to replace.

Section 6. Meetings.

(a) The Board of Directors may hold its meetings at the principal office of the School, or at such other place as the Board of Directors may from time to time by resolution determine unless otherwise provided by the Certificate of Incorporation or these By-laws.

(b) Regular meetings of the Board of Directors may be held at such times as may be fixed from time to time by resolution of the Board of Directors.

(c) Special meetings of the Board of Directors shall be held whenever called by the Chair or upon notice by any three (3) Directors.

(d) Notice of all meetings shall be mailed not less than five (5) nor more than ten (10) days before the meeting to the usual address of the Directors. Mailing may be by electronic mail or fax. If notice is sent by fax or e-mail, notice is given when directed to the individual's fax number or e-mail address provided by the individual to the School; provided, that notice shall not be deemed delivered if: (a) the School is unable to deliver two (2) consecutive notices to the individual by e-mail or fax; or (b) the School otherwise becomes aware that notice cannot be delivered to the individual by e-mail or fax.

¹ Required for organizations chartered by State Education Department or Board of Regents under the Education Law.

Section 7. Waivers of Notice. Notice of a meeting need not be given to any Director: (a) who submits a waiver of notice either before or after the meeting; or (b) who attends the meeting without protesting the lack of notice to him prior to or at the start of the meeting. Waivers may be provided: (i) in a writing signed by the Director either in hard copy or by affixing a signature by any reasonable means (i.e., fax signature); or (ii) by e-mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the Director submitting the waiver.

Section 8. Quorum.

(a) A majority of the entire Board of shall be a quorum for the transaction of business.

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Director.

Section 9. Action by the Board of Directors.

(a) Except as otherwise provided by law or in these By-laws, the act of the Board of Directors means action taken at a meeting of the Board at which a quorum is present by vote of a majority of the Directors present at the time of the vote.

(b) The following actions require approval by two-thirds vote of the entire Board of Directors (unless there are twenty-one or more directors, then the vote of a majority of the entire Board of Directors is required): the purchase of real property that will constitute all or substantially all of the assets of the School once purchased; and the sale, lease, mortgage, exchange or other disposition of all or substantially all of the School's assets (including real property). Any purchase, sale, mortgage, lease, exchange or other transfer of real property that does not require Board approval as provided in this Section may be approved by a committee of the Board. Such committee shall promptly report any actions it takes to the Board no later than the next regular meeting of the Board.

(c) The following actions (in addition to those otherwise provided in these By-laws) require approval by majority vote of the entire Board of Directors: approval of amendments to the Certificate of Incorporation; and amending the minimum or maximum number of Directors as set forth in Article II, Section 2.

(d) Any action required or permitted to be taken by the Board of Directors or any committee may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the Board or committee. Consents may be provided: (i) in a writing signed by the Director or committee member either in hard copy or by affixing a signature by any reasonable means (e.g., fax signature); or (ii) by e-mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the Director or committee member.

(e) Any or all Directors or any committee may participate in a meeting by means of a telephone conference, electronic video screen communication or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the Board or committee, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting.

Section 10. Annual Report. The Board of Directors shall present at the Annual Meeting a report certified by the Chair and Treasurer, or by a majority of the directors, showing in appropriate detail the following:

- (a) the assets and liabilities, including the trust funds, of the School;
- (b) the principal changes in assets and liabilities, including trust funds;
- (c) the revenue or receipts of the School, both unrestricted and restricted to particular purposes; and
- (d) the expenses or disbursements of the School for both general and restricted purposes.

The Annual Report needs to provide the above information as of the end of the twelve-month fiscal period terminating not more than six months prior to the meeting at which the Annual Report is presented. The Annual Report shall be filed with the records of the School and a copy included in the minutes of the Annual Meeting.

Section 11. Investment Matters. The Board of Directors shall complete the following actions with respect to oversight, management and reporting on donor restricted and investment assets:

(a) Adopt or reaffirm a written investment policy, setting forth guidelines on investments and delegation of management and investment functions in accord with the standards of the New York Prudent Management of Institutional Funds Act (“NYPMIFA”).

(b) Cause accurate accounts to be kept regarding donor restricted assets separate and apart from the accounts of other assets of the School. Unless the terms of a particular gift provide otherwise, the Treasurer shall make an annual report to the Board of Directors concerning assets subject to a donor restriction and the use made of such assets and of the income thereof.

(c) Unless otherwise delegated to an investment committee, review and establish an annual spending rate for endowment funds in accordance with NYPMIFA.

ARTICLE IV - COMMITTEES

Section 1. Executive Committee and Other Committees of the Board. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate an Executive Committee and other committees of the Board consisting of five (5) or more Directors. These committees shall have such authority as the Board by resolution shall provide; the Executive Committee shall have all the authority of the Board, except that no committee shall have authority as to the following matters:

- (a) The filling of vacancies in the Board or in any committee.
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (c) The amendment or repeal of the By-laws, or the adoption of new By-laws.
- (d) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.

Any reference in these By-laws to the Board of Directors shall include the Executive Committee unless the context or express provision otherwise indicates.

Section 2. Committees of the School. The Board of Directors may designate committees of the School. The resolution authorizing any such committee shall set forth its duties, its term and who may be eligible to serve. Such committees shall not be a committee of the Board and shall not exercise any of the powers of the Board or have the authority to bind the Board.

Section 3. Meetings. Notice of committee meetings shall be provided in the same manner as meetings of the Board of Directors. Meetings of committees shall be held at such time and place as may be fixed by the Chair of the committee or by vote of a majority of all the members of the committee.

Section 4. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors: (a) a majority of all of the members of a committee shall constitute a quorum for the transaction of business; and (b) the act of the committee means actions taken at a meeting of the committee at which a quorum is present by vote of a majority of all of the members of the committee.

The procedures and manner of acting of all committees shall be subject at all times to the directions of the Board of Directors.

Section 5. Tenure of Members of Committees of the Board. Each committee and every committee member shall serve at the pleasure of the Board.

Section 6. Alternate Members. The Board of Directors may designate one (1) or more Directors as alternate members of the Executive Committee or of any committee of the Board, who may replace any absent member or members at any meeting of such committee.

ARTICLE V - OFFICERS

Section 1. Number. The officers of the School shall be a Chair, a Vice Chair, a Treasurer, a Secretary, a Registrar, a Committees Chair, a Billing Representative, the Immediate Past-Chair and such other officers as the Board of Directors may in its discretion determine. No two (2) offices shall be held by the same person. No employee of the School shall serve as Chair or officer with similar duties.

Section 2. Term of Office and Qualifications. Officers shall be elected annually in May, or at such other time as the Board may determine, by the outgoing Board of Directors except the offices of Chair and Immediate Past-Chair. Following the completion of a one (1) year term as Vice Chair, the Vice Chair will automatically succeed the current Chair. Following the completion of a one (1) year term as Chair, the Chair shall automatically succeed the current Immediate Past-Chair. All officers shall be elected from among the Directors and serve until their successor is elected and qualified.

Section 3. Additional Officers. The Board may elect additional officers to perform such duties, either in an administrative or subordinate capacity, as the Board may from time to time determine. The Board shall specify the term of office and authority for such individuals in the resolutions electing such officers.

Section 4. Removal of Officers. The Board may remove any officer with or without cause at any time.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, to the Chair or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery. The Board of Directors is not required to accept the resignation for the resignation to take effect.

Section 6. Vacancies. The Board of Directors shall fill a vacancy in any office.

Section 7. Chair. The Chair shall preside at all meetings of the Board of Directors at which the Chair is present. The Chair shall also perform such other duties as may be assigned from time to time by the Board.

Section 8. Vice Chair. In the absence or incapacity to act of the Chair, or if the office of Chair be vacant, the Vice Chair shall preside at all meetings of the Board of Directors, and shall perform the duties and exercise the powers of the Chair, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. The Vice Chair shall have such powers and shall perform such other duties as may be assigned by the Board of Directors or the Chair.

Section 9. Immediate-Past Chair. The Immediate-Past Chair shall serve in advisory capacity for the Board of Directors and shall attend all meetings of the Board of Directors as necessary. The Immediate-Past Chair shall also perform such other duties as may be assigned from time to time by the Board or the Chair.

Section 10. Treasurer. The Treasurer shall, if required by the Board of Directors, obtain a bond for the faithful discharge of his duties, in such sum and with such sureties as the Board of Directors shall require. The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the School, and shall deposit all such funds in the name of and to the credit of the School in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 11. Secretary. It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Directors, and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose; the Secretary shall see that all notices required to be given by the School are duly given and served; the Secretary shall keep a current list of the School's Directors and officers and their residence addresses; the Secretary shall be custodian of the seal of the School and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall have custody of the minute book containing the minutes of all meetings of Directors, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the School, or in the custody of some other person authorized by the Board of Directors to have such custody.

Section 12. Committees Chair. The Committees Chair shall maintain the duties and responsibilities of the Board of Directors and committees of the Board and committees of the School. The Committees Chair shall also perform such other duties as from time to time may be assigned by the Board of Directors.

Section 13. Registrar. It shall be the duty of the Registrar to ensure the integrity, accuracy, and security of all academic records of current and former students as well as facilitate effective student registration and enrollment. The Registrar shall also perform all other duties customarily incident to the office of Registrar and such other duties as from time to time may be assigned by the Board of Directors.

Section 14. Billing Representative. The Billing Representative shall be responsible for coordinating and collecting registration and tuition fees on behalf of the School and such other duties as from time to time may be assigned by the Board of Directors.

Section 15. Appointed Officers. The Board of Directors may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent or employee.

ARTICLE VI - ADMINISTRATIVE COORDINATOR

The Administrative Coordinator shall act as the chief executive officer of the School and shall supervise generally the operation and management of the affairs of the School subject only to the supervision of the Board. The Administrative Coordinator shall in general perform all duties as may be assigned by the Board of Directors. The Administrative Coordinator shall see that the policies, decisions and guidelines of the Board of Directors are implemented. The Administrative Coordinator shall serve at the pleasure of the Board of Directors, subject to any contractual rights the Administrative Coordinator may have under any written agreement entered into with the School.

ARTICLE VII - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Documents/Contracts/Loans. The Board of Directors may authorize any officer or officers, agent or agents, in the name of and on behalf of the School to enter into any contract or execute and deliver any instrument (including stocks, bonds,

subscription rights or other securities), and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-laws, no officers, agent or employee shall have any power or authority to bind the School by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Checks, Drafts, etc. All checks, drafts and other orders for the payment of money out of the funds of the School, and all notes or other evidences of indebtedness of the School, shall be signed on behalf of the School in such manner as shall from time to time be determined by resolution or policy of the Board of Directors.

Section 3. Deposits. All funds of the School not otherwise employed shall be deposited from time to time to the credit of the School in such banks, trust companies or other depositories as shall from time to time be determined by resolution or policy of the Board of Directors.

ARTICLE VIII - INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification. Unless clearly prohibited by law or Section 2 of this Article, the School shall indemnify any person (“Indemnified Person”) made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the School, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Director or officer of the School, or (b) in addition is serving or served, in any capacity, at the request of the School, as a Director or officer of any other school, corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the School shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Prohibited Indemnification. The School shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. Advancement of Expenses. The School shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the School, pay or promptly reimburse the Indemnified Person’s reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the School, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article . An Indemnified Person shall cooperate in good faith with any request by the

School that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others. Unless clearly prohibited by law or Section 2 of this Article, the Board of Directors may approve School indemnification as set forth in Section 1 of this Article or advancement of expenses as set forth in Section 3 of this Article, to a person (or the testator or intestate of a person) who is or was employed by the School or who is or was a volunteer for the School, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the School in any capacity for any other school, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

Section 6. Binding Effect. Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance. The School may purchase Directors' and officers' liability insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the School for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Directors, officers, employees or volunteers of the School for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the School.

Section 8. Nonexclusive Rights. The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the School with any Director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

ARTICLE IX - GENERAL

Section 1. Office. The office of the School shall be at such place in the County of Monroe, State of New York, as the Board of Directors may determine.

Section 2. Adoption of Policies and Procedures. The Board of Directors or a designated committee of the Board, by resolution, shall adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation of the School, including, but not limited to, a Conflicts of Interest Policy; provided, however, that no rule, regulations, policy or procedure may be adopted by the School that is contrary to these By-laws and applicable law as may be amended from time to time.

Section 3. Books and Records. There shall be kept at the office of the School: (1) correct and complete books and records of account; (2) minutes of the proceedings of the Board of Directors and any standing committees of the Board; (3) a current list of the Directors and officers of the School and their residence addresses; (4) a copy of these By-laws; (5) a copy of the School's application for recognition of exemption with the Internal Revenue Service; and (6) copies of the past three (3) years' information returns and Form 990-T's (if any) filed with the Internal Revenue Service.

Section 4. Loans to Directors and Officers. No loans shall be made by the School to its Directors or officers, or to any other school, corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers or hold a substantial financial interest except as allowed by law.

Section 5. Fiscal Year. The fiscal year of the School shall begin on July 1 and end on June 30.

Section 6. Dissolution. In the event of the liquidation, dissolution, or winding up of the School, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the School shall after necessary expenses thereof be distributed to one or more organizations which are then qualified under Code Section 501(c)(3) to be used in a manner that will best accomplish the general purposes for which this Corporation was formed, subject to any required approvals under the N-PCL or other applicable law.

ARTICLE X - AMENDMENTS

The By-laws of the School may be amended or repealed by the Board of Directors.