BYLAWS
FORT WORTH COUNTRY DAY SCHOOL, INC.
Amended and Restated as of April 12, 2017

ARTICLE I

Section 1. Name. The name of this corporation is Fort Worth Country Day School, Inc. (the "Corporation").

Section 2. Purpose. The Corporation is organized exclusively to perform educational purposes and in so doing to establish and maintain in or near Fort Worth, Texas, a non-profit school or entity in which students may obtain a superior basic education and be provided with a sound basis of fundamental knowledge and a predicate for higher learning. Fort Worth Country Day School (the "School") endeavors, as a minimum goal, to enable its students to succeed at any competitive American university.

Section 3. Policy Against Discrimination. The School shall not discriminate on the basis of race, ethnicity, national origin, color, sex, gender, gender identity, sexual orientation, disability (to the extent required by applicable federal, state, or local law) or religion in admissions, the administration of its educational policies, financial aid, athletics and other School-administered programs. The School shall not discriminate against any employee on the basis of race, ethnicity, national origin, color, sex, gender, gender identity, sexual orientation, age, religion, disability (to the extent required by applicable federal, state, or local law), or veteran status.

ARTICLE II

Section 1. Members. The membership of the Corporation shall consist of the members of the Board of Trustees (the "Board") elected as hereinafter set out.

Section 2. Number. The Board shall consist of up to 25 members elected pursuant to Section 4 of Article II ("Trustees"), provided that: (i) the Immediate Past President shall be a voting member of the Board during the year following his term as President, irrespective of the number of members otherwise on the Board; (ii) no spouse of a serving Board member may be elected to or serve on the Board as a voting member; and (iii) a President of the Board may serve after completion of two full three-year terms, irrespective of the number of members otherwise on the Board.

Section 3. Qualification of Trustees. At least one-half of the members of the Board shall, at the time of their election, be parents or legal guardians of students enrolled in the School.
Section 4. Tenure and Eligibility of Trustees.

A. Election. No less than seven (7) Trustees shall be elected each year for terms of three (3) years. Trustees shall take office at the conclusion of the Annual Meeting of the Board and shall serve until their successors take office. A Trustee, elected pursuant to this Section 4 of Article II, shall not be eligible to serve more than two consecutive three-year terms; provided, however, that an individual elected to serve less than one-half of an unexpired term shall be eligible to serve two full three-year terms in addition to the unexpired term, and provided further that a Trustee who has completed two full three-year terms shall be eligible to serve on the Board for the period of time he is serving as President of the Board and shall be a voting member of the Board, irrespective of the number of members otherwise on the Board.

B. Removal. Any Trustee may be removed at any time, with or without cause, by a majority vote of the Board membership as a whole.

Section 5. Election of Trustees, Officers and Standing Committee Chairpersons. New members of the Board and officers shall be elected annually by members of the existing Board no later than at the April meeting of the Board. Standing Committee Chairpersons shall be elected by the newly-elected Board at the Organizational Meeting of the Board. At the request of any member of the Board, an election shall be held by secret ballot.

Section 6. Filling of Unexpired Terms. In the event that a member of the Board resigns, is removed, or is unable to complete his term by reason of death, illness, or any other cause, the Board shall elect a successor to complete his unexpired term after receiving the recommendation or recommendations of the Trustee and Leadership Committee. Individuals elected to serve less than one-half of a three-year term shall be eligible to serve two consecutive three-year terms thereafter.

Section 7. Honorary Trustee. A person whose service has been outstanding and whose continued formal connection with the School seems desirable may be elected an Honorary Trustee. Election as Honorary Trustee shall be for life. Honorary Trustees shall receive all information about Board actions, including notices of meetings, but shall not be entitled to vote at Board meetings. However, except for the Trustee and Leadership Committee and the Executive Committee, Honorary Trustees may serve as members of standing and ad hoc committees and shall be entitled to vote in such committees.

Section 8. Ex officio Members of the Board. Certain persons holding office in the School or holding elective officerships in School-related organizations shall, and others may, be appointed to membership on the Board ex officio. Ex officio members shall not be entitled to vote or serve as officers of the Board. The Head of School, the President of the Parent-Faculty Association and the President of the Alumni Association shall be ex officio members of the Board during the terms of their respective offices.

Approved Board of Trustees, April 12, 2017
ARTICLE III

Section 1. Powers and Duties of the Board. The affairs of the Corporation shall be managed by the Board. Without limiting the powers granted by law or the Articles of Incorporation or elsewhere in these Bylaws, the Board shall have the power to acquire property for the Corporation or sell property belonging to the Corporation. The Board shall formulate and adopt, from time to time, policies for the operation of the School and shall set tuition, direct fund raising, manage endowment funds, and in other ways provide for the financial support of the School. The Board shall approve the operating budget, direct and support public relations, be concerned with the educational goals, policies, and philosophies of the School, and keep itself informed on all matters relating to the operation of the School.

Section 2. Decision of the Board is Final. In all matters concerning the business and affairs of the School, the decision of the Board shall be final.

ARTICLE IV

Section 1. Officers of the Board of Trustees. The Board, on or before its April meeting, shall elect a President, one or more Vice Presidents, a Secretary, a Treasurer, and may elect one or more Assistant Secretaries and Assistant Treasurers. Officers shall take office at the conclusion of the Annual meeting of the Board and shall serve until their successors take office. The term of office of all officers shall be one year, except that the President of the Board shall hold office for two years, with eligibility for two additional one-year terms. All other officers may succeed themselves. All officers shall be entitled to vote in all Board matters. Any officer may be removed from office, at any time, by a majority vote of the Board membership as a whole. In the event that an officer resigns, is removed, or is unable to complete his term by reason of death, illness, or any other cause, the Board shall elect a successor to complete his unexpired term, after receiving the recommendation of the Trustee and Leadership Committee.

ARTICLE V

Section 1. Membership and Qualifications of the Trustee and Leadership Committee. The Trustee and Leadership Committee shall consist of five (5) voting members of the Board, the current Board President and, if applicable, the incoming Board President. The Chairperson of the Trustee and Leadership Committee shall have served at least one previous term as a member of such committee. Ex officio members of the Board may not serve as members of the Trustee and Leadership Committee other than the Head of School who shall serve as an ex officio member of the Trustee and Leadership Committee.

Section 2. Consideration by the Trustee and Leadership Committee. In carrying out its duties and as part of the selection process, the Trustee and Leadership Committee should take into consideration diversity in areas such as age, race, profession, areas of expertise, and constituency category. Candidates should be considered based on characteristics such as time
available, fund-raising ability, successful prior experiences on other boards, and an express commitment to shared decision-making.

Section 3. Duties of the Trustee and Leadership Committee.

A. Trustee and Officer Nominations. The Trustee and Leadership Committee shall maintain a list of potential candidates for Board, officer, Standing Committee, and ad hoc committee membership. The Trustee and Leadership Committee shall notify the Board on or before the regular January meeting of the Board that the Trustee and Leadership Committee will be accepting recommendations for new Trustees during the next thirty (30) days. The Trustee and Leadership Committee shall nominate an individual for each Trustee position and for each officer position to be filled on the Board. The Trustee and Leadership Committee may not nominate for President a member of the Trustee and Leadership Committee. The Trustee and Leadership Committee shall ascertain the willingness of the prospective nominees to serve. These nominations shall be presented annually no later than at the April meeting of the Board with prior notification of the nominees to the Board not less than five (5) days before such meeting.

B. Standing Committee Chairperson Nominations. The Trustee and Leadership Committee, in consultation with the incoming President, will present nominations for Standing Committee Chairpersons for the consideration of the Board at the Organizational Meeting of the Board. Only Trustees shall be eligible to serve as Chairpersons of any Standing Committee. The President of the Board shall serve as the Chairperson of the Executive Committee and the Treasurer of the Board shall serve as the Chairperson of the Finance Committee.

C. Nominations to Fill Vacancies. When called upon to select candidates to fill vacant unexpired terms of Board members, Officers, or Standing Committee Chairpersons, the Trustee and Leadership Committee may present such candidates for election at any regular or called meeting of the Board.

D. Nomination Procedure. All nominations made by the Trustee and Leadership Committee require a majority vote of the Trustee and Leadership Committee membership as a whole. Only the Trustee and Leadership Committee shall have the right to present nominations to the Board for its consideration. There shall be no nominations taken from the floor for the slate of Trustees, the slate of Officers of the Board, or the slate of Standing Committee Chairpersons. If the Board does not approve a slate proposed by the Trustee and Leadership Committee, a brief recess shall be called, allowing the Trustee and Leadership Committee to meet and immediately propose a new slate. This process shall continue until the Board approves a slate proposed by the Trustee and Leadership Committee.

E. Orientation, Education and Evaluation. The Trustee and Leadership Committee shall be available to assist the President in the orientation of new Trustees and the continuing education, evaluation and development of the Board.
ARTICLE VI

Section 1. Standing Committees. Standing Committees of the Board shall consist of the following: Trustee and Leadership Committee; Executive Committee; Building and Grounds Committee; Finance Committee; and Advancement Committee.

Section 2. Executive Committee.

A. Composition and Election. The Executive Committee of the Board shall consist of at least eight (8) Trustees. The Executive Committee shall be comprised of the Officers of the Board and the Standing Committee Chairpersons, with the President serving as the Chairperson of the Executive Committee. In the event that the total number of officers and Standing Committee Chairpersons is less than eight (8), the Trustee and Leadership Committee shall nominate additional Trustees to serve as Members at Large on the Executive Committee so that there are at least eight (8) voting members on the Executive Committee. Members of the Executive Committee shall be elected at the Organizational Meeting of the Board.

B. Powers of Executive Committee. The Executive Committee shall have and may exercise all of the powers of the Board during intervals between Board meetings as may be lawfully delegated, subject to such limitations as may be provided by resolution of the Board. To conduct such business as may be necessary between regular meetings of the Board, and to provide a forum for the Head of School, the Executive Committee shall schedule regular monthly meetings. However, the Executive Committee shall not ordinarily make decisions which properly belong to the full Board, except in cases of emergency. The Executive Committee shall make such rules for the conduct of its business and appoint such subcommittees as it shall from time to time deem appropriate. A majority of the members of the Executive Committee shall constitute a quorum and any vote shall require a majority of the quorum. The Executive Committee shall keep a record of all of its proceedings, which shall be presented to the Board for ratification at the next meeting of the Board.

Section 3. Standing Committees Selection and Roles. Each Standing Committee shall function as an extension of the Board and shall make any recommendation it deems appropriate to the Board concerning those areas of the School's operation that are within the scope and sphere of responsibility of the particular committee. With the approval of the Board, the President, in consultation with the Standing Committee Chairpersons, shall, no later than at the September meeting of the Board, appoint the Standing Committee members for the Standing Committees, other than the Executive Committee. A majority of the voting membership of each Standing Committee shall consist of Trustees. The Chairperson of each Standing Committee, with the exception of the Executive and Trustee and Leadership Committees, may designate members other than Board members to serve as non-voting committee members when specific expertise is deemed appropriate. Such non-voting committee members shall not have the powers, duties, or responsibilities described below in Section 6 of this Article VI.

Section 4. Other Standing Committees. The Head of School shall designate appropriate School staff to serve as ex officio members of the following Standing Committees,
the functions of which generally shall be as described below, and/or as may be authorized from
time to time by a resolution of the Board:

A. Building and Grounds. The Building and Grounds Committee shall
generally be concerned with: (1) the School’s existing facilities (maintenance and
improvements); (2) a master campus plan for the School; and (3) planning for and developing
new facilities. The Building and Grounds Committee shall also address matters relating to real
estate, in addition to the facilities and/or improvements to be made to the real estate.

B. Finance. The Finance Committee shall generally be concerned with:
(1) any and all financial policies of the School; (2) annual operating and capital budgets, their
implementation and amendments; (3) management of investments and endowments; (4) financial
aid; (5) any and all major financial transactions of the School; and (6) any other financial affairs
of the School. A Financial Aid subcommittee may be appointed by the Chairperson of the
Finance Committee, which shall consist only of Trustees and appropriate administrative staff. An
Investment subcommittee may be appointed by the Chairperson of the Finance Committee
pursuant to Section 5 of this Article VI.

C. Advancement. The Advancement Committee shall generally be
concerned with: (1) any and all aspects of fundraising for the School; and (2) identification of
potential sources of income, and (3) communications and marketing.

Section 5. Ad Hoc Committees and Subcommittees.

A. Ad Hoc Committees. With the approval of the Board, the President shall
appoint such ad hoc committees as he, from time to time, deems appropriate. Ad hoc
committees shall be created for specific short-term projects with anticipated finite duration. A
majority of the membership of all ad hoc committees shall be comprised of Trustees. The
purpose, rationale, scope, powers, duties and responsibilities of any ad hoc committee shall be
stated in writing at the time of its creation.

B. Subcommittees. With the approval of the Board, the President or the
Standing Committee Chairpersons shall, as they deem appropriate, from time to time, appoint
subcommittees with such scope, powers, duties and responsibilities as may be established for
such subcommittee, provided any such matters delegated shall be within the scope of the related
Standing Committee. The membership of a subcommittee may be comprised of individuals who
are not Trustees, however all subcommittees established pursuant to this section shall have at
least one Trustee as a member. The purpose, rationale, scope, powers, duties and responsibilities
of any subcommittee shall be stated in writing at the time of its creation.

C. The scope and members of the ad hoc committees and subcommittees
shall be ratified by the Board on an annual basis.

Section 6. Powers, Duties, and Responsibilities of Committees. In addition to the
authority specifically identified in these Bylaws, all committees shall have such powers, duties,
and responsibilities as are from time to time delegated to them by the Board; provided, however,
that no such committee, except the Executive Committee, shall have and exercise the authority of
the Board in the management of the Corporation. Each committee Chairperson shall be
responsible for developing a committee job description and maintaining a file for the benefit of future committee Chairpersons. A majority of the voting members of each committee shall constitute a quorum and any vote shall require a majority of the quorum.

Section 7. Ex Officio Members of Committees. The President, the Vice Presidents, and the Head of School shall be ex officio members of all committees, except the Trustee and Leadership Committee and the Executive Committee. Ex officio members of committees shall not be entitled to a vote and shall not be included in the establishment of a quorum.

ARTICLE VII

Section 1. Annual Meeting of the Board and Organizational Meeting of the Board. The Annual Meeting of the Board shall be held before June 1st of each year, or at such time as the President determines, so long as such meeting is held within a reasonable time following June 1st, and notice is given to all Board members of the date of the meeting as provided at Section 5 of this Article VII. Immediately following the conclusion of the Annual Meeting, the newly-elected Board shall hold its Organizational Meeting.

Section 2. Regular Meetings of the Board. In addition to the Annual and Organizational Meetings of the Board, regular meetings of the Board shall be held on the second Wednesday of September, November, January, February, and April of each year, or on such date in those months as the President so determines, so long as notice is given to all Board members of the date of the meeting as provided at Section 5 of this Article VII. Guests may be invited to attend regular meetings of the Board by the President. At least one regular meeting of the Board shall provide for an executive session of the Board. In executive sessions, the meeting shall be limited to Trustees and invited guests, within the Board's discretion.

Section 3. Special Meetings of the Board. The President of the Board, the Executive Committee, or a majority of the Board may call a special meeting of the Board at any time. Non-member guests may be invited to special meetings of the Board by the President.

Section 4. Place of Meeting. All regular and special meetings of the Board shall be held at the School unless otherwise specified in the notice of the meeting.

Section 5. Notice of Meeting. At least two weeks prior to each Annual Meeting, Organizational Meeting, or regular meeting, notice thereof shall be sent by letter, facsimile, electronic mail, or telephone to each member of the Board by the Secretary of the Board. The Secretary, or other officer performing his duties, shall give two (2) days’ notice of all called special meetings of the Board by mail, facsimile, electronic mail, or telephone to the last-known address of each Trustee. Meetings of the Board may be held at any time without notice if all Trustees are present.

Section 6. Quorum. At any meeting of the Board, a majority of the whole number of Trustees shall constitute a quorum, but less than a quorum shall have the power to adjourn the meeting from time to time. Board members may meet in person, by teleconference or by any other technological means by which two-way communication of members is achieved.
Section 7. Vote or Approval of the Board. Any vote or approval of the Board shall require a majority of the quorum, except as otherwise noted herein.

Section 8. Proxy. Votes by proxy shall not be allowed.

ARTICLE VIII

Section 1. Appointment of Head of School. The Board shall appoint a Head of School, who shall be the chief administrative officer of the School. He shall carry out his duties in accordance with School policy as set by the Board.

Section 2. Responsibilities of the Head of School. It shall be the responsibility of the Head of School to appoint all administrative officers, all department heads and other members of the teaching staff, all grounds keepers and members of the maintenance staff, and all other full or part-time employees of the School. He shall formulate and direct the curriculum of the School, set academic standards, fix schedules, establish rules of conduct, enforce discipline and do all such other things as may, in his judgment, be necessary for the effective operation of the School. It shall be his further responsibility to direct student procurement, to decide which students shall or shall not be granted admission to the School, and to determine which students shall be retained and which shall not.

Section 3. Reports to Board. It shall be the duty of the Head of School to make a report to the Board concerning the operation of the School at each regular meeting of the Board and at any other times that the Board shall request reports of a general nature or on specific subjects.

ARTICLE IX

Section 1. Transactions between Trustees and the School. A member of the Board shall not be disqualified by virtue of his office from dealing or contracting with the School, either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the School be void or voidable by reason of the fact that any Trustee or any firm of which any Trustee is a member or any corporation of which any Trustee is a shareholder or director is in any way interested, in such transaction or contract; provided that such transaction or contract is or shall be authorized, ratified or approved, either by vote of the majority of a quorum of the Board or of the Executive Committee, without counting in such majority any Trustee so interested or a member of a firm so interested or a shareholder or director of a corporation so interested, nor shall any Trustee be liable to account to the School for any profits realized by him from the School through any such transaction or contract ratified or approved, as aforesaid, by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder or director was interested in such transaction or contract.

Section 2. Indemnification of Trustees, Officers, Employees, and Agents. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party
to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, 
administrative or investigative (other than an action by or in the right of the Corporation) by 
reason of the fact he is or was a Trustee, officer, employee, or agent of the Corporation or is or 
was serving at the request of the Corporation as a Trustee, officer, employee or agent of another 
corporation, partnership, joint venture, trust or other enterprise, against expenses (including 
attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably 
incurred by him in connection with such action, suit or proceeding if he acted in good faith and 
in the manner he reasonably believed to be in or not opposed to the best interests of the 
Corporation, and the action embraced would not involve such individual's action contrary to any 
law, administrative ruling of any public agency, or contrary to the terms and provisions of the 
Bylaws and administrative directions, proceedings and regulations of the School and its Board or 
any committee charged with authority to prescribe rules and regulations in connection with such 
transaction; and provided further that no indemnification shall be made in respect to any claim, 
issue, or matter as to which such person shall have been adjudged to be liable for malfeasance or 
willful misconduct in the performance of his duty to the Corporation. Indemnification hereunder 
shall be made only upon determination in the specific case that indemnification is proper under 
the substantive standards established hereunder. Such determination shall be made: (1) by the 
Board by a majority vote of a quorum consisting of Trustees who were not parties to such action, 
suit or proceeding or (2) by independent legal counsel (appointed by a majority of the Trustees of 
the Corporation, whether or not a quorum) in a written opinion.

ARTICLE X

Section 1. Interpretation of Bylaws. The decision of the Board regarding the 
interpretation of these Bylaws is final.

Section 2. Gender. Wherever the context requires, all words in the Bylaws in the 
male gender shall be deemed to include the female or neuter gender, all singular words shall 
include the plural, and all plural words shall include the singular.

Section 3. Policy Manual. A permanent record of policies adopted by the Board 
governing operation of the School shall be maintained and made available in the Head of 
School's office.

Section 4. Amendments. These Bylaws may be amended by the affirmative vote of 
two-thirds (2/3) of the Trustees present at any meeting of the Board, a quorum being present, 
provided that written notice of each proposed amendment be given at least two (2) days prior to 
such meeting.

Section 5. When Bylaws Effective. These Bylaws shall be effective from and after 
their adoption.