ARTICLE I

The Organization and Membership of the Board of Trustees; Standard of Conduct for Trustees

Section 1. Management. The affairs of Edmund Burke School (hereinafter referred to as the “School”) shall be managed by the Board of Trustees.

Section 2. Number. The Board of Trustees of the School shall consist, in addition to ex officio members, of not less than fifteen (15) persons nor more than twenty-five (25) persons.

Section 3. School Head as Ex Officio Member. The Head of the School shall be a member ex officio of the Board of Trustees with the same rights, privileges and responsibilities while so serving (including the right to vote) as other Trustees.

Section 4. Other Board Attendees. A member of the School faculty designated by the Head of the School in consultation with the Committee on Trustees’ Affairs shall be invited to attend Board meetings (except when the Board elects to go into executive session). All other individuals, including an officer(s) of the Edmund Burke Parents Association (or its equivalent in the event of any future name or organization change), as designated by the Board President or the Head of School in consultation with the Board President, may be invited to attend Board meetings (except when the Board elects to go into
executive session). Such individuals, including the School faculty representative, shall not have a vote nor be considered members of the Board.

Section 5. Nomination and Election of Trustees; Vote. Members of the Board of Trustees shall be elected by a majority of the trustees then in office at the annual meeting of the Board held pursuant to Article III, Section 1, using the nomination process set forth in Article VI, Section 4. Each Trustee shall have one (1) vote.

Section 6. Term. Trustees shall be elected for a three-year term and until their successors are elected and qualified, and may be re-elected for a second three-year term. No Trustee shall serve for more than six (6) consecutive years, except that a Trustee who is elected president and the Trustee who served as the immediate past president may serve as a Trustee for up to an additional three (3) years. The term limit may be waived by the Board at any time in its sole discretion. Terms shall be staggered so that, as nearly as practicable, the same numbers are elected in each year.

Section 7. Removal. A Trustee may be removed from the Board, but only for cause (as determined by the Board then taking action), by an affirmative vote of at least two-thirds of the Trustees present at a meeting of the Board (not including the Trustee in question). For purposes of this Section, “cause” includes, but is not limited to, excessive absenteeism, failure to support the mission of the School or decisions of the Board, failure to maintain the confidentiality of confidential Board information, or conduct otherwise prejudicial to the best interests of the School. Board action to remove a Trustee is not valid unless each Trustee is given seven (7) days’ written notice that the matter will be voted upon at a Board meeting or unless notice is waived.

Section 8. Vacancy. Any vacancy on the Board of Trustees may be filled by the remaining Trustees, through a special election at any regular meeting of the Board. The
Board may determine not to fill the position of a Trustee that resigns from the Board during his or her term.

Section 9. Age. No person shall be eligible for election to the Board prior to attaining the age of eighteen (18) years.

Section 10. Trustee Emeritus/Emerita. The Board may, by a two-thirds (2/3) vote, appoint as trustee emeritus/emerita persons who have served the School, the community or the field of education and whose position as trustee emeritus/emerita would bring beneficial recognition to the School. Such persons may have served on the Board of Trustees or may have been an officer of the School, but neither such position is a requirement for appointment. Trustees emeriti shall be elected for any length of term determined by the Board. They shall be entitled to receive notices of all meetings of the Board, to attend and speak at all such meetings, but shall not have voting powers in meetings of the Board of Trustees. Trustees emeriti shall not be counted as a member of the Board of Trustees for any purpose.

Section 11. Resignations. Any Trustee may resign from a committee of the Board, an office of the Board, or the Board itself, by giving written notice to the President or the Secretary. Any such resignation shall take effect on the date of receipt of such notice or any later date specified in the notice (but not later than the expiration of the term of such Trustee) and, unless a request therefor is made in the resignation, the acceptance of such resignation shall not be necessary for the resignation to be effective.

Section 12. Compensation. Trustees, as such, shall serve without compensation, but may be reimbursed for expenses actually and reasonably incurred on behalf of the School.
Section 13. Standard of Conduct for Trustees. Each Trustee, when discharging the duties of a Trustee, shall act in good faith and in a manner the Trustee reasonably believes to be in the best interests of the School. The Trustees, when becoming informed in connection with their duties as Trustees, shall discharge their duties with reasonable care, i.e., the care that a person in a like position would reasonably believe appropriate under similar circumstances. In discharging Board of Trustee or committee duties, Trustees shall disclose to the other Board or committee members information known by the Trustee to be material to the discharge of the Board’s or committee’s decision-making or oversight functions, provided however, that disclosure is not required to the extent that the Trustee reasonably believes that disclosing would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule.

ARTICLE II

The Duties and Powers of the Board of Trustees

The Board of Trustees shall have and exercise the corporate powers prescribed by law with regard to the School. The Board of Trustees shall have general responsibility for, and shall maintain oversight of, the affairs of the School. In meeting that responsibility, the primary function of the Board of Trustees shall be policy making and providing general guidance for the sound operation and conduct of the School but, without prejudice to the generality of the foregoing, the Board of Trustees may delegate such duties, powers and responsibilities as it may deem desirable. The Board of Trustees shall have the power to enact its own by-laws and to carry out any other functions which are permitted by these by-laws or by the articles of incorporation, except as limited by law. Without prejudice to the generality of the foregoing, these powers shall include, but shall not be limited to, the following:
i) Determine and periodically review the purposes and the mission of the School.

ii) Review the educational programs of the School as and when appropriate in order to ensure that they are consistent with the mission of the School.

iii) Review School policy regarding appointment or dismissal, and compensation, promotion and tenure of faculty members, administrative staff and other employees of the School; provided, however, that the existence of this power shall not be construed to require Board ratification of personnel actions taken by the School administration.

iv) Appoint the Head of the School, who shall be responsible for carrying out the mission of the School in accordance with these by-laws; evaluate the performance of the Head of the School at such intervals as the Board deems appropriate; and remove the Head of the School for just cause when appropriate; the exercise of these powers is to be in accordance with Article V, Section 2.

v) Approve and authorize all earned diplomas upon recommendations of the faculty.

vi) Oversee and approve the budget of the School, and establish policy guidelines for the endowment and for all investments and major fund raising efforts.

vii) Authorize the construction of new buildings and major renovations of existing buildings.

viii) Authorize the incurring of debts by the School and securing thereof by mortgage or deed of trust and pledge of real and personal property, both tangible and intangible.
ix) Undertake such other activities as may be reasonable and ordinary pursuant to the mission of the School, its articles of incorporation and these by-laws, and the duties and obligations conferred hereby.

ARTICLE III

Meetings and Actions Without Formal Meetings

Section 1. **Annual Meeting.** The Annual Meeting of the Board of Trustees for the nomination and election of the Board members and officers and other business shall be held at the School during the month of May or in such other month or at such other place as the president shall specify by at least seven (7) days’ notice in writing to each member.

Section 2. **Regular Meetings.** Regular meetings of the Board of Trustees shall be held at least six (6) times each year and, unless elsewhere scheduled, shall be held at the School. Any meeting may be held by conference call or other procedure whereby each Trustee participating in the meeting can hear all of the other Trustees participating throughout the meeting. Participation shall constitute presence in person at the meeting.

Section 3. **Special Meetings.** Special meetings of the Board of Trustees may be called by or at the request of any of the following: (1) the president of the Board; (2) the Head of the School; or (3) any five (5) Trustees, and shall be held at such time and place as shall be designated in the notice of the meeting. Notice of any special meeting of the Board shall be given by the secretary of the Board of Trustees upon request in accordance with the preceding sentence at least three (3) days prior thereto, either by mail, e-mail (with receipt confirmation requested) or facsimile transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Trustee at the
address that appears on the records of the School. Business transacted at a special meeting shall be limited to the matters stated in the notice of the meeting.

Section 4. Waiver. The attendance of a Trustee at any special meeting, or written waiver of notice signed by the person entitled to such notice and filed with the records of such meeting, either before or after it is held, shall constitute a waiver of notice of such meeting except where a Trustee attends for the express purpose of protesting the lack of notice or lack of quorum.

Section 5. Quorum. A majority of the Trustees then in office shall be necessary and sufficient to constitute a quorum for the transaction of business by the Board; a majority of committee members shall be necessary and sufficient to constitute a quorum for the transaction of business by the committee; and the act of a majority of the Trustees present and voting at a duly called meeting of the Board or any committee shall be the act of the Board of Trustees or that committee, except as may otherwise be provided by statute or by the articles of incorporation, or by these by-laws. If a quorum shall not be present at any meeting of the Board of Trustees or of a committee, the Trustees present thereat may by a majority vote adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth such action, is signed (electronically or manually) by all of the Trustees, and such written consent is filed with the minutes of proceedings of the School. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE IV

Officers of the Board
The Board of Trustees shall elect, from its membership, by majority vote, a president, a vice president, a treasurer and a secretary of the Board of Trustees. In no event shall the president and the secretary be the same person.

Section 1. **Term.** The president shall serve a two-year term and the vice president, treasurer and secretary each shall serve a term of one (1) year, in each case commencing at the annual meeting of the Board. Officers may serve more than one (1) term but shall not serve more than three (3) terms consecutively. These term limits may be waived by the Board at any time in its sole discretion.

Section 2. **Duties of President.** The president shall preside at all meetings of the Board of Trustees, shall have a vote on all questions, shall appoint committee chairs and those committee members who are not appointed by the Board of Trustees, should the Board choose to appoint certain committee members, and shall have such other powers and duties customarily incident to this office and not inconsistent with these by-laws as well as such other powers and duties as the Board, from time to time, may prescribe.

Section 3. **Duties of Vice President.** The vice president shall have the authority and responsibilities of the president of the Board in the latter’s absence.

Section 4. **Duties of Treasurer.** The treasurer shall present all financial matters to the Board, including operating budgets, capital budgets, financial statements and all such incidental and other matters related thereto and shall be the chief financial spokesman for the Board. The treasurer shall monitor the financial responsibilities of the Head of the School described in Article V, Section 3.

Section 5. **Secretary.** The secretary shall: (a) keep or cause to be kept the minutes of the Board of Trustee’s meetings; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate
records of the corporation; and (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Board of Trustees. The Board member serving as Secretary may delegate such duties enumerated above as the Secretary sees fit to a member of the School staff or faculty selected in consultation with the Head of the School.

Section 6. Standard of Conduct for Officers. Each officer of the School with discretionary authority shall discharge his or her duties (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the officer reasonable believes to be in the best interests of the School. Each officer shall inform the appropriate person on the Board of Trustees of (i) any material information about the affairs of the School, (ii) any actual or probable material violation of law involving the School, and (iii) any material breach of duty to the School by an officer, employee, or agent of the School.

ARTICLE V

Head of the School

Section 1. Designation. The Head of the School shall be the chief executive officer of the School, and as such shall have plenary authority, subject to the general supervision of the Board of Trustees, over the conduct and operation of the School. The Head shall be the head of the faculty and shall have authority to employ, assign, or determine compensation and discharge faculty and other employees of the School, subject to budgeting and other limitations prescribed by the Board of Trustees. The Head shall be responsible for prescribing and administering standards for the admission, curriculum, advancement, discipline, graduation and college placement of students and for all other day-to-day administration of the School. The Head of the School shall also have power, on behalf of the Board of Trustees, to
perform all acts and execute all documents to make effective the actions of the Board. The authority of the Head of the School in the areas covered by Article II, enumerating the powers of the Board, shall not be exercised without prior Board approval. At least once a year, the Head of the School shall make a report to the Board of Trustees on the state of the School with such recommendations for change as the Head may consider appropriate. The Head of the School shall regularly bring such matters to the attention of the Board of Trustees as are appropriate to keep the Board fully informed in meeting and exercising the Board’s policy-making responsibilities.

**Section 2. Appointment.** The Head of the School shall be appointed by the Board of Trustees and shall serve as such at the pleasure of the Board of Trustees in accordance with a contract between the Head and the School, which contract shall cover, but not be limited to, the term of employment, conditions of office and compensation. Such contract may be extended, upon approval by the Board of Trustees, by renewal or renegotiation.

**Section 3. Financial Affairs of the School.** The Head of the School, or a member of the School staff to whom such responsibility is delegated with the approval of the Board of Trustees, shall have the custody of the School funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the School and shall deposit all such monies in the name of the School in such banks, trust companies or other depositories as the Board of Trustees may from time to time select. In the absence of such a selection, such deposits shall be made in a depository designated by the Head of the School; provided, however, that, with the prior approval of the Board of Trustees, the Head of the School may delegate such choice of a depository, when one has not been selected by the
Board, to the aforesaid member of the School staff to whom the Head of the School has delegated this custodial and record-keeping responsibility.

**Section 4.** The Head of the School, or the aforementioned delegated member of the School staff, shall disburse the funds of the School, taking proper vouchers for such disbursements and shall render to the Board of Trustees, at the regular meetings of the Board, or at such other intervals as the Board may direct, an account of the financial condition of the School.

**Section 5.** If required by the Board of Trustees, the Head of the School, or the aforementioned member of the School staff, shall give the School a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties set forth in this Article V, Section 3, and for the restoration to the School, in case the death, resignation, retirement or removal from office of such person, of all books, papers, vouchers, money or other property of whatever kind belonging to the School in such person's possession or under such person's control.

**ARTICLE VI**

**Committees**

There shall be the standing committees specified in this Article, plus any other standing or special committees that may from time to time be established by the Board. The Head of the School shall be an ex officio voting member of each of these committees.

**Section 1.** **Finance Committee.** The Finance Committee shall have general supervision over the finances of the School and shall present the budget for the next fiscal year at the January meeting of the Board of Trustees. In preparation for such a January Board meeting, the Finance Committee shall determine a range of tuition levels which reflect the following considerations and concerns:
(a) Anticipated costs for the next fiscal year;
(b) The feasible level of financial aid funding which the School can provide;
(c) The desire to attract as economically diverse a population as is feasible;
(d) The extent, if any, to which the funds provided through the operating budget may have to be used to meet extraordinary expenses.

A copy of the proposed budget and the Finance Committee tuition recommendations shall be mailed to the members of the Board not later than five (5) calendar days prior to the January Board meeting. At the January meeting of the Board, the Finance Committee shall present this budget to be considered and voted on by the full Board.

The Board may establish an Investment Committee, either as a sub-committee of the Finance Committee or otherwise.

**Section 2. Development Committee.** The Development Committee shall have general supervision over the raising of funds for the support of the School, including, without limitation, organizing and supervising the role of the Board of Trustees in all fund-raising activities, including annual giving.

**Section 3. Executive Committee.** The Executive Committee of the Board of Trustees shall be composed of the president of the Board, the vice president of the Board, the secretary of the Board, the treasurer of the Board, the Head of the School, and the chairman of each standing committee. The Executive Committee shall meet when deemed necessary at the discretion of the president. At all times between meetings of the Board of Trustees, the Executive Committee shall have the authority to exercise all of the powers of the full Board; provided, however, that the Executive Committee shall not authorize distributions, fill vacancies on the Board or any committees thereof; or adopt, amend or repeal these bylaws.
Section 4. Committee on Trustees’ Affairs. The Committee on Trustees’ Affairs shall concern itself with the development and continuing education and training of Board members with respect to the Board’s duties and responsibilities. Further, it shall monitor the composition of the Board of Trustees and, at the Annual Meeting of the Board of Trustees, shall nominate persons for membership on the Board of Trustees. The Committee shall undertake to identify potential members of the Board of Trustees and shall solicit their interest in serving the School in the position of trustees. The Committee shall evaluate a potential member’s ability and willingness to contribute time and effort as a member of the Board as well as any potential Trustee’s specific ability or recognition which would be beneficial to the School. At the Annual Meeting of the Board of Trustees, the Trustee Affairs Committee shall also have the responsibility for presenting nominations for each Board officer position for the next year. In making such nominations, the Trustee Affairs Committee shall consult with the then-current president of the Board of Trustees and the Head of the School and may consult with any other Board members and other members of the School community as it sees fit. Any member of the Board may make additional nominations for any Board officer position from the floor during the Annual Meeting.

Section 5. Equity and Inclusion Committee. The Equity and Inclusion Committee shall assist the School in its efforts to create and maintain a socio-economically balanced environment. The Equity and Inclusion Committee shall also develop substantive forums for growth and understanding on the issues of racial identity, adoption, gender identity and any other areas of diversity deemed appropriate by the committee. The Equity and Inclusion Committee, in conjunction with the School administration and other diversity committees of the School, shall be responsible for educating and informing the School parent body on diversity issues.
ARTICLE VII

Indemnification of Trustees and Officers

Section 1. Indemnification. The School shall indemnify each of its trustees and officers who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the School) by reason of the fact that he is or was a Trustee or officer of the School 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 a manner he reasonably believed to be in or not opposed to the best interests of the School and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 2. Authorization of Indemnification. Except as provided herein below, any such indemnification shall be made by the School only as authorized in the specific case upon determination that indemnification of the Trustee or officer is proper in the circumstances because he has met the applicable standard of conduct set forth above. Such determination shall be made by the Board of Trustees by a majority vote of a quorum of Trustees who were or are not parties to such action, suit, or proceeding.

Section 3. Advance for Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the School in advance of the final disposition of such action, or proceeding if authorized by the Board of Trustees and upon receipt of a signed written statement setting forth the Trustee or officer's good faith belief that they have met the relevant standard of conduct described in these Bylaws and an
undertaking by or on behalf of the Trustee or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the School.

Section 4. Mandatory Indemnification. To the extent that a Trustee or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in the defense of any claim, issue or matter therein, the Trustee or officer shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the Trustee or officer in connection therewith, regardless of whether the Trustee or officer has met the applicable standard of conduct set forth above.

Section 5. Limitation of Liability. Provided the School maintains liability insurance with a limit of coverage of not less than $200,000 per individual claim and $500,000 per total claims that arise from the same occurrence, officers, Trustees and other persons who perform services for the School and who do not receive compensation other than reimbursement of expenses (“volunteers”) shall be immune from civil liability. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers shall not apply when the injury or damage was a result of the volunteer’s willful misconduct, crime (unless the volunteer had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer, or act or omission that was not in good faith and was beyond the scope of authority of the School pursuant to the District of Columbia Nonprofit Corporation Act, as amended, or the articles of incorporation. This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity. The School is liable only to the extent of the applicable limits of insurance coverage it maintains.

ARTICLE VIII

Discrimination
In conducting its affairs, the School shall not discriminate against any person on the basis of race, creed or religion, color, national or ethnic origin, gender, sexual orientation, gender identity, age, political affiliation, disability, military veteran status or any other classification protected by applicable law.

ARTICLE IX

Amendment of By-Laws

These by-laws may be changed or amended at any meeting of the Board of Trustees if such amendment is approved by a two-thirds (2/3) vote of all members of the Board then in office.