

Philadelphia-Montgomery Christian Academy By-Laws

Article I: General Information

- A. Name The name of the corporation shall be the Philadelphia-Montgomery Christian Academy.
- B. Address The registered office of the corporation shall be 35 Hillcrest Avenue, Erdenheim, Pennsylvania 19038.
- C. Purposes and Principles. The Philadelphia-Montgomery Christian Academy is formed for the purpose of establishing and maintaining covenantal Christian elementary and secondary education for children who meet admission standards and who come from Christian homes (Phil-Mont's definition of a Christian home is: a home with at least one parent/guardian who is a professing Christian and an active member in a local church) within the Commonwealth of Pennsylvania, and engaging in such other educational activities as shall promote and support the primary aim.

The purpose is further defined by the following declaration of principle:

1. The Bible, the inerrant Word of God, is the supreme norm for all Christian faith and life and therefore for the educational enterprise of this corporation.

Further, the Bible presents a coherent pattern of teaching centered upon the saving Lordship of Jesus Christ. This pattern, as it has been summarized in such confessional statements as the Westminster Confession of Faith, the Philadelphia Baptist Confessions, and the Heidelberg Catechism, provides the unified basis for the Christian view of education adhered to by this corporation.

2. The educational goal of the Philadelphia-Montgomery Christian Academy is to prepare Christian youth for the fulfillment of the calling of God.

This vocation or calling is first defined by the creation of man in God's image as lord of the world, heir of life, and son of God. Through sin man became incapable of fulfilling this calling, but God has renewed His calling in saving power through Jesus Christ.

The Holy Spirit, applying the finished work of Christ, renews the people of God in the image of Christ to fulfill the calling of a redeemed humanity in work and worship, and in particular to fulfill the calling to mission with which Christ has charged His church.

This goal of preparation for God's vocation unifies the Christian educational purpose and process. Since all wisdom is from God, the illuminated understanding of His special revelation in Scripture is necessary for the proper understanding of His revelation in nature and history.

Further, the understanding of God's revelation confronts the child of God with his calling in Christ: to perceive God's plan in the world and to realize God's will in life are one calling. The fear of the Lord is the beginning of wisdom.

3. In fulfillment of this purpose and to implement these principles, the Philadelphia-Montgomery Christian Academy seeks to furnish an education of more than academic excellence, shaped by values more ultimate than humanistic ideals, for goals higher than individual development or social service. It seeks to train young people dedicated to God who will serve their neighbors, their country, and the world for Christ's sake.

This obligation is assumed by Christian parents, united with other members of the Christian community, to bring up their children in the nurture and admonition of the Lord. Although Scripture requires this specifically of parents, it is proper that they associate with others in the task, enlisting the help of Christians especially equipped with the gift of teaching to aid them and share their authority.

Respect for the gifts and calling of Christ to the pupils who are being educated also requires that the Philadelphia-Montgomery Christian Academy follow educational procedures designed to develop to the full the potential and initiative of these Christian young people in their own growth toward Christian vocation.
 4. The mission of the Academy is to provide excellent academic education from a consistent Christian world-and-life view for the children in Christian families. The vision of the Academy is to train ambassadors and disciples of Christ who are thoughtful, responsible, and biblically literate stewards of God's gifts and callings.
- D. Corporate Seal The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words, "Corporate Seal, Pennsylvania."

Article II: Definitions

The terms set forth below are defined as indicated for the purposes of this document unless otherwise required by the context in which they are used:

- A. **Board** means the Board of Trustees of the Academy, a self-perpetuating entity charged with the strategic, long-term protection and strengthening of the financial, physical, and programmatic assets of the Academy.
- B. **Full Board** means all Trustees currently serving at a particular meeting (not just those in attendance).
- C. **Head of School** means the Academy's Chief Executive Officer and the Board's only employee, with all other employees being hired by the Head or his designee.
- D. **Majority** means in excess of 50% of the applicable total number.
- E. **Academy** means Philadelphia-Montgomery Christian Academy.
- F. **Planning Document(s)** means the Academy's current list of viability-related tasks and decision points most likely to advance the Academy's mission over the next five- to eight-year period.
- G. **Trustee** means an individual who is a member of the Board as described in Article IV.

Article III: Corporation

Membership in the corporation shall be open to Christian parents and other friends of Christian schools, at least 18 years of age, who agree in writing that the purpose and principles of the Philadelphia-Montgomery Christian Academy shall be maintained by the corporation as defined in Article I, Section C, who give a formal declaration of faith in the Lord Jesus Christ as their personal Savior and acknowledgment of the Word of God as the only infallible rule of faith and practice. The Board of Trustees shall have the right to dismiss a member for good cause.

A meeting of the members shall be held annually to receive reports from the Board. Special meetings may be called at the discretion of the Board, and must be called at the written request of not fewer than 20 members of the corporation. Notice of any meeting shall be given to each member not less than ten days prior to the date of the meeting.

Article IV: Powers and Responsibilities of Trustees

Subject to limitations imposed by law or these bylaws, all corporate powers shall be exercised by or under the authority of the Board of Trustees. All of the affairs and business of the Academy will be managed by the Board in a manner consistent with these bylaws and other applicable state and local regulations. The Board will focus on: (a) planning and the annual agendas derived from the resulting planning documents(s); (b) setting and implementing policy consistent with and pursuant to the planning documents(s); (c) employing and evaluating of the Head of the Academy, who will function, on the Board's behalf, as the Chief Executive Officer, of the operations-level implementation of the planning document's component parts, and (d) review the Board's Mission Statement every four years.

Without limiting the foregoing, the Board of Trustees shall:

- A. maintain the goals and parameters which determine the nature of the Academy consistent with its charter and mission;
- B. receive and hold by purchase, gift, devise, bequest, or grant, real or personal property for the benefit of the Academy;
- C. reject on behalf of the Academy any contributions, gifts, bequests, or devises that are not consistent with either the general or specific purposes of the Academy;
- D. develop and revise, as needed, both the overall planning document(s) and strategic financial plan derived therefrom;
- E. oversee the operation of the Academy, assuring that the outcomes are mission appropriate;
- F. fix the Head's annual compensation package;
- G. support, nurture, and annually review and evaluate the performance of the Head;
- H. extend the Head's contract in a systematic and timely manner or, in likewise manner, bring it to closure;

- I. delegate to the Head the full range of day-to-day management functions, avoiding encumbrances that would unnecessarily impair the Head's ability to perform responsibilities as described in the Head of School's job description;
- J. render governance advice at the request of the Head and provide management perspective through the Board President's close contact with the Head;
- K. identify the means of funding student programs and support services;
- L. develop the annual budget, with the assistance of the administration, and approve a version consistent with the strategic financial plan;
- M. approve major capital expenditures and loans, and assure the fiscal integrity of the operation through oversight and periodic professional audits;
- N. set prudent investment policies to preserve the real-dollar value of the Academy's assets and regularly review such policies;
- O. approve appropriate insurance programs;
- P. monitor the condition and character of the physical plant to be certain that student and program needs are being met;
- Q. communicate the Board's direction, financial position, and plans to all constituencies;
- R. evaluate constituents' and constituencies' concerns for relevance;
- S. keep the relationship between major expenditures for plant and personnel in perspective lest resources devoted to one area deter resources being devoted to the other;
- T. approve major employee benefits, including employee contribution options deducted from pay;
- U. cultivate, nominate, appoint, and orient Board members who possess the talent, skills, and means to further the work of the Board, specifically the Academy's mission and its currently approved planning document(s);
- V. identify and cultivate potential donors and solicit gifts that are appropriate to fulfill the Academy's mission;
- W. assess annually the performance of each Trustee and that of the Board as a whole, and take corrective action as needed;
- X. establish bylaws and review them as necessary for effective operation.

Article V: Membership of the Board of Trustees

- A. Eligibility The Trustees of the Academy shall be members of the corporation except as otherwise provided in these bylaws. The Trustees shall, for the purpose of any statutory provision or rule of law relating to non-profit corporations, be a member of the corporation and shall have and exercise all the rights, privileges, powers, and immunities of members thereof. No person shall be eligible who is employed by the Academy or has a member of his immediate family employed by the Academy. Persons under age 21 are not eligible for membership on the Board of Trustees.

- B. Liability No Trustee shall be liable for the debts, liabilities, or obligations of the Academy.
- C. Number The Board of Trustees shall consist of not fewer than 17 nor more than 23 members. No more than 80% of the total number of Board members may come from one immediate constituency, such as: parents, past parents, alumni, grandparents. There shall be at least two members who come from no immediate constituency of the Academy.
- D. Election Nomination for members of the Board shall be made by the Committee on Trustees. The guiding principle for such recommendations, and for the full Board's subsequent approval, will be each (potential) new Trustee's willingness and capacity to further both the Academy's mission and its currently approved planning documents(s). Trustees shall subscribe annually in writing to the following declaration:

"I hereby declare my personal faith in Jesus Christ as Savior and Lord; affirm my wholehearted agreement with Article I, Section C of the bylaws of Philadelphia-Montgomery Christian Academy and my acceptance of its principles; and promise to further the work of this Academy in accord with these bylaws by faithful attendance at Board meetings, participation in committee assignments, and performance of my full share of other responsibility."

1. Term Trustees shall be elected to the Board for a term of three years, with no Trustees serving more than six consecutive years. However, any Trustee may be elected to complete a term as an officer for up to two years. Election will be by the then-existing Board at the Annual Meeting. A new Trustee's term shall begin at the end of the Annual Meeting or immediately upon election, whichever is sooner. To be elected, a person must receive affirmative votes from a majority of the full Board.
 2. Vacancies A vacancy occurring in the Board shall be filled by a majority vote of the full Board upon the recommendation of the Committee on Trustees. A member of the Board elected to fill a vacancy shall be appointed for the unexpired term of such member's predecessor in office. The service of a Trustee may be extended for two additional years (beyond the six consecutive years mentioned in Article III, Section D, Number 1) in order to fulfill a position as an officer of the Board.
- E. Resignations Any Trustee may resign from a committee of the Board, an office of the Board, or the Board itself by giving a written notice to the Board President or Secretary. Any such resignation shall take effect at the date of receipt of such notice or at a later time therein specified by the resigning Trustee. Announcement of the vacancy to the remaining Board shall be made by direct communication from the Board President or Secretary.

- F. Removal A Trustee may be removed from the Board prior to the expiration of his term, upon recommendation of the Committee on Trustees, by an affirmative vote of at least two-thirds of the full Board, provided that such removal shall be for cause—including excessive absenteeism or conduct prejudicial to the best interests of the Academy.
- G. Compensation Trustees shall serve without compensation. A Trustee may be reimbursed by the Academy for his travel, out-of-pocket, and other expenses incurred serving as a Trustee.

Article VI: Trustees Emeriti

A Trustee who has served with eminent distinction, whose continued assistance and expertise is sought by the Board, and who is anxious to remain involved with the Academy may be elected by a majority of the full Board as a Trustee Emeritus. Trustees Emeriti shall be elected for a one-year term and may be re-elected without limit. They are entitled to receive minutes of all Board meetings and may attend any regular or special meeting of the Board. However, a Trustee Emeritus shall not be considered a voting member of the Board. The number of Trustees Emeriti shall not exceed 25% of the number of regularly authorized Board members.

Article VII: Officers

- A. Officers The officers of the Board shall be members of the Board and shall include at least the following: President, Vice President, Treasurer, and Secretary.
- B. Election The officers of the Board shall be nominated by the Committee on Trustees and shall be elected for a one-year term at the Annual Meeting by a majority vote of the full Board. No person may serve more than three consecutive years in any one or combination of the offices of Vice President, Secretary, and Treasurer. No one may serve more than three consecutive years as Board President.
- C. Vacancies A vacancy in any of the offices of the Board may be filled by nominee(s) from the Committee on Trustees for the unexpired term by a majority vote of the full board, provided that a notice of the election and qualifications of the nominee(s) is distributed to the members 10 calendar days prior to the election.
- D. President The President shall preside at all meetings and shall oversee, with the assistance of the Committee on Trustees and the Executive Committee, all committees. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.
- E. Vice President In the absence, disability, or death of the President, the Vice President shall perform all the duties of the President. The Vice President shall carry out such other duties as prescribed by the Board from time to time.

- F. President Pro Tem In the Absence of the President and Vice President, the Board of Trustees may appoint a President Pro Tem.
- G. Treasurer The Treasurer shall be the custodian of all funds and securities of the Academy. Funds of the Academy shall be disbursed only on checks or other withdrawal orders of the Academy signed by such officers or other persons as may be specifically authorized by the Board. The Treasurer shall generally supervise the accounting and bookkeeping of the Academy and shall regularly report to the Board of Trustees as to the financial condition and results of the operation of the Academy. With the approval of the Board and the Head, the Treasurer may delegate to an administrative, salaried employee of the Academy such of the foregoing duties, including the signing of checks or other orders of payment for money. All such delegations shall be recorded in the minutes. The Treasurer shall function as the Chair of the Finance Committee.
- H. Secretary The Secretary shall keep or cause to be kept a record of the proceedings of the Board and shall ensure delivery of all notices as may be necessary and proper. The recording, transcription, and distribution of Board meeting minutes may be delegated to a qualified clerical person who is to perform these duties with great discretion.

Article VIII: Duties and Performance of the Head

- A. Executive Functions The Head of School shall be the Chief Executive Officer and official advisor and executive agent of the Board. The Head shall exercise general superintendence over all the affairs of the Academy and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its responsibilities. The Head shall have the power, on behalf of the Board, to sign any and all contracts for which funds have been allocated and authorized by the Board in the approved budget, or in any capital budget or emergency expenditure authorized and approved by the Board. The Head shall employ for regular teaching and administrative positions only those who, in addition to other necessary qualifications, confess their personal faith in Jesus Christ as Savior and Lord and indicate in writing their agreement with Article I, Section C of these bylaws and their acceptance of its principles. The Head shall be an ex-officio member of the Board, without vote.
- B. Appointment and Contract In the event of a permanent vacancy in the office of the Head, the Board shall elect a replacement from among candidates submitted for consideration by a special Search Committee appointed by the Board (see Article VII, Section D). An affirmative vote of at least three-fourths of the full Board is required for appointment. The elected candidate shall receive a two-year contract. The Head's employment contract shall be renewed annually thereafter, subject to satisfactory annual performance review by the Head Evaluation Committee and by an affirmative vote of a majority of the Trustees present at the meeting during which renewal is considered.
- C. Profession and Subscription The Head must confess his personal faith in Jesus Christ as Savior and Lord and indicate in writing his agreement with Article I, Section C of these bylaws and his acceptance of its principles.

- D. Administrative Responsibilities Within the policy guidelines established by the Board, the Head shall develop the instructional program, provide administrative and educational leadership, employ and discharge personnel, enroll and dismiss students, participate in the drafting of the annual budget for Board approval, and be responsible for the day-to-day operation of the Academy.
- E. Assistance to the Board The Head shall work in close conjunction with the Board President and the Board, support the work of all Board committees, guide the Board President in the preparation of agendas for meetings, and assist in developing and fulfilling the Academy's planning documents.
- F. Annual Review of Performance and Compensation The Head shall, in June of each year, submit to the Executive Committee a written self-assessment of performance with respect to the achievement of goals mutually agreed upon by the Head and the Head Evaluation Committee (see Article XI, Section C, Number 3) the previous July. Following a satisfactory final annual report of the Head Evaluation Committee and endorsement of the Executive Committee, the Board shall renew the Head's contract and set annual compensation.
- G. Dismissal of the Head A decision not to renew the Head's contract or to terminate the services of the Head can only be undertaken at a special meeting called for that purpose. An affirmative vote of a majority of the full Board is required for either non-renewal or termination

Article IX: Faculty

Each faculty member must confess his personal faith in Jesus Christ as Savior and Lord and indicate in writing his agreement with Article I, Section C of these bylaws and his acceptance of its principles.

Article X: Meetings of the Board

- A. Annual Meeting The Annual Meeting of the Board of Trustees shall be held in April. The Board shall elect persons to serve as members of the Board and to serve as officers. The time, date, and place of the Annual Meeting shall be announced by the Board of Trustees no later than the preceding February.
- B. Regular Meetings The Board's meeting calendar shall be annually designed in such a manner as to advance the planning document(s) in the most efficient way possible. The Executive Committee shall annually—normally during the early summer—establish and publish the upcoming year's calendar of Board meetings. The primary rationale for establishing Board meeting dates will be the expected schedule of Board committee proposals to be discussed and acted upon. The primary rationale for committee proposal development will be the furtherance of the strategic planning document(s). There shall be a minimum of six Board meetings each calendar year. Three may be held off campus and two must be held on campus during portions of the academic year when classes are in session.

- C. Special Meetings Special meetings of the Board for any purpose may be held on the call of the President or any three Trustees. Notice of each special meeting, setting forth the time, date, and place of the meeting and the general nature of the business to be transacted, shall be given by the Secretary in any two of the following manners: personal telephone contact with the Trustee, registered mail, e-mail, or fax. Acknowledgement of receipt of the notice must be given by Trustees. Notice must be given to each individual Trustee not less than five days in advance of the meeting. Business transacted at a special meeting of the Board shall be limited to the matter stated as the reason(s) for the meeting.
1. Open Meeting(s) An open Board Meeting can be called at the discretion of the Board for purposes such as receiving reports on the annual budget, reporting on changes in the Board of Trustees, or any other appropriate matter of the Board's choosing.
- D. Waiver of Consent Notice of a meeting need not be given to any Trustee who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice of such Trustee. All such waivers, consents, and approvals shall be in writing and filed with the corporate records or made a part of the minutes of the meeting.
- E. Action Without Meeting Any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all members of the Board or such committee shall individually or collectively consent in writing to such action. Such written consent(s) shall be filed with the minutes of the Board or such committee.
- F. Quorum A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Trustees then serving. An act of the majority of Trustees present and voting at a duly called meeting shall be an act of the Board except as may be provided elsewhere by these bylaws. Members of the Board shall be counted as present and may participate in a meeting through the use of conference telephone or video conferencing, so long as all members listed as present participate in the entire discussion preceding a given vote.
- G. Conduct of Meetings The Board shall conduct its meetings in accordance with the rules and structures:
1. Any member present at a meeting of the Board may make a motion for action to be taken by the Board.
 2. The Board President shall allow such discussion as shall be required for all persons to be heard and for all current issues to be clarified.
 3. At the conclusion of discussion, a vote shall be taken. If a voice vote does not make for clear decision, a count shall be made.
 4. Any member may introduce amendments. The Board President shall decide whether the proposed amendment is germane to the motion. If not, the matter of the proposed amendment shall be postponed.

5. In voting on the motion, the last amendment made shall be the first amendment voted on, and the voting on the amendment(s) shall precede the voting on the motion.
6. In the event a procedural question cannot be easily decided by these rules, common sense and the discretion of the Board President shall govern. When making procedural decisions, the Board President shall be mindful that all persons reasonably desiring to be heard should be permitted to speak, and to the greatest extent possible, each member should feel that a decision is fairly arrived at, even though it does not conform to his desires.
7. In the event any member desires to challenge a discretionary procedural decision of the Board President, this may be done by a “motion to set aside the decision,” if entered immediately after the decision is made. This motion shall be privileged and shall be discussed immediately. Debate shall be limited to a maximum of five minutes after which a vote shall be taken. During a discussion of this motion, the meeting shall be chaired by another officer of the Board to be selected in the order of his listing on the Board’s roster of officers.
8. Any member may move to table a motion. This motion shall be privileged and shall be voted upon at once, without discussion.
9. Members may not vote by proxy.
10. In a given meeting and by an affirmative vote of three-fourths of those present, the Board may elect to apply the current edition of Robert’s Rules of Order.

Article XI: Committees

- A. Special Committees There may be such special or ad hoc committees as the Board may from time to time establish for the discharge of particular duties.
- B. Committees Committee structure and function will be determined annually by a process that begins with the Executive Committee’s re-examination of the planning document(s). The review, normally conducted each summer, results in the creation of the annual Board agenda—the schedule of actions to be taken by the Board in the coming year. Committees are expected to report periodically to the Board and it is expected such reports should take the form of recommendations that call for specific Board action.

Once the Board agenda has been set, the Executive Committee shall determine what committees will be needed to complete the agenda. The Executive Committee shall select Trustees to serve as committee Chairs. The Board President shall then develop lists of Trustees and non-Trustees to fill the roles in each committee. The goal is to appoint the individuals best suited to advance the committee's charge—and thereby, the overall planning document(s)—during the year. There shall be at least two Board members on each committee. No Trustee may serve on more than two committees except the Board President who, along with the Head, shall be an ex-officio member of every committee. The President shall have vote at all times and the Head shall have a vote only when the committee is recommending action by the Board.

C. Standing committees:

1. Executive Committee The Executive Committee shall be composed of five members. The Board President shall be the Chair with the power to vote. The President shall appoint three additional Trustees who serve as either officers of the Board or as Chairs of a standing committee. The Head serves as the fifth member, with vote. Appointments to the Executive Committee are subject to endorsement by the Board.
Along with the Committee on Trustees, in its role of annually evaluating the Board, the Executive Committee will serve as an integral part of the Board's management unit, annually reviewing the planning document(s), determining the annual Board agenda, developing committee structure, selecting committee leadership, and, with that leadership, determining committee membership and overseeing committees' progress toward accomplishing their portion of the annual Board agenda.
The Executive Committee shall meet as needed between each meeting of the full Board. Special meetings may be called by the President or by two or more members of the committee.
The Executive Committee shall have general supervision of the Academy, except and unless specifically not empowered by the Board to do so. However, the committee may not take any action inconsistent with a prior act of the Board or the bylaws; remove or appoint the Head; buy, sell, or otherwise dispose of assets of the School having value in excess of 1% of operating budget; or take any action which has been reserved to the Board by Board action. In the absence of such limitations, the Executive Committee shall have and exercise all the powers of the Board when the Board is not in session.
Four members of the Executive Committee shall constitute a quorum, but an affirmative vote of the majority of the whole committee shall be necessary in every case.
The Executive Committee, not including the Head, shall annually draft the Head's contract, having first received the report of the Head Evaluation Committee, and after having consulted with the Chair of the Finance Committee.

The minutes of the meetings of the Executive Committee shall be distributed promptly after each meeting of the committee to all Board members

2. Committee on Trustees The Committee on Trustees shall consist of four members selected by an affirmative vote of a majority of the full Board. The Head shall be the fifth member, with vote. (The Committee on Trustees may recommend to the Board successors for members rotating off committee.)

The Committee on Trustees will periodically review the planning documents to determine the Board's personnel needs and then profile the Board, listing the ideal characteristics needed for the fulfillment of the planning documents' goals.

The committee will then identify individuals whose characteristics and backgrounds (cumulatively) fulfill the profile. The committee will formulate and oversee a cultivation plan to bring those individuals to eventual Board membership.

At the appropriate time, the committee will nominate cultivated individuals for Board and/or committee membership.

The Committee on Trustees shall direct training for the Board, with special orientation for all newly elected members.

The Committee on Trustees, including the Head, shall conduct an annual evaluation of the Board based on the level of excellence with which the Board has fulfilled annual agenda.

The evaluation will focus upon the Board's overall activity—individual Board members, all committees, and the President—as needed and appropriate. The objective of the evaluation will be the ongoing strengthening of the Board.

3. Head Support and Evaluation Committee The Head Support and Evaluation Committee shall be appointed by the President and consist of not more than five members, a minority of whom may be determined by the Head. A minority of the members may be non-Board members. All members should qualify as having been involved with the Head on multiple occasions and projects throughout the year.

The Head Support and Evaluation Committee shall solicit observations from other members of the Board and the work in concert with the Head to delineate several annual major objectives, each of which clearly advances the planning documents and/or corrects perceived operation-level weaknesses or problems.

4. Finance The Finance Committee shall be composed of not less than three nor more than five members, all of whom must be Board members. It shall develop the details of a strategic financial plan; review the annual operation and capital budgets drafted by the Head to assure that they conform to, and efficiently advance, the planning documents and their financial components; and make recommendations with respect thereto to the Board. It shall review major financial or property transactions not provided for in the budget and submit proposed variances, with recommendations, to the Board.

The Finance Committee shall have charge of the investment of all funds of the Academy, including the power to affect purchases $\frac{1}{2}$ of 1% of the operating budget, sales and exchanges of securities and other investment assets of the school, except real property. The committee may employ investment counsel and may delegate authority to purchase and sell securities for the account of the Academy to such investment counsel or any officer of the Academy, subject to such financial and other limitations as the committee may impose. The committee shall report changes in the investments to the Board in a timely manner. The Trustee of Business Manager shall be an ex-officio member of the committee, without vote.

The majority of the members of the committee shall constitute a quorum, but an affirmative vote of a majority of the whole committee shall be necessary in every case.

5. Major Gifts Ad-Hoc Committee The Major Gifts Ad-Hoc Committee shall consist of four to six members, a minority of whom may be non-Board members. The committee shall specifically focus on identifying, cultivating, and soliciting special, major donations. The Director of Advancement shall be an ex-officio member of the committee, without vote.

Article XII: Miscellaneous

- A. Fiscal Year The fiscal year of the Academy shall commence on the first day of July each year.
- B. Indemnification Each Trustee and officer of the Board shall be indemnified by the corporation through Errors and Omissions insurance coverage against expenses actually and necessarily incurred by such Trustee or officer in connection with the defense of any action, suit, or proceedings to which he has been made party by reason of his being or having been such Trustee or officer, except when the Trustee or officer is judged liable for gross negligence or willful misconduct in the performance of duty.

- C. Execution of Contracts The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and or on behalf of the Academy and such authority may be general or confined to specific instances.
- D. Conflicts of Interest A Trustee shall be considered to have a conflict of interest if the Trustee (1) has existing or potential financial interests which impair or might reasonably appear to impair such member's independent unbiased judgment in the discharge of his responsibilities to the Academy; or (2) is aware that a member of his family (which, for the purposes of these bylaws, shall be parent, sibling, spouse, or child) has such an interest, or (3) is aware that any organization in which such Trustee (or member of his family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial interests. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practical time. No Trustee shall vote on any matter, under consideration by the Board or a committee, in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether he has a conflict of interest in any matter may request the Board or committee to determine whether a conflict of interest exists, and the Board or committee shall resolve the question by a majority vote.
- E. Bias A Trustee is expected to declare his bias if he feels that his support or opposition to a matter before the Board or committee would unduly affect the outcome to the benefit or detriment of any of his family members. The member is responsible for disclosing such bias at the earliest possible time. The minutes shall reflect such disclosure. The member who has disclosed a bias shall abstain from voting. The minutes shall reflect if and when the member abstained. If the member is unsure about the effect of his bias, he may ask the Board to make the decision about the appearance of bias and whether the member must abstain. The minutes shall reflect any Board decision in regard to bias and abstention.
- F. Bonds of Officers and Employees The Board shall obtain at its cost a bond in such sum and with such a surety as shall be satisfactory to the Board covering persons who are empowered to sign checks or other orders for the payment of money.

Article XIII: Discrimination Prohibited

- A. Non-discriminatory Admission and Action In administering its affairs, the Academy shall not discriminate against any person on the basis of race, color, national or ethnic origin, sex, disability, or age.
- B. Terminology In interpreting these bylaws, all masculine pronouns shall be deemed to refer equally to the feminine gender.

Article XIV: Amendment and Review of the Bylaws

New bylaws (with the exception of Article I Section C, Article V Section D, Article VIII Section C, and Article IX are not subject to amendment except by unanimous vote of the Board of Trustees) may be adopted or these bylaws amended or repealed by an affirmative vote of two-thirds of the full Board, provided that the proposed changes are distributed to the full Board 30 days in advance of any meeting at which changes are to be considered. Prior to the Annual Meeting of the Board, the Committee on Trustees will review these bylaws as necessary and suggest any changes which it deems appropriate. Article I Section C, Article V Section D, Article VIII Section C, and Article IX are not subject to amendment except by unanimous vote of the Board of Trustees.

(**Adopted** by the Board of Directors at a meeting on December 19, 1966 as authorized by the Constitution. Ratified by the Corporation at its next meeting.)

Revised: May 15, 1982 (Corp. Mtg.);
 September 12, 1988 (Bd. Mtg.);
 May 20, 1991 (Bd. Policy #2.1.1);
 October 23, 1995 (Corp. Mtg.); (Bd. Policy #9.2);
 October 28, 1996 (Corp. Mtg.);
 October 25, 2004 (Corp. Mtg.)