

**BY-LAWS
OF
CLASSICAL HIGH SCHOOL ALUMNI ASSOCIATION, INC.**

**ARTICLE I
NAME**

The name of the institution shall be the CLASSICAL HIGH SCHOOL ALUMNI ASSOCIATION, INC., a Rhode Island 501 C3 non-profit corporation, hereinafter referred to as the "Association".

**ARTICLE II
MISSION; AIMS**

Section 1.

The Mission of the Association is as follows:

1. Preserve and support the tradition of Classical High School.
2. Build and maintain relationships among its alumni and friends.
3. Raise funds for both school and Association activities.
4. Enhance the educational experience of current students at the school.

Section 2.

To implement the above mission and aims, the Association shall have the power to purchase, lease and otherwise acquire, maintain, control, operate, sell and otherwise alienate or dispose of any real or personal property for any use in connection with or in furtherance of the above-stated purpose(s) and to borrow money and from time to time make, accept, endorse and issue bonds, promissory notes, bills of exchange and other obligations for monies borrowed, and to secure the payment of any such obligation by mortgage, pledge, deed, indenture agreement or other instrument of trust or by other lien upon assignment of, or agreement in regard to, all or any part of the property rights or privileges of the Association wherever situated, and any other power consistent herewith or for any other lawful purpose.

**ARTICLE III
BOARD OF TRUSTEES**

Section 1. GENERAL POWERS.

All property, business and affairs of the Association shall be managed by the Board of Trustees except as otherwise provided by law, the Articles of Incorporation or these By-Laws. Any reference in any applicable statute or regulation referring to a director or a Board of Directors shall be deemed hereunder to mean a trustees or a Board of Trustees, respectively.

Section 2. NUMBER.

The Board of Trustees shall consist of no fewer than eleven (11) (9) or more than seventeen (17) Trustees, inclusive of the elected officers of the Association. The President may appoint no more than one (1) individual as a Trustee for a single one-year term so long as the total number of Trustees does not exceed the maximum number of seventeen (17) Trustees in any one year. The immediate past president of the Board shall also serve as a Trustee and shall be counted towards the maximum number of Trustees.

Section 3. TERM. INTIAL TERM

(a) Trustees may be elected for one (1), two (2) or three (3) year terms and shall serve until their successors are elected and qualified. The terms of Trustees shall be staggered such that no more than one-third (1/3) shall be elected in any year; except that at the Annual Meeting at which these by-laws are initially adopted, a new Board of Trustees shall be elected, of which one-third (1/3) shall be elected for one (1) year; one-third (1/3) shall be elected for two (2) years; and one-third (1/3) shall be elected for three (3) years. No Trustee shall serve for more than nine (9) consecutive years, except that any time period in which a Trustee holds the position as President or Vice President of the Association shall not be included in computing any term limits.

(b) Notwithstanding the foregoing and any other provisions set forth in these By-Laws, the initial membership of the Board of Trustees shall serve through the annual meeting of the Association which takes place in calendar year 2007.

Section 4. VACANCIES.

Whenever a vacancy shall occur on the Board of Trustees for any reason other than enlargement of the Board, the same may be filled for the current year only by the President.

Section 5. REMOVAL.

By majority vote of the Board of Trustees, any Trustee may be removed from office for cause, including, without limitation, three (3) unexcused absences from regular meetings per year of the Board of Trustees. Such absent Trustee may have such Trustee's membership on the Board declared vacant by the Board of Trustees and filled in the manner set forth in Section 4 of Article III. Action may be effected only at a meeting in which notice specifies that such removal shall be considered. A Trustee may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Trustees.

Section 6. ELIGIBILITY AND ELECTION.

, Any person who ~~is~~ is a graduate of Classical High School and is otherwise a member of good standing of the Association is eligible to be a Trustee. The Trustees shall be elected at the Annual Meeting of the Board of Trustees as set forth in Article IV, Section 9 hereof or as otherwise set forth in these By-Laws. The Governance Committee shall present a

slate of Trustees, in writing, in accordance with the requirements of these By-Laws at the time of notice of the Annual Meeting.

Section 7. NOMINATIONS FROM FLOOR.

Any person eligible to be a Trustee or Officer may be nominated from the floor for election at the Annual Meeting of the Board of Trustees, provided that at least fifteen (15) days prior to the date set for the Annual Meeting of the Board of Trustees the nominator has delivered to the Secretary of the Board of Trustees a letter identifying the nominee(s) and indicating that such nominee(s) consent(s) to such nomination and will serve on the Board of Trustees or as an Officer if elected.

**ARTICLE IV
MEETINGS OF THE TRUSTEES**

Section 1. REGULAR MEETINGS

Regular meetings of the Board of Trustees shall be held monthly when necessary with a minimum of six (6) times per year, at such time and place as may be designated by the President. Timely notice of every meeting of the Board of Trustees shall be provided prior to such meeting setting forth the time, place and purpose thereof.

Section 2. SPECIAL MEETINGS.

Special Meetings of the Board of Trustees may be called by the President or, in the President's absence, the Executive Vice President. The Secretary of the Board shall call a Special Meeting upon the written request of thirty percent (30%) of the Trustees.

Section 3. PLACE OF MEETINGS.

Meetings of the Board of Trustees shall be held at the principal location of the Association or at such other place as the officer calling the meeting may reasonably select.

Section 4. NOTICE OF SPECIAL MEETINGS.

Notice of each Special Meeting of the Board of Trustees stating the time, place and purpose thereof shall be given by mail or e-mail at least five (5) days or by telephone at least two (2) days prior to the date provided for in such notice. No business shall be transacted at any Special Meeting of the Board of Trustees except the business stated in the notice of such meeting.

Section 5. WAIVER OF NOTICE.

Any meeting of the Board of Trustees shall be a valid and lawful meeting without any notice thereof if all the Trustees then in office shall be present thereat or if all absent Trustees then in office shall have waived notice of the time, place and purpose of such meeting in writing and shall have consented to the transaction of the business for which such meeting is called.

Section 6. ORGANIZATION OF MEETING.

The President or, in the President's absence, the Vice President, shall preside at all meetings of the Board and shall prepare the agenda. If none of the above officers are present at the meeting, the Trustees present shall select, by majority vote, a Trustee to preside at that meeting.

Section 7. QUORUM.

At all meetings of the Trustees fifty percent (50%) of the number of Trustees shall constitute a quorum. The affirmative vote of at least a majority of the Trustees present at a meeting shall be required for the approval of any matter or proposal presented to the meeting.

Section 8. ACTIONS WITHOUT MEETING.

Any action which may be taken or is required to be taken, at a meeting of the Trustees, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed before or after such action by two-thirds (2/3) of all of the Trustees.

Section 9 ANNUAL MEETING

The Board of Trustees shall meet in either October or November of each year for the purpose of organization, the election of officers and directors and the transaction of other business. Notice of such meeting shall be given. Such meeting shall be held any other time or place which shall be specified in a notice given as herein provided for special meetings of the Board of Trustees or in a consent and waiver of notice thereof signed by all the Trustees.

**ARTICLE V
OFFICERS**

Section 1. POSITIONS.

The Officers of the School shall include a President, a Vice President, a Secretary and a Treasurer.

Section 2. ELIGIBILITY AND ELECTION.

The Officers shall be elected by the Board of Trustees of the Association at the

Annual Meeting as set forth in Article IV, Section 9 hereof. The Governance Committee shall present a slate of officers, in writing, for inclusion in the notice of the Annual Meeting.

Section 3. TERM OF OFFICE.

The term of all Officers shall be one (1) year or until a successor is elected and qualified. However, an Officer may not be re-elected to the same position for more than four (4) consecutive terms.

Section 4. REMOVAL AND VACANCY IN OFFICE.

Any Officer may be removed from office with cause, at any time, by the Board of Trustees of the Association at a meeting held pursuant to these By-Laws. If an Officer is to be removed, reasonable notice and opportunity to be heard shall be given to such Officer. A vacancy in any office may be filled for the unexpired portion of the term by the Board of Trustees.

Section 5. PRESIDENT.

The President shall chair the Board of Trustees of the Association and preside at the Annual Meeting and other meetings of the Board of Trustees. The President may sign all agreements, contracts, deeds, leases and other documents for the Association pursuant to appropriate resolutions by the Board, the Executive Committee or as provided in these By-Laws. The President shall have general and active management of the business affairs of the Association and shall appoint in accordance with these By-Laws, all committees and shall be, consistent with these By-Laws, an ex-officio member of all committees.

Section 6. VICE PRESIDENT.

The Vice President shall have such powers and duties as generally pertain to this office as well as such power and duties as may, from time to time, be conferred by the President or Board of Trustees. The Vice President shall be responsible for the management of those areas identified by the President.

Section 7. TREASURER.

The Treasurer shall be responsible for preparing the annual operating budget of the Association in conjunction with the Board of Trustees and the Finance Committee.. The Treasurer shall regularly present to the Trustees a report of the Association's financial condition. Each year at the Annual Meeting of the Board of Trustees the Treasurer shall render a report of the present financial condition of the School to the Board of Trustees and shall be responsible for additional duties that may be designated by the President or Board of Trustees from time to time.

Section 8. SECRETARY.

The Secretary shall ensure that accurate records are kept of proceedings of all meetings of the Board of Trustees and the Executive Committee shall attend to the giving and serving of all notices of the Association; and shall have charge of such books and records as the Board may direct. The Secretary shall tabulate all votes at any meeting at the request of the presiding officer and announce such tabulation when completed.

Section 9. ABSENCE OR INCAPACITY

In the event of a long-term absence or incapacity of any Officer, being greater than two (2) consecutive months, the President may appoint a member of the Board of Trustees to serve in that office pro-tempore.

**ARTICLE VI
INTENTIONALLY OMITTED**

**ARTICLE VII
STANDING COMMITTEES**

Section 1. GOVERNANCE COMMITTEE.

There shall be a Governance Committee which shall determine the needs of the Board and identify, recruit, and propose new Trustees. The Committee shall also facilitate the Board's self-assessment; plans for leadership succession and plans for trustee development through orientation, training, and ongoing education.

The Committee shall be comprised of no fewer than three members, the chair to be selected by the President of the Board of Trustees. The President of the Board of Trustees shall serve as a non-voting ex-officio member.

The Committee will meet at least four times per academic year (or more frequently as may be necessary).

Section 2. EXECUTIVE COMMITTEE

There shall be an Executive Committee which shall consist of the President and the officers of the Association. It is understood that the power and authority to transact business and to govern resides primarily in the Board of Trustees. The Executive Committee may transact any business and exercise any power of the Board of Trustees, but only when a determination is made by the President that a meeting of the full Board of Trustees cannot be timely convened.

Section 3. FINANCE COMMITTEE

There shall be a Finance Committee, chaired by the Treasurer, which shall be responsible for the preparation of a budget for the Association. The Finance Committee shall meet regularly and report to the Board of Trustees at each regular meeting of the Board.

There shall be a standing sub-committee of the Finance Committee that shall oversee the Endowment. The President shall appoint a Chair, the Chair shall appoint at least two (2) additional members, and the Treasurer shall serve ex officio.

Section 4. DEVELOPMENT COMMITTEE.

The Development Committee, in conjunction with the professional staff, shall coordinate the fund raising activities of the Association, advising the Board in conjunction with the Finance Committee on the financial goals of the annual campaign and any capital or endowment campaign. The Development Committee shall facilitate the inclusion of all Board members and other volunteers in fund and friend raising activities.

Section 5. STRATEGIC PLANNING AND POLICY COMMITTEE.

The Strategic Planning and Policy Committee shall develop a strategic plan for the Association subject to Board approval, and shall monitor its implementation.

Section 6. ALLOCATIONS COMMITTEE.

The Allocations Committee shall consist of no less than three (3) people and shall annually make recommendations to the Board of Trustees as to how to spend the moneys that the Association shall have in its possession for the benefit of the school. The Principal of Classical High School, or his or her designee, shall also sit ex-officio on this committee.

Section 7. CHAIRPERSON AND MEMBERSHIP OF STANDING COMMITTEES.

The President shall be Chair of the Executive Committee and the Treasurer shall be Chair of the Finance Committee. The Chair of all other standing committees, except where specifically set forth herein, shall be a member of the Board of Trustees designated by the President. The delegated chair, with the concurrence of the President, shall select the remaining members of each such committee.

Section 8. OTHER COMMITTEES.

The President and Board of Trustees may create such other committees as the Board of Trustees, from time to time, deems necessary for the proper conduct of the Association's affairs.

**ARTICLE VIII
ADVISORY COUNCILS**

The Board of Trustees may create and appoint such additional advisory council(s) which will have the potential to make extraordinary contributions to the advancement of the Association. Such councils may provide advice to the Board, participate in development activities, represent the Association in the community as authorized by the Board of Trustees, participate in Association activities and shall undertake such other activities and projects as the Board of Trustees may request from time to time. Members of any such advisory council(s) shall be reconfirmed annually and shall be subject to removal by a majority vote of the Board of Trustees. All such council(s) must meet at least once a year. Each such council shall elect a chair who shall serve a one year term.

**ARTICLE IX
BUDGET**

A budget for the Association's next succeeding fiscal year shall be prepared by the Finance Committee and presented to the Board of Trustees for approval no later than the May meeting of the Board. Any contract or capital expenditure not included in the budget must be approved by the Board of Trustees.

**ARTICLE X
AMENDMENT**

These By-Laws may be amended by a vote of two-thirds (2/3) of the Board of Trustees present at the Annual Meeting or any Special Meeting of the Board of Trustees, provided notice of the substance of the proposed amendment has been stated in the notice of such meeting.

**ARTICLE XI
INDEMNIFICATION**

The Association shall, to the fullest extent permitted by law, 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 by reason of the fact that such person is or was a Trustee, Officer, employee or agent of the School against expenses (including attorneys' fees), judgments, fines and/or amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and, in the case of conduct in his or her official capacity, in a manner such person reasonably believed to be in the best interest of the association, and in all other cases, not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful, except that no indemnification shall be made with respect to any criminal action or proceeding as to which such person shall have been adjudged to be guilty, or in respect

of any non-criminal matter, in which such person has not met the standards of conduct set forth herein, unless and only to the extent that the court in which such action or proceeding was brought shall determine that, in view of all of the relevant circumstances of the case, such person is fairly and reasonably entitled to indemnification.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of the disinterested Trustees or otherwise, both as to any action taken in such person's official capacity, or as to any action taken in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Association shall have the authority, but not the obligation, to purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee or agent or was serving at the request of the Association as a Trustee, Officer, employee or agent of the Association.-

ARTICLE XII REVIEW

The Board of Trustees shall cause a yearly review of the finances of the Association to be conducted by a certified public accountant selected by it, which review shall be conducted as soon as is practicable following the close of each fiscal year of the Association..

ARTICLE XIII EXECUTION OF PAPERS

All contracts, mortgages, leases, deeds, transfers and other conveyances of the real or personal property of the Association, or promissory notes, acceptances, checks, drafts, orders or other obligations of the Association for the payment of money, all bonds, licenses, returns, reports, applications, and all other instruments or writings of any nature, shall be signed, executed, acknowledged and delivered for and on behalf of the Association by the President, Vice President or the Treasurer, acting singly, or as may be specifically authorized by the Board of Trustees in writing from time to time.

ARTICLE XIV FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January in each year and end on the last day of December in each year.

ARTICLE XV CONDUCT OF MEETINGS

All meetings of the Board of Trustees and Executive Committee shall be conducted pursuant to the Robert's Rules of Order.

Dated:

Secretary