

The Corporation's officers shall consist of a Chairperson, any number of Vice Chairs, a Secretary, and a Treasurer and such other officers as determined appropriate by the Board of Directors. Each officer designated by the Board of Directors shall have such authority and perform such duties as the Board of Directors may from time to time determine. The officers shall serve at the pleasure of the Board of Directors. Any number of offices may be held by the same person, other than the offices of Chairperson and Secretary.

Nominating Procedures. The Board of Directors shall appoint a Nominating Committee whose responsibility will be to present a slate of candidates for Officers to the Board of Directors at the annual meeting. The Board of Directors may accept or decline the slate presented by the Nominating Committee. If the slate is declined, nominations for officers may be entertained by the Board Chairperson. Nominations must be seconded and the nominee must accept the nomination in order to be considered a candidate for office. Upon the motion, second and majority vote to close nominations, an election of officers from the list of candidates will be held. All elections for officers will be held using secret ballot. Ballots will be cast by each Director indicating the choice of each director for each office. No ballot may be cast or counted on which more than one candidate is indicated for a single office. The candidate receiving a simple majority of ballots cast in his/her favor will be immediately inaugurated into the office for which they have been elected. In the event of a tied vote, ballots will be recast. In the event of another tie after a recasting of ballots, the office shall be awarded to the candidate with the longest cumulative tenure served on the Board of Directors.

Removal and/or Resignation of Officers. Any officer may be removed with or without cause by the Board of Directors by a unanimous vote of the Board of Directors at any regular or special meeting held by the Board of Directors. The removal of a person as an officer of the Corporation does not automatically prevent the same person from serving on the Board of Directors. Any officer may resign at any time by giving written notice of resignation to the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the Corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Duties of the Chairperson. The Chairperson shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for implementing policies established by the Board of Directors. The Chairperson shall establish the agenda, in consultation with the School Director, for each meeting of the Board of Directors, and have such powers as may be reasonably construed as belonging to the chief executive any corporation. The Chair shall perform such other duties as the Board of Directors may prescribe.

Duties of the Vice Chair. In the absence of the Chair, or in the event of the Chair's inability or refusal to serve, the Vice Chair, as selected by the Board of Directors, shall perform all the duties of the Chair and, when so acting, shall have all the powers and authority of the Chair. Such Chair shall have such other powers and perform such other duties as the Board of Directors or Chair may prescribe.

Duties of the Secretary. The Secretary shall review the minutes of all Board of Directors meetings before presentation to the Board of Directors. The Secretary shall see that minutes of all meetings and all unanimous consents of the Board of Directors, these Bylaws, and all other records as required by law are properly kept. The Secretary shall file any certificate, reports and/or other filings required by any local, federal and/or state statute(s), give and serve all notices to Directors of the Corporation, maintain custody of the records and seal of the Corporation (if any), submit to the Board of Directors any communications which shall be addressed to the Secretary of the Corporation, attend to all correspondence of the Corporation and exercise all duties incident to the office of Secretary. The Secretary will be custodian of the corporate seal, if any, and except as otherwise specified in a Board of Directors' resolution, the Secretary will be a proper officer to impress the Corporation seal, if any, on any instrument signed by the President or any other duly authorized person, and to attest to the same. The Secretary shall perform such other duties as may be assigned, from time to time, by the Chairperson or the Board of Directors.

Duties of the Treasurer. The Treasurer shall be actively engaged in the oversight, custody and management of the monies, assets, property and or securities of the Corporation. The Treasurer shall render or delegate an appointed representative to render, at stated periods as the Board of Directors shall determine a written account of the finances of the Corporation, and shall exercise all duties incident to the office of Treasurer, including but not limited to the signing of the checks or drafts of the Corporation if so designated by the Directors.

Duties of Other Officers. Each other officer of the Corporation shall perform such duties as the Board of Directors or the Chair may prescribe.

Terms of Officers. Each officer shall hold office for a term of one year or until such time as her or his successor has been elected by the Board of Directors. An officer may serve for more than one term.

Officer Vacancies. Vacancies in any office shall be filled by a vote of the Board of Directors at any regular or special meeting.