

**THE AMENDED AND RESTATED
BYLAWS
OF
THE LANGLEY SCHOOL**

Approved by the Board of Trustees on April 17, 2012

ARTICLE I: OFFICES

Section 1.1 Location

The principal office of The Langley School (the “School”) shall be 1411 Balls Hill Road, McLean, Fairfax County, Virginia. The Board of Trustees may from time to time designate a different place as the principal office of the School as may be appropriate for the conduct of the affairs of the School. The School shall continuously maintain within the Commonwealth of Virginia a registered office at such place as may be designated by the Board of Trustees.

ARTICLE II: MEMBERS

Section 2.1 Who Shall Be Members

Each parent or other person who has executed an enrollment contract (the “Membership Agreement”) for one or more children registered in the School is a member (a “Member” and collectively the “Members”) of the School for the School’s fiscal year for which the child (or children) is registered. Members from prior fiscal years do not have any rights to continue as Members in a subsequent fiscal year and must reapply for membership.

The School, in the spirit of its origins as a cooperative school, encourages parents to be involved in, and have responsibilities for, the School. Members are entitled to participate in the governance of the School as provided in the Articles of Incorporation and these Bylaws.

Section 2.2 Record of Membership

Membership shall be recorded in the books of the School and evidenced in such form as the Board of Trustees shall from time to time prescribe.

Section 2.3 Entitlement of Members to Vote

Membership in the School entitles each Member to vote upon the election of the Members of the Board of Trustees and such other matters as may be put to the Members for a vote at any annual or special meeting.

Section 2.4 Admission, Registration, and Tuition

(a) The parents or other persons applying for a child's entrance into the School shall prepare and execute an Application for Admission and/or such other document(s) for registration as the Board of Trustees deems necessary or appropriate.

(b) The Application for Admission shall set forth the information required by the Head and the Board of Trustees in order to make admission decisions.

(c) Those persons accepting an invitation by the Head to become Members shall execute a Membership Agreement binding them to the Articles of Incorporation and the Bylaws of the School, including their acceptance of the obligation to make payments of tuition and fees to the School and to observe appropriate conduct.

(d) Registration shall be complete when the School has accepted the registration and has received payment of the required fees.

(e) Registration, tuition and other fees shall be set by the Board of Trustees in the Annual Budget of the School.

Section 2.5 Termination of Membership

(a) Members are required to satisfactorily perform the obligations set forth in their Membership Agreement, including payments of money, and to observe appropriate conduct. Members shall not impede the operation of the School through interference with the Head, the teachers or any other employees in the conduct of their duties.

(b) The Board of Trustees may terminate the membership of any Member who fails to comply with the requirements of Section 2.5(a).

(c) Members may not terminate their financial obligations to the School for a fiscal year, even upon the withdrawal of their child (or children) from the School, except as provided for in the applicable Membership and Tuition Agreement. .

(d) Any Member whose termination is proposed pursuant to Section 2.5(b), shall receive from the Chair of the Board Trustees at least fifteen (15) days prior written notice of such proposed termination. Within ten (10) days after receipt of such notice, such Member may request, and if he or she so requests, shall have, an opportunity to present his or her case before the Board of Trustees at its next meeting. Within ten (10) days after such meeting, the Board shall reach a final decision, which shall be communicated in writing to such Member and which shall be binding and conclusive.

Section 2.6 Annual Meeting

A meeting of the Members shall be held annually for the transaction of such business as may properly come before the Members. Unless the Board of Trustees otherwise designates, the annual meeting of the Members shall be held at the principal office of the School in the Spring of each year.

Section 2.7 Special Meetings

Special meetings of the Members may be called at any time by the Chair of the Board of Trustees or by the Board of Trustees. A special meeting of the Members shall be called by the Chair after receipt of a written request for a special meeting signed by at least twenty-five (25) percent of the Members, which request must specify the purpose or purposes for which the special meeting is requested. Only the business within the purpose or purposes described in the meeting notice may be conducted at a special meeting. No vote shall be taken at a special meeting on any matter not identified in the notice of meeting delivered to Members. Any special meeting called at the request of Members in accordance with the foregoing shall be held no later than thirty (30) days after the request is made.

Section 2.8 Notice of Annual and Special Meetings

Notice of annual meetings and special meetings shall be given by the School and shall state the date, time and place of the meeting and, unless it is an annual meeting, shall indicate the purpose or purposes for which the meeting is being called. Notice for a special meeting held for

the purpose of considering a proposed amendment or restatement of the Articles of Incorporation of the School shall be accompanied by a copy of such proposed amendment or restatement.

The notice of any meeting shall be given in writing to each Member entitled to vote at such meeting. The notice shall be given personally, by regular mail, or by electronic transmission with Member consent not less than ten (10) nor more than sixty (60) days before the date of the meeting, except that notice of a meeting of Members to act on an amendment to the Articles of Incorporation of the School, a plan of merger, a proposed sale of assets pursuant to § 13.1-900 of the Virginia Nonstock Corporation Act (as now in effect or as may hereafter be amended) or the dissolution of the School shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting.

When an annual or special meeting is adjourned to a different date, time or place, notice of the new date, time or place shall be given in writing personally, by regular mail, or by electronic transmission with Member consent.

Section 2.9 Waiver of Notice

A Member may waive any notice required by law or these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, shall be signed by the Member entitled to such notice, and shall be delivered to the Secretary of the School for inclusion in the minutes of the meeting or filing with the corporate records. A Member who attends a meeting (1) waives objection to lack of notice or defective notice of the meeting unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

Section 2.10 Quorum

Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, twenty five percent (25%) of the Members of the School, present in person, by proxy, or by an electronic transmission that either sets forth or is submitted with information from which it can be determined that the electronic transmission was authorized by the Member, shall constitute a quorum at all meetings of Members. If at any meeting there is an absence of a quorum, the

meeting may be adjourned to a later date in order to conduct the business that was to have been transacted at the original meeting.

Section 2.11 Vote

Each Member shall have one vote. Such votes may be cast in person, by proxy, or by an electronic transmission that either sets forth or is submitted with information from which it can be determined that the electronic transmission was authorized by the Member. Whenever any corporate action is to be taken by vote of the Members, it shall, except as otherwise required by law or by the Articles of Incorporation of the School or by these Bylaws, be authorized by a majority of the votes cast at a meeting of Members at which there is a quorum.

ARTICLE III: BOARD OF TRUSTEES

Section 3.1 Powers

(a) The management of the business and affairs of the School shall be vested in a Board of Directors, which shall be known as the Board of Trustees. The Board of Trustees shall have the power to do all things necessary or required to carry out effectively the purposes and objectives of the School. The Board of Trustees shall have the sole power to appoint and dismiss the Head of the School and to amend these Bylaws. In addition to such powers as are hereafter expressly conferred to it, the Board of Trustees shall have all such powers as may be legally exercised by the School, subject to the provisions of the laws of Virginia, the Articles of Incorporation of the School, and these Bylaws. Without limiting in any way the grant of powers above, the Board of Trustees shall have the following express powers:

(i) to purchase or otherwise acquire property, rights, or privileges for the School, which the School has the power to take, at prices and on such terms as the Board of Trustees may deem proper;

(ii) to pay for such property, rights, or privileges in whole or in part with money, bonds, debentures, or other forms of securities of the School, or by the delivery of other property of the School;

(iii) in the event of a vacancy on the Board of Trustees, to elect a trustee who shall serve until the next election of trustees by the Members;

(iv) to elect non-Member trustees to the Board;

(v) to approve the annual budget of the School; and

(vi) to establish the tuition and other charges of the School.

(b) The Board of Trustees shall have sole power to bind the School, unless it authorizes (whether pursuant to these Bylaws or otherwise) any other person to enter into contracts on behalf of the School. The Board of Trustees shall determine who shall be authorized from time to time on the School's behalf (i) to sign checks, drafts, or other orders for payment of money; (ii) to sign acceptances, notes, or other evidences of indebtedness; (iii) to enter into contracts; or (iv) to execute and deliver other documents and instruments.

(c) When a meeting of the Board of Trustees cannot be held due to lack of a quorum, the Executive Committee shall have and may exercise the authority to approve unanticipated expenses of the School, subject to limits provided by the Board's resolutions from time to time. The Executive Committee shall report to the Board at the Board's next scheduled meeting any action taken under this provision.

Section 3.2 Number of Trustees

The Board of Trustees may be comprised of up to eighteen (18) and shall have no fewer than fifteen (15) voting trustees. Of these trustees, a minimum of twelve (12) shall be members of the School during the school year in which they were elected..

Section 3.3 Election of Trustees

(a) The Member and non-Member trustees will be elected in accordance with the Articles of Incorporation and these Bylaws. The Committee on Trusteeship shall announce that it is prepared to receive suggestions concerning nominations of Member trustees from any Member. As set forth below, the Committee on Trusteeship shall recommend to the Members one nominee for each open Member trustee position on the Board of Trustees, and shall provide the slate of such nominees to Members personally, by regular mail, or by electronic transmission with Member consent. In addition, any Member of the School may be nominated upon petition signed by no less than five percent (5%) of the Membership (which may include the signature of the nominee), for any trustee position which is open at the next ensuing election. Such petition, to be valid, must be delivered to the chair of the Committee on Trusteeship within fifteen (15) days after the date of the mailing or electronic transmission of the slate of nominees to the Members; the slate of nominees shall specify such date when petitions are due. Each person who has been

properly nominated by petition shall be listed on the ballot, along with other such persons who have been nominated by the Committee on Trusteeship. The ballot shall designate which Members are nominated by the Committee on Trusteeship and which are nominated by petition. Ballots shall be in writing and shall be provided to the Members personally, by regular mail, or by electronic transmission with Member consent. In an election in which there are candidates nominated by petition, any nominee may be present at the counting.

(b) In accordance with the Articles of Incorporation, the usual term of election for a Member trustee shall be three (3) years and no person shall serve as a Member trustee for more than six (6) consecutive years. A Member trustee, however, currently serving as an officer may be elected to an additional shorter term to allow such trustee to complete his or her term as an officer; in no such instance may the Member trustee serve for more than eight (8) consecutive years as a Member trustee. The usual term of election for a non-Member trustee also shall be three (3) years. A non-Member trustee may serve more than one term if the Board by majority vote elects the non-Member trustee for another term.

Section 3.4 Vacancies

Vacancies occurring in the Board for any reasons may be filled by majority vote of the remaining trustees at any meeting of the Board of Trustees, even if the trustees remaining in office constitute fewer than a quorum of the Board. If there are no remaining trustees, the existing Committee on Trusteeship (or the most recent Committee on Trusteeship, if none is existing) shall promptly create a ballot for election under the provisions of Section 3.3. A trustee selected to fill a vacancy pursuant to Section 3.4 shall hold office until the next annual election of trustees by the Members and until his or her successor is elected and qualified. Appointment to a partial term to fill a vacancy shall not count as a term for the purposes of limitations on years of office set forth in the Articles of Incorporation.

Section 3.5 Removal of Trustees

Any one or more of the trustees may be removed with or without cause at any time by the affirmative vote of a majority of all Members. A trustee may be removed only at a special meeting of the Members called for the purpose of removing him or her. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of the trustee. Any removal of a trustee from the Board automatically constitutes removal of such trustee from any

officer position and any committee membership that may be held by such trustee. Such removal shall be effective on the date of the membership vote removing such trustee.

Section 3.6 Resignation

A trustee may resign from the Board at any time upon written notice to the Chair or Secretary of the Board of Trustees. Such resignation shall take effect when such notice is delivered, unless the notice specifies a later effective date. Any trustee who misses one-half (1/2) or more of the Board meetings during a school year will be deemed to have resigned unless the Board, by a majority vote of the entire Board, affirmatively rejects such deemed resignation. Any resignation of a trustee from the Board automatically constitutes resignation of such trustee from any officer position and any committee membership held by such trustee.

Section 3.7 Trustees Emeritus

The Board of Trustees is authorized to name persons to the Board as Trustees Emeritus as it determines appropriate from time to time. Except for executive sessions, Trustees Emeritus may attend all Board meetings, but shall not have the power to vote, shall not be counted for quorum purposes and shall not be considered a trustee for purposes of determining the number of trustees or committee members under any provisions herein. Trustees Emeritus may serve at their pleasure.

Section 3.8, Ex Officio Trustees

The Board of Trustees is authorized to name persons to the Board as trustees *ex officio* as it determines appropriate from time to time. The Head of School shall serve as an *ex officio* trustee and an *ex officio* member of all Committees of the Board. Except for executive sessions, *ex officio* trustees may attend all Board meetings, but shall not have the power to vote, shall not be counted for quorum purposes and shall not be considered a trustee for purposes of determining the number of trustees or committee members under any provisions herein. Trustees *ex officio* shall serve at the pleasure of the Board of Trustees and may be removed only by the Board and need not have terms of office.

Section 3.9 Quorum of Trustees and Voting

Except as otherwise specifically provided by law, the Articles of Incorporation or these Bylaws, a majority of the entire Board of Trustees shall constitute a quorum for the transaction of business by the Board of Trustees at any duly called meeting. The affirmative vote of a majority of the members of the Board of Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees, except where a greater vote is required for a particular action pursuant to the Articles of Incorporation, these Bylaws or applicable law.

Section 3.10 Regular Meetings

There shall be a minimum of four (4) regular meetings of the Board of Trustees during each fiscal year.

Section 3.11 Special Meetings

Special meetings of the Board of Trustees may be called at any time by the Chair of the Board of Trustees or by not fewer than six (6) members of the Board of Trustees upon written direction to the Chair.

Section 3.12 Place of Meetings; Attendance by Members

The Board of Trustees shall meet in such place as designated by the Chair of the Board. Meetings may also be held by telephonic conference call, and votes may be recorded by transmission and receipt of electronic correspondence deemed reliable by the Chair of the Board. Except for executive sessions, any Member may attend any Board meeting. Upon the affirmative vote of two-thirds (2/3) of the trustees present and voting, the Board may hold executive sessions (i.e., closed sessions) at any time. Attendance at executive sessions shall be limited to only Board members, the Head (except as the Board may otherwise determine) and such other persons as the Board may allow to attend or to remain in attendance.

Section 3.13 Notice of Meetings

(a) Notice of meetings of the Board of Trustees shall be given to every member of the Board no later than three (3) days before the day on which the meeting is scheduled. Any member of the Board of Trustees may waive notice of any meeting. Notice of a meeting of the Board of Trustees need not be given to any trustee who submits a signed, written waiver of

notice, whether before or after the date and time stated in such notice. A trustee's attendance or participation in a meeting waives any required notice to him or her of the meeting, unless at the beginning of such meeting, or promptly upon his or her arrival, such trustee objects to holding the meeting or transacting the business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

(b) Where practicable, the School shall notify the Members in writing of each meeting of the Board no later than three (3) days before the meeting, either by publication in the School newsletter or School calendar and/or by other means of personal or mail delivery.

Section 3.14 Votes and Action by Written Consent

Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board shall consent in writing or by electronic correspondence to such action. Such action shall be evidenced by one or more written or electronic consents stating the action taken, signed or acknowledged by each trustee either before or after the action taken. Such consent or consents shall have the same effect as a unanimous vote of the Board. Such written consents shall be included in the minutes or filed with the corporate records reflecting the action taken.

Section 3.15 Participation in Meetings by Telephone

Trustees may participate in any regular meeting (including the annual meeting) or special meeting of the Board, or a committee meeting, through the use of conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other during the meeting. A trustee participating in a meeting by such means is deemed to be present in person at the meeting.

Section 3.16 Compensation of Trustees

The School shall not pay any compensation to trustees, trustees *ex officio* or Trustees Emeritus for services rendered as trustees, except that any such trustee may be reimbursed for expenses incurred in the performance of his or her duties to the School, in reasonable amounts as approved by a majority of the entire Board.

Section 3.17 Adjournment

A majority of the trustees present, whether or not a quorum is present, may adjourn any meeting of the Board of Trustees to another time and place. Notice of the time and place of an adjourned meeting shall be given to absent trustees.

Section 3.18 Access to Documents

The Board of Trustees, in the exercise of its official capacity, shall have the right at any reasonable time to inspect and copy the books, records, and documents of the School and to inspect the physical properties of the School. However, neither the Board of Trustees nor its Members shall have the right to inspect and/or copy documents pertaining to confidential student, personnel and donor records at the School, or any such materials to the extent such materials are protected or privileged as a matter of law.

Section 3.19 Advisory Board

The Board of Trustees is hereby authorized to create an Advisory Board of the School as it determines appropriate or advisable. The Advisory Board may be formed for any legitimate purpose, including providing strategic guidance and advice on educational, financial, and other issues to the Board of Trustees and the Head. The Advisory Board has no powers of the Board of Trustees and shall have no authority, expressed or implied, to bind or control the School or the Board of Trustees in any way. Persons on the Advisory Board serve at the pleasure of the Board of Trustees and need not have terms of office. The School shall not pay any compensation to members of the Advisory Board.

Section 3.20 Approval of the Annual Budget and Long-Term Plan

The Board of Trustees shall approve an annual budget and a long-term plan for the School. Following the approval of an annual budget by the Board of Trustees, the Board shall cause a copy of the budget it has adopted to be made available to all Members.

ARTICLE IV: OFFICERS

Section 4.1 Officers

The officers of the School shall consist of the Chair of the Board of Trustees, who shall also serve as the President of the School; a Vice-Chair of the Board, who shall also serve as

Treasurer of the School; a Secretary of the School; and such other officers as may from time to time be elected by the Board of Trustees.

Section 4.2 Election and Term of Office

Each officer shall be a voting member of the Board of Trustees and shall be elected by the Board at a meeting of the Board. The usual term of an officer shall be two (2) years beginning at the start of the next fiscal year after his or her election. A trustee may not hold the same officer position for more than six (6) consecutive years.

Section 4.3 Removal and Resignation

An officer may be removed with or without cause at any time upon the affirmative vote of two-thirds (2/3) of the members of the Board of Trustees. An officer may resign at any time by delivering written notice to the Board of Trustees. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is delivered to the Board of Trustees.

Section 4.4 Vacancies

The Board of Trustees may elect any voting member of the Board to fill any vacancy for the remaining unexpired term of any officer.

Section 4.5 Powers and Duties of Officers

(a) Chair / President

The Chair shall preside at meetings of the Board of Trustees and, subject to the supervision of the Board of Trustees, shall perform all duties customary to that office. The Chair shall serve as an *ex officio* member of all committees of the Board of Trustees, other than the Executive Committee, on which the Chair shall be a voting member. In his or her capacity as President, the Chair shall have such powers and perform such duties as may be prescribed by the Board of Trustees from time to time and customary to that office.

(b) Vice-Chair / Treasurer

The Vice-Chair/Treasurer shall be vested with all the powers and duties of the Board Chair in the Chair's absence or disability and shall have such other powers and perform such

other duties as may be prescribed by the Board of Trustees from time to time. In his or her capacity as Treasurer, the Vice-Chair shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the School, and shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the School in such depositories as may from time to time be designated by the Board of Trustees. Whenever required by the Board of Trustees, the Vice-Chair/Treasurer shall render a statement of accounts.

(c) Secretary

The Secretary shall be vested with all the powers and duties of the Board Chair in absence of the Chair and the Vice-Chair/Treasurer and shall perform such other duties as may be prescribed or directed by the Board of Trustees. The Secretary shall keep or cause to be kept at the principal office of the School, or such other place as the Board may direct, a book of minutes of all meetings of the Members, meetings and actions of the Board, and actions of all committees of the Board. The Secretary shall be responsible for authenticating the records of the School and shall keep, or cause to be kept at the principal office of the School, the original or a copy of the School's Articles of Incorporation and its Bylaws as amended to date. The Secretary shall give, or cause to be given, all notices in accordance with these Bylaws or as required by any law. The Secretary shall be responsible for the safe custody of the seal of the School and shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary. The Board of Trustees may give general authority to any other officer or senior administrative personnel of the School to affix the seal of the School and to attest the affixing by his or her signature.

ARTICLE V: COMMITTEES

Section 5.1 Committees

The Board of Trustees from time to time may create one or more committees of the Board and appoint members of the Board to serve on them as such committees are necessary or desirable for effectuating the purposes and objectives of the School. There shall be, as a standing committee, an Executive Committee, as described below. In addition, the Board of Trustees may from time to time create one or more advisory committees to advise the Board on various matters and may appoint trustees and/or Members to such committees. All committees operate under the

scope of authority given to them by the Board and are accountable to the Board and serve at its pleasure. Trustees Emeritus are not considered “current” trustees for purposes of committee membership. The following shall constitute standing advisory committees:

- (1) a Committee on Trusteeship;
- (2) a Finance Committee;
- (3) an Audit Committee;
- (4) an Investment Committee;
- (5) an Advancement Committee;
- (6) a Physical Facilities Committee;
- (7) a Governance Committee.

Section 5.2 Executive Committee

The Executive Committee shall consist, at a minimum, of the Chair, the Treasurer and the Secretary of the Board, and such other members as designated by the Board on an annual basis. All members of the Executive Committee must be current trustees. The Chair of the Board of Trustees shall be the Chair of the Executive Committee. The Executive Committee shall meet regularly and consult with the Head of the School during the school year, make recommendations on the agenda of the Board, make recommendations on committee functions and progress, have primary responsibility, with input from the Board, for evaluating the Head and setting the Head’s compensation and have such other powers and responsibilities as may be delegated to it by the Board.

Section 5.3 Committee on Trusteeship

The Board of Trustees annually shall appoint a Committee on Trusteeship consisting of a minimum of eight (8) persons and having an approximately equal number of: (i) persons who are current trustees and (ii) persons who are Members when appointed but who are neither current trustees nor have served in such capacity in the immediately preceding one (1) year. The Committee shall have two Co-Chairs, one of whom shall be a current trustee and one of whom shall be a non-trustee Member.

Any member of the Committee on Trusteeship who is being considered or is seeking to be considered as a nominee or who is seeking to be nominated by petition shall resign from the Committee on Trusteeship. Any vacancies created by an increase in the size of the Committee

on Trusteeship shall be filled in a manner that substantially preserves the ratio described in the preceding paragraph. The primary responsibilities of the Committee on Trusteeship shall be to annually submit to the Members a nominee for each trustee position up for election by the Members and to establish guidelines and procedures for the conduct of elections and the counting of ballots for approval by the Board. In making nominations, the Committee shall analyze the composition of the Board and identify Membership needs, recognizing the importance of maintaining diversity, balance, and a range of talent and points of view among the trustees. The Committee on Trusteeship shall consider each potential nominee's expressed and demonstrated interest in, and support of, the goals and financial needs of the School and the ability and willingness of the potential nominee to devote the required amount of time to serve on the Board of Trustees.

Section 5.4 Finance Committee

The Board of Trustees shall annually appoint a Finance Committee consisting of no fewer than three (3) current trustees and no fewer than two (2) Members of the School who are not trustees. The Committee shall have a Chair who is a current trustee.

The Finance Committee shall oversee the finances of the School in order to advise the Board and shall be responsible for:

1. Monitoring expenditures and the collection of revenues;
2. Proposing an annual budget for the School, which shall include a schedule of tuition and fees, for submission to and adoption by the Board of Trustees; and
3. Preparing a long-term planning budget for the School, which shall consider the financial effects of capital improvements and of other anticipated changes that could result in major capital or other expenditures by the School.

After an annual budget and a long-term plan have been approved by the Board, the Board shall make such annual budget available to all Members of the School for review, and shall hold an open meeting to discuss the annual budget with Members of the School.

Section 5.5 Audit Committee

The Board of Trustees shall annually appoint an Audit Committee consisting of current trustees and Members of the School who are not trustees. The Finance Committee Chair shall be a member of the Committee but the Treasurer must not be a member of the Committee. At least

one member of the Audit Committee shall have a background in financial reporting or auditing with an understanding of internal controls, generally accepted accounting principles, and preferably holds a Certified Public Accountant certification or similar credential. The Committee shall have a chair who may or may not be a current trustee.

The Audit Committee shall be responsible for reporting to the Board of Trustees on the annual independent audit of the School. To carry out this responsibility, the Committee shall establish a set of guidelines and goals, which will be updated from time-to-time and approved by the Board.

Section 5.6 Investment Committee

The Board of Trustees shall annually appoint an Investment Committee consisting of no more than nine (9) members, of which a majority must be trustees. The Finance Committee Chair and the Treasurer shall be two of the trustee members of the Committee, and at least one non-trustee Member shall be a member of the Committee. The Committee shall have a chair who is a current trustee

In coordination with the Chief Business Officer, the Investment Committee shall oversee, coordinate, and facilitate all investment matters of the School in a fiscally responsible and prudent manner. The Investment Committee shall be responsible for setting investment policies that maximize returns to the School with an appropriate amount of risk. The Committee's functions shall include diversifying the School's reserves in appropriate investments, informing and updating the Board of the overall investment strategy of any reserves of the School, periodically informing the Board of the return on such investments, and obtaining, overseeing, and coordinating all communications with outside consultants to perform the above, as approved by the Board.

Section 5.7 Advancement Committee

The Board of Trustees shall annually appoint an Advancement Committee consisting of current trustees and Members of the School who are not trustees. The Committee shall have a Chair who is a current trustee. The Advancement Committee is charged with working in close coordination with the Head and the administration of the School to develop and to enhance the effectiveness of all the advancement programs of the School.

Section 5.8 Physical Facilities Committee

The Board of Trustees shall annually appoint a Physical Facilities Committee consisting of current trustees and Members of the School who are not trustees. The Committee shall have a Chair who is a current trustee. The Physical Facilities Committee shall make recommendations to the Board from time to time for improvements and additions to the buildings, grounds, and equipment of the School as they deem to be in the best interest of the School.

Section 5.9 Governance Committee

The Board of Trustees shall annually appoint a Governance Committee consisting of current trustees. The Committee shall have a Chair who is a current trustee.

The Governance Committee shall oversee the governance practices of the Board of Trustees and shall make recommendations to the Board from time to time for improvements to the Board and its operations. The Governance Committee shall be responsible for implementing a program of trustee education and assessment of the Board and its practices.

Section 5.10 Other Committees

The Board of Trustees may create other Board or advisory committees from time to time as it deems necessary to effectuate the purpose and objectives of the School and to help the Board fulfill its responsibilities.

Section 5.11 Committee Rules

Sections 13.1-864 through 13.1-868 of the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, or any other statutory provision governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Trustees, apply to Board committees and their members.

ARTICLE VI: THE HEAD OF SCHOOL

Section 6.1 General

The Board of Trustees shall employ a person to serve in the position of the Head of the School. The Head shall be the chief administrative official of the School responsible for its operation and educational program, ensuring that the mission of the School is practiced

throughout the School and reflected in the curriculum. The Head shall be the educational leader representing the School in the community and nationally. The Head shall be employed in accordance with a contract of employment entered into between the Head and the Board of Trustees for a term of not more than five (5) years.

The hiring and dismissal of teachers and other employees of the School and the academic affairs of the School shall be the responsibility of the Head, subject to the fiduciary responsibilities of the Board. With respect to matters concerning the teachers or other employees of the School or the academic affairs of the School, the Board of Trustees shall deal exclusively with the Head, subject to the fiduciary responsibilities of the Board.

The Executive Committee shall annually provide the Head with a written evaluation of his or her performance. The Head shall provide an annual self-evaluation to the Executive Committee.

Section 6.2 Responsibilities and Duties

The Head shall be responsible for administering standards for the admission, curriculum, discipline, and placement of students and for all other day-to-day administration of the School. The Head has the authority to dismiss a student. The Head shall participate with the Finance Committee and the Board in the formulation of the School's budget and shall operate the School consistent with the approved budget. The Head shall be responsible for implementation of policies set by the Board of Trustees. The Head shall make periodic reports to the Board of Trustees on the operations of the School and any recommendations for future development and change. The Head shall also make an annual report to the Members. At the discretion of the Chair, the Head shall attend any Board or committee meeting or that portion of such meeting that relates to the Head's performance of responsibilities.

ARTICLE VII: MISCELLANEOUS

Section 7.1 Non-discrimination Policy

The Langley School is comprised of students, teachers, parents, and staff who believe that a diverse school community promotes learning and growth, preparing students for responsible and compassionate citizenship in the global community. We administer all programs

and policies without discrimination based on race, ethnicity, religion, nationality, gender, sexual orientation, or any other category to the extent protected by applicable laws.

Section 7.2 Fiscal Year

The School's fiscal year shall begin each July 1 and end each June 30, or such other dates as the Board determines.

Section 7.3 Books and Records

The School shall keep at its office correct and complete books and records of the business activities and transactions of the School, the minutes of the proceedings of the Board of Trustees and a current list of the Members, trustees, and officers of the School and their residence addresses. Any of the books, minutes, and records of the School may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 7.4 Annual Report

The Board shall cause an audited annual report to be furnished to each member of the Board of Trustees each year for the immediately preceding fiscal year.

Section 7.5 Amendment of Articles of Incorporation

The Articles of Incorporation of the School may be adopted, amended or repealed in whole or in part through the affirmative vote of a majority of all Members in accordance with § 13.1-886 through § 13.1-889 of the Virginia Nonstock Corporation Act.

Section 7.6 Amendment of Bylaws

These Bylaws may be amended or repealed in whole or in part only after approval of the proposed change by the affirmative vote of a majority of the entire Board of Trustees. The Board shall provide a copy of the amendments the Board adopts to Members, personally, by regular mail, or by electronic transmission with Member consent. Each amendment to the Bylaws shall become effective immediately upon approval by the Board, unless otherwise specifically noted in such amendment.

Section 7.7 Conflicts of Interest

If, with respect to any transaction to be approved by the Board of Trustees, a trustee has a direct or indirect personal interest in any other entity involved in the transaction other than the School, such trustee shall disclose fully to the Board of Trustees his or her direct or indirect personal interest in such other entity before the Board takes any action on such transaction. If a trustee is not aware of his or her direct or indirect personal interest in any transaction already approved by the Board of Trustees, he or she shall immediately notify the Chair and the Chair shall notify the trustees of such direct or indirect personal interest.

Each trustee shall interpret the term “direct or indirect personal interest” broadly and disclose any situation if there is any doubt as to whether such interest exists. Without limiting this obligation, a trustee has a direct or indirect personal interest in a transaction if he or she has a direct or indirect material financial interest in the other entity to the transaction; if he or she would benefit directly or indirectly in his or her dealings with the other entity if such entity enters into a transaction with the School; or if he or she is a director, officer, employee, or trustee of another entity which is a party to the transaction.

Section 7.8 Indemnification and Insurance

Subject to § 13.1-876 of the Virginia Nonstock Corporation Act, the School shall indemnify any trustee, any former trustee, and may, by resolution of the Board of Trustees, indemnify any officer, employee or agent against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such trustee, officer, employee or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters unless such person (1) conducted himself or herself in good faith; (2) believed, in the case of conduct in his or her official capacity with the School, that his or her conduct was in the best interests of the School or, in all other cases, that his or her conduct was at least not opposed to the best interests of the School; and (3) in the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. Further, there shall be no indemnification (1) in connection with the proceeding by or in the right of the School in which the trustee, officer, employee or agent was adjudged liable to the School; or (2) in connection with any other proceeding charging improper personal benefit

to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Notwithstanding the above limitations, the School shall indemnify a trustee who entirely prevails in the defense of any proceeding to which he or she was a party because he or she was a trustee of the School, for reasonable expenses incurred by him or her in connection with the proceeding.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; judgments, fines, and penalties against, and amounts paid in settlement by, such trustee, director, officer, employee or agent. The School may pay for or reimburse the reasonable expenses in advance of final disposition of the proceeding, provided that the provisions of § 13.1-878 of the Virginia Nonstock Corporation Act are met.

The provisions of this Section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which such trustee, officer, or employee may be entitled under any statute, bylaw, agreement, vote of the Board of Trustees, or otherwise and shall not restrict the power of the School to make any indemnification permitted by law.

The Board of Trustees may authorize the purchase of and maintain insurance on behalf of any trustee, officer, employee or agent of the School against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not the School would have the power to indemnify the person against that liability under law.

Further, if at any time the School is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941 (d) or 4945 (d), respectively, of the Code.

Section 7.9 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Virginia Nonstock Corporation Act shall govern the construction of

these Bylaws. References to either gender are deemed to refer to both genders. If any part of these Bylaws shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

The undersigned Secretary of the Board of Trustees declares that the facts herein stated are true as of April 17th, 2012.

THE LANGLEY SCHOOL

By: Leslie G. Sarasin

Leslie Sarasin, Secretary of The Langley School Board of Trustees