

**Bylaws of the GERMAN SCHOOL OF CONNECTICUT, INC.**

(As amended and restated on January 8, 2020 by the Board of Directors)

**ARTICLE I Corporate Name, Governing Law, Registered Office, and Registered Agent**

- 1.1 The name of the corporation is the GERMAN SCHOOL OF CONNECTICUT, INC. (the “Corporation”).
- 1.2 The Corporation shall be a Connecticut domestic nonstock corporation.
- 1.3 The registered office of the Corporation shall be at such place in the State of Connecticut as the Board of Directors of the Corporation (the “Board”) shall from time to time designate.
- 1.4 The registered agent of the Corporation shall be a Connecticut resident as the Board shall from time to time designate.

**ARTICLE II Purpose**

- 2.1 The purpose of the Corporation is to operate a German language school (the “School”).

**ARTICLE III Membership**

- 3.1 *Membership Definition.* Any person 18 years or older who has paid tuition to the Corporation, either for himself/herself and/or for one or more of his/her dependent(s) for a semester during which the Corporation provides instruction in the German language, shall constitute a member of the Corporation (“Member” or “Members”). The membership shall commence on the day of the start of the semester for which he/she paid tuition and shall terminate at the end of such semester (the “Membership Term”). For the purpose of determining membership, a semester ends on the day prior to start of the new semester.
- 3.2 *Voting Rights of Members.* Except as otherwise specifically required by law, only Members of the Corporation shall be entitled to vote on any matter submitted to them for a vote at a meeting of the Members (the “Member Meeting”). Each Member shall have only one vote on each matter submitted to such Member for a vote at any Member Meeting.  
  
A Member cannot voluntarily or involuntarily transfer his membership or any rights arising out of his membership in the Corporation.
- 3.3 *Proxy.* At any Member Meeting, the Members shall be entitled to vote in person or by proxy. If by proxy, the proxy shall be in writing, shall be dated and signed by the Member or the Member’s duly authorized attorney-in-fact, but no proxy which is dated more than eleven (11) months before the Member Meeting for which the proxy is given shall be accepted, unless the proxy shall, on its face, state a longer period for which it is to remain in force. The appointment of a proxy by a Member is revocable by the Member at any time prior to the exercise of the proxy. The death or incapacity of the Member who has appointed a proxy does not affect the right of the Corporation to accept the proxy’s authority unless notice of such death or incapacity is received by the Chairperson or any other officer or agent of the Corporation who is authorized to tabulate votes before the proxy exercises his/her authority under his appointment as proxy for such Member.
- 3.4 *Termination of Membership.* The membership of a Member shall be terminated by the earlier of the end of the respective Membership Term, his/her death, voluntary withdrawal or expulsion by the Board, and thereafter all rights and privileges of the Member in the Corporation shall cease.
- 3.5 *Place of Member Meeting.* All Member Meetings shall be held on a campus of the Corporation and shall alternate among the campuses.

- 3.6** *Member Meeting.* The annual Member Meeting shall be held during the second half of each calendar year at such date and time as shall be designated from time to time by the Board and stated in the notice of meeting or in a duly executed waiver thereof (the “Annual Member Meeting”). At such annual meeting, the members shall elect, by a plurality vote, the class of directors whose term expires at that Annual Member Meeting and transact such other business as may properly be brought before the meeting. A special Member Meeting may be held at any time. A special Member Meetings may be called by either the Chairperson or by 30% of Members entitled to vote.
- 3.7** *Postponement.* The Board, acting by resolution, may postpone and reschedule any previously scheduled Member Meeting.
- 3.8** *Transaction of Business.* Nominations of persons for election to the Board of the corporation and, subject to articles of incorporation and applicable law, the proposal of business to be considered by the members may be made at the Member Meeting (i) pursuant to the Corporation’s notice of meeting, (ii) by or at the direction of the Board, or (iii) by any member of the Corporation who was a member of record at the time of giving notice provided for herein, who is entitled to vote at the meeting and who complied with the notice procedures set forth herein and whose nomination or proposal is supported by at least 20 members of record at the time of making such nomination
- 3.9** *Advance Notice Requirements.* For nominations or other business to be properly brought before a Member Meeting by a member pursuant to clause (iii) of the foregoing paragraph, the member must have given timely notice thereof in writing to the Chairperson. To be timely, a member’s notice shall be delivered to the Chairperson at the administrative office of the School on a campus of the School during office hours not less than sixty (60) days nor more than ninety (90) days prior to the first anniversary of the preceding year’s meeting; provided, however, that in the event that the date of the meeting is advanced by more than thirty (30) days or delayed by more than sixty (60) days from such anniversary date, notice by the member to be timely must be so delivered not earlier than the 90th day prior to such meeting and not later than the close of business on the 60th day prior to such meeting or the 10th day following the day on which public announcement of the date of such advanced or delayed meeting is first made. Such member’s notice shall set forth:
- (a) as to each person whom a member proposes to nominate for election or reelection as a director: all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, proof that such person possesses the Guardian/Student Qualification (as defined in Section 4. 2 (b)) and such person’s written consent to being named as a nominee and to serving as a director if elected;
  - (b) as to any other business that a member proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting, and any material interest in such business of such member, if any, on whose behalf the proposal is made; and
- 3.10** *Notice to Members.* Not less than ten (10) nor more than thirty (30) days before each Member Meeting, the Chairperson shall give to the Members written notice by U.S. mail, or e-mail stating the date, time and place of the meeting. If mailed by U.S. mail, the notice to Members shall be effective when deposited in the United States mail, as evidenced by the postmark, addressed to each Member at the member’s post office address as it appears on the records of the Corporation, with first class postage prepaid. If given by e-mail, the notice to Members shall be effective when electronically sent to the Member at the address that the Member indicated during registration.

Any business of the Corporation may be transacted at the Annual Member Meeting without being specifically stated in the notice, except business that is required by the Certificate of Incorporation,

these Bylaws or the Connecticut Nonstock Corporation Act (the “Nonstock Act”) to be stated in the notice.

- 3.11** *Quorum, Members Action.* A quorum for any Member Meeting shall be 30% of the Members entitled to vote. Approval by a majority of the Members present at a Member Meeting at which a quorum is present shall be required for action by the Members.
- 3.12** *Minutes.* Written minutes shall be kept of the Member Meeting and copies shall be distributed to all Members within thirty (30) days of the Member Meeting.

#### **ARTICLE IV      Board of Directors**

- 4.1** *General Powers.* All executive authority of the Corporation shall be vested in a Board, which shall oversee the management of all activities, property, and affairs of the Corporation.
- 4.2** *Number, Election, and Term of Office.* The Board shall consist of not less than six (6) or no more than twelve (12) members (each one a “Director”). The Directors shall be elected only by the Members of the Corporation at the Annual Member Meeting. The Board shall be divided into three classes of Directors, two or more of which classes shall be equal in number, and the remaining class of which shall consist of the remaining uneven number of Directors, if any, of the Corporation.
- (a) The terms of the first Directors in the: (1) first class of Directors shall expire on the date of the first Annual Member Meeting after its election; (2) second class of Directors shall expire on the date of the second Annual Member Meeting after its election; (3) third class of Directors shall expire on the date of the third Annual Member Meeting after its election. At each Annual Member Meeting thereafter, Directors shall be elected for a term of three (3) years to succeed those Directors whose term expires. A Director may be nominated for a second term with a simple majority of the Directors, and for any subsequent term with a 2/3 super majority of the Directors entitled to vote.
- (b) The Corporation shall undertake to have at least 50% of its Directors to be either a person enrolled as a student or a person with legal custody of a child that is enrolled as a student in the School (the “Guardian/Student Qualification”). Preference shall be given to Director candidates who, at the time of nomination or re-nomination, have had the Guardian/Student Qualification for at least 2 semesters immediately preceding the respective nomination. If a Director loses the Guardian/Student Qualification during such Director’s term, such Director may complete such term. If the Board, due to important business reasons or lack of suitable candidates, desires to deviate from this preference, the Board may, with a 2/3 super majority of the votes of the Directors, suspend this preference and nominate a person for election who does not have the Guardian/Student Qualification. The Board shall take reasonable efforts to ensure equal representation of the campuses of the School on the Board (“Equal Representation”). To ensure Equal Representation, the Board may, with a 2/3 super majority of the Directors, give preference to and nominate a candidate affiliated with one specific campus.
- (c) A Director may be removed for cause by the Board with a 3/4 majority of the Directors at a special meeting convened for the purpose of discussing the removal. The Director subject to possible removal may not vote on that motion and, after having had the opportunity to be heard, may be excluded from all or part of the special meeting(s) during which the Board discusses the possible removal.
- 4.3** *Annual Meetings of the Board.* An Annual Meeting of the Board (the “Annual Board Meeting”) shall be held no later than the end of an academic school year at a date, time and place designated

by the Chairperson or the Board. The Annual Board Meeting shall take place after the Annual Member Meeting within a reasonable time period.

- 4.4** *Regular Meetings of the Board.* In addition to the Annual Board Meeting, Regular Meetings of the Board shall be held at such times and places as the Chairperson or the Board shall designate.
- 4.5** *Special Meetings of the Board.* Special meetings of the Board may be held at any time. Special meetings may be called by either the Chairperson or the President at the request of any two (2) Directors.
- 4.6** *Method of Notice.* Notice of the time and place of any meeting of the Board shall be given by the Chairperson by first class mail, electronic mail or by hand delivery to each director not less than five (5) nor more than thirty (30) days before the meeting. Notice by electronic mail shall be effective when electronically sent to a Director's e-mail address. Such notice shall state the date, time, and place of the meeting, and include a list of agenda items, as well as any necessary supporting material or documentation to ensure that the Directors are able to make a well-informed decision or discussion on matters set forth in the agenda, as well as any information required by the Nonstock Act, the Certificate of Incorporation, or the Bylaws.
- 4.7** *Waiver of Notice.* A Director may waive any notice required by law, the Certificate of Incorporation or the Bylaws before or after the date and time of a Board meeting as stated in any Board meeting notice. Except as provided in the following sentence, the waiver shall be in writing, signed by the Director entitled to the notice, and included with the minutes of the Board meeting. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting, or promptly upon the arrival of the Director at the meeting, objects to the holding of the meeting or the transaction of business at the meeting, and does not thereafter vote for or against any action taken at the meeting.
- 4.8** *Quorum.* At all meetings of the Board, a majority of the Directors, present in person, shall constitute a quorum. A quorum shall be a majority of the total number of members of the Board at the time of the meeting.
- 4.9** *Action by the Board.* The act of a majority of the Directors present at a meeting at which a quorum is present at the time of any action taken by the Board shall be an act of the Board, except as may otherwise be required by the Nonstock Act, the Certificate of Incorporation, or the Bylaws. Each Director must act personally and shall not vote by proxy, power of attorney, or otherwise.
- 4.10** *Action without Meeting.* Any action required or permitted by the Nonstock Act or these Bylaws to be taken at a meeting of the Board may be taken without a meeting if the action is taken by all Directors. The action shall be evidenced by one (1) or more written consents describing the action taken, signed and dated by each Director and included in the minutes or filed with the corporate records stating the action taken. Action taken under this Section is effective when the last Director signs and dates the consent, unless the consent specifies a different effective date. A consent signed under this Section has the effect of a vote taken at a duly convened meeting and may be described as such in any document. Action may be approved where Board member consent is given via electronic mail so long as all members of the Board are included on all electronic mail regarding any and all matters at issue being considered by the Board via electronic mail and so long as every member of the Board provides a response within a reasonable period of time.
- 4.11** *Meeting by Telephone or Other Electronic Equipment.* Members of the Board may participate in the Annual Board meeting, a regular or a special meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time. A Director who participates in a meeting by such means is deemed to be present in person at the meeting.

- 4.12** *Resignation of a Director.* A Director may resign at any time by delivering written notice to the Board, the Chairperson, or to the Corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.
- 4.13** *Vacancy on the Board.* Any vacancy on the Board arising at any time and from any cause, including the authorization of an increase in the number of directors within the limits set out in paragraph 4.2, may be filled at any meeting of the Board by a vote of a majority of the Directors then in office. Each Director so elected shall hold office until the next Annual Member Meeting, at which time election of Directors shall be addressed during the regular course of business.
- 4.14** *Chairperson.* The Board shall elect a non-executive Chairperson at the Annual Board Meeting for a one year term and until his/her successor shall have been duly elected at the next Annual Board Meeting. The Chairperson shall have such other duties and responsibilities as the Board may from time to time assign to such person. The Chairperson shall be elected from among those persons who are Directors at the time of such person's election and shall cease to be the Chairperson when such person ceases to be a Director or resigns, dies or is otherwise removed from office.

## **ARTICLE V      Officers**

- 5.1** *General.* The officers of the Corporation shall be: a President and Vice Presidents ("Officers"), one for each campus of the School. The Board may appoint other officers as the Board deems appropriate. The Officers shall be appointed at the Annual Board Meeting or thereafter. The duties of Officers of the Corporation shall be such as are prescribed by these Bylaws and as may be prescribed by the Board.
- 5.2** *President.* The President shall be the Chief Executive Officer of the Corporation and Principal of the School and shall provide, subject to the control of the Board, general supervision of the business, financial, administration and operational affairs of the Corporation and of the School, shall have such other duties and responsibilities as the Board may from time to time assign to such person and may propose persons for any officer positions. The President shall be a Director of the Corporation at the time of such person's appointment as Chief Executive Officer and President. If such person ceases to be President or resigns, dies or is otherwise removed from office, such person shall cease to be a Director unless re-confirmed by a 2/3 super majority of the votes of the Directors entitled to vote. The voting rights of the Chief Executive Officer and President shall be suspended on all votes touching on the Chief Executive Officer and President that may give rise to a conflict of interest.
- 5.3** *Vice President Stamford and Vice President West Hartford.* There shall be a Vice Principal Stamford who shall serve as Vice President of the Stamford Campus, and a Vice Principal West Hartford who shall serve as Vice President of the West Hartford Campus. Subject to any restrictions imposed by the Board, the Vice President Stamford and the Vice President West Hartford shall perform the duties and have the powers of the President at each respective campus during the absence or disability of the President as directed by the Board. A Vice President shall also perform such other duties as may be assigned to such person by the Board from time to time. A Vice President is not required to be a Director. The Board may determine the seniority of the Vice President if there is more than one.
- 5.4** *Terms of Office.* Each Officer shall serve for the term of one (1) year and until his/her successor shall have been duly elected at the Annual Board Meeting. Any Officer may be removed by the Board at any time with or without cause. Vacancies among the Officers that result from death, resignation or other cause shall be filled by the Board. There shall be no limit on years of consecutive service by Officers.

## **ARTICLE VI      Committees**

- 6.1**      The Board may create one or more committees which may exercise the power and authority of the Board as directed by the Board. The members of each committee shall consist of at least two (2) or more Directors and such other persons as designated by the Board. The Board shall make reasonable efforts to ensure that all campuses of the School are equally represented in committees.

## **Article VII      Directors-Emeritus/Emerita**

- 7.1**      The Board may appoint one or more persons with the title “Director Emeritus”/”Director Emerita” and vest such Director Emeritus/Director Emerita with the right to attend all regular meetings of the Board; provided however, that any such Director Emeritus/Director Emerita shall have no power to make motions or to vote at a Board Meeting and shall not be counted in determining a Board quorum.

## **ARTICLE VIII      Advisory Council and School Meeting**

- 8.1**      The Chairperson may appoint, with the approval of the Board, an Advisory Council to promote the objectives of the Corporation, further its purposes, and advise the Board on matters concerning general policies applicable to, and the progress of the work of the Corporation.
- 8.2**      The Chairperson shall appoint the Chair of the Advisory Council, with the approval of the Board.
- 8.3**      The President shall organize at least one Community Campus Meeting (CCM) at each campus of the School annually at which the Chairperson, the President or the Vice President responsible for the respective campus delivers a state of the School report and leads a discussion about the report and other concerns of the respective campus of the School. At the CCM, members of each campus community shall have the opportunity to ask Officers and Directors questions relating to the operation of the Corporation and the School campus. The Board may establish rules governing such CCM to facilitate an orderly meeting; any votes held at such meetings shall be nonbinding votes.

## **ARTICLE IX      Amendments**

- 9.1**      *Amendments.* These Bylaws may be amended, repealed or restated, in whole or part, at any meeting of the Board by a majority of the members of the Board.

## **ARTICLE X      Miscellaneous**

- 10.1**      *Use of Pronouns.* All pronouns used in these Bylaws refer to the masculine, feminine or neuter, singular or plural, as the context in which they are used may require and do not signify any gender restrictions.
- 10.2**      *Seal.* The seal of the Corporation shall have inscribed thereon the name of the Corporation, the word “Seal” and the word “Connecticut” and shall be retained in the custody of the Chairperson.
- 10.3**      *Fiscal Year.* The fiscal year of the Corporation shall end on June 30th of each calendar year or as otherwise determined by the Board.
- 10.4**      *Non-Discrimination.* The Corporation shall not discriminate against any person or deprive any person of any rights, privileges or immunities secured or protected by the Constitutions of the United States or the State of Connecticut or the laws of the State of Connecticut or of the United States arising out of the religion, ethnic or national origin, color, race, sex or any physical disability of any such person.

- 10.5** *No Political Activities.* The Corporation shall not participate or intervene in, including the publishing or distribution of statements of, any political campaign on behalf of any candidate for public office.
- 10.6** *Dissolution.* Upon the dissolution of the Corporation, the Board shall, after paying and making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively to such organization or organizations which are organized and operated exclusively for charitable purposes and which, at the time of such disposition, qualify as a tax exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code as the Board shall determine. Any such assets not so disposed of shall be deposited with the Superior Court of the County in Connecticut in which the principal office of the Corporation is then located for distribution by the Court to such organization or organizations as said Court shall determine qualify as a tax exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- 10.7** *Restriction or Distribution of Assets of the Corporation.* None of the assets, including any revenues of the Corporation, shall inure to the benefit of or be distributed to any Director, Officer, employee or agent of the Corporation or to any other person except to reasonably reimburse them for services rendered to the Corporation and disbursements incurred by them in the performance of their duties for the Corporation.